

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM435555

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST
SEQUENCE:	1

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
FIFTH THIRD BANK,		07/14/2017	Banking Corporation:

RECEIVING PARTY DATA

Name:	BBC Holdings, LLC
Street Address:	14622 Ventura Blvd,
Internal Address:	Suite 201
City:	Sherman Oaks
State/Country:	CALIFORNIA
Postal Code:	91403
Entity Type:	Limited Liability Company: DELAWARE
Name:	Barry's Bootcamp Holdings, LLC,
Street Address:	14622 Ventura Blvd,
Internal Address:	Suite 201
City:	Sherman Oaks
State/Country:	CALIFORNIA
Postal Code:	91403
Entity Type:	Corporation: DELAWARE
Name:	Barry's Bootcamp NYC LLC
Street Address:	14622 Ventura Blvd
Internal Address:	Suite 201
City:	Sherman Oaks
State/Country:	CALIFORNIA
Postal Code:	91403
Entity Type:	Limited Liability Company: NEW YORK
Name:	Barry's Bootcamp LLC
Street Address:	14622 Ventura Blvd
Internal Address:	Suite 201
City:	Sherman Oaks
State/Country:	CALIFORNIA
Postal Code:	91403

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Entity Type:	Limited Liability Company: CALIFORNIA
Name:	Barry's Bootcamp San Diego LLC
Street Address:	14622 Ventura Blvd
Internal Address:	Suite 201
City:	Sherman Oaks
State/Country:	CALIFORNIA
Postal Code:	91403
Entity Type:	Limited Liability Company: CALIFORNIA
Name:	Barry's Bootcamp US LLC
Street Address:	14622 Ventura Blvd
Internal Address:	Suite 201
City:	Sherman Oaks
State/Country:	CALIFORNIA
Postal Code:	91403
Entity Type:	Limited Liability Company: DELAWARE
Name:	BBC Franchising LLC
Street Address:	14622 Ventura Blvd
Internal Address:	Suite 201
City:	Sherman Oaks
State/Country:	CALIFORNIA
Postal Code:	91403
Entity Type:	Limited Liability Company: CALIFORNIA

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Registration Number:	4720067	BARRY'S BOOTCAMP
Serial Number:	86384309	
Registration Number:	4002431	BARRY'S BOOTCAMP
Registration Number:	3178015	BARRY'S BOOTCAMP
Registration Number:	3199496	BARRY'S BOOTCAMP THE BEST WORKOUT IN THE
Registration Number:	3572435	DON'T THINK, JUST SHRINK

CORRESPONDENCE DATA

Fax Number:

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.

Phone: 2122942684

Email: trademarkny@winston.com, dkumar@winston.com

Correspondent Name: Jordan Yellen

Address Line 1: 200 Park Avenue

Address Line 2: Winston & Strawn LLP

TRADEMARK

Address Line 4: New York, NEW YORK 10166

ATTORNEY DOCKET NUMBER: 250584.81

NAME OF SUBMITTER: Jordan Yellen

SIGNATURE: /Jordan Yellen by trademarkny/

DATE SIGNED: 07/18/2017

Total Attachments: 16

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TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARKS

This TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARKS (the "Release") is made this 14th day of July, 2017 (the "Release Date") by **FIFTH THIRD BANK**, an Ohio banking corporation (the "Secured Party"), for the benefit of BBC Holdings, LLC, a Delaware limited liability company ("Holdings"), Barry's Bootcamp Holdings, LLC, a Delaware limited liability company ("Parent"), Barry's Bootcamp NYC LLC, a New York limited liability company (the "Company"), Barry's Bootcamp, LLC, a California limited liability company ("Bootcamp"), Barry's Bootcamp San Diego LLC, a California limited liability company ("San Diego"), Barry's Bootcamp US, LLC, a Delaware limited liability company ("BBC US"), and BBC Franchising LLC, a California limited liability company ("Franchising"; and together with the Holdings, Parent, Company, BBC, Bootcamp, San Diego and BBC US are referred to herein, collectively, as "Obligors" and, individually, as an "Obligor").

WHEREAS, the Obligors and the Secured Party are parties to that certain Loan and Security Agreement, dated as of July 23, 2015 (as amended or modified from time to time, the "Loan Agreement");

WHEREAS, the Obligors and Secured Party are parties to that certain Patent, Copyright, License and Trademark Security Agreement, dated as of July 23, 2015 (as at any time prior to the date hereof amended, supplemented or otherwise modified, the "Security Agreement"), pursuant to which the Obligors granted to the Secured Party security interests and liens in and to all service marks, trademarks, trademark or service mark registrations, trademark or service mark applications, domain names and trade names including, without limitation, the trademarks and service marks listed on Schedule A attached hereto and made part hereof, and (a) renewals thereof, (b) all income, royalties, damages and payments now and hereafter due and/or payable with respect thereto, including, without limitation, damages and payments for past or future infringements thereof, (c) the right to sue for past, present and future infringements thereof, and (d) all rights corresponding thereto throughout the world (all the foregoing service marks, trademarks, registrations, applications and trade names, together with the items described in clauses (a) through (d), inclusive, with respect thereto in which such Obligor now or hereafter has any right, title or interest are sometimes hereinafter and/or collectively referred to as the "Trademarks");

WHEREAS, Secured Party has filed with the United States Patent and Trademark Office (the "USPTO") notices of security interests in certain of the Trademarks; and

WHEREAS, the Obligors have paid all outstanding amounts currently owing under the Loan Agreement and the other financing documents executed in connection therewith and has requested that the Secured Party release its security interest in the Trademarks.

NOW THEREFORE, in consideration thereof and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Secured Party agrees as follows:

1. Release of Security Interest. Effective as of the Release Date, Secured Party hereby terminates, releases and discharges any and all security interests in the Trademarks granted by the Obligors under the Security Agreement.
2. Recordation of Release. The Secured Party understands and agrees that this Release may be recorded by or for the Obligors with the USPTO (at Obligors' sole cost).

3. Further Actions. Secured Party further agrees to execute any other document and take any further action reasonably necessary to more fully effectuate the mutual intent and purpose of this Release, provided, that any such document is to be prepared by counsel to the Obligors and the cost and expense of any such document and actions shall be at the sole cost of the Obligors.

4. Capitalized Terms. Capitalized terms used herein and not otherwise defined shall have the meanings ascribed thereto in the Security Agreement.


5. Counterparts. This Release may be executed in one or more counterparts, each of which taken together shall constitute one and the same instrument, admissible into evidence. A signature hereto sent or delivered by facsimile or other electronic transmission shall be as legally binding and enforceable as a signed original for all purposes.

[Signature pages follow]

IN WITNESS WHEREOF, Secured Party has caused this Release to be executed by its duly authorized officer as of the Release Date.

AGREED:

FIFTH THIRD BANK,
as Secured Party


By: 
Name: Donald K. Mitchell
Title: Vice President

ACKNOWLEDGED AND ACCEPTED:

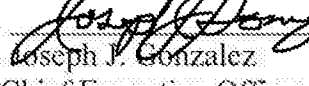
BBC HOLDINGS, LLC

By: 
Name: Joseph J. Gonzalez
Title: Chief Executive Officer

BARRY'S BOOTCAMP HOLDINGS, LLC

By: 
Name: Joseph J. Gonzalez
Title: Chief Executive Officer


BARRY'S BOOTCAMP, LLC

By: 
Name: Joseph J. Gonzalez
Title: Chief Executive Officer


BARRY'S BOOTCAMP SAN DIEGO LLC

By: 
Name: Joseph J. Gonzalez
Title: Chief Executive Officer


BARRY'S BOOTCAMP NYC LLC

By: 
Name: Joseph J. Gonzalez
Title: Chief Executive Officer

BARRY'S BOOTCAMP US, LLC

By: 
Name: Joseph J. Gonzalez
Title: Chief Executive Officer

BBC FRANCHISING LLC

By: 
Name: Joseph J. Gonzalez
Title: Chief Executive Officer


SCHEDULE A

Trademarks


See attached.

Registered IP

Registered and Pending Trademarks

Mark	Image	Goods/Services Description/ First Use Date	App. No.	Reg. No.	Country	Next Renewal Deadline	Status
BARRY'S BOOTCAMP and Design		09 - digital materials, namely, DVDs and downloadable audio files featuring exercise and fitness instruction 09/19/2013	86/384,239	4,720,067	UNITED STATES	April 14, 2021	REGISTERED
		25 - clothing, namely, t-shirts, sweatshirts, pants, shirts, shorts and caps 09/19/2013					
		28 - exercise, fitness, and athletic equipment, namely, resistance bands and inflatable workout balls 09/19/2013					
		41 - exercise classes at a specialized fitness studio featuring treadmills and free weights for a comprehensive cardio and strength workout; physical fitness instruction; physical fitness training services; providing fitness and exercise facilities 09/19/2013					

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<p>Miscellaneous Design (Upside Down V and Star)</p> 	<p>25 - clothing, namely, t-shirts, sweatshirts, pants, shirts, shorts and caps 09/19/2013</p> <p>28 - exercise, fitness, and athletic equipment, namely, weights, resistance bands and inflatable workout balls 09/19/2013</p> <p>41 - exercise classes at a specialized fitness studio featuring treadmills and free weights for a comprehensive cardio and strength workout; physical fitness instruction; physical fitness training services; providing fitness and exercise facilities 09/19/2013</p>	<p>86/384,309</p>		<p>UNITED STATES</p>	<p>n/a</p>	<p>PENDING</p>
<p>BARRY'S BOOTCAMP</p> <p>TRADEMARK</p>	<p>09 - digital materials, namely, DVDs and downloadable audio files featuring exercise and fitness instruction 2007</p> <p>25 - clothing, namely, t-shirts, sweatshirts, caps, pants, hooded sweatshirts and thermal long-sleeved shirts 2007</p>	<p>1700698</p>		<p>CANADA</p>	<p>n/a</p>	<p>PENDING</p>

BARRY'S BOOTCAMP		41 - exercise classes at a specialized fitness studio featuring treadmills and free weights for a comprehensive cardio and strength workout; physical fitness instruction; physical fitness training services; providing fitness and exercise facilities N/A	IR 1241630	IR 1241630	EUROPEAN UNION (CTM)	N/A	REGISTERED
		09 - digital materials, namely, DVDs and downloadable audio files featuring exercise and fitness instruction N/A					
		25 - clothing, namely, t-shirts, sweatshirts, caps, pants, hooded sweatshirts and thermal long-sleeved shirts N/A					
		41 - exercise classes at a specialized fitness studio featuring treadmills and free weights for a comprehensive cardio and strength workout; physical fitness instruction; physical fitness training services; providing fitness and exercise facilities N/A					

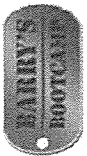

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BARRY'S BOOTCAMP		09 - digital materials, namely, DVDs and downloadable audio files featuring exercise and fitness instruction 2011	IR1241630	IR1241630	NORWAY	N/A	REGISTERED
		25 - clothing, namely, t-shirts, sweatshirts, caps, pants, hooded sweatshirts and thermal long-sleeved shirts 2011					
BARRY'S BOOTCAMP		41 - exercise classes at a specialized fitness studio featuring treadmills and free weights for a comprehensive cardio and strength workout; physical fitness instruction; physical fitness training services; providing fitness and exercise facilities 2011	85/203,995	4,002,431	UNITED STATES	July 26, 2017	REGISTERED
		09 - digital materials, namely, DVDs and downloadable audio files featuring exercise and fitness instruction 12/31/2006					
		25 - clothing, namely, t-shirts, sweatshirts, caps, pants, hooded sweatshirts and thermal long-sleeved shirts 12/31/1998					

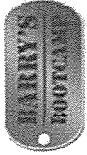
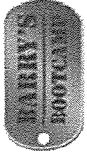
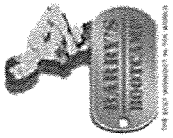
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		<p>41 - exercise classes at a specialized fitness studio featuring treadmills and free weights for a comprehensive cardio and strength workout; physical fitness instruction; physical fitness training services; providing fitness and exercise facilities</p> <p>10/31/1998</p>	IR1241630	IR1241630	WIPO	Nov. 6, 2024	REGISTERED
BARRY'S BOOTCAMP		<p>09 - digital materials, namely, DVDs and downloadable audio files featuring exercise and fitness instruction</p> <p>n/a</p> <p>25 - clothing, namely, t-shirts, sweatshirts, caps, pants, hooded sweatshirts and thermal long-sleeved shirts</p> <p>n/a</p> <p>41 - exercise classes at a specialized fitness studio featuring treadmills and free weights for a comprehensive cardio and strength workout; physical fitness instruction; physical fitness training services; providing fitness and exercise facilities</p> <p>n/a</p>	IR1241630	IR1241630	WIPO	Nov. 6, 2024	REGISTERED

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BARRY'S BOOTCAMP and Design	<p>09 - digital materials, namely, DVDs and downloadable audio files featuring exercise and fitness instruction</p> <p>n/a</p> <p>25 - clothing, namely, t-shirts, sweatshirts, caps, pants, hooded sweatshirts and thermal long-sleeved shirts</p> <p>n/a</p> <p>41 - exercise classes at a specialized fitness studio featuring treadmills and free weights for a comprehensive cardio and strength workout; physical fitness instruction; physical fitness training services; providing fitness and exercise facilities</p> <p>n/a</p>	A0048892		WIPO		PENDING (Switzerland; Turkey)
		IR 1065276	IR 1065276	EUROPEAN UNION (CTM)	N/A	REGISTERED
		IR 1065276	IR 1065276	NORWAY	N/A	REGISTERED
						
BARRY'S BOOTCAMP and Design	<p>41 - exercise classes at a specialized fitness studio featuring treadmills and free weights for a comprehensive cardio and strength workout</p> <p>N/A</p>	IR 1065276	IR 1065276	EUROPEAN UNION (CTM)	N/A	REGISTERED
BARRY'S BOOTCAMP and Design		IR 1065276	IR 1065276	NORWAY	N/A	REGISTERED

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BARRY'S BOOTCAMP and Design		comprehensive cardio and strength workout September 2011	78/491,057	3,178,015	UNITED STATES	November 28, 2016	REGISTERED
BARRY'S BOOTCAMP and Design		41 - exercise classes at a specialized fitness studio featuring treadmills and free weights for a comprehensive cardio and strength workout 07/01/2000	IR1065276	IR1065276	WIPO	Dec. 29, 2020	REGISTERED
BARRY'S BOOTCAMP THE BEST WORKOUT IN THE WORLD and Design		41 - exercise classes at a specialized fitness studio featuring treadmills and free weights for a comprehensive cardio and strength workout n/a	78/491,075	3,199,496	UNITED STATES	January 16, 2017	REGISTERED
DON'T THINK, JUST SHRINK		09 - digital materials, namely, DVDs featuring exercise 07/01/2008	77/514,314	3,572,435	UNITED STATES		ABANDONED
BARRY'S BOOTCAMP		09 - digital materials, namely, DVDs and downloadable audio and video files featuring exercise and fitness training and instruction n/a	32083	165164	LEBANON	March 31, 2030	REGISTERED

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						25 – clothing n/a			
						41 - physical fitness and exercise classes for comprehensive cardio and strength workouts; physical fitness instruction; physical fitness training services; providing physical fitness and exercise facilities n/a			
BARRY'S BOOTCAMP				165431		09 - digital materials, namely, DVDs and downloadable audio and video files featuring exercise and fitness training and instruction N/A	KUWAIT	n/a	PENDING
BARRY'S BOOTCAMP				165432		25 – clothing N/A	KUWAIT	n/a	PENDING
BARRY'S BOOTCAMP				165433		41 - physical fitness and exercise classes for comprehensive cardio and strength workouts; physical fitness instruction; physical fitness training services; providing physical fitness and exercise facilities N/A	KUWAIT	n/a	PENDING

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BARRY'S BOOTCAMP		09 - scientific, nautical surveying, photographic, cinematographic, optical, weighing, measuring, signalling, checking (supervision), life-saving and teaching apparatus and instruments; apparatus and instruments for conducting, switching, transforming, accumulating, regulating or controlling electricity; apparatus for recording, transmission or reproduction of sound or images; magnetic data carriers, recording discs; compact discs, DVDs and other digital recording media; mechanisms for coin-operated apparatus; cash registers, calculating machines, data processing equipment, computers; computer software; fire-extinguishing apparatus N/A	1436016124		SAUDI ARABIA	n/a	PENDING
BARRY'S BOOTCAMP		25 - clothing N/A	1436016125		SAUDI ARABIA	n/a	PENDING
BARRY'S BOOTCAMP		41 - education; providing of training, entertainment; sporting and cultural activities	1436016126		SAUDI ARABIA	n/a	PENDING

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BARRY'S BOOTCAMP		N/A	97389			QATAR	n/a	PENDING
BARRY'S BOOTCAMP		09 - digital materials, namely, DVDs and downloadable audio and video files featuring exercise and fitness training and instruction N//a	97390			QATAR	n/a	PENDING
BARRY'S BOOTCAMP		25 - clothing N/A	97391			QATAR	n/a	PENDING
BARRY'S BOOTCAMP		41 - physical fitness and exercise classes for comprehensive cardio and strength workouts; physical fitness instruction; physical fitness training services; providing physical fitness and exercise facilities N/A	232440			UNITED ARAB EMR	n/a	PENDING
BARRY'S BOOTCAMP		09 - digital materials, namely, DVDs and downloadable audio and video files featuring exercise and fitness training and instruction N/A	232441			UNITED ARAB EMR	n/a	PENDING
BARRY'S BOOTCAMP		25 - clothing N/A	232442			UNITED ARAB EMR	n/a	PENDING
BARRY'S BOOTCAMP		41 - physical fitness and exercise classes for comprehensive cardio and strength workouts;						

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						physical fitness instruction; physical fitness training services; providing physical fitness and exercise facilities				
						N/A				

The Company is no longer using the mark DON'T THINK, JUST SHRINK, covered under U.S. Registration No. 3,572,435.

The Company has transitioned away from certain design marks and stylizations, and has transitioned to the chevron design and stylization covered by U.S. Registration No. 4720067. The Company completed its transition in the first quarter of 2015.

Computer Software (other than mass-marketed software with a replacement cost or aggregate annual license or maintenance fees of less than \$25,000)

MindBodyOnline
ZingFit
Namely

Domain Names

www.barrysbootcamp.com
www.barrysbootcamp.net
Thebestworkoutintheworld.com