

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM423336

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Gym-Mark, Inc.		04/10/2017	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 Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 7			
Property Type	Number	Word Mark	
Serial Number:	87173020	GYMGO	
Serial Number:	87173021	GYMGO	
Serial Number:	87173022	GYMGO	
Serial Number:	87173024	GYMGO	
Serial Number:	87173026		
Serial Number:	87173027		
Serial Number:	87349134	GYMBOREE	
CORRESPONDENCE DATA			
Fax Number:	6173417729		
<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:	katarzyna.gaysunas@morganlewis.com		
Correspondent Name:	Katarzyna Gaysunas		
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 Gaysunas		
SIGNATURE:	/Katarzyna Gaysunas/		
DATE SIGNED:	04/11/2017		

CH \$190.00 87173020

Total Attachments: 4

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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, as of April 10, 2017, 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.

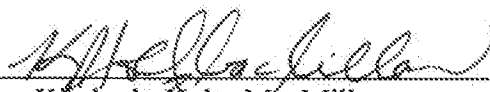
THIS GRANT is made to secure the satisfactory performance and payment of all the Secured Obligations of the Grantor, as such term is defined in the Security Agreement among the Grantor, the other Grantors from time to time party thereto and the Grantee, dated as of November 23, 2010 (as amended, modified, 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 as of the 10th day of April, 2017.

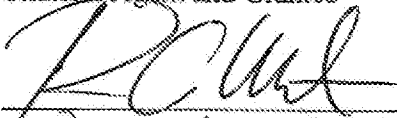
GYM-MARK, INC.,
as Grantor

By: 
Name: Kimberly Holtz MacMillan
Title: Assistant Secretary

[SIGNATURE PAGE TO TRADEMARK SECURITY AGREEMENT]



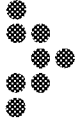
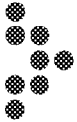
TRADEMARK
REEL: 006031 FRAME: 0564

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

By: 
Name: Roger Malant
Title: Director

[SIGNATURE PAGE TO TRADEMARK SECURITY AGREEMENT]

SCHEDULE A

<u>MARK</u>	<u>APP. FILING DATE</u>	<u>APP. SER. NO.</u>
GYMGO	September 15, 2016	87/173,020
GYMGO	September 15, 2016	87/173,021
	September 15, 2016	87/173,022
	September 15, 2016	87/173,024
	September 15, 2016	87/173,026
	September 15, 2016	87/173,027
GYMBOREE	February 24, 2017	87/349,134