

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM501164

<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>
IN-SHAPE HEALTH CLUBS, LLC		12/07/2018	Limited Liability Company: CALIFORNIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Bank of America, N.A., as Administrative Agent		
<b>Street Address:</b>	555 California St.		
<b>Internal Address:</b>	Agency Management, Mail Code: CA5-705-04-09		
<b>City:</b>	San Francisco		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	94104		
<b>Entity Type:</b>	National Banking Association: UNITED STATES		
<b>PROPERTY NUMBERS Total: 18</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	5575819	360FIT	
<b>Registration Number:</b>	4778649	YOGASHAPE	
<b>Registration Number:</b>	4512979	9-MINUTE CORE CIRCUIT	
<b>Registration Number:</b>	4429788	LIVE IN-SHAPE	
<b>Registration Number:</b>	4419875	IS IN-SHAPE FIT	
<b>Registration Number:</b>	4408589	IS IN-SHAPE FIT	
<b>Registration Number:</b>	4377902	29-MINUTE CIRCUIT	
<b>Registration Number:</b>	4142446	LIVE THE LIFE YOU WANT...GET IN SHAPE!	
<b>Registration Number:</b>	4032957	FITSTART	
<b>Registration Number:</b>	3566972	IN-SHAPE SPORT	
<b>Registration Number:</b>	3566971	IN-SHAPE SPORTS CLUB	
<b>Registration Number:</b>	3566964	IN-SHAPE FITNESS	
<b>Registration Number:</b>	2142636	IS	
<b>Registration Number:</b>	2105607	IN SHAPE	
<b>Registration Number:</b>	1814118	IN SHAPE CITY	
<b>Serial Number:</b>	88094591	29-MINUTE CIRCUIT	
<b>Serial Number:</b>	88063588	IS IN-SHAPE	
<b>Serial Number:</b>	87817139	360FIT	
<b>TRADEMARK</b>			

OP \$465.00 5575819

**CORRESPONDENCE DATA****Fax Number:** 9192868199

*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:** 919-286-8000**Email:** PTO\_TMconfirmation@mvalaw.com,  
maryelizabethzaldivar@mvalaw.com**Correspondent Name:** MOORE & VAN ALLEN PLLC**Address Line 1:** P.O. BOX 13706**Address Line 4:** RESEARCH TRIANGLE PK, NORTH CAROLINA 27709

<b>ATTORNEY DOCKET NUMBER:</b>	043685.000012
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<b>NAME OF SUBMITTER:</b>	John Slaughter
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<b>SIGNATURE:</b>	/john slaughter/
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<b>DATE SIGNED:</b>	12/07/2018
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**Total Attachments: 4**

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NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

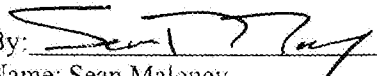
Please be advised that pursuant to the Security and Pledge Agreement dated as of December 7, 2018 (as the same may be amended, modified, extended or restated from time to time, the "Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A., as Administrative Agent (the "Administrative Agent") for the holders of the 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 set forth on Schedule 1 to the Administrative Agent for the ratable benefit of the holders of the Obligations.

The undersigned Obligor and the Administrative Agent, on behalf of the holders of the 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.

[SIGNATURE PAGES FOLLOW]

Very truly yours,

IN-SHAPE HEALTH CLUBS, LLC,  
a California limited liability company


By:   
Name: Sean Maloney  
Title: Chief Financial Officer

NOTICE OF SECURITY INTEREST IN TRADEMARKS  
IN-SHAPE HEALTH CLUBS, LLC

**TRADEMARK**  
**REEL: 006496 FRAME: 0769**

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: 

Name: Kevin L. Ahart

Title: Vice President

**Schedule 1**

**In-Shape Health Clubs, LLC  
(California Limited Liability Company)**

**U.S. Trademarks**

**Trademark Registrations**

<b>Mark</b>	<b>Reg. No.</b>	<b>Reg. Date</b>
360FIT and Design	5575819	10/02/18
YOGASHAPE	4778649	07/21/15
9-MINUTE CORE CIRCUIT	4512979	04/08/14
LIVE IN-SHAPE	4429788	11/05/13
IS IN-SHAPE FIT and Design	4419875	10/15/13
IS IN-SHAPE FIT and Design	4408589	09/24/13
29-MINUTE CIRCUIT	4377902	07/30/13
LIVE THE LIFE YOU WANT...GET IN SHAPE!	4142446	05/15/12
FITSTART	4032957	10/04/11
IN-SHAPE SPORT	3566972	01/27/09
IN-SHAPE SPORTS CLUB	3566971	01/27/09
IN-SHAPE FITNESS	3566964	01/27/09
IS and Design	2142636	03/10/98
IN SHAPE	2105607	10/14/97
IN SHAPE CITY (Stylized)	1814118	12/28/93

**Trademark Applications**

<b>Mark</b>	<b>Appl. No.</b>	<b>Filing Date</b>
29-MINUTE CIRCUIT	88094591	08/27/18
IS IN-SHAPE and Design	88063588	08/02/18
360FIT and Design	87817139	03/01/18