

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM338762

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Grant of Security Interest in United States Trademarks		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
GYM-MARK, INC.		03/11/2015	CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Credit Suisse AG, Cayman Islands Branch		
Street Address:	Eleven Madison Avenue		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10010		
Entity Type:	Bank: SWITZERLAND		
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:	8004947512		
<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:	202-370-4750		
Email:	ipteam@nationalcorp.com		
Correspondent Name:	Joanna McCall		
Address Line 1:	1025 Vermont Ave NW, Suite 1130		
Address Line 2:	National Corporate Research, LTD		
Address Line 4:	Washington, D.C. 20005		
ATTORNEY DOCKET NUMBER:	F155171		
NAME OF SUBMITTER:	Rick Harrison		
SIGNATURE:	/Rick Harrison/		
DATE SIGNED:	04/20/2015		
Total Attachments: 3			

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**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, hereby grants to CREDIT SUISSE AG, CAYMAN ISLANDS BRANCH, as Collateral Agent, with principal offices at Eleven Madison Avenue, New York, NY 10010 (the "Grantee"), a continuing security interest in (i) all of the Grantor's right, title and interest in, to and under the United States trademarks, trademark registrations and trademark applications (collectively, 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 on, prior to or after the date hereof for infringement, or dilution of, or other injury to, any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the payment or performance, as the case may be, in full of the Secured Obligations, as such term is defined in the Security Agreement among the Grantor, the other assignors 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.

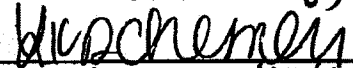
IN WITNESS WHEREOF, the undersigned have executed this Grant as of the
11th day of March, 2015.

GYM-MARK, INC., Grantor

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

CREDIT SUISSE AG, CAYMAN ISLANDS
BRANCH as Collateral Agent and Grantee

By 
Name: Bryan J. Matthews
Title: Authorized Signatory

By 
Name: Laura Kathleen Schembri
Title: Authorized signatory

Schedule A

<u>MARK</u>	<u>SERIAL / REG. NO.</u>	<u>APP. / REG. DATE</u>
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