

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM523439

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
ACTIVE HOLDINGS, LLC,		05/13/2019	Corporation: CALIFORNIA
RECEIVING PARTY DATA			
Name:	GemCap Lending I, LLC		
Street Address:	24955 Pacific Coast Highway, Suite A202, , CA 90265		
Internal Address:	David Ellis		
City:	Malibu		
State/Country:	CALIFORNIA		
Postal Code:	90265		
Entity Type:	Corporation: CALIFORNIA		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Registration Number:	3024942	ACTIVE	
Registration Number:	4848726	ACTIVE	
Registration Number:	3953785	ACTIVE	
Registration Number:	4848727	ACTIVE	
Registration Number:	5184707	ACTIVE RIDE SHOP	
Registration Number:	3549713		
CORRESPONDENCE DATA			
Fax Number:			
<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>			
Email:	dellis@gemcapsolutions.com		
Correspondent Name:	GEMCAP LENDING I, LLC		
Address Line 1:	24955 Pacific Coast Highway, Suite A202,		
Address Line 2:	David Ellis		
Address Line 4:	Malibu, CA, CALIFORNIA 90265		
NAME OF SUBMITTER:	Raymond Battaglia Attorney for Gemcap LL		
SIGNATURE:	/Ray Battaglia/		
DATE SIGNED:	05/14/2019		

OP \$165.00 3024942

Total Attachments: 30

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TRADEMARK SECURITY AGREEMENT

This Trademark Security Agreement, dated as of May 13, 2019 (this “Agreement”), made by **ACTIVE HOLDINGS, LLC**, a Delaware limited liability company with a principal place of business located at 2178 4th Street, Rancho Cucamonga, CA 91730 (“Grantor”), in favor of **GEMCAP LENDING I, LLC**, a Delaware limited liability company with offices at 24955 Pacific Coast Highway, Suite A202, Malibu, CA 90265 (together with its successors and assigns, “Lender”).

RECITALS

WHEREAS, the Grantor has an ownership interest in the trademarks identified on **Exhibit 1** hereto (collectively, the “Trademarks”); and

WHEREAS, the Grantor and the Lender are parties to that certain Loan and Security Agreement, of even date herewith (as from time to time amended or supplemented, the “Loan Agreement”); and

WHEREAS, the Grantor has granted to grant to Lender a security interest in all of its property and assets, including, without limitation, the Trademarks, to secure the performance of Grantor’s obligations under the Loan Agreement and the other Loan Documents; and

WHEREAS, it is a condition precedent to the Lender’s entry into the Loan Agreement and the other Loan Documents that the Grantor execute and deliver this Agreement to the Lender; and

WHEREAS, the Grantor and the Lender by this instrument seek to confirm and make a record of the grant of the security interest in the Trademarks and the assignment of the Trademarks upon the occurrence of an Event of Default in accordance with the terms of this Agreement; and

WHEREAS, capitalized terms used and not defined herein have the meanings given to them in the Loan Agreement.

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the Grantor hereby agrees, confirms and acknowledges as follows:

1. The Grantor does hereby acknowledge and confirm that the Trademarks and the goodwill associated therewith constitute Intellectual Property included in the Collateral pledged by Grantor to Lender pursuant to the Loan Agreement.
2. The Grantor further acknowledges and confirms that the rights and remedies of Lender with respect to the Trademarks are more fully set forth in the Loan

Agreement and the other Loan Documents, the terms and provisions of which are incorporated herein by reference.

3. The Grantor hereby irrevocably constitutes and appoints Lender, with full power of substitution, as its true and lawful attorney-in-fact, with full irrevocable power and authority in its place and stead and in its name or otherwise, from time to time in Lender's sole discretion, at such Grantor's sole cost and expense, to take any and all action and to execute and deliver any and all documents and instruments which Lender may deem reasonably necessary or advisable to (a) accomplish the purposes of perfecting, continuing and preserving, a continuing first priority security interest in the Trademarks and the goodwill associated therewith in favor of Lender, and (b) effect a transfer of the Trademarks and the goodwill associated therewith to Lender or to Lender's designees without further consent or authorization of the Grantor upon the occurrence of an Event of Default. In furtherance and not in limitation of the foregoing, if an Event of Default has occurred and is continuing, the Lender is hereby authorized file with the United States Patent and Trademark Office or with such other governmental authorities, the assignment in the form substantially similar to that of **Exhibit A** attached to this Agreement, together with such other instruments and documents as the Lender may deem necessary or appropriate to effectuate the foregoing.

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EXHIBIT 1

Trademarks

Trademark	Case Number	Country	SubCase	Case Type	Application Number	Filing Date	Publication Number	Publication Date	Registration Number	Registration Date	Status	Next Renewal
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ACTIVE	A1289-5002	United States of America	PRI		76324474	11-Oct-2001	20-Sep-2005	3024942	13-Dec-2005	Registered	13-Dec-2025
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Owner: Active Holdings, LLC
Client: Active Holdings, LLC
Agent:
Classes: 35 Int.

Attorneys: JKR
Client Ref:
Agent Ref:

Images/Links:

Goods: 35 Int. Retail store, catalog and mail-order services in the field of recreational board sport related items, namely shoes, skate decks, pre-assembled decks, wheels, trucks, bearings, hardware, risers, grips, helmets, banners, patches, waxes, wallets, belts, socks, hats, T-shirts, clothing, shoes, backpacks, watches, videos, and accessories

Trademark	Case Number	Country	SubCase	Case Type	Application Number	Filing Date	Publication Number	Publication Date	Registration Number	Registration Date	Status	Next Renewal
ACTIVE	A1289-5005	United States of America		PRI	85500420	20-Dec-2011		29-May-2012	4848726	10-Nov-2015	Registered	10-Nov-2025

Owner: Active Holdings, LLC

Client: Active Holdings, LLC

Agent:

Classes: 25 Int.

Attorneys: JKR

Client Ref:

Agent Ref:

Images/Links:

Goods: 25 Int.

Clothing, namely, shirts, t-shirts, tank tops, button up shirts, shorts, boardshorts, pants, jeans, sweatshirts, sweaters, coats, jackets, hooded jackets, gloves, belts, hats, caps, beanies, headwear, footwear, shoes, socks

Trademark	Case Number	Country	SubCase	Case Type	Application Number	Filing Date	Publication Number	Publication Date	Registration Number	Registration Date	Status	Next Renewal
ACTIVE COMPOSITE	A1289-7005	Australia	ORD		1695742	25-May-2015	1695742	11-Feb-2016	1695742	11-Feb-2016	Registered	25-May-2025

Owner: Active Holdings, LLC
Client: Active Holdings, LLC
Agent: Baldwins Intellectual Property
Classes: 25 Int., 28 Int., 35 Int.

Attorneys: JKR
Client Ref:
Agent Ref: 170094AUPR

Images/Links:



ACTIVE - ACTIVE
COMPOSITE

Goods: 25 Int. Clothing, footwear, headgear, clothing, namely t-shirts, shirts, shorts, pants, jeans, sweatshirts, sweaters, jackets, coats, socks, gloves, belts, footwear, shoes, and headwear
28 Int. Games and playthings; gymnastic and sporting articles not included in other classes; decorations for Christmas trees; Skateboards, and their component parts and accessories.
35 Int. Advertising; business management; business administration office functions; Retail and on-line retail store services featuring clothing, footwear, headware, clothing accessories, skateboards and accessories therefor

Trademark	Case Number	Country	SubCase	Case Type	Application Number	Filing Date	Publication Number	Publication Date	Registration Number	Registration Date	Status	Next Renewal
ACTIVE COMPOSITE	A1289-7002	Brazil	ORD		909602018	29-Jun-2015		22-Jan-2019			Published	

Owner: Active Holdings, LLC
Client: Active Holdings, LLC
Agent: Montauy Pimenta Machado Lioce
Classes: 25 Int.

Attorneys: JKR
Client Ref:
Agent Ref: LAM/909602018

Images/Links:



ACTIVE - ACTIVE
COMPOSITE

Goods: 25 Int. Clothing articles, namely t-shirts, shirts, shorts, pants, jeans, sweatshirts, sweaters, jackets, coats, socks, gloves, belts, footwear, shoes and headgear.

Trademark	Case Number	Country	SubCase	Case Type	Application Number	Filing Date	Publication Number	Publication Date	Registration Number	Registration Date	Status	Next Renewal
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ACTIVE COMPOSITE	A1289-7003	Brazil	ORD		909602026	29-Jun-2015		22-Jan-2019			Published	
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Owner: Active Holdings, LLC
Client: Active Holdings, LLC
Agent: Montauy Pimenta Machado Lioce
Classes: 28 Int.

Attorneys: JKR
Client Ref:
Agent Ref: LAM/909602026

Images/Links:



ACTIVE - ACTIVE
 COMPOSITE
Goods: 28 Int. Skates and their component parts.

Trademark	Case Number	Country	SubCase	Case Type	Application Number	Filing Date	Publication Number	Publication Date	Registration Number	Registration Date	Status	Next Renewal
ACTIVE COMPOSITE	A1289-7004	Brazil	ORD		909602069	29-Jun-2015					Pending	

Owner: Active Holdings, LLC
Client: Active Holdings, LLC
Agent: Montauy Pimenta Machado Lioce
Classes: 35 Int.

Attorneys: JKR
Client Ref:
Agent Ref:

Images/Links:



ACTIVE - ACTIVE
COMPOSITE

Goods: 35 Int. Retail and online retail store services; clothing; footwear; headgear; clothing accessories, skates and their component parts.

Trademark	Case Number	Country	SubCase	Case Type	Application Number	Filing Date	Publication Number	Publication Date	Registration Number	Registration Date	Status	Next Renewal
ACTIVE COMPOSITE	A1289-7007	Canada	ORD		1729612	25-May-2015	13-Jun-2018				Published	

Owner: Active Holdings, LLC
Client: Active Holdings, LLC
Agent: Low Murchison Radnoff LLP
Classes: 25 Int., 28 Int., 35 Int.

Attorneys: JKR
Client Ref:
Agent Ref: MAT19930

Images/Links:



ACTIVE - ACTIVE
COMPOSITE

Goods: 25 Int. Clothing, namely, t-shirts, shirts, shorts, pants, jeans, sweatshirts, sweaters, jackets, coats, socks, gloves, belts; footwear, namely, shoes and boots; headwear, namely, hats and caps
 28 Int. Skateboards, and their component parts and accessories therefore, namely, bags for skateboards, shock absorbers for skateboards, skateboard paddles, skateboard wheels
 35 Int. Retail and on-line retail store services featuring clothing, footwear, headwear, clothing accessories, skateboards and accessories therefore.

Trademark	Case Number	Country	SubCase	Case Type	Application Number	Filing Date	Publication Number	Publication Date	Registration Number	Registration Date	Status	Next Renewal
ACTIVE COMPOSITE	A1289-7009	Israel	ORD		275792	24-Jun-2015			275792	07-Jun-2017	Registered	24-Jun-2025

Owner: Active Holdings, LLC
Client: Active Holdings, LLC
Agent: Sanford T. Colb & Co.
Classes: 25 Int., 28 Int., 35 Int.

Attorneys: JKR
Client Ref:
Agent Ref: 90446

Images/Links:



ACTIVE - ACTIVE
COMPOSITE

Goods: 25 Int. Clothing; footwear; headgear
 28 Int. Skateboards; and their component parts
 35 Int. Retail and on-line retail store services featuring clothing, footwear, headgear; clothing accessories, skateboards and accessories therefor

Trademark	Case Number	Country	SubCase	Case Type	Application Number	Filing Date	Publication Number	Publication Date	Registration Number	Registration Date	Status	Next Renewal
ACTIVE COMPOSITE	A1289-7010	Japan	ORD		201504999	26-May-2015			5979124	08-Sep-2017	Registered	08-Sep-2027

Owner: ARS Brands, LLC
Client: Active Holdings, LLC
Agent: Oshina, Nishimura & Miyanaga
Classes: 25 Int., 28 Int., 35 Int.

Attorneys: JKR
Client Ref:
Agent Ref:

Images/Links:



ACTIVE - ACTIVE
COMPOSITE

Goods: 25 Int. Clothing; Tee-shirts; Shirts; Short pants and shorts; Pants; Jeans; Sweat shirts; Sweaters; Jackets; Coats; Socks; Gloves and mittens [clothing]; Belts for clothing; Footwear; Shoes; Headgear for wear.
 28 Int. Toys and games; Sports equipment; Skateboards and parts and accessories therefor
 35 Int. Retail and whole sales services for clothing, footwear, headgear, clothing accessories, toy s, games, sports equipment, skateboards, parts and accessories therefor, including online

Trademark	Case Number	Country	SubCase	Case Type	Application Number	Filing Date	Publication Number	Publication Date	Registration Number	Registration Date	Status	Next Renewal
ACTIVE COMPOSITE	A1289-7012	Mexico	ORD		1613562	25-May-2015			1589175	13-Nov-2015	Registered	25-May-2025

Owner: ARS Brands, LLC
 Client: Active Holdings, LLC
 Agent: Bufete Soni, S.C.
 Classes: 25 Int.

Attorneys: JKR
 Client Ref:
 Agent Ref:

Images/Links:



ACTIVE - ACTIVE
 COMPOSITE

Goods: 25 Int. Clothing, namely, T-shirts, shirts, shorts, pants, jeans, sweatshirts, sweaters, jackets, coats, socks, gloves, belts, footwear, shoes and headgear

Trademark	Case Number	Country	SubCase	Case Type	Application Number	Filing Date	Publication Number	Publication Date	Registration Number	Registration Date	Status	Next Renewal
ACTIVE COMPOSITE	A1289-7013	Mexico	ORD		1613563	25-May-2015			1592126	24-Nov-2015	Registered	25-May-2025

Owner: ARS Brands, LLC
Client: Active Holdings, LLC
Agent: Bufete Soni, S.C.
Classes: 28 Int.

Attorneys: JKR
Client Ref:
Agent Ref:

Images/Links:



ACTIVE - ACTIVE
 COMPOSITE
Goods: 28 Int. Skateboards, their parts and accessories

Trademark	Case Number	Country	SubCase	Case Type	Application Number	Filing Date	Publication Number	Publication Date	Registration Number	Registration Date	Status	Next Renewal
ACTIVE COMPOSITE	A1289-7014	Mexico	ORD		1613564	25-May-2015	1589176	13-Nov-2015	1589176	13-Nov-2015	Registered	25-May-2025

Owner: ARS Brands, LLC
Client: Active Holdings, LLC
Agent: Bufete Soni, S.C.
Classes: 35 Int.

Attorneys: JKR
Client Ref:
Agent Ref:

Images/Links:



ACTIVE - ACTIVE
COMPOSITE

Goods: 35 Int. The bringing together, for the benefit of others, of clothing, namely T-shirts, shirts, shorts, pants, jeans, sweatshirts, sweaters, jackets, coats, socks, gloves, belts, footwear, shoes, headgear and skateboards (excluding the transport thereof), enabling customers to conveniently view and purchase those goods through retail stores and online retail stores

Trademark	Case Number	Country	SubCase	Case Type	Application Number	Filing Date	Publication Number	Publication Date	Registration Number	Registration Date	Status	Next Renewal
ACTIVE COMPOSITE	A1289-7006	New Zealand	ORD		1020111	25-May-2015	1020111	26-Nov-2015	1020111	26-Nov-2015	Registered	25-May-2025

Owner: ARS Brands, LLC
Client: Active Holdings, LLC
Agent: Baldwins Intellectual Property
Classes: 25 Int., 28 Int., 35 Int.

Attorneys: JKR
Client Ref:
Agent Ref: 170094NZPPR

Images/Links:



ACTIVE - ACTIVE
COMPOSITE

Goods: 25 Int. Clothing, footwear, headgear, clothing, namely t-shirts, shirts, shorts, pants, jeans, sweatshirts, sweaters, jackets, coats, socks, gloves, belts, footwear, shoes, and headwear
28 Int. Games and playthings; gymnastic and sporting articles not included in other classes; decorations for Christmas trees; Skateboards, and their component parts and accessories.
35 Int. Advertising; business management; business administration office functions; Retail and on-line retail store services featuring clothing, footwear, headware, clothing accessories, skateboards and accessories therefore.

Trademark	Case Number	Country	SubCase	Case Type	Application Number	Filing Date	Publication Number	Publication Date	Registration Number	Registration Date	Status	Next Renewal
ACTIVE COMPOSITE	A1289-7015	Panama	ORD		24189601	24-Jun-2015			241896	24-Jun-2015	Registered	24-Jun-2025

Owner: Active Holdings, LLC
 Client: Active Holdings, LLC
 Agent: ARIFA
 Classes: 25 Int.

Attorneys: JKR
 Client Ref:
 Agent Ref:

Images/Links:



ACTIVE - ACTIVE
 COMPOSITE
 Goods: 25 Int. Clothing, footwear, headgear.

Trademark	Case Number	Country	SubCase	Case Type	Application Number	Filing Date	Publication Number	Publication Date	Registration Number	Registration Date	Status	Next Renewal
ACTIVE COMPOSITE	A1289-7016	Panama	ORD		24189501	24-Jun-2015			241895	24-Jun-2015	Registered	24-Jun-2025

Owner: Active Holdings, LLC
 Client: Active Holdings, LLC
 Agent: ARIFA
 Classes: 28 Int.

Attorneys: JKR
 Client Ref:
 Agent Ref:

Images/Links:



ACTIVE - ACTIVE
 COMPOSITE

Goods: 28 Int. Games, toys and playthings; video game apparatus; gymnastic and sporting articles; decorations for Christmas trees

Trademark	Case Number	Country	SubCase	Case Type	Application Number	Filing Date	Publication Number	Publication Date	Registration Number	Registration Date	Status	Next Renewal
ACTIVE COMPOSITE	A1289-7017	Panama	ORD		24189401	24-Jun-2015	241894	24-Jun-2015	241894	24-Jun-2015	Registered	24-Jun-2025

Owner: Active Holdings, LLC
Client: Active Holdings, LLC
Agent: ARIFA
Classes: 35 Int.

Attorneys: JKR
Client Ref:
Agent Ref:

Images/Links:



ACTIVE - ACTIVE
COMPOSITE

Goods: 35 Int.

Advertising; business management; business administration; office functions.

Trademark	Case Number	Country	SubCase	Case Type	Application Number	Filing Date	Publication Number	Publication Date	Registration Number	Registration Date	Status	Next Renewal
ACTIVE COMPOSITE	A1289-5004	United States of America		PRI	85034254	10-May-2010	15-Feb-2011		3953785	03-May-2011	Registered	03-May-2021

Owner: Active Holdings, LLC
Client: Active Holdings, LLC
Agent:
Classes: 35 Int.

Attorneys: JKR
Client Ref:
Agent Ref:

Images/Links:



ACTIVE - ACTIVE
COMPOSITE

Goods: 35 Int.

Retail store, on-line retail store, catalog, and mail-order services in the field of recreational board sport related items, namely, shoes, skate decks, pre-assembled decks, wheels, trucks, bearings, hardware, risers, grips, helmets, elbow pads, knee pads, banners, patches, waxes, wallets, headphones, sunglasses, sandals, belts, socks, hats, T-shirts, sweatshirts, shorts, jackets, tank tops, clothing, backpacks, watches, videos, and accessories

Trademark	Case Number	Country	SubCase	Case Type	Application Number	Filing Date	Publication Number	Publication Date	Registration Number	Registration Date	Status	Next Renewal
ACTIVE COMPOSITE	A1289-5006	United States of America		PRI	85500431	20-Dec-2011	29-May-2012		4848727	10-Nov-2015	Registered	10-Nov-2025

Owner: Active Holdings, LLC
Client: Active Holdings, LLC
Agent:
 Classes: 25 Int.

Attorneys: JKR
Client Ref:
Agent Ref:

Images/Links:



ACTIVE - ACTIVE
COMPOSITE

Goods: 25 Int. Clothing, namely, shirts, t-shirts, tank tops, button up shirts, shorts, boardshorts, pants, jeans, sweatshirts, sweaters, coats, jackets, hooded jackets, gloves, belts, hats, caps, beanies, headwear, footwear, shoes, socks

Trademark	Case Number	Country	SubCase	Case Type	Application Number	Filing Date	Publication Number	Publication Date	Registration Number	Registration Date	Status	Next Renewal
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ACTIVE RIDE SHOP	A1289-5007	United States of America	PRI		86967933	07-Apr-2016	31-Jan-2017		5184707	18-Apr-2017	Registered	18-Apr-2027
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Owner: Active Holdings, LLC
Client: Active Holdings, LLC
Agent:
Classes: 35 Int.

Attorneys: JKR
Client Ref:
Agent Ref:

Images/Links:
Goods: 35 Int. On-line retail store services featuring clothing, footwear, headwear, clothing accessories, skateboards and accessories and components therefore; Retail store services featuring clothing, footwear, headwear, clothing accessories, skateboards and accessories and components therefore

Trademark	Case Number	Country	SubCase	Case Type	Application Number	Filing Date	Publication Number	Publication Date	Registration Number	Registration Date	Status	Next Renewal
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Foreign General Matters	A1289-7001		General Matter								Unified	
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Owner:

Client: Active Holdings, LLC

Agent:

Classes:

Images/Links:

Goods:

Attorneys: JKR

Client Ref:

Agent Ref:

TRADEMARK

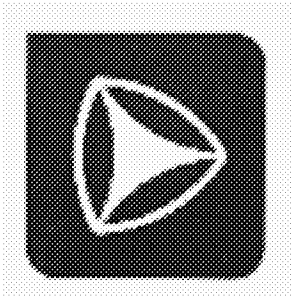
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Trademark	Case Number	Country	SubCase	Case Type	Application Number	Filing Date	Publication Number	Publication Date	Registration Number	Registration Date	Status	Next Renewal
TRIANGLE DESIGN	A1289-7008	European Union (Community)	ORD		6916423	16-May-2008	6916423	06-Feb-2009	6916423	06-Feb-2009	Registered	16-May-2028

Owner: ARS Brands, LLC
Client: Active Holdings, LLC
Agent: Boul Wade Tennant
Classes: 25 Int.

Attorneys: JKR
Client Ref:
Agent Ref: EJP/CRT/1200544EM00

Images/Links:



ACTIVE - TRIANGLE DESIGN

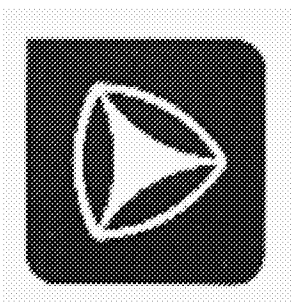
Goods: 25 Int. Clothing, namely t-shirts, shorts, pants, sweatshirts, sweaters, jackets, coats, socks, gloves, belts, footwear, headwear, shoes and accessories.

Trademark	Case Number	Country	SubCase	Case Type	Application Number	Filing Date	Publication Number	Publication Date	Registration Number	Registration Date	Status	Next Renewal
TRIANGLE DESIGN	A1289-7011	Japan	ORD		2008037909	16-May-2008			5188636	12-Dec-2008	Registered	12-Dec-2028

Owner: ARS Brands, LLC
Client: Active Holdings, LLC
Agent: Oshina, Nishimura & Miyanaga
Classes: 25 Int.

Attorneys: JKR
Client Ref:
Agent Ref:

Images/Links:



ACTIVE - TRIANGLE DESIGN

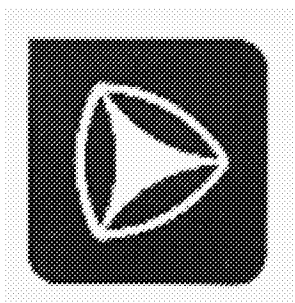
Goods: 25 Int. Clothing; Tee-shirts; Panties, shorts and briefs; shorts; Sweat shirts; Sweaters and the like; Jackets; Coats; Socks and stockings other than special sportswear; Gloves and mittens [clothing]; Belts for clothing; Hoods; Sedge hats [Suge-gasa]; Nightcaps; Headgear for wear; Heat-protection helmets [clothing]; Footwear.

Trademark	Case Number	Country	SubCase	Application Number	Publication Number	Registration Number	Status
			Case Type	Filing Date	Publication Date	Registration Date	Next Renewal
TRIANGLE DESIGN	A1289-5003	United States of America	PRI	77464814 02-May-2008	07-Oct-2008	3549713 23-Dec-2008	Registered 23-Dec-2028

Owner: Active Holdings, LLC
 Client: Active Holdings, LLC
 Agent:
 Classes: 25 Int.

Attorneys: JKR
 Client Ref:
 Agent Ref:

Images/Links:



ACTIVE - TRIANGLE
 DESIGN

Goods: 25 Int. Clothing, namely, t-shirts, shorts, pants, sweatshirts, sweaters, jackets, coats, socks, gloves, belts, footwear, headwear, and shoes

Sort Order: by Trademark

Report Format: Comprehensive

Print Goods?: Yes
 Print Remarks?: No
 Print Images/Links?: Yes
 Print Designated Countries?: No

Filing Date: From: To:

Case Number:

Status Code: Active

Case Type(s):

Status(es):

Trademark:

Client: Active Holdings, LLC

Agent:

Attorney:

Owner:

Country:

Area:

Keyword:

TRADEMARK

REEL: 006649 FRAME: 0439

EXHIBIT A

ASSIGNMENT OF TRADEMARKS

This **ASSIGNMENT OF TRADEMARKS** (this "Assignment"), dated as of _____, 201_ made by **ACTIVE HOLDINGS, LLC**, a Delaware limited liability company with a principal place of business located at 2178 4th Street, Rancho Cucamonga, CA 91730 ("Assignor").

RECITALS:

WHEREAS, Assignor has an ownership interest in the Trademarks described on **Exhibit 1** attached hereto (the "Trademarks"); and

WHEREAS, Assignor and GemCap Lending I, LLC, a Delaware limited liability company ("Lender") are parties to that certain Loan and Security Agreement, dated as of May 13, 2019 (as from time to time amended or supplemented, the "Loan Agreement"; capitalized terms used and not defined herein shall have the meanings set forth in the Loan Agreement); and

WHEREAS, Assignor granted to Lender a security interest in substantially all of Assignor's property and assets to including the Trademarks and the goodwill associated therewith to secure the performance of its obligations under the Loan Agreement and the other Loan Documents; and

WHEREAS, it was a condition precedent to the Lender's entry into the Loan Agreement that Assignor shall have executed and delivered this Assignment; and

WHEREAS, one or more Events of Default have occurred under the Loan Agreement and the Lender has the right to exercise its rights and remedies under the Loan Agreement and the other Loan Documents; and

WHEREAS, by this instrument, Assignor is hereby assigning the Trademark to the Lender or its designee as set forth herein (such party, the "Assignee").

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of are hereby acknowledged, Assignor hereby assigns to Lender the Trademark as follows:

1. Assignment of Trademarks. Assignor hereby assigns, transfers, and conveys to _____, a _____ with offices at _____ (the "Assignee") all of Assignor's right, title and interest in and to the Trademarks together with the goodwill associated therewith.

3. Filing and Recordation. Assignee is hereby authorized to file or record this Assignment or any other instrument in such public offices and with such governmental authorities, including the United States Patent and Trademark Office, as Assignee may determine from time to time for the purpose of evidencing the foregoing assignment.

IN WITNESS WHEREOF, Assignor has executed this Trademark Assignment as of the date first above written.

ASSIGNOR:

BORROWER:

ACTIVE HOLDINGS, LLC,

By: _____

Name: Carol Little

Title: Chief Financial Office