

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM353283

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
General Electric Capital Corporation, as Agent		08/21/2015	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Antares Capital , as Agent		
Street Address:	500 West Monroe Street		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60661		
Entity Type:	LIMITED PARTNERSHIP: DELAWARE		
PROPERTY NUMBERS Total: 13			
Property Type	Number	Word Mark	
Serial Number:	85710497	LIVE IN-SHAPE	
Serial Number:	85710507	9-MINUTE CORE CIRCUIT	
Serial Number:	85710512	29-MINUTE CIRCUIT	
Registration Number:	3566964	IN-SHAPE FITNESS	
Registration Number:	3566971	IN-SHAPE SPORTS CLUB	
Registration Number:	1814118	IN SHAPE CITY	
Registration Number:	3566972	IN-SHAPE SPORT	
Registration Number:	4032957	FITSTART	
Registration Number:	4142446	LIVE THE LIFE YOU WANT...GET IN SHAPE!	
Registration Number:	2105607	IN SHAPE	
Registration Number:	2142636	IS	
Serial Number:	85795573	IS IN-SHAPE FIT	
Serial Number:	85795554	IS IN-SHAPE FIT	
CORRESPONDENCE DATA			
Fax Number:			
<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>			
Email:	michael.barys@thomsonreuters.com		
Correspondent Name:	Andrea Gniadek, Project Assistant		
TRADEMARK			

OP \$340.00 85710497

Address Line 1: 111 West Monroe Street
Address Line 2: Chapman and Cutler
Address Line 4: Chicago, ILLINOIS 60603

NAME OF SUBMITTER: Andrea Gniadek

SIGNATURE: /Michael Barys/

DATE SIGNED: 08/31/2015

Total Attachments: 11

source=Scan_Andrea H. Gniadek_11_49_31-08-2015#page1.tif
source=Scan_Andrea H. Gniadek_11_49_31-08-2015#page2.tif
source=Scan_Andrea H. Gniadek_11_49_31-08-2015#page3.tif
source=Scan_Andrea H. Gniadek_11_49_31-08-2015#page4.tif
source=Scan_Andrea H. Gniadek_11_49_31-08-2015#page5.tif
source=Scan_Andrea H. Gniadek_11_49_31-08-2015#page6.tif
source=Scan_Andrea H. Gniadek_11_49_31-08-2015#page7.tif
source=Scan_Andrea H. Gniadek_11_49_31-08-2015#page8.tif
source=Scan_Andrea H. Gniadek_11_49_31-08-2015#page9.tif
source=Scan_Andrea H. Gniadek_11_49_31-08-2015#page10.tif
source=Scan_Andrea H. Gniadek_11_49_31-08-2015#page11.tif

ASSIGNMENT OF INTELLECTUAL PROPERTY

SECURITY AGREEMENT

This **ASSIGNMENT OF INTELLECTUAL PROPERTY SECURITY AGREEMENT** (this "Assignment"), dated as of August 21, 2015, is by **GENERAL ELECTRIC CAPITAL CORPORATION** (individually, "GECC"), acting in its capacity as the current and resigning administrative agent (in such capacity, the "Retiring Agent") and **ANTARES CAPITAL LP**, a Delaware limited partnership (individually, "Antares"), acting in its capacity as the successor administrative agent (in such capacity, the "Successor Agent").

RECITALS:

WHEREAS, In-Shape Health Clubs, LLC, as "Grantor", and Retiring Agent are parties to those certain intellectual property security agreements identified in Exhibit A attached hereto (as the same have been and may hereafter be amended, restated, supplemented or otherwise modified from time to time, collectively, the "Agreements") covering certain intellectual property set forth on Exhibit B attached hereto; and

WHEREAS, pursuant to that certain Omnibus Agency Transfer Agreement by and among GECC, as the Retiring Agent, and Antares, as Successor Agent, Retiring Agent has assigned to Successor Agent all of its rights, remedies, duties and other obligations under, among other documents, the Agreements, in each instance, in its capacity as administrative agent and, if applicable, collateral agent.

NOW, THEREFORE, in consideration of the foregoing, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Retiring Agent hereby assigns and transfers to Successor Agent and its successors and assigns, all of its rights, title and interest in and to the Agreements.


This Assignment may be executed in any number of counterparts, each of which when so executed shall be deemed an original and all of which taken together shall constitute one and the same instrument.

- Remainder of Page Intentionally Left Blank; Signature Page Follows -

IN WITNESS WHEREOF, Retiring Agent and Successor Agent have caused this Assignment to be duly executed as of the date first above written.

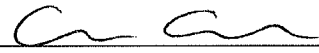
RETIRING AGENT:

**GENERAL ELECTRIC CAPITAL
CORPORATION**

By: 
Name: Customer class
Its: Duly Authorized Signatory

SUCCESSOR AGENT:

ANTARES CAPITAL LP

By: 
Name: Customer class
Its: Duly Authorized Signatory

[Signature Page to Assignment of Intellectual Property Security Agreement]

STATE OF CA)
)
COUNTY OF San Francisco)

On August 19, 2015 before me, Odette Ching Kinsey a Notary Public, personally appeared Chris Cheng, personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that s/he executed the same in his/her authorized capacity, and that by his/her signature on the instrument, the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.



(Seal)

Before me Odette Ching Kinsey
Notary Public
Print/Type Name: Odette Ching Kinsey
My commission expires: 9-2-15

[Notary Page to Assignment of Intellectual Property Security Agreement]

TRADEMARK
REEL: 005612 FRAME: 0396

EXHIBIT A

IP SECURITY AGREEMENTS

Copyright Security Agreement dated as of December 28, 2012 and filed with the United States Copyright Office on February 1, 2013 in Volume 3626, Document No. 85.

Trademark Security Agreement dated as of December 28, 2012 and filed with the United States Patent and Trademark Office on January 24, 2013 at Reel 4948, Frame 0501.

EXHIBIT B

Copyright Registrations

[See attached]

In-Shape Health Clubs, Inc. - Copyright Registrations

2	[1]	In-Shape Health Clubs, Inc.	<u>In-Shape Health Clubs Corporate Contact Information Sheet.</u>	TXu001763162	2010
2	[2]	In-Shape Health Clubs, Inc.	<u>In-Shape Health Clubs Corporate Contact Information Sheet.</u>	TX0007329644	2008
2	[3]	In-Shape Health Clubs, Inc.	<u>In-Shape Health Clubs Counselor's Monthly Planner.</u>	TXu001763156	2010
2	[4]	In-Shape Health Clubs, Inc.	<u>In Shape Health Clubs Counselor's Monthly Planner.</u>	TXu001763159	2010
2	[5]	In-Shape Health Clubs, Inc.	<u>In Shape Health Clubs Counselor's Monthly Planner.</u>	TX0007329655	2009
2	[6]	In-Shape Health Clubs, Inc.	<u>In-Shape Health Clubs Counselor's Monthly Planner.</u>	TX0007329654	2005
2	[7]	In-Shape Health Clubs, Inc.	<u>In-Shape Health Clubs, Inc. Member Service Request.</u>	TXu001763163	2010
2	[8]	In-Shape Health Clubs, Inc.	<u>In-Shape Health Clubs, Inc. Member Service Request.</u>	TX0007329647	2009
2	[9]	In-Shape Health Clubs, Inc.	<u>In-Shape Health Clubs, Inc. Membership Application.</u>	TXu001763213	2010
2	[10]	In-Shape Health Clubs, Inc.	<u>In-Shape Health Clubs, Inc. Membership Application.</u>	TXu001763204	2010
2	[11]	In-Shape Health Clubs, Inc.	<u>In-Shape Health Clubs, Inc. Membership Application.</u>	TXu001763206	2010
2	[12]	In-Shape Health Clubs, Inc.	<u>In-Shape Health Clubs, Inc. Membership Application.</u>	TXu001763165	2010
2	[13]	In-Shape Health Clubs, Inc.	<u>In-Shape Health Clubs, Inc. Membership Application.</u>	TX0007329633	2009

14	In-Shape Health Clubs, Inc.	<u>In-Shape Health Clubs, Inc. Membership Application.</u>	TX0007329636	2009
15	In-Shape Health Clubs, Inc.	<u>In-Shape Health Clubs, Inc. Membership Application.</u>	TX0007329630	2008
16	In-Shape Health Clubs, Inc.	<u>In-Shape Health Clubs, Inc. Membership Application.</u>	TX0007329639	2008
17	In-Shape Health Clubs, Inc.	<u>In-Shape Health Clubs, Inc. Membership Application.</u>	TX0007330412	2007
18	In-Shape Health Clubs, Inc.	<u>In-Shape Health Clubs Monthly Club Counselor Sales Audit.</u>	TXu001763160	2010
19	In-Shape Health Clubs, Inc.	<u>In-Shape Health Clubs Monthly Club Counselor Sales Audit.</u>	TX0007329651	2010
20	In-Shape Health Clubs, Inc.	<u>In-Shape Health Clubs Monthly Club Sales Audit.</u>	TXu001722670	2010

EXHIBIT B

Trademark Registrations

[See attached.]

Trademark Report

Trademark	Country	Class	Applied	Serial #	Reg. #	Reg. Date	Status	Next due date	Live/Dead Indic
ape Health Club, Inc. LIVE IN-SHAPE	U.S.A.	41	08/22/2012	85/710,497			Trademark filed 8/22/2012. Follow up 11/22/2012.	11/22/2012	Live
ape Health Club, Inc. 9-MINUTE CORE CIRCUIT	U.S.A.	41	08/22/2012	85/710,507			Trademark filed 8/22/2012. Follow up 11/22/2012.	11/22/2012	Live
ape Health Club, Inc. 29-MINUTE CIRCUIT	U.S.A.	41	08/22/2012	85/710,512			Trademark filed 8/22/2012. Follow up 11/22/2012.	11/22/2012	Live
ape Health Club, Inc. IN-SHAPE FITNESS	U.S.A.	41	05/22/2008	77/481,622	356696401	1/27/2009	Trademark registered 1/27/09. Section 8 & 15 affidavits filed between 1/27/2013 and 1/27/2014.	01/27/2013	Live
ape Health Club, Inc. IN-SHAPE SPORTS CLUB	U.S.A.	41	05/25/2008	77/482,877	356697101	1/27/2009	Trademark registered 1/27/09. Section 8 & 15 affidavits filed between 1/27/2013 and 1/27/2014.	01/27/2013	Live
ape Health Club, Inc. IN-SHAPE CITY	CA	41	04/23/2003	41879	4187904/23/2003		TM Renewal (CA) due 4/23/2013.	04/23/2013	Live
ape Health Clubs, Inc. IN-SHAPE CITY	U.S.A.	41	07/30/1992	74/299,413	1814118	12/28/1993	Next renewal due 12/28/2013.	12/28/2013	Live
ape Health Club, Inc. IN-SHAPE SPORT	U.S.A.	41	05/28/2008	77/482,884	356697201	1/27/2009	Trademark registered 1/27/2009. Section 8 & 15 affidavits due between 1/27/2014 and 1/27/2015.	01/27/2014	Live
ape Health Club, Inc. FITSTART	U.S.A.	41	03/17/1997	75/238,979	4032957	10/04/2011	Trademark registered 10/4/2011. Section 8 & 15 affidavits due between 10/4/2016 and 10/4/2017.	10/04/2016	Live
ape Health Club, Inc. LIVE THE LIFE YOU WANT...GET IN SHAPE!	U.S.A.	41	09/21/2011	85/428,244	414244605	15/2012	Trademark registered 5/15/2012. Section 8 & 15 affidavits due between 5/15/2017 and 5/15/2018.	05/15/2017	Live

Trademark Report

Client	Trademark	Country	Class	Applied	Serial #	Reg. #	Reg. Date	Status	Next due date	Live/Dead	Indic
In Shape Health Club, Inc.	IS SHAPE	U.S.A.	41	03/17/1997	75258984	2105607	10/14/1997	Section 8 & 9 affidavits accepted 4/30/08. L/D to file next renewal is 10/14/2017.	10/14/2017	Live	
In Shape Health Club, Inc.	IS and Design	U.S.A.	41	03/17/1997	75258985	214263603	03/10/1998	Section 8 & 9 Affidavits filed 9/9/08. Section 8 & 9 affidavits accepted 9/17/08. 10 yr. renewal due 3/10/2018.	03/10/2018	Live	
In Shape Health Club, Inc.	IS IN-SHAPE FIT	U.S.A.	41	12/15/2012	85795573	1814118 2105607 3566964 and others				Live	
In Shape Health Club, Inc.	IS IN-SHAPE FIT	U.S.A.	41	12/05/2012	85795554	1814118 2105607 3566964 and others				Live	