

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM465388

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest in Trademarks		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Visualimits, LLC		03/12/2018	Limited Liability Company: NEVADA
RECEIVING PARTY DATA			
Name:	Fifth Third Bank, as Administrative Agent		
Street Address:	38 Fountain Square Plaza		
City:	Cincinnati		
State/Country:	OHIO		
Postal Code:	45263		
Entity Type:	Corporation: OHIO		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	5386319	MOTIVATIONHEALTH	
Registration Number:	4723348	WANT TO PAY FOR IT OR PLAY FOR IT?	
Registration Number:	4723338	OFFERCRAFT	
CORRESPONDENCE DATA			
Fax Number:	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>			
Phone:	9192868000		
Email:	PTO_TMconfirmation@mvalaw.com, amberwest@mvalaw.com		
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:	422311.226		
NAME OF SUBMITTER:	John Slaughter		
SIGNATURE:	/john slaughter/		
DATE SIGNED:	03/13/2018		
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 Amended and Restated Security and Pledge Agreement dated as of March 12, 2018 (as the same may be amended, restated, amended and restated, supplemented, extended or otherwise modified 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 to the Administrative Agent, for the benefit of the holders of the Secured Obligations, a continuing security interest in, and a right to set off against, any and all right, title and interest of such Obligor in and to the trademarks and trademark applications shown below:

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	

[signature pages follow]

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,

VISUALIMITS, LLC,
a Nevada limited liability company

By: 

Name: John Dominelli

Title: President

Acknowledged and Accepted:

FIFTH THIRD BANK,
as Administrative Agent

By:  _____

Name: Richard Arendale

Title: Senior Vice President

Schedule 1

**Visualimits, LLC
(Nevada Limited Liability Company)**

U.S. Trademarks

Trademark Registrations

Mark	Reg. No.	Reg. Date
MOTIVATIONHEALTH	5386319	01/23/18
WANT TO PAY FOR IT OR PLAY FOR IT?	4723348	04/21/15
OFFERCRAFT	4723338	04/21/15