

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM497395

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Blink Holdings, Inc.		11/08/2018	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Varagon Capital Partners Agent, LLC, as Administrative Agent		
Street Address:	c/o Cortland Capital Market Services LLC, 225 W. Washington Street, 9th Floor		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60606		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 11			
Property Type	Number	Word Mark	
Registration Number:	4016817	BLINK	
Registration Number:	4401938		
Registration Number:	4951490	BLINK	
Registration Number:	4020320	BLINK	
Registration Number:	4932641	BLINK FITNESS	
Registration Number:	5120970	BLINK FITNESS EVERY BODY HAPPY	
Registration Number:	5032545	FEEL GOOD EXPERIENCE	
Registration Number:	5551265	MOOD ABOVE MUSCLE	
Serial Number:	86478684	MOOD ABOVE MUSCLE	
Registration Number:	5038085	MOOD ABOVE MUSCLE	
Registration Number:	4947261	MOOD LIFTERS	
CORRESPONDENCE DATA			
Fax Number:	3129021061		
<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:	312.577.8034		
Email:	oscar.ruiz@kattenlaw.com		
Correspondent Name:	Oscar Ruiz c/o Katten Muchin Rosenman		
Address Line 1:	525 West Monroe Street		

CH \$290.00 4016817

Address Line 4:	Chicago, ILLINOIS 60661
ATTORNEY DOCKET NUMBER:	385629-100
NAME OF SUBMITTER:	Oscar Ruiz
SIGNATURE:	/Oscar Ruiz/
DATE SIGNED:	11/08/2018
Total Attachments: 5 source=Grant of Security Interest in United States Trademarks#page1.tif source=Grant of Security Interest in United States Trademarks#page2.tif source=Grant of Security Interest in United States Trademarks#page3.tif source=Grant of Security Interest in United States Trademarks#page4.tif source=Grant of Security Interest in United States Trademarks#page5.tif	

GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, in order to induce the several banks and other financial institutions (the “*Lenders*”) to make extensions of credit and other financial accommodations to Blink Holdings, Inc., a Delaware corporation with its chief executive office at 386 Park Avenue South, New York, New York 10016 (the “*Borrower*” and “*Grantor*”) pursuant to the Credit and Guaranty Agreement, dated as of November 8, 2018 (as amended, restated, supplemented or otherwise modified from time to time, the “*Credit Agreement*”), and pursuant to the Security and Pledge Agreement, dated as of November 8, 2018, executed and delivered by, among others, the Borrower in favor of the Grantee (as defined below) in connection with the Credit Agreement (as amended, restated supplemented or otherwise modified from time to time, the “*Security Agreement*”) under which the Grantor pledged and granted to Varagon Capital Partners Agent, LLC, as administrative agent for its own benefit and the benefit of the other Lenders, with offices at 299 Park Avenue, 3rd Floor, New York, New York 10171 (the “*Grantee*”), a continuing security interest in all of the Grantor’s Intellectual Property, including the Trademarks. The Grantor hereby pledges and grants a continuing security in, to and under all of the Grantor’s right, title and interest in each United States Trademark (including, without limitation, those items set forth on Schedule A attached hereto) for the benefit of the Secured Parties to secure payment, performance and observance of the Secured Obligations. Notwithstanding anything to the contrary in this agreement, the security interest created by this Grant of Security Interest in United States Trademarks shall not extend to, and the term “Trademarks” shall not include, any Excluded Property.

Unless otherwise defined herein or the context otherwise requires, terms used herein have the meanings provided or provided by reference in the Credit Agreement and the Security Agreement. This Grant of Security Interest in United States Trademarks has been executed and delivered by the Grantor for the purpose of recording the grant of security interest herein with the United States Patent and Trademark Office. The security interest granted hereby has been granted to the Grantee for the benefit of the Secured Parties in connection with the Security Agreement and is expressly subject to the terms and

conditions thereof. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned have executed this Grant to be duly executed as of the date first above written.

BLINK HOLDINGS, INC.,
as Grantor

By:



Name: Marc Benathen


Title: Senior Vice President, Finance

[Grant of Security Interest in U.S. Trademarks]

TRADEMARK
REEL: 006478 FRAME: 0227



VARAGON CAPITAL PARTNERS AGENT, LLC,
as Grantee

By: Varagon Capital Partners, L.P., its Sole Member

By: 

Name: Kevin Marchetti
Title: Partner

SCHEDULE A

<u>Trademarks</u>	<u>Owner</u>	<u>Filing Date</u>	<u>Status</u>	<u>Registration No.</u>	<u>Country</u>
BLINK	Blink Holdings, Inc.	May 18, 2010	Registered	4016817	United States of America
	Blink Holdings, Inc.	October 20, 2012	Registered	4401938	United States of America
	Blink Holdings, Inc.	May 18, 2010	Registered	4951490	United States of America
	Blink Holdings, Inc.	May 18, 2010	Registered	4020320	United States of America
BLINK FITNESS	Blink Holdings, Inc.	May 18, 2010	Registered	4932641	United States of America
	Blink Holdings, Inc.	December 30, 2015	Registered	5120970	United States of America
FEEL GOOD EXPERIENCE	Blink Holdings, Inc.	December 12, 2014	Registered	5032545	United States of America
MOOD ABOVE MUSCLE	Blink Holdings, Inc.	December 12, 2014	Registered	5551265	United States of America
MOOD ABOVE MUSCLE	Blink Holdings, Inc.	December 12, 2014	Allowed	86/478684 (Serial No.)	United States of America
MOOD ABOVE MUSCLE	Blink Holdings, Inc.	December 12, 2014	Registered	5038085	United States of America
MOOD LIFTERS	Blink Holdings, Inc.	December 12, 2014	Registered	4947261	United States of America

Schedule A to Grant of Security Interest in U.S. Trademarks