

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM335562

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|---|--|-----------------------------------|-------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | SECURITY INTEREST | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Gym-Mark, Inc. | | 03/11/2015 | CORPORATION: CALIFORNIA |
| RECEIVING PARTY DATA | | | |
| Name: | BANK OF AMERICA, N.A., as Collateral Agent | | |
| Street Address: | 100 Federal Street | | |
| City: | Boston | | |
| State/Country: | MASSACHUSETTS | | |
| Postal Code: | 02110 | | |
| Entity Type: | NATIONAL ASSOCIATION: UNITED STATES | | |
| PROPERTY NUMBERS Total: 4 | | | |
| Property Type | Number | Word Mark | |
| Serial Number: | 86360721 | KIDS + LIFE = CRAZY 8 DAYS A WEEK | |
| Registration Number: | 4682560 | OFFICIAL SPONSOR OF CHILDHOOD | |
| Registration Number: | 4672480 | THE BEST TIME TO BE A KID | |
| Registration Number: | 4180921 | HOPE&HOWARD | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 6179518736 | | |
| <i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i> | | | |
| Phone: | 6173417729 | | |
| Email: | kschmidt@morganlewis.com | | |
| Correspondent Name: | Katarzyna Schmidt | | |
| Address Line 1: | 1 Federal Street | | |
| Address Line 2: | c/o Morgan Lewis & Bockius LLP | | |
| Address Line 4: | Boston, MASSACHUSETTS 02110 | | |
| NAME OF SUBMITTER: | Katarzyna Schmidt | | |
| SIGNATURE: | /Katarzyna Schmidt/ | | |
| DATE SIGNED: | 03/18/2015 | | |
| Total Attachments: 3 | | | |
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| source=Gym - Grant of SI in TM#page2.tif | | | |

OP \$115.00 86360721

GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Gym-Mark, Inc., a California corporation (the "Grantor") with principal offices at 500 Howard Street, San Francisco, CA 94105, as of March 11, 2015, hereby grants to BANK OF AMERICA, N.A., as Collateral Agent, with offices at 100 Federal Street, Boston, MA 02110 (the "Grantee"), a continuing security interest in (i) all of the Grantor's right, title and interest in, to and under to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Secured Obligations of the Grantor, as such term is defined in the Security Agreement among the Grantor, the other Grantors from time to time party thereto and the Grantee, dated as of November 23, 2010 (as amended, modified, restated and/or supplemented from time to time, the "Security Agreement").

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

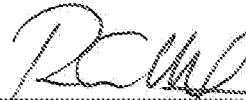
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IN WITNESS WHEREOF, the undersigned have executed this Grant of the day and year first above written.

GYM-MARK, INC., as Grantor.

By: 
Name: Chris Nafali
Title: Vice President, Corporate Controller

BANK OF AMERICA, N.A., as Collateral Agent
and Grantee

By: 
Name: Roger Muldub
Title: Director

SCHEDULE A

| MARK | SERIAL / REG. NO. | APP. / REG. DATE |
|--------------------------------------|-------------------|------------------|
| KIDS + LIFE = CRAZY 8 DAYS A WEEK | 86360721 | 8/7/2014 |
| OFFICIAL SPONSORS OF CHILDHOOD | 4682560 | 2/3/2015 |
| THE BEST TIME TO BE A KID | 4672480 | 1/13/2015 |
| HOPE & HOWARD | 4180921 | 7/24/2012 |

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