OP \$165.00 30249

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:

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.

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:	AME OF SUBMITTER: Raymond Battaglia Attorney for Gemcap LL	
SIGNATURE:	/Ray Battaglia/	
DATE SIGNED:	05/14/2019	

TRADEMARK REEL: 006649 FRAME: 0410

Total Attachments: 30
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TRADEMARK REEL: 006649 FRAME: 0411

TRADEMARK SECURITY AGREEMENT

This Trademark Security Agreement, dated as of May 13, 2019 (this "<u>Agreement</u>"), 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 ("<u>Grantor</u>"), 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, "<u>Lender</u>").

RECITALS

WHEREAS, the Grantor has an ownership interest in the trademarks identified on Exhibit 1 hereto (collectively, the "<u>Trademarks</u>"); 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

 ${\bf ACTIVE\ HOLDINGS, LLC-TRADEMARK\ SECURITY\ AGREEMENT}$

Page 1 of 3

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.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK AND SIGNATURE ON NEXT PAGE]

ACTIVE HOLDINGS, LLC - TRADEMARK SECURITY AGREEMENT

Page 2 of 3

IN WITNESS WHEREOF, this Patent and Trademark Security Agreement as of the day and year first above written.

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\mathbf{v}	\mathbf{T}		* *	$\perp \perp \setminus$	

ACTIVE HOLDINGS, LLC,

By: /s/ Carol Little

Name: Carol Little

Title: Chief Financial Officer

ACCEPTED AND AGREED:

LENDER:

GEMCAP LENDING I, LLC

By: /s/ Richard Ellis
Richard Ellis, Co-President

[SIGNATURE PAGE – PATENT AND TRADEMARK SECURITY AGREEMENT]

ACTIVE HOLDINGS, LLC - TRADEMARK SECURITY AGREEMENT

Page 3 of 3

EXHIBIT 1

Trademarks

EXHIBIT 1 - TRADEMARK SECURITY AGREEMENT

TRADEMARK
REEL: 006649 FRAME: 0415

	-				ACTIVE	Trademark	Wednesday, April 17, 2019
35 Int.	Classes: 35 Int. Images/Links:	Agent:	Client: Active Holdings, LLC	Owner: Active Holdings, LLC	A1289-5002 United States of America	Case Number Country	
Retail store, catalog and mail-order services in the items, namely shoes, skate decks, pre-assembled derisers, grips, helmets, banners, patches, waxes, wall shoes, backracks, watches, videos, and accessories			LLC	LLC	nmerica PRI	SubCase Case Type	
l-order services in the field o ecks, pre-assembled decks, v s, patches, waxes, wallets, bu					76324474 11-Oct-2001	ase Application Number Type Filing Date	Trademark List by Trademark
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					20-Sep-2005	er Publication Number Publication Date	rademark
ated ware, thing,		Agent Ref:	Client Ref:	Attorneys: JKR	3024942 13-Dec-2005	Registration Number Registration Date	
					Registered 13-Dec-2025	r Status Next Renewal	Page I of 24

REEL: 006649 FRAME: 0416

				ACTIVE	Trademark	Wednesday April 17, 2019
Images/Links: Goods: 25 Int. Cle jea bez	Agent: Classes: 25 Int.	Client: Active Holdings, LLC	Owner: Active Holdings, LLC	A1289-5005 United States of America	Case Number Country	d 17, 2019
Clothing, namely, shirts, t-shirts, tank tops jeans, sweatshirts, sweaters, coats, jackets beanies, headwear, footwear, shoes, socks		LC	LC			
s, t-shirts, ta aters, coats, j				PRI	SubCase Case Type	Tra
Clothing, namely, shirts, t-shirts, tank tops, button up shirts, shorts, boardshorts, pants, jeans, sweatshirts, sweaters, coats, jackets, hooded jackets, gloves, belts, hats, caps, beamies, headwear, footwear, shoes, socks				85500420 20-Dec-2011	Application Number Filing Date	Trademark List by Trademark
horts, boardshorts, pants, oves, belts, hats, caps,				29-May-2012	Publication Number Publication Date	emark
	Agent Ref:	Client Ref:	Attorneys: JKR	4848726 10-Nov-2015	Registration Number Registration Date	
				Registered 10-Nov-2025	Status Next Renewal	Page 2 of 24
	RADE 6649				 117	**

REEL: 006649 FRAME: 0417

ACTIVE COMPOSITE	Trademark	Wednesday, April 17, 2019
A1289-7005	Case Number Country	
	SubCase Case Type	Te
1695742	Application Number Filing Date	rademark List by Trademark
	Publication Number Publication Date	emark
1695742	Registration Number Registration Date	
Registered	Status Next Renewal	Page 3 of 24
	A1289-7005 1695742 1695742	Case Number SubCase Application Number Publication Number Registration Number Country Case Type Filing Date Publication Date Registration Date A1289-7005 1695742 1695742

Owner: Active Holdings, LLC

Client: Active Holdings, LLC

Agent: Baldwins Intellectual Property

Classes: 25 Int., 28 Int., 35 Int.

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.

Advertising; business management; business administration; office

35 Int.

functions; Retail and on-line retail store services featuring clothing, footwear,

headware, clothing accessories, skateboards and accessories therefore

TRADEMARK REEL: 006649 FRAME: 0418

Agent Ref: 170094AUPR

	ACTIVE COMPOSITE	Trademark	Wednesday, April 17 2019
Brazil	A1289-7002	Case Number Country	
ORD		SubCase Case Type	Trz
29-Jun-2015	909602018	SubCase Application Number Case Type Filing Date	Frademark List by Trade
22-Jan-2019		Publication Number Publication Date	
		Registration Number Registration Date	
	Published	Status Next Renewal	Page 4 of 24

Owner: Active Holdings, LLC Client: Active Holdings, LLC

Agent: Montaury Pimenta Machado Lioce

Classes: 25 Int.

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 **REEL: 006649 FRAME: 0419**

Agent Ref: LAM/909602018

ACTIVE COMPOSITE	Trademark	Wednesday, April 17, 2019
A1289-7003 Brazil	Case Number Country	
ORD	SubCase Case Type	Ī
909602026 29-Jun-2015	SubCase Application Number Case Type Filing Date	Frademark List by Trade
22-Jan-2019	Publication Number Publication Date	demark
	Registration Number Registration Date	
Published	Status Next Renewal	Page 5 of 24
Ε· Ω	120	#

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

Agent: Montaury Pimenta Machado Lioce

Images/Links:

Bactive

ACTIVE - ACTIVE COMPOSITE

Skates and their component parts.

Goods: 28 Int.

TRADEMARK REEL: 006649 FRAME: 0420

Agent Ref: LAM/909602026

	Α			
Brazil	A1289-7004	Country	Case Number	
ORD		Case Type	SubCase	Tra
29-Jun-2015	909602069	Case Type Filing Date	SubCase Application Number	Frademark List by Trader
		Publication Date	Publication Number	emark
		Registration Date	Registration Number	
,	Pending	Next Renewal	Status	Page 6 of 24

Client: Active Holdings, LLC

Owner: Active Holdings, LLC

Agent: Montaury Pimenta Machado Lioce

Classes: 35 Int.

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 **REEL: 006649 FRAME: 0421**

Agent Ref: Client Ref: Attorneys: JKR

	ACTIVE COMPOSITE	Trademark	Wednesday, April 17, 2019
Canada	A1289-7007	Country	Coo Number
ORD		Case Type	Fra
25-May-2015	1729612	Case Type Filing Date	Trademark List by Traden
13-Jun-2018		Publication Date	emark
		Registration Date	Positionality Number
	Published	Next Renewal	Page 7 of 24

Owner: Active Holdings, LLC Agent: Low Murchison Radnoff LLP Client: Active Holdings, LLC

Classes: 25 Int., 28 Int., 35 Int.

Images/Links:



Goods: 25 Int.

Clothing, namely, t-shirts, shirts, shorts, pants, jeans, sweatshirts, sweaters, jackets, coats,

ACTIVE - ACTIVE COMPOSITE

35 Int.

accessories, skateboards and accessories therefore.

Retail and on-line retail store services featuring clothing, footwear, headware, clothing skateboards, shock absorbers for skateboards, skateboard paddles, skateboard wheels Skateboards, and their component parts and accessories therefore, namely, bags for socks, gloves, belts; footwear, namely, shoes and boots; headwear, namely, hats and caps

28 Int.

TRADEMARK REEL: 006649 FRAME: 0422

Agent Ref: MAT19930

ACTIVE COMPOSITE	Trademark	Wednesday, April 17, 2019
A1289-7009 Israel	Case Number Country	
ORD	SubCase Case Type	Te
275792 24-Jun-2015	SubCase Application Number Case Type Filing Date	rademark List by Trademark
	Publication Number Publication Date	lemark
275792 07-Jun-2017	Registration Number Registration Date	
Registered 24-Jun-2025	Status Next Renewal	Page 8 of 24
E: 0	1 423	

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

Owner: Active Holdings, LLC

Images/Links:

Bactive

Goods: 25 Int.

ACTIVE - ACTIVE COMPOSITE

28 Int. 35 Int.

Skateboards, and their component parts

accessories, skateboards and accessories therefor

Retail and on-line retail store services featuring clothing, footwear, headwear, clothing

Clothing; footwear, headgear

TRADEMARK REEL: 006649 FRAME: 0423

Agent Ref: 90446 Client Ref: Attorneys: JKR

Country	Coo Number
Case Type	Tr:
Case Type Filing Date	rademark List by Trader
Publication Date	
Registration Date	Docidantian Number
Next Renewal	Page 9 of
	1 2

Owner: ARS Brands, LLC

Japan

Client: Active Holdings, LLC

Agent: Oshima, Nishimura & Miyanaga

Classes: 25 Int., 28 Int., 35 Int.

Images/Links:



ACTIVE - ACTIVE COMPOSITE

Goods: 25 Int. Clothing; Tee-shirts; Shirts; Short pants and shorts; Pants; Jeans;

[clothing]; Belts for clothing; Footwear; Shoes; Headgear for wear. Sweat shirts; Sweaters; Jackets; Coats; Socks; Gloves and mittens

Toys and games; Sports equipment; Skateboards and parts and

accessories therefor

35 Int.

28 Int.

Retail and whole sales services for clothing, footwear, headgear,

clothing accessories, toys, games, sports equipment, skateboards,

parts and accessories therefor, including online

TRADEMARK REEL: 006649 FRAME: 0424

Agent Ref: Client Ref: Attorneys: JKR

ACTIVE COMPOSITE	Trademark	Wednesday April 17, 2019
A1289-7012	Case Number Country	
	SubCase Case Type	Tra
1613562	SubCase Application Number Case Type Filing Date	demark List by Trad
	Publication Number Publication Date	emark
1589175	Registration Number Registration Date	
Registered	Status Next Renewal	Page 10 of 24
Ω/	125	

Owner: ARS Brands, LLC

Mexico

ORD

25-May-2015

13-Nov-2015

25-May-2025

Client: Active Holdings, LLC Agent: Bufete Soni, S.C.

Classes: 25 Int.

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 REEL: 006649 FRAME: 0425

ACTIVE COMPOSITE	Trademark	Wednesday, April 17, 2019
A1289-7013 Mexico	Case Number Country	
ORD	SubCase Case Type	Trz
1613563 25-May-2015	SubCase Application Number Case Type Filing Date	rademark List by Trade
	Publication Number Publication Date	emark
1592126 24-Nov-2015	Registration Number Registration Date	
Registered 25-May-2025	Status Next Renewal	Page 11 of 2
E · 0/	 	

Agent: Bufete Soni, S.C. Client: Active Holdings, LLC

Owner: ARS Brands, LLC

Classes: 28 Int.

Bactive

Images/Links:

ACTIVE - ACTIVE

Goods: 28 Int.

Skateboards, their parts and accessories

COMPOSITE

TRADEMARK REEL: 006649 FRAME: 0426

Agent Ref: Client Ref: Attorneys: JKR

ACTIVE COMPOSITE	Trademark	Wednesday, April 17, 2019
A1289-7014	Case Number Country	
	SubCase Case Type	Tra
1613564	SubCase Application Number Case Type Filing Date	rademark List by Trader
	Publication Number Publication Date	emark
1589176	Registration Number Registration Date	
Registered	Status Next Renewal	Page 12 of 24
04	127	

Client: Active Holdings, LLC
Agent: Bufete Soni, S.C.

Owner: ARS Brands, LLC

Mexico

ORD

25-May-2015

13-Nov-2015

25-May-2025

Classes: 35 Int.

Images/Links:

Bactive

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, head again and elasteboards (excluding the transport thereof) embling customers to

headgear and skateboards (excluding the transport thereof), enabling customers to conveniently view and purchase those goods through retail stores and online retail stores

TRADEMARK REEL: 006649 FRAME: 0427

ACTIVE COMPOSITE	Trademark	Wednesday, April 17, 2019
A1289-7006	Case Number Country	
	SubCase Case Type	Tra
1020111	SubCase Application Number Case Type Filing Date	demark List by Trade
	Publication Number Publication Date	emark
1020111	Registration Number Registration Date	
Registered	Status Next Renewal	Page 13 of 24
04	। 28	

Owner: ARS Brands, LLC

New Zealand

ORD

25-May-2015

26-Nov-2015

25-May-2025

Client: Active Holdings, LLC

Agent: Baldwins Intellectual Property

Classes: 25 Int., 28 Int., 35 Int.

Images/Links:



Goods: 25 Int.

Clothing, footwear, headgear, Clothing, namely t-shirts, shirts, shorts,

pants, jeans, sweatshirts, sweaters, jackets, coats, socks, gloves, belts,

ACTIVE - ACTIVE COMPOSITE

35 Int.

component parts and accessories.

other classes; decorations for Christmas trees; Skateboards, and their Games and playthings; gymnastic and sporting articles not included in

functions; Retail and on-line retail store services featuring clothing, footwear,

Advertising; business management; business administration; office

headware, clothing accessories, skateboards and accessories therefore.

28 Int.

footwear, shoes, and headwear

TRADEMARK REEL: 006649 FRAME: 0428

Agent Ref: 170094NZPR

ACTIVE COMPOSITE	Trademark	Wednesday, April 17, 2019
A1289-7015 Panama	Case Number Country	
ORD	SubCase Case Type	Tra
24189601 24-Jun-2015	SubCase Application Number Case Type Filing Date	rademark List by Trader
	Publication Number Publication Date	emark
241896 24-Jun-2015	Registration Number Registration Date	
Registered 24-Jun-2025	Status Next Renewal	Page 14 of 24

Owner: Active Holdings, LLC Client: Active Holdings, LLC

Agent: ARIFA Classes: 25 Int.

Images/Links:

mactive

ACTIVE - ACTIVE COMPOSITE

Clothing, footwear, headgear.

Goods: 25 Int.

TRADEMARK REEL: 006649 FRAME: 0429

	ACTIVE COMPOSITE	Trademark	Wednesday April 17 2019
Panama	A1289-7016	Case Number Country	
ORD		SubCase Case Type	Tn
24-Jun-2015	24189501	SubCase Application Number Case Type Filing Date	rademark List by Trade
		Publication Number Publication Date	
24-Jun-2015	241895	Registration Number Registration Date	
24-Jun-2025	Registered	Status Next Renewal	
	0.4		**

Owner: Active Holdings, LLC
Client: Active Holdings, LLC
Agent: ARIFA

Classes: 28 Int.

Images/Links:

mactive

ACTIVE - ACTIVE

COMPOSITE

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

decorations for Christmas trees

TRADEMARK REEL: 006649 FRAME: 0430

	ACTIVE COMPOSITE	Trademark	Wednesday, April 17, 2019
Panama	A1289-7017	Case Number Country	
ORD		SubCase Case Type	Trz
24-Jun-2015	24189401	SubCase Application Number Case Type Filing Date	Frademark List by Trader
		Publication Number Publication Date	cmark
24-Jun-2015	241894	Registration Number Registration Date	
24-Jun-2025	Registered	Status Next Renewal	Page 16 of 24

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

Owner: Active Holdings, LLC

Images/Links:



Goods: 35 Int.

Advertising; business management, business administration; office functions.

ACTIVE - ACTIVE COMPOSITE

TRADEMARK
REEL: 006649 FRAME: 0431

ACTIVE COMPOSITE	Trademark	Wednesday, April 17, 2019
A1289-5004	Case Number Country	
	SubCase Case Type	Trad
85034254	SubCase Application Number Case Type Filing Date	emark List by Trad
	Publication Number Publication Date	emark
3953785	Registration Number Registration Date	
Registered	Status Next Renewal	Page 17 of 24
04	32	

Owner: Active Holdings, LLC

United States of America

PRI

10-May-2010

15-Feb-2011

03-May-2011

03-May-2021

Client: Active Holdings, LLC

Agent:

Classes: 35 Int.

Images/Links:



ACTIVE - ACTIVE COMPOSITE

Goods: 35 Int. Retail store, on-line retail store, catalog, and mail-order services in the field of recreational

wallets, headphones, sunglasses, sandals, belts, socks, hats, T-shirts, sweatshirts, shorts, bearings, hardware, risers, grips, helmets, elbow pads, knee pads, banners, patches, waxes, board sport related items, namely, shoes, skate decks, pre-assembled decks, wheels, trucks,

jackets, tank tops, clothing, backpacks, watches, videos, and accessories

TRADEMARK REEL: 006649 FRAME: 0432

Agent Ref: Client Ref: Attorneys: JKR

Case Number
Tra
Trademark List by Trademarl
iemark Publication Number
Registration Number
Page 18 of 24 Status

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

Owner: Active Holdings, LLC

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

ACTIVE - ACTIVE COMPOSITE

> TRADEMARK **REEL: 006649 FRAME: 0433**

Agent Ref: Client Ref: Attorneys: JKR

Wednesday April 17, 2019		Trz	Trademark List by Trader	lemark		Page 19 of 24
Trademark	Case Number Country	SubCase Case Type	Application Number Filing Date	Publication Number Publication Date	Registration Number Registration Date	Status Next Renewal
ACTIVE RIDE SHOP	A1289-5007 United States of America	ica PRI	86967933 07-Apr-2016	31-Jan-2017	5184707 18-Apr-2017	Registered 18-Apr-2027
	Owner: Active Holdings, LLC				Attorneys: JKR	
	Client: Active Holdings, LLC				Client Ref:	
	Agent:				Agent Ref:	
	Classes: 35 Int.					
In	Images/Links:					
	Goods: 35 Int. On-lin skateb clothin	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	ing clothing, footwear, hear components therefore; Retaining accessories, skateboan	dwear, clothing accessories I store services featuring rds and accessories and	y.	
	compo	components therefore				

REEL: 006649 FRAME: 0434

Trademark	Case Number Country	SubCase Case Type	SubCase Application Number Case Type Filing Date	Publication Number Publication Date	Registration Number Registration Date	Status Next Renewal
Foreign General Matters	A1289-7001					Unfiled
	General Matter	GEN				
	Owner:				Attorneys: JKR	
	Client: Active Holdings, LLC				Client Ref:	
	Agent:				Agent Ref:	
	Classes:					
1	Images/Links:					
	Goods:					

TRADEMARK
REEL: 006649 FRAME: 0435

TRIANGLE DESIGN Trademark Wednesday, April 17, 2019 A1289-7008 Country Case Number SubCase Case Type Trademark List by Trademark Application Number Filing Date 6916423 Publication Number Publication Date 6916423 Registration Number Registration Date Status Next Renewal Registered Page 21 of 24

Owner: ARS Brands, LLC Client: Active Holdings, LLC

European Union (Community)

ORD

16-May-2008

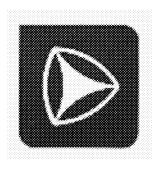
06-Feb-2009

16-May-2028

Agent: Boult Wade Tennant

Classes: 25 Int.

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 REEL: 006649 FRAME: 0436

Agent Ref: EJP/CRT/T200544EM00

Attorneys: JKR
Client Ref:

TRIANGLE DESIGN Trademark Wednesday, April 17, 2019 A1289-7011 Country Case Number Case Type SubCase Trademark List by Trademark Application Number Filing Date 2008037909 Publication Number Publication Date Registration Number Registration Date 5188636 Status Next Renewal Registered Page 22 of 24

Owner: ARS Brands, LLC

Japan

ORD

16-May-2008

12-Dec-2008

12-Dec-2028

Client: Active Holdings, LLC

Agent: Oshima, Nishimura & Miyanaga

Classes: 25 Int.

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 REEL: 006649 FRAME: 0437

TRIANGLE DESIGN Trademark Wednesday, April 17, 2019 A1289-5003 Case Number Country SubCase Case Type Trademark List by Trademark Application Number Filing Date 77464814 Publication Number Publication Date 3549713 Registration Number Registration Date Status Next Renewal Registered Page 23 of 24

Owner: Active Holdings, LLC

United States of America

PRI

02-May-2008

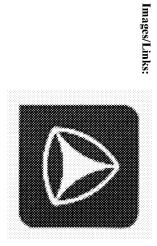
07-Oct-2008

23-Dec-2008

23-Dec-2028

Agent: Client: Active Holdings, LLC

Classes: 25 Int.



Goods: 25 Int. **ACTIVE - TRIANGLE** DESIGN

Clothing, namely, t-shirts, shorts, pants, sweatshirts, sweaters, jackets, coats, socks, gloves,

belts, footwear, headwear, and shoes

TRADEMARK REEL: 006649 FRAME: 0438

Agent Ref: Client Ref: Attorneys: JKR

Report Format: Comprehensive Print Goods?: Yes Print Remarks?: No Print Images/Links?: Yes Print Designated Countries?: No From: Status Code: Active Case Type(s): Status(es):	¥7
Print Goods?: Yes Print Remarks?: No Print Images/Links?: Yes Print Designated Countries?: No To: Case Type(s): Status(es):	Area:
Print Goods?: Yes Print Remarks?: No Print Images/Links?: Yes Print Designated Countries?: No To: Case Type(s): Status(es):	Country:
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Print Goods?: Yes	
Record Count: 23	Sort Order: by Trademark Report Forma
Report Selection Page 24 of 24	Wednesday, April 17, 2019 Re

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 ("<u>Lender</u>") are parties to that certain Loan and Security Agreement, dated as of May 13, 2019 (as from time to time amended or supplemented, the "<u>Loan Agreement</u>"; 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 Trademar	<u>ks</u> . Assignor	hereby	assigns,	transfers,	and
conveys to _				a			with
offices at			(the "Ass	ignee") al	l of Assign	ior's
, , , , , , , , , , , , , , , , , , , ,	nd interest in ar	nd to the Tra	demarks toget	her with	the good	will associ	iated
therewith.							

ACTIVE HOLDINGS, LLC ASSIGNMENT OF TRADEMARKS

Page 1 of 2

3. <u>Filing and Recordation</u>. 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	

ACTIVE HOLDINGS, LLC ASSIGNMENT OF TRADEMARKS

RECORDED: 05/14/2019

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