

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM451007

<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>
Precision Nutrition Inc.		11/14/2017	Corporation: CANADA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Fifth Third Bank, as Administrative Agent		
<b>Street Address:</b>	38 Fountain Square Plaza		
<b>City:</b>	Cincinnati		
<b>State/Country:</b>	OHIO		
<b>Postal Code:</b>	45263		
<b>Entity Type:</b>	Corporation: OHIO		
<b>PROPERTY NUMBERS Total: 13</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4848725	SCRAWNY TO BRAUNY	
<b>Registration Number:</b>	4405409	PRECISION NUTRITION	
<b>Registration Number:</b>	4394607	GOURMET NUTRITION	
<b>Registration Number:</b>	4182969	LEAN EATING	
<b>Serial Number:</b>	87610466	PN	
<b>Serial Number:</b>	87610453	PN	
<b>Serial Number:</b>	87610434	PRECISION NUTRITION	
<b>Serial Number:</b>	87610410	PRECISION NUTRITION'S PROCOACH	
<b>Serial Number:</b>	87610382	PRECISION NUTRITION CERTIFICATION	
<b>Serial Number:</b>	87610360	PN CERTIFIED COACH 1	
<b>Serial Number:</b>	87610301	PN CERTIFIED COACH 2	
<b>Serial Number:</b>	87156992	PRECISION NUTRITION'S PROCOACH	
<b>Serial Number:</b>	86678071	PN	
<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>	9192868000		
<b>Email:</b>	PTO_TMconfirmation@mvalaw.com, amberwest@mvalaw.com		

OP \$340.00 4848725

**Correspondent Name:** MOORE & VAN ALLEN PLLC  
**Address Line 1:** 3015 Carrington Mill Blvd., Suite 400  
**Address Line 4:** Morrisville, NORTH CAROLINA 27560

**ATTORNEY DOCKET NUMBER:** 422311.238

**NAME OF SUBMITTER:** John Slaughter

**SIGNATURE:** /john slaughter/

**DATE SIGNED:** 11/15/2017

**Total Attachments: 4**

source=(2017) NGSi-T - Precision Nutrition Inc. to Fifth Third Bank, as AA#page1.tif

source=(2017) NGSi-T - Precision Nutrition Inc. to Fifth Third Bank, as AA#page2.tif

source=(2017) NGSi-T - Precision Nutrition Inc. to Fifth Third Bank, as AA#page3.tif

source=(2017) NGSi-T - Precision Nutrition Inc. to Fifth Third Bank, as AA#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 U.S. Security and Pledge Agreement dated as of November 14, 2017 (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 Fifth Third Bank, 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 a right to set off against the trademarks and trademark applications shown below to the Administrative Agent for the ratable benefit of the holders of the Secured Obligations:

TRADEMARKS

<u>Trademark No.</u>	<u>Description of Trademark Item</u>	<u>Date of Trademark</u>
	See <u>Schedule 1</u> attached hereto	

TRADEMARK APPLICATIONS

<u>Trademark Applications No.</u>	<u>Description of Trademark Applied for</u>	<u>Date of Trademark Applications</u>
	See <u>Schedule 1</u> attached hereto	

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 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,

PRECISION NUTRITION INC.

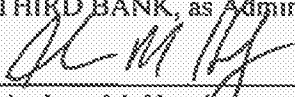
By: \_\_\_\_\_

Name: Justin Garrison

Title: Vice President

Acknowledged and Accepted:

FIFTH THIRD BANK, as Administrative Agent

By:   
Name: Andrew M. Hensley  
Title: Managing Director

Schedule 1

Precision Nutrition Inc.  
(Ontario Corporation)

U.S. Trademarks

Trademark Registrations

Mark	Reg. No.	Reg. Date
SCRAWNY TO BRAWNY	4848725	11/10/15
PRECISION NUTRITION	4405409	09/24/13
GOURMET NUTRITION	4394607	09/03/13
LEAN EATING	4182969	07/31/12

Trademark Applications

Mark	Appl. No.	Filing Date
PN and Design	87610466	09/15/17
PN and Design	87610453	09/15/17
PRECISION NUTRITION	87610434	09/15/17
PRECISION NUTRITION'S PROCOACH	87610410	09/15/17
PRECISION NUTRITION CERTIFICATION	87610382	09/15/17
PN CERTIFIED COACH 1 and Design	87610360	09/15/17
PN CERTIFIED COACH 2 and Design	87610301	09/15/17
PRECISION NUTRITION'S PROCOACH	87156992	08/31/16
PN and Design	86678071	06/29/15