

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM479696

<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>
FAM, LLC		06/27/2018	Limited Liability Company: CALIFORNIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	U.S. Bank National Association, as Administrative Agent		
<b>Street Address:</b>	970 W. 190th Street		
<b>Internal Address:</b>	Suite #222		
<b>City:</b>	Torrance		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	90502		
<b>Entity Type:</b>	National Banking Association: UNITED STATES		
<b>PROPERTY NUMBERS Total: 22</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	5351679	FAM	
<b>Registration Number:</b>	5111971	FAM	
<b>Registration Number:</b>	4645761	LE	
<b>Registration Number:</b>	5469870	ELLIE	
<b>Registration Number:</b>	5464753	ELLIE	
<b>Registration Number:</b>	4500574	LE	
<b>Registration Number:</b>	4179053	LA VIE JET SETTER	
<b>Registration Number:</b>	4142796	Z	
<b>Registration Number:</b>	4142179	Z	
<b>Registration Number:</b>	4139045	ZOBHA	
<b>Registration Number:</b>	4142191	Z	
<b>Registration Number:</b>	4252346	S SLIM TECH	
<b>Registration Number:</b>	4053265	Z	
<b>Registration Number:</b>	4069385	SLIMTECH	
<b>Registration Number:</b>	4000348	PEACE AND PEARLS	
<b>Registration Number:</b>	3690602	EVERY MOVEMENT, EVERY MOMENT	
<b>Registration Number:</b>	3687430	ZOBHA	
<b>Registration Number:</b>	3881704	ZOBHA	
<b>TRADEMARK</b>			

CH \$565.00 5351679

Property Type	Number	Word Mark
Registration Number:	4000108	SIMPLY ORGANIC
Registration Number:	2747687	T
Registration Number:	2543239	TEHAMA
Registration Number:	2562392	TEHAMA

**CORRESPONDENCE DATA**

**Fax Number:** 2149813400  
*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:** 214-981-3483  
**Email:** dclark@sidley.com  
**Correspondent Name:** Dusan Clark, Esq.  
**Address Line 1:** Sidley Austin LLP  
**Address Line 2:** 2021 McKinney Ave., Suite 2000  
**Address Line 4:** Dallas, TEXAS 75201

<b>ATTORNEY DOCKET NUMBER:</b>	40106-31420
<b>NAME OF SUBMITTER:</b>	Dusan Clark
<b>SIGNATURE:</b>	/Dusan Clark/
<b>DATE SIGNED:</b>	06/27/2018

**Total Attachments: 7**  
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**CONFIRMATORY GRANT OF SECURITY INTEREST  
IN UNITED STATES TRADEMARKS**

THIS CONFIRMATORY GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS (as the same may be amended, restated, supplemented or otherwise modified from time to time, the "Confirmatory Grant") is made effective as of June 27, 2018 by and from FAM, LLC, a California limited liability company (the "Grantor") to and in favor of U.S. BANK NATIONAL ASSOCIATION, for itself and as Administrative Agent for the Holders of Secured Obligations (as defined in the Security Agreement referenced below) (in such capacity, "Grantee").

WHEREAS, the Grantor, the Lenders and the Grantee have entered into a Credit Agreement dated as of the date hereof (as amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement").

WHEREAS, the Grantor and certain Subsidiaries of the Grantor have entered into a Security Agreement with the Grantee dated as of the date hereof (as may be amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement").

WHEREAS, the Grantor owns the trademarks as listed on Exhibit A attached hereto (the "Trademarks"), which Trademarks are pending or registered with the United States Patent and Trademark Office.

WHEREAS, this Confirmatory Grant has been granted in conjunction with the security interest granted under the Security Agreement to the Grantee for the benefit of the Holders of Secured Obligations. The rights and remedies of the Grantee with respect to the security interest granted herein are without prejudice to and are in addition to those set forth in the Security Agreement and the other Loan Documents, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Confirmatory Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

NOW, THEREFORE, in consideration of the mutual covenants and agreements set forth herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, it is hereby agreed that:

1) Definitions. All capitalized terms not defined herein shall have the respective meaning given to them in the Credit Agreement.

2) The Security Interest.

(a) This Confirmatory Grant is made to secure the satisfactory performance and payment of all the Secured Obligations. Upon the payment in full of all Secured Obligations (other than Unliquidated Obligations as defined in the Security Agreement), the Grantee shall promptly, upon such satisfaction, execute, acknowledge, and deliver to the Grantor all reasonably requested instruments in writing releasing the security interest in the Trademarks acquired under the Security Agreement and this Confirmatory Grant.

(b) The Grantor hereby grants to the Grantee a security interest in (1) all of the Grantor's right, title and interest in and to the Trademarks now owned or from time to time after the date hereof owned or acquired by the Grantor, together with (2) all proceeds of such Trademarks, (3) the

goodwill associated with such Trademarks and (4) all causes of action arising prior to or after the date hereof for infringement of such Trademarks or unfair competition regarding the same.

3) Counterparts. This Confirmatory Grant may be executed in any number of counterparts and by different parties in separate counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement. Signature pages may be detached from multiple separate counterparts and attached to a single counterpart.

4) Governing Law. This Confirmatory Grant and the rights and obligations of the parties hereto shall be governed by, and construed and interpreted in accordance with, the law of the State of California.

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IN WITNESS WHEREOF, the Grantor has executed this Confirmatory Grant effective as of the date first written above.

FAM, LLC






By: 




Name: Frank Zarabi


Title: Chief Executive Officer

CONFIRMATORY GRANT OF SECURITY INTEREST  
IN UNITED STATES TRADEMARKS

Exhibit A - SCHEDULE OF TRADEMARKS

Mark	Goods and Services	Application Number	Registration Date	Owner Name	Status
FAM	35 INT. CL. 35 MANAGEMENT OF PERFORMING ARTISTS; MANAGEMENT OF PROFESSIONAL ATHLETES; BUSINESS MANAGEMENT; PERSONNEL MANAGEMENT	87178476 21-SEP-2016	5351679 05-DEC-2017	FAM, LLC	Registered
FAM 	25 INT. CL. 25 ATHLETIC APPAREL, NAMELY, SHIRTS, PANTS, JACKETS, FOOTWEAR, HATS AND CAPS, ATHLETIC UNIFORMS	86626057 12-MAY-2015	5111971 03-JAN-2017	FAM, LLC	Registered
LE 	35 INT. CL. 35 ONLINE RETAIL STORE SERVICES FEATURING ACTIVEWEAR	85850598 14-FEB-2013	4645761 25-NOV-2014	FAM, LLC	Registered
ELLIE 	35 INT. CL. 35 ONLINE RETAIL STORE SERVICES FEATURING ACTIVEWEAR	85850604 14-FEB-2013	5469870 15-MAY-2018	FAM, LLC	Registered
ELLIE 	25 INT. CL. 25 ACTIVEWEAR, NAMELY, TOPS, BOTTOMS, HEADBANDS, JACKETS, AND SPORTS BRAS	85850611 14-FEB-2013	5464753 08-MAY-2018	FAM, LLC	Registered
LE 	25 INT. CL. 25 ACTIVEWEAR, NAMELY, TOPS, BOTTOMS, HEADBANDS, JACKETS, AND SPORTS BRAS	85850612 14-FEB-2013	4500574 25-MAR-2014	FAM, LLC	Registered
LA VIE JET SETTER	25 INT. CL. 25 JACKETS; PANTS; SHIRTS; SHORTS	85483014 29-NOV-2011	4179053 24-JUL-2012	FAM, LLC	Registered

Mark	Goods and Services	Application Number	Registration Date	Owner Name	Status
Z 	18 INT. CL. 18 ALL-PURPOSE ATHLETIC BAGS; BACKPACKS; DUFFEL BAGS; GYM BAGS; TOTE BAGS	85464797 04-NOV-2011	4142796 15-MAY-2012	FAM, LLC	Registered
Z 	35 INT. CL. 35 ON-LINE RETAIL STORE SERVICES FEATURING YOGA APPAREL, ATHLETIC APPAREL, YOGA AND ATHLETIC BAGS, AND YOGA AND EXERCISE ITEMS	85423343 15-SEP-2011	4142179 15-MAY-2012	FAM, LLC	Registered
ZOBHA Translation: SPLENDOR	28 INT. CL. 28 BAGS SPECIALLY ADAPTED TO CARRY YOGA EQUIPMENT; YOGA MATS	85423857 15-SEP-2011	4139045 08-MAY-2012	FAM, LLC	Registered
Z 	28 INT. CL. 28 BAGS SPECIALLY ADAPTED TO CARRY YOGA EQUIPMENT; YOGA MATS	85423872 15-SEP-2011	4142191 15-MAY-2012	FAM, LLC	Registered
S SLIM TECH 	25 INT. CL. 25 CLOTHING, NAMELY, BRA TOPS, PANTS, SHIRTS, SKIRTS, TIGHTS, TOPS, TEE-SHIRTS, SOCKS, UNDERWEAR, HATS AND HEADBANDS	85280135 29-MAR-2011	4252346 04-DEC-2012	FAM, LLC	Registered
Z 	25 INT. CL. 25 CLOTHING, NAMELY, SHIRTS, T-SHIRTS, TANK TOPS, HALTER TOPS, ATHLETIC BRAS, PULLOVERS, SWEATERS, TUNICS, PANTS, LEGGINGS, SHORTS, SKIRTS, DRESSES, JACKETS, COATS AND UNDERWEAR, ATHLETIC AND EXERCISE APPAREL, NAMELY, YOGA PANTS AND YOGA SHIRTS; MATERNITY APPAREL, NAMELY, MATERNITY SHIRTS, PANTS AND JACKETS	85975754 26-JAN-2011	4053265 08-NOV-2011	FAM, LLC	Registered
SLIMTECH	25 INT. CL. 25 WOMEN'S, MEN'S AND KIDS' EXERCISE CLOTHING, NAMELY, SHORTS, PANTS, T-SHIRTS, SWEAT PANTS AND SWEAT SHIRTS; EXERCISE CLOTHING EMPLOYING SEAMLESS TECHNOLOGY, NAMELY, BIKE TIGHTS, ANKLE TIGHTS, SKIRTS, TOPS, BRA TOPS, SHORTS, TEE-SHIRTS; YOGA CLOTHING, NAMELY, PANTS, TANK TOPS, T-SHIRTS, SHORTS; INTIMATE APPAREL, NAMELY, LINGERIE; BIKE TIGHTS, ANKLE TIGHTS, SKIRTS, TOPS, BRA TOPS, SHORTS, TEE-SHIRTS	85048130 26-MAY-2010	4069385 13-DEC-2011	FAM, LLC	Registered

Mark	Goods and Services	Application Number	Registration Date	Owner Name	Status
PEACE AND PEARLS	25 INT. CL. 25 ATHLETIC APPAREL, NAMELY, SHIRTS, PANTS, JACKETS, FOOTWEAR, HATS AND CAPS, ATHLETIC UNIFORMS; BOTTOMS; CHILDREN'S AND INFANT'S APPAREL, NAMELY, JUMPERS, OVERALL SLEEPWEAR, PAJAMAS, ROMPERS AND ONE-PIECE GARMENTS; JACKETS; SKIRTS AND DRESSES; SWEATERS; TOPS	77915840 20-JAN-2010	4000348 26-JUL-2011	FAM, LLC	Registered
EVERY MOVEMENT, EVERY MOMENT	25 INT. CL. 25 ATHLETIC BRAS, TANK TOPS, T-SHIRTS, SHORTS, PANTS, SWEATSHIRTS, SWEATPANTS, JACKETS, SWEATERS AND UNDERWEAR; ATHLETIC AND EXERCISE APPAREL FOR YOGA, NAMELY, YOGA PANTS, YOGA SHIRTS	77977716 16-AUG-2007	3690602 29-SEP-2009	FAM, LLC	Registered
ZOBHA Translation: SPLENDOR, BRILLIANCE AND BEAUTY	25 INT. CL. 25 ATHLETIC BRAS, TANK TOPS, T-SHIRTS, SHORTS, PANTS, SWEATSHIRTS, SWEATPANTS, JACKETS, SWEATERS AND UNDERWEAR; ATHLETIC AND EXERCISE APPAREL FOR YOGA, NAMELY, YOGA PANTS, YOGA SHIRTS	77977697 04-JUN-2007	3687430 22-SEP-2009	FAM, LLC	Registered
ZOBHA Translation: SPLENDOR, BRILLIANCE AND BEAUTY	35 INT. CL. 35 ONLINE RETAIL STORE SERVICES FEATURING YOGA APPAREL AND YOGA EXERCISE ITEMS, ATHLETIC AND EXERCISE APPAREL, CLOTHING, FASHION ITEMS AND TOTE BAGS	77980537 04-JUN-2007	3881704 23-NOV-2010	FAM, LLC	Registered
SIMPLY ORGANIC	25 INT. CL. 25 ORGANIC CLOTHING, NAMELY, BOXERS, PAJAMAS, PANTS, TANK TOPS, T-SHIRTS AND UNDERWEAR	77155461 12-APR-2007	4000108 26-JUL-2011	FAM, LLC	Registered
T 	25 INT. CL. 25 WEARING APPAREL, NAMELY, SHIRTS [JACKETS, SWEATERS, SHELLS, PULLOVERS, SWEAT SHIRTS, T-SHIRTS, JERSEYS, ATHLETIC UNIFORMS, VESTS, SWEAT PANTS, PANTS, SHORTS, BLOUSES, SKIRTS, SKORTS, DRESSES, SOCKS, HATS, CAPS, GLOVES, SHOES, HEAD BANDS, SWEATBANDS, WRISTBANDS, BELTS, AND RAINWEAR, NAMELY, WATER-RESISTANT AND WATERPROOF SHIRTS, JACKETS, VESTS AND PANTS ]	75903859 27-JAN-2000	2747687 05-AUG-2003	FAM, LLC	Renewed (Registered)
TEHAMA	25	75544866	2543239	FAM, LLC	Renewed (Registered)



Mark	Goods and Services	Application Number	Registration Date	Owner Name	Status
	INT. CL. 25 WEARING APPAREL, NAMELY SHELLS, PULLOVERS, JERSEYS, VESTS, PANTS, SHORTS, BLOUSES, SKIRTS, SKORTS, [ DRESSES, SOCKS, ] HATS, CAPS, [ SHOES, ] BELTS, AND RAIN WEAR, NAMELY, WATER-RESISTANT AND WATERPROOF [ SHIRTS, ] JACKETS [ , VESTS AND PANTS ]	28-AUG-1998	26-FEB-2002		
TEHAMA	25 INT. CL. 25 MEN'S, WOMEN'S [ AND CHILDREN'S ] APPAREL, NAMELY, SHIRTS, JACKETS, SWEATERS, SWEATSHIRTS, T-SHIRTS AND * WOMEN'S * SWEATPANTS	75981510 10-APR-1997	2562392 16-APR-2002	FAM, LLC	Renewed (Registered)