

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM522260

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Release of Trademark Security Interest		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
SUNTRUST BANK, AS ADMINISTRATIVE AGENT		03/08/2019	Bank: UNITED STATES
RECEIVING PARTY DATA			
Name:	Tivity Health, Inc.		
Street Address:	701 Cool Springs Blvd.		
City:	Franklin		
State/Country:	TENNESSEE		
Postal Code:	37067		
Entity Type:	Corporation: DELAWARE		
Name:	Tivity Health Support, LLC		
Street Address:	701 Cool Springs Blvd.		
City:	Franklin		
State/Country:	TENNESSEE		
Postal Code:	37067		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 22			
Property Type	Number	Word Mark	
Registration Number:	3438189	FOREVER FIT	
Registration Number:	4581479	HEALTHWAYS BOOM	
Registration Number:	4115930	HEALTHWAYS WHOLEHEALTH LIVING	
Registration Number:	4466850	HEALTHWAYS WHOLEHEALTH NETWORKS	
Registration Number:	3382837	PRIME	
Registration Number:	4701620	PROGRAM ADVISOR	
Registration Number:	2086072	SILVERSNEAKERS	
Registration Number:	5004694	SILVERSNEAKERS FLEX	
Registration Number:	4814475	SILVERSNEAKERS STABILITY	
Registration Number:	3823807	SILVERSNEAKERS STEPS	
Registration Number:	2674857	SILVERSPLASH	
Registration Number:	4679824		
Serial Number:	87347585	FITNESS YOUR WAY	
TRADEMARK			

OP \$565.00 3438189

Property Type	Number	Word Mark
Serial Number:	87340674	PRIME CHOICES
Serial Number:	87340684	SILVERSNEAKERS BOOM
Serial Number:	87340670	SILVERSNEAKERS CHOICES
Serial Number:	87295307	TIVITY HEALTH
Serial Number:	87295303	TIVITY HEALTH
Serial Number:	87295302	TIVITY HEALTH
Serial Number:	87295297	TIVITY HEALTH
Serial Number:	87301673	WHOLEHEALTH LIVING
Serial Number:	87340667	WHOLEHEALTH LIVING CHOICES

CORRESPONDENCE DATA

Fax Number: 8004947512
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: 202-370-4756
Email: ipteam@coagencyglobal.com
Correspondent Name: Jay daSilva
Address Line 1: 1025 Vermont Ave NW, Suite 1130
Address Line 2: COGENCY GLOBAL INC.
Address Line 4: Washington, D.C. 20005

ATTORNEY DOCKET NUMBER:	1078378 TM REL
NAME OF SUBMITTER:	ANNETTE VERA
SIGNATURE:	/ANNETTE VERA/
DATE SIGNED:	05/06/2019

Total Attachments: 4
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RELEASE OF TRADEMARK SECURITY INTEREST

This **RELEASE OF TRADEMARK SECURITY INTEREST**, dated as of March 8, 2019, is made by SunTrust Bank, with an address at 3333 Peachtree Road NE, 7th Floor, Atlanta, Georgia 30326, as administrative agent (in such capacity, together with its successors and permitted assignees (the "Administrative Agent"), in favor of Tivity Health, Inc., a Delaware corporation (the "Borrower") and Tivity Health Support, LLC, a Delaware limited liability company (together with the Borrower, each individually a "Grantor" and collectively the "Grantors").

WHEREAS, the Borrower and the Administrative Agent are parties to that certain Revolving Credit and Term Loan Agreement, dated as of April 21, 2017 (as amended, supplemented or otherwise modified from time to time, the "Credit Agreement").

WHEREAS, in connection with entering into the Credit Agreement, the Administrative Agent terminated that certain Trademark Security Agreement, dated June 8, 2012 which was duly recorded on June 9, 2012, at Reel/Frame 4798/0442 in the United States Patent and Trademark Office, and released, discharged, quitclaimed and relinquished unto the Grantors any and all security interests and liens it has against the Released Trademarks (as defined below);

WHEREAS, in connection with the Credit Agreement, the Borrower and certain other grantors executed that certain Security Agreement, dated as of April 21, 2017 (as amended, restated, supplemented or otherwise modified from time to time the "Security Agreement"), and granted to the Administrative Agent a security interest in and to all of Grantors' right, title and interest in all trademarks, trademark registrations and trademark applications and any renewals thereof (collectively, the "Trademarks") to secure the Obligations (as defined in the Credit Agreement);

WHEREAS, in furtherance of the Security Agreement, the Grantors executed a Trademark Security Agreement, dated April 21, 2017 (the "Trademark Security Agreement") which was duly recorded on April 24, 2017, at Reel/Frame 6040/0001 in the United States Patent and Trademark Office;

WHEREAS, the Administrative Agent wishes to release and restore all right, title and interest in and dissolve those liens and encumbrances created by the Trademark Security Agreement and the Security Agreement solely with respect to the specific Trademarks set forth on Schedule A attached hereto (the "Released Trademarks"); and

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Administrative Agent hereby (a) grants, assigns and conveys, without recourse or warranty, to the Grantors all of its rights, title and interest in the Released Trademarks, (b) terminates, releases, discharges, quitclaims and relinquishes unto the Grantors any and all security interests and liens it has against the Released Trademarks and (c) terminates the Trademark Security Agreement.

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IN WITNESS WHEREOF, Administrative Agent has caused this Release of Trademark Security Interest to be executed by its duly authorized representative as of the date first above written.

SUNTRUST BANK, as Administrative Agent

By: Katherine Bass

Name: Katherine Bass

Title: Director

Release of Trademark Security Interest



TRADEMARK
REEL: 006637 FRAME: 0870

SCHEDULE A

Released Trademarks

Trademark	Owner	Ser. No. Filing Date	Reg. No. Reg. Date
FITNESS YOUR WAY	Tivity Health, Inc.	87/347,585 February 23, 2017	n/a
FOREVER FIT	Tivity Health Support, LLC	78/886,299 May 17, 2006	3,438,189 May 27, 2008
HEALTHWAYS BOOM	Tivity Health, Inc.	85/960,387 June 14, 2013	4,581,479 August 5, 2014
HEALTHWAYS WHOLEHEALTH LIVING	Tivity Health, Inc.	85/191,598 December 6, 2010	4,115,930 March 20, 2012
HEALTHWAYS WHOLEHEALTH NETWORKS	Tivity Health, Inc.	85/399,258 August 16, 2011	4,466,850 January 14, 2014
PRIME	Tivity Health Support, LLC	78/600,269 April 1, 2005	3,382,837 February 12, 2008
PRIME CHOICES	Tivity Health, Inc.	87/340,674 February 17, 2017	n/a
PROGRAM ADVISOR	Tivity Health, Inc.	86/275,459 May 8, 2014	4,701,620 March 10, 2015
SILVERSNEAKERS	Tivity Health Support, LLC	75/175,639 October 2, 1996	2,086,072 August 5, 1997
SILVERSNEAKERS BOOM	Tivity Health, Inc.	87/340,684 February 17, 2017	n/a
SILVERSNEAKERS CHOICES	Tivity Health, Inc.	87/340,670 February 17, 2017	n/a
SILVERSNEAKERS FLEX	Tivity Health, Inc.	86/642,888 May 27, 2015	5,004,694 July 19, 2016
SILVERSNEAKERS STABILITY	Tivity Health, Inc.	86/370,540 August 19, 2014	4,814,475 September 15, 2015
SILVERSNEAKERS STEPS	Tivity Health Support, LLC	77/750,033 June 2, 2009	3,823,807 July 27, 2010
SILVERSPLASH	Tivity Health Support, LLC	76/385,765 March 22, 2002	2,674,857 January 14, 2003
TIVITY HEALTH	Tivity Health, Inc.	87/295,307 January 10, 2017	n/a
TIVITY HEALTH	Tivity Health, Inc.	87/295,303 January 10, 2017	n/a
	Tivity Health, Inc.	87/295,302 January 10, 2017	n/a

Release of Trademark Security Interest

Trademark	Owner	Ser. No. Filing Date	Reg. No. Reg. Date
	Tivity Health, Inc.	87/295,297 January 10, 2017	n/a
WHOLEHEALTH LIVING	Tivity Health, Inc.	87/301,673 January 13, 2017	n/a
WHOLEHEALTH LIVING CHOICES	Tivity Health, Inc.	87/340,667 February 17, 2017	n/a
	Tivity Health, Inc.	86/133,106 December 2, 2013	4,679,824 January 27, 2015

Release of Trademark Security Interest