

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM438248

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Ultimate Fitness Group, LLC		08/07/2017	Limited Liability Company: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Bank of America, N.A., as Administrative Agent		
<b>Street Address:</b>	101 N. Tryon St., 5th Floor		
<b>Internal Address:</b>	Mail Code: 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: 14</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4746897	BASE PUSH ALL OUT	
<b>Registration Number:</b>	4536361	DRI TRI	
<b>Registration Number:</b>	5033221	KEEP BURNING	
<b>Registration Number:</b>	4455135		
<b>Registration Number:</b>	4233649		
<b>Registration Number:</b>	4091462	ORANGE THEORY	
<b>Registration Number:</b>	4037579	ORANGETHEORY	
<b>Registration Number:</b>	4746587	ORANGETHEORY	
<b>Registration Number:</b>	5145461	ORANGETHEORY FITNESS	
<b>Registration Number:</b>	4834844	OT BEAT	
<b>Registration Number:</b>	4099838	OT FIT	
<b>Registration Number:</b>	4233643	OTF	
<b>Serial Number:</b>	87337213	ORANGETHEORY	
<b>Serial Number:</b>	87243424	OTBEAT	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	7043738822		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent</i>			

OP \$365.00 4746897

TRADEMARK

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

**Phone:** (704) 373-4640  
**Email:** bsmith@mcguirewoods.com  
**Correspondent Name:** Betty G. Smith, Senior Paralegal  
**Address Line 1:** McGuireWoods LLP, 201 N. Tryon Street  
**Address Line 2:** Suite 3000  
**Address Line 4:** Charlotte, NORTH CAROLINA 28202

<b>ATTORNEY DOCKET NUMBER:</b>	2068279-2043
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<b>NAME OF SUBMITTER:</b>	Betty G. Smith
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<b>SIGNATURE:</b>	/Betty G. Smith/
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<b>DATE SIGNED:</b>	08/07/2017
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**Total Attachments: 4**

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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 August 7, 2017 (as the same may be amended, modified, restated or supplemented from time to time, the “Agreement”) by and among the Obligors from time to time party thereto (each an “Obligor” and collectively, the “Obligors”) and BANK OF AMERICA, N.A., as Administrative Agent (the “Administrative Agent”) for the holders of the Secured Obligations referenced therein, the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the Trademarks and Trademark applications owned by such Obligor and set forth on Schedule 1 attached hereto to the Administrative Agent for the ratable benefit of the holders of the Secured Obligations.

The undersigned Obligor and the Administrative Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the Trademarks and Trademark applications set forth on Schedule 1 attached hereto (i) may only be terminated in accordance with the terms of the Agreement, (ii) is not to be construed as an assignment of any Trademark or Trademark application, and (iii) shall not include any “intent to use” Trademark applications for which a statement of use has not been filed and accepted (but only until such statement of use is filed and accepted) (but only if the grant of security interest to such “intent to use” Trademark applications could result in the voiding, unenforceability, cancellation or invalidity of such Trademark applications pursuant to 15 U.S.C. § 1060). Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to such terms in the Agreement.

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Very truly yours,

ULTIMATE FITNESS GROUP, LLC

By: 

Name: David Long

Title: Chief Executive Officer

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Notice of Grant of Security Interest in Trademarks  
Signature Page

Acknowledged and Accepted:

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

By: \_\_\_\_\_

A handwritten signature in cursive script, appearing to read "Don B. Pinzon", written over a horizontal line.

Name: Don B. Pinzon

Title: Vice President

Schedule 1

Trademark Registrations:

Owner	Trademark Registration	Registration Number	Registration Date
Ultimate Fitness Group, LLC	BASE PUSH ALL OUT	4,746,897	6/2/2015
Ultimate Fitness Group, LLC	DRI TRI and Design	4,536,361	5/27/2014
Ultimate Fitness Group, LLC	KEEP BURNING	5,033,221	8/30/2016
Ultimate Fitness Group, LLC	MISCELLANEOUS DESIGN	4,455,135	12/24/2013
Ultimate Fitness Group, LLC	MISCELLANEOUS DESIGN	4,233,649	10/30/2012
Ultimate Fitness Group, LLC	ORANGE THEORY	4,091,462	1/24/2012
Ultimate Fitness Group, LLC	ORANGETHEORY and Design	4,037,579	10/11/2011
Ultimate Fitness Group, LLC	ORANGETHEORY and Design (Color)	4,746,587	6/2/2015
Ultimate Fitness Group, LLC	ORANGETHEORY FITNESS and Design (color)	5,145,461	2/21/2017
Ultimate Fitness Group, LLC	ORANGETHEORY FITNESS and Design (Color) (North Carolina State Registration)	T,22365	7/26/2016
Ultimate Fitness Group, LLC	OT BEAT and Design	4,834,844	10/20/2015
Ultimate Fitness Group, LLC	OT FIT	4,099,838	2/14/2012
Ultimate Fitness Group, LLC	OTF	4,233,643	10/30/2012

Trademark Applications:

Owner	Trademark Application	Application Number	Publication Date / Filing Date
Ultimate Fitness Group, LLC	ORANGETHEORY (Word Mark)	87/337,213	2/15/2017
Ultimate Fitness Group, LLC	OTBEAT and Design (New)	87/243,424	11/21/2016

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Notice of Grant of Security Interest in Trademarks  
Schedule 1

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**RECORDED: 08/07/2017**

**TRADEMARK  
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