

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM564166

SUBMISSION TYPE:	CORRECTIVE ASSIGNMENT		
NATURE OF CONVEYANCE:	Corrective Assignment to correct the document attached to the filing previously recorded on Reel 006834 Frame 0952. Assignor(s) hereby confirms the Release of Security Interest..		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
BSP Agency, LLC		11/26/2019	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	US Fitness Holdings, LLC		
Street Address:	1760 Old Meadow Road		
Internal Address:	Suite 300		
City:	McLean		
State/Country:	VIRGINIA		
Postal Code:	22102		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 12			
Property Type	Number	Word Mark	
Registration Number:	3920734	ONELIFE FITNESS	
Registration Number:	3759951	ATLANTA AF FITNESS	
Registration Number:	3654581	YOUR HEALTH IS WHAT WE LIVE FOR	
Registration Number:	1603238	SPORT & HEALTH CLUBS	
Registration Number:	3041691	EXPLOSIVE PERFORMANCE	
Registration Number:	3062964	EXPLOSIVE PERFORMANCE	
Registration Number:	3984028	SPORT&HEALTH	
Registration Number:	5399864	1 ONELIFE FITNESS	
Registration Number:	5065843	Z4	
Registration Number:	5085669	Z4	
Registration Number:	4002892	YOU ONLY LIVE ONCE	
Registration Number:	4250818	TNT FITNESS	
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>			

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Phone: 2024083141
Email: jean.paterson@cscglobal.com
Correspondent Name: CSC
Address Line 1: 1090 Vermont Avenue, NW
Address Line 4: Washington, D.C. 20005

NAME OF SUBMITTER: Jean Paterson

SIGNATURE: /jep/

DATE SIGNED: 02/27/2020

Total Attachments: 5

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TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM556806

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
BSP Agency, LLC		11/26/2019	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	US Fitness Holdings, LLC		
Street Address:	1760 Old Meadow Road		
Internal Address:	Suite 300		
City:	McLean		
State/Country:	VIRGINIA		
Postal Code:	22102		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 12			
Property Type	Number	Word Mark	
Registration Number:	3920734	ONELIFE FITNESS	
Registration Number:	3759951	ATLANTA AF FITNESS	
Registration Number:	3654581	YOUR HEALTH IS WHAT WE LIVE FOR	
Registration Number:	1603238	SPORT & HEALTH CLUBS	
Registration Number:	3041691	EXPLOSIVE PERFORMANCE	
Registration Number:	3062964	EXPLOSIVE PERFORMANCE	
Registration Number:	3984028	SPORT&HEALTH	
Registration Number:	5399864	1 ONELIFE FITNESS	
Registration Number:	5065843	Z4	
Registration Number:	5085669	Z4	
Registration Number:	4002892	YOU ONLY LIVE ONCE	
Registration Number:	4250818	TNT FITNESS	
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		
TRADEMARK			

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RELEASE OF INTELLECTUAL PROPERTY SECURITY AGREEMENTS

THIS RELEASE, dated as of November 26, 2019 (this “**Release**”) is made by BSP AGENCY, LLC, a Delaware limited liability company, acting in its capacity as collateral agent (in such capacity, the “**Agent**”) under that certain Trademark Security Agreement, dated as of March 19, 2018 (the “**IP Security Agreement**”), recorded with the United States Patent and Trademark Office on April 9, 2018 at Reel 6309, Frame 0167, by and among the Agent, ONELIFE FITNESS, LLC, a Delaware limited liability company (“**OneLife**”), and US FITNESS HOLDINGS, LLC, a Delaware limited liability company (“**Holdings**”, together with OneLife, each a “**Grantor**” and collectively, “**Grantors**”), and entered into in connection with that certain Guarantee and Collateral Agreement, dated as of March 19, 2018, as the same may be further amended, restated, supplemented or otherwise modified from time to time, the “**Security Agreement**”), by and among the parties party thereto as grantors and guarantors and made in favor of the Agent. 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 Grantor granted to the Agent a security interest in and to all of such Grantors’ right, title and interest in, to the Trademark Collateral including, but not limited to:

- a) The Trademarks, 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 Trademarks.

WHEREAS, the Grantors have requested, and the Agent 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 Agent does hereby, (i) terminate the liens and security interest created under the IP Security Agreements and the 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 Agent in the Released Collateral. Agent 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, Agent has executed this Release as of the date first set forth above.

BSP AGENCY, LLC, as Agent
By: Benefit Street Partners, LLC its sole member

By:  _____

Name: Ira Wishe

Title: Authorized Signatory

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	6/19/1990	1,603,238
US Fitness Holdings, LLC	Explosive Performance (word-only mark)	1/10/2006	3,041,691
US Fitness Holdings, LLC	Explosive Performance (design mark)	2/28/2006	3,062,964
US Fitness Holdings, LLC	sport&health	6/28/2011	3,984,028
US Fitness Holdings, LLC	1 ONELIFE FITNESS (design mark –color)	2/13/2018	5,399,864
US Fitness Holdings, LLC	ONELIFE FITNESS (design mark)	Pending	Pending
US Fitness Holdings, LLC	Z4	10/18/2016	5,065,843
US Fitness Holdings, LLC	Z4 (logo)	11/22/2016	5,085,669
US Fitness Holdings, LLC	YOU ONLY LIVE ONCE	7/26/2011	4,002,892
US Fitness Holdings, LLC	TNT Fitness	11/27/2012	4,250,818

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.