

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM556734

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Capital One, N.A.		11/26/2019	National Banking Association: UNITED STATES
RECEIVING PARTY DATA			
Name:	Sport & Health, Inc.		
Doing Business As:	n/k/a USF S&H HoldCo, LLC		
Street Address:	1760 Old Meadow Road		
Internal Address:	Suite 300		
City:	McLean		
State/Country:	VIRGINIA		
Postal Code:	22102		
Entity Type:	Corporation: VIRGINIA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	1603238	SPORT & HEALTH CLUBS	
CORRESPONDENCE DATA			
Fax Number:	2024083141		
<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:	2024083141		
Email:	jean.paterson@cscglobal.com		
Correspondent Name:	CSC		
Address Line 1:	1090 Vermont Avenue, NW		
Address Line 4:	Washington, D.C. 20005		
ATTORNEY DOCKET NUMBER:	116162-1		
NAME OF SUBMITTER:	Jean Paterson		
SIGNATURE:	/jep/		
DATE SIGNED:	01/09/2020		
Total Attachments: 4			
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RELEASE OF INTELLECTUAL PROPERTY SECURITY AGREEMENT

THIS RELEASE, dated as of November 26, 2019 (this “**Release**”) is made by CAPITAL ONE, N.A. (“**Lender**”), as Lender under that certain Amended and Restated Intellectual Property Security Agreement, dated as of October 5, 2010 (the “**IP Security Agreement**”), recorded with the United States Patent and Trademark Office on November 4, 2010 at Reel 4410, Frame 0085, by and among Lender, SPORT & HEALTH HOLDINGS, LLC, a Delaware limited liability company, SPORT & HEALTH CLUBS, L.C., a Virginia limited liability company, SPORT AND HEALTH COMPANY, L.C., a Virginia limited liability company, SPORT AND HEALTH VIRGINIA PROPERTIES, L.C., a Virginia limited liability company, SPORT AND HEALTH MARYLAND PROPERTIES, L.C., a Virginia limited liability company, SPORT AND HEALTH, INC., a Virginia corporation, SPORT AND HEALTH CLUB MANAGEMENT, L.C., a Virginia limited liability company, SPORT & HEALTH SPA SERVICES, L.C., a Virginia limited liability company, WASHINGTON SPORT & HEALTH, INC., a Virginia corporation, S & H REPOSITORY, INC., a Delaware corporation, and each other “**Borrower**” party thereto (collectively, “**Borrowers**” and each, individually, a “**Borrower**”). Terms defined in the IP Security Agreement and not otherwise defined herein are used herein as defined in the IP Security Agreement.

WHEREAS, pursuant to the IP Security Agreement, each Borrower granted to the Lender a security interest in and to all of such Borrower’s right, title and interest in, to the Collateral including, but not limited to:

- a) The Intellectual Property, including but not limited to the trademark and service mark registrations, applications and licenses set forth in Schedule I attached hereto, all reissues, continuations, extensions, modifications and renewals of the foregoing, along with all goodwill of the business connected with the use of and symbolized by the foregoing (the “**Released Collateral**”); and
- b) All assets, rights and interests that uniquely reflect or embody the Intellectual Property.

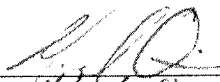
WHEREAS, the Borrowers, or their successors and assigns, as applicable, have requested, and the Lender has agreed to provide a document suitable for recording in the United States Patent and Trademark Office evidencing and effecting the release, relinquishment and discharge of its security interest in the Released Collateral.

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, the Lender does hereby, (i) terminate the liens and security interest created under the IP Security Agreement in the Released Collateral, (ii) release its security interest in the Released Collateral, and (iii) discharge any and all rights, title and interest it has in and the security interest granted to Lender in the Released Collateral. Lender acknowledges that this Release may be filed along with other necessary documentation with the United States Patent and Trademark Office to evidence the release granted herein.

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IN WITNESS WHEREOF, Lender has executed this Release as of the date first set forth above.

CAPITAL ONE, N.A.

By: 
Name: Michael Quinn
Title: SVP

Signature Page to Release of Trademark Security Agreement
(Capital One)

Schedule I

I Federal Trademarks

<u>Registered Owner</u>	<u>Mark</u>	<u>Registration Number</u>	<u>Registration Date</u>
OneLife Fitness, LLC	"Onelife Fitness"	3,920,734	2/15/2011
US Fitness Holdings, LLC	"ATLANTA AF FITNESS"	3,759,951	3/16/2010
US Fitness Holdings, LLC	"YOUR HEALTH IS WHAT WE LIVE FOR"	3,654,581	7/14/2009
US Fitness Holdings, LLC	Sport & Health Clubs	1,603,238	6/19/1990
US Fitness Holdings, LLC	Explosive Performance (word-only mark)	3,041,691	1/10/2006
US Fitness Holdings, LLC	Explosive Performance (design mark)	3,062,964	2/28/2006
US Fitness Holdings, LLC	sport&health	3,984,028	6/28/2011
US Fitness Holdings, LLC	1 ONELIFE FITNESS (design mark -color)	5,399,864	2/13/2018
US Fitness Holdings, LLC	ONELIFE FITNESS (design mark)	Pending	Pending
US Fitness Holdings, LLC	Z4	5,065,843	10/18/2016
US Fitness Holdings, LLC	Z4 (logo)	5,085,669	11/22/2016
US Fitness Holdings, LLC	YOU ONLY LIVE ONCE	4,002,892	7/26/2011
US Fitness Holdings, LLC	TNT Fitness	4,250,818	11/27/2012

II State Servicemarks

<u>Registered Owner</u>	<u>Mark</u>	<u>State</u>	<u>Registration Number</u>	<u>Registration Date</u>
US Fitness Holdings, LLC	"Serenity"	VA	1375	2/17/2018

III Trade Names

<u>Registered in DC</u> Owner USF S&H DC, LLC	Northwest Sport&Health Tenley Sport&Health Capitol Hill Sport&Health Serenity
<u>Registered in DC</u> Owner 5100 DC Fitness LLC	Crunch Fitness Chevy Chase
<u>Registered in DC.</u> Owner 555 12 th St Fitness LLC	Crunch Fitness Metro Center

<u>Registered in Maryland</u> Owner. USF S&H Maryland, LLC	North Frederick Sport&Health South Frederick Sport&Health Bethesda Sport&Health Lakeforest Sport&Health Rockville Sport&Health Waldorf Sport&Health
<u>Registered in Virginia</u> Owner. USF S&H Virginia, LLC	Ballston Sport&Health Crystal Gateway Sport&Health Crystal Park Sport&Health Old Town Sport&Health Reston Sport&Health Skyline Sport&Health Tysons Sport&Health Sport&Health at Brambleton Gainesville Sport&Health Woodbridge Sport&Health Stafford Sport&Health Regency Sport&Health Serenity Onelife Fitness – Alexandria Onelife Fitness at Brambleton ¹
<u>Registered in the following Counties in Georgia</u> Fulton County, GA Forsyth County, GA Coweta County, GA Carroll County, GA Owner USF AF Georgia, LLC	Atlanta Fitness
<u>Registered in the following Counties in Georgia</u> Forsyth County, GA Fulton County, GA ² Coweta County, GA Carroll County, GA Owner USF AF Georgia, LLC	Onelife Fitness

¹ Application pending

² Application pending