

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM470579

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

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
BSP Agency, LLC, as Collateral Agent		03/19/2018	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA

Name:	US Fitness Holdings, LLC
Street Address:	6726 Curran St
City:	McLean
State/Country:	VIRGINIA
Postal Code:	22101
Entity Type:	Limited Liability Company: DELAWARE
Name:	Onelife Fitness, LLC
Street Address:	2500 Osprey Way S
City:	Frederick
State/Country:	MARYLAND
Postal Code:	21701
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 12

Property Type	Number	Word Mark
Registration Number:	3290734	
Registration Number:	3759951	ATLANTA AF FITNESS
Registration Number:	3654581	YOUR HEALTH IS WHAT WE LIVE FOR
Registration Number:	1603238	SPORT & HEALTH CLUBS
Registration Number:	3041691	EXPLOSIVE PERFORMANCE
Registration Number:	3062964	EXPLOSIVE PERFORMANCE
Registration Number:	3984028	SPORT&HEALTH
Registration Number:	5399864	1 ONELIFE FITNESS
Registration Number:	5065843	Z4
Registration Number:	5085669	Z4
Registration Number:	4002892	YOU ONLY LIVE ONCE
Registration Number:	4250818	TNT FITNESS

CH \$315.00 3290734

CORRESPONDENCE DATA**Fax Number:** 2024083141

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: 2024083141**Email:** jean.paterson@cscglobal.com**Correspondent Name:** CSC**Address Line 1:** 1090 Vermont Avenue, NW**Address Line 4:** Washington, D.C. 20005

ATTORNEY DOCKET NUMBER:	151239-5
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NAME OF SUBMITTER:	Jean Paterson
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SIGNATURE:	/jep/
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DATE SIGNED:	04/19/2018
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Total Attachments: 5

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RELEASE OF INTELLECTUAL PROPERTY SECURITY AGREEMENTS

THIS RELEASE dated as of March 19, 2018 (this “**Release**”) is made by BSP AGENCY, LLC, a Delaware limited liability company, acting in its capacity as collateral agent (in such capacity, the “**Agent**”) under (i) that certain Trademark Security Agreement, dated as of August 19, 2014 (the “**August IP Security Agreement**”), recorded with the United States Patent and Trademark Office on August 26, 2014 at Reel 005351, Frame 0615, by and among the Agent, ONELIFE FITNESS, LLC, a Delaware limited liability company (“**OneLife**”), and US FITNESS HOLDINGS, LLC, a Delaware limited liability company (“**Holdings**”) and entered into in connection with that certain Guarantee and Collateral Agreement, dated as of August 19, 2014 (as amended by that certain Amended and Restated Guarantee and Collateral Agreement, dated as of December 1, 2014, and as the same may be further amended, restated, supplemented or otherwise modified from time to time, the “**Security Agreement**”), by and among the parties party thereto as grantors and guarantors and made in favor of the Agent, and (ii) that certain Trademark Security Agreement, dated as of December 1, 2014 (the “**December IP Security Agreement**” and together with the August IP Security Agreement, each an “**IP Security Agreement**” and collectively, the “**IP Security Agreements**”), recorded with the United States Patent and Trademark Office on December 17, 2014 at Reel 005420, Frame 0961, by and between the Agent and Holdings; Holdings, together with OneLife, each a “**Grantor**” and collectively, the “**Grantors**”), and entered into in connection with the Security Agreement. Terms defined in the IP Security Agreements and not otherwise defined herein are used herein as defined in the IP Security Agreements.

WHEREAS, pursuant to the IP Security Agreements, each Grantor granted to the Agent a security interest in and to all of such Grantors’ right, title and interest in, to the Trademark Collateral including, but not limited to:

- a) The Trademarks, including but not limited to the trademark and service mark registrations, applications and licenses set forth in Schedule I attached hereto, all reissues, continuations, extensions, modifications and renewals of the foregoing, along with all goodwill of the business connected with the use of and symbolized by the foregoing (the “**Released Collateral**”); and
- b) All assets, rights and interests that uniquely reflect or embody the Trademarks.

WHEREAS, the Grantors have requested and the Agent has agreed to provide a document suitable for recording in the United States Patent and Trademark Office evidencing and effecting the release, relinquishment and discharge of its security interest in the Released Collateral.


NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, the Agent does hereby, (i) terminate the liens and security interest created under the IP Security Agreements and the Security Agreement in the Released Collateral, (ii) release its security interest in the Released Collateral, and (iii) discharge any and all rights, title and interest it has in and the security interest granted to Agent in the Released Collateral. Agent

acknowledges that this Release may be filed along with other necessary documentation with the United States Patent and Trademark Office to evidence the release granted herein.

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IN WITNESS WHEREOF, Agent has executed this Release as of the date first set forth above.

BSP AGENCY, LLC, as Agent

By: 
Name: Bryan Martoken
Title: Chief Financial Officer

Schedule I

I. Federal Trademarks

<u>Registered Owner</u>	<u>Mark</u>	<u>Registration Number</u>	<u>Registration Date</u>
OneLife Fitness, LLC	"OneLife Fitness"	3,290,734	2/15/2011
US Fitness Holdings, LLC	"ATLANTA AF FITNESS"	3,759,951	3/16/2010
US Fitness Holdings, LLC	"YOUR HEALTH IS WHAT WE LIVE FOR"	3,654,581	7/14/2009
US Fitness Holdings, LLC	Sport & Health Clubs	6/19/1990	1,603,238
US Fitness Holdings, LLC	Explosive Performance (word-only mark)	1/10/2006	3,041,691
US Fitness Holdings, LLC	Explosive Performance (design mark)	2/28/2006	3,062,964
US Fitness Holdings, LLC	sport&health	6/28/2011	3,984,028
US Fitness Holdings, LLC	ONELIFE FITNESS (design mark – color)	2/13/2018	5,399,864
US Fitness Holdings, LLC	ONELIFE FITNESS (design mark)	Pending	Pending
US Fitness Holdings, LLC	Z4	10/18/2016	5,065,843
US Fitness Holdings, LLC	Z4 (logo)	11/22/2016	5,085,669
US Fitness Holdings, LLC	YOU ONLY LIVE ONCE	7/26/2011	4,002,892
US Fitness Holdings, LLC	TNT Fitness	11/27/2012	4,250,818

II. State Servicemarks

<u>Registered Owner</u>	<u>Mark</u>	<u>State</u>	<u>Registration Number</u>	<u>Registration Date</u>
US Fitness Holdings, LLC	"Serenity"	VA	1375	2/17/2018

III. Trade Names

<u>Registered in DC:</u> Owner: USF S&H DC, LLC	Northwest Sport&Health Tenley Sport&Health Capitol Hill Sport&Health Serenity
<u>Registered in DC:</u> Owner: 5100 DC Fitness LLC	Crunch Fitness Chevy Chase
<u>Registered in DC:</u> Owner: 555 12 th St. Fitness LLC	Crunch Fitness Metro Center

<u>Registered in Maryland:</u> Owner: USF S&H Maryland, LLC	North Frederick Sport&Health South Frederick Sport&Health Bethesda Sport&Health Lakeforest Sport&Health Rockville Sport&Health Waldorf Sport&Health
<u>Registered in Virginia:</u> Owner: USF S&H Virginia, LLC	Ballston Sport&Health Crystal Gateway Sport&Health Crystal Park Sport&Health Old Town Sport&Health Reston Sport&Health Skyline Sport&Health Tysons Sport&Health Sport&Health at Brambleton Gainesville Sport&Health Woodbridge Sport&Health Stafford Sport&Health Regency Sport&Health Serenity Onelife Fitness – Alexandria Onelife Fitness at Brambleton ¹
<u>Registered in the following Counties in Georgia:</u> Fulton County, GA Forsyth County, GA Coweta County, GA Carroll County, GA Owner: USF AF Georgia, LLC	Atlanta Fitness
<u>Registered in the following Counties in Georgia:</u> Forsyth County, GA Fulton County, GA ² Coweta County, GA Carroll County, GA Owner: USF AF Georgia, LLC	Onelife Fitness

¹ Application pending.

² Application pending.