

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM424233

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|---|--|---|--|
| <b>SUBMISSION TYPE:</b>   | NEW ASSIGNMENT                                     |   |  |
| <b>NATURE OF CONVEYANCE:</b>  | NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS |   |  |
| <b>CONVEYING PARTY DATA</b>   |  |   |  |
| <b>Name</b>   | <b>Formerly</b>                                    | <b>Execution Date</b>                   | <b>Entity Type</b>                     |
| CRUNCH IP HOLDINGS, LLC   |  | 06/30/2014                              | Limited Liability Company:<br>DELAWARE |
| <b>RECEIVING PARTY DATA</b>   |  |   |  |
| <b>Name:</b>  | BANK OF AMERICA, N.A., AS ADMINISTRATIVE AGENT     |   |  |
| <b>Street Address:</b>  | 101 N. TRYON STREET, 5TH FLOOR                     |   |  |
| <b>Internal Address:</b>  | NC1-001-05-45                                      |   |  |
| <b>City:</b>  | CHARLOTTE  |   |  |
| <b>State/Country:</b>   | NORTH CAROLINA                                     |   |  |
| <b>Postal Code:</b>   | 28255  |   |  |
| <b>Entity Type:</b>   | NATIONAL BANKING ASSOCIATION: UNITED STATES        |   |  |
| <b>PROPERTY NUMBERS Total: 5</b>  |  |   |  |
| <b>Property Type</b>  | <b>Number</b>                                      | <b>Word Mark</b>                        |  |
| <b>Registration Number:</b>   | 5139794  | THE RIDE ROAD · RHYTHM · REMIXED CRUNCH |  |
| <b>Registration Number:</b>   | 4979551  | CRUNCH SWEAT SCHOOL                     |  |
| <b>Registration Number:</b>   | 4751967  |   |  |
| <b>Serial Number:</b>   | 87366807   | THE SWEAT SHED                          |  |
| <b>Serial Number:</b>   | 86508703   | CRUNCH PERSONAL TRAINING INSTITUTE      |  |
| <b>CORRESPONDENCE DATA</b>  |  |   |  |
| <b>Fax Number:</b>  | 9192868199   |   |  |
| <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> |  |   |  |
| <b>Phone:</b>   | 919 286-8000                                       |   |  |
| <b>Email:</b>   | PTO_TMconfirmation@mvalaw.com                      |   |  |
| <b>Correspondent Name:</b>  | MOORE & VAN ALLEN PLLC                             |   |  |
| <b>Address Line 1:</b>  | 3015 CARRINGTON MILL BOULEVARD                     |   |  |
| <b>Address Line 2:</b>  | SUITE 400  |   |  |
| <b>Address Line 4:</b>  | MORRISVILLE, NORTH CAROLINA 27560                  |   |  |
| <b>ATTORNEY DOCKET NUMBER:</b>  | 327000-11908                                       |   |  |
| <b>NAME OF SUBMITTER:</b>   | John Slaughter                                     |   |  |
| <b>SIGNATURE:</b>   | /john slaughter/                                   |   |  |

OP \$140.00 5139794

|   |            |
|---|------------|
| <b>DATE SIGNED:</b>   | 04/19/2017 |
| <b>Total Attachments: 4</b><br>source=NGSI-T#page1.tif<br>source=NGSI-T#page2.tif<br>source=NGSI-T#page3.tif<br>source=NGSI-T#page4.tif |            |

NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Security and Pledge Agreement dated as of June 30, 2014 (as the same may be amended, modified, extended or restated from time to time, the "Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A., as Administrative Agent (the "Administrative Agent"), for the benefit of the holders of the Secured Obligations referenced therein, the undersigned Obligor has granted and hereby grants a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown on Schedule 1 to the Administrative Agent for the ratable benefit of the holders of the Secured Obligations, subject to and upon the terms and conditions of the Agreement, which are incorporated herein by reference.

*[signature pages follow]*

The undersigned Obligor and the Administrative Agent, for the benefit of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

CRUNCH IP HOLDINGS, LLC,  
a Delaware limited liability company

By: 

Name: John DeMatteo

Title: Chief Financial Officer

CRUNCH IP HOLDINGS, LLC  
IP NOTICE - TRADEMARKS

**TRADEMARK**  
**REEL: 006036 FRAME: 0668**

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: 

Name

Title:

Denise Jones  
Vice President

**Schedule 1**

**Crunch IP Holdings, LLC  
(Delaware Limited Liability Company)**

**U.S. Trademarks**

**Trademark Registrations**

| <b>Mark</b>  | <b>Reg. No.</b> | <b>Reg. Date</b> |
|--|-----------------|------------------|
| THE RIDE ROAD · RHYTHM · REMIXED CRUNCH and Design | 5139794         | 02/14/17         |
| CRUNCH SWEAT SCHOOL and Design                     | 4979551         | 06/14/16         |
| Design Only  | 4751967         | 06/09/15         |

**Trademark Applications**

| <b>Mark</b>                        | <b>Appl. No.</b> | <b>Filing Date</b> |
|------------------------------------|------------------|--------------------|
| THE SWEAT SHED and Design          | 87366807         | 03/10/17           |
| CRUNCH PERSONAL TRAINING INSTITUTE | 86508703         | 01/20/15           |