

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM348645

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
W. A. Holding Company, LLC		06/15/2015	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	Bay Club Holdings III, LLC		
Street Address:	1 Lombard Street		
City:	San Francisco		
State/Country:	CALIFORNIA		
Postal Code:	94111		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 15			
Property Type	Number	Word Mark	
Registration Number:	4686964	BAY CLUB	
Serial Number:	86149484	THE BAY CLUB COMPANY	
Registration Number:	4442475	BAY CLUB	
Serial Number:	86149317	BAY CLUBS	
Registration Number:	4572510	77 SEVENTY·SEVEN	
Registration Number:	4690936	CONNECT	
Registration Number:	4690950	CONNECT BUSINESS + LEARNING + LIFESTYLE	
Serial Number:	86150367	BREAKAWAY PERFORMANCE	
Registration Number:	4200864	DECATHLON CLUB	
Registration Number:	4438715		
Registration Number:	2474732	PACIFIC ATHLETIC CLUB	
Registration Number:	3899033		
Registration Number:	4200980	PACIFIC ATHLETIC CLUB	
Registration Number:	4591027	PACIFIC SPORTS RESORT	
Registration Number:	4438714	WESTERN ATHLETIC CLUBS	
CORRESPONDENCE DATA			
Fax Number:	3032230942		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent</i>			

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using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: (303) 223-1142
Email: eholmes@bhfs.com
Correspondent Name: Emily C. Holmes
Address Line 1: 410 Seventeenth Street, Suite 2200
Address Line 4: Denver, COLORADO 80202

ATTORNEY DOCKET NUMBER:	012059.0007
NAME OF SUBMITTER:	Emily C. Holmes
SIGNATURE:	/emilycholmes/
DATE SIGNED:	07/20/2015

Total Attachments: 2

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Delaware

PAGE 1

The First State


I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "W.A. HOLDING COMPANY, LLC", CHANGING ITS NAME FROM "W.A. HOLDING COMPANY, LLC" TO "BAY CLUB HOLDINGS III, LLC", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF JUNE, A.D. 2015, AT 6:38 O'CLOCK P.M.

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You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2467398

DATE: 06-15-15

TRADEMARK
REEL: 005580 FRAME: 0656

CERTIFICATE OF AMENDMENT

OF

W.A. Holding Company, LLC

This Certificate of Amendment of W.A. Holding Company, LLC (the "LLC"), dated as of June 15, 2015, is being duly executed and filed by Christopher Reiss, as Authorized Person, to amend the Certificate of Formation, originally filed on December 14, 2009.

FIRST. The name of the LLC is W.A. Holding Company, LLC.

SECOND. The Certificate of Formation of the LLC is hereby amended as follows:

The name of the LLC is Bay Club Holdings III, LLC.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment as of the date first above written.



Name: Christopher Reiss
Title: Authorized Person