

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM564553

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	NOTICE OF GRANT OF A SECURITY INTEREST -- TRADEMARKS		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Xponential Fitness LLC		02/28/2020	Corporation: DELAWARE
Club Pilates Franchise, LLC		02/28/2020	Limited Liability Company: DELAWARE
Cyclebar Franchising, LLC		02/28/2020	Limited Liability Company: OHIO
Row House Franchise, LLC		02/28/2020	Limited Liability Company: DELAWARE
Stretch Lab Franchise, LLC		02/28/2020	Limited Liability Company: DELAWARE
AKT Franchise, LLC		02/28/2020	Limited Liability Company: DELAWARE
Yoga Six Franchise, LLC		02/28/2020	Limited Liability Company: DELAWARE
PB Franchising, LLC		02/28/2020	Limited Liability Company: DELAWARE
Stride Franchise, LLC		02/28/2020	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	Cerberus Business Finance Agency, LLC, as collateral agent		
Street Address:	875 Third Avenue		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10022		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 77			
Property Type	Number	Word Mark	
Serial Number:	88133429	XPONENTIAL FITNESS	
Serial Number:	87008560		
Serial Number:	85504045	CLUB PILATES	
Serial Number:	85831838	CLUB PILATES	
Serial Number:	85504071		
Serial Number:	87008677	CLUB PILATES	

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Property Type	Number	Word Mark
Serial Number:	87008581	CLUB PILATES
Serial Number:	87008564	DO PILATES. DO LIFE.
Serial Number:	87006969	DO PILATES. DO LIFE.
Serial Number:	87015270	CLUB PILATES
Serial Number:	87010187	DO PILATES. DO LIFE.
Serial Number:	87960573	CLUB PILATES
Serial Number:	87960579	CLUB PILATES ON DEMAND
Serial Number:	87960583	
Serial Number:	88079082	GENERAL EXTRACTS
Serial Number:	88078138	NOMAD EXTRACTS
Serial Number:	88078098	DOSD
Serial Number:	88078011	CSC
Serial Number:	88012318	B BAKER EXTRACTS
Serial Number:	88133435	CYCLEBAR
Serial Number:	88116285	CYCLEGIVES
Serial Number:	87627157	LIVSTYL
Serial Number:	87627148	FUEHL
Serial Number:	86410523	CYCLEBAR
Serial Number:	86447157	CYCLEBAR
Serial Number:	86413102	CB
Serial Number:	86446326	CB
Serial Number:	86446854	CYCLESTAR
Serial Number:	86446489	CYCLEBEATS
Serial Number:	87009797	CYCLEGIVING
Serial Number:	86809187	#CYCLEBAR
Serial Number:	86446741	CYCLESTATS
Serial Number:	86446949	CYCLETHEATRE
Serial Number:	88133432	ROW HOUSE
Serial Number:	86683877	THOSE WHO KNOW ROW
Serial Number:	85934189	ROW HOUSE
Serial Number:	88133430	FLEXOLOGIST
Serial Number:	87028974	FLEXOLOGIST
Serial Number:	86660848	STRETCH LAB
Serial Number:	88133442	AKT
Serial Number:	86213677	AKT
Serial Number:	86056839	AKT INMOTION
Serial Number:	87822554	HAPPY HOUR
Serial Number:	87822602	CARDIOGRAPHY

Property Type	Number	Word Mark
Serial Number:	87822458	SWEAT DREAM
Serial Number:	85641094	YOGA SIX
Serial Number:	85641117	Y6
Serial Number:	86694345	YOGA SIX
Serial Number:	86693733	STRENGTHEN YOUR SELF
Serial Number:	86693951	YOGA SIX
Serial Number:	87978124	PURE EMPOWER
Serial Number:	87495383	PURE EMPOWER
Serial Number:	87606570	PURE BARRE ON DEMAND
Serial Number:	87495392	PURE FOUNDATIONS
Serial Number:	87613131	PURE REFORM
Serial Number:	87606577	THIS IS OUR TIME.
Serial Number:	87495405	PURE FOUNDATIONS
Serial Number:	87606581	SMALL MOVEMENTS. BIG CHANGE.
Serial Number:	87495411	PURE FOUNDATIONS
Serial Number:	86305123	P
Serial Number:	85923833	BREAKING DOWN THE BARRE
Serial Number:	85873922	LIFT · TONE · BURN
Serial Number:	85861416	PURE BARRE
Serial Number:	85861310	P
Serial Number:	77458033	PURE BARRE
Serial Number:	85288947	CYCLE BAR
Serial Number:	88723503	AKT
Serial Number:	88710378	AKT GO
Serial Number:	88710370	LAB GO
Serial Number:	88723829	STRETCHLAB
Serial Number:	88710361	Y6 GO
Serial Number:	88723864	Y6 YOGA SIX
Serial Number:	88437945	RESOLVE 2 ROW
Serial Number:	88723445	ROW HOUSE
Serial Number:	88437952	ROWVEMBER
Serial Number:	88710384	W GO
Serial Number:	88118183	STRIDE

CORRESPONDENCE DATA

Fax Number: 2125935955

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: 212-756-2132

Email: scott.kareff@srz.com
Correspondent Name: S. Kareff c/o Schulte Roth & Zabel LLP
Address Line 1: 919 Third Avenue
Address Line 2: 25th Floor
Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER: 014951-1946

NAME OF SUBMITTER: Scott Kareff (014951-1946)

SIGNATURE: /kc for sk/

DATE SIGNED: 02/28/2020

Total Attachments: 10

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NOTICE OF GRANT OF A SECURITY INTEREST --TRADEMARKS

WHEREAS, each entity listed as a "Grantor" on the signature pages hereto (each, a "Grantor" and collectively, the "Grantors") hold all right, title and interest in and to, the trademarks and service marks listed on the attached Schedule A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Grantors have entered into a Pledge and Security Agreement, dated February 28, 2020 (as amended, restated, supplemented, modified or otherwise changed from time to time, the "Security Agreement"), in favor of Cerberus Business Finance Agency, LLC, as the Collateral Agent for itself and certain other Secured Parties (as described in the Security Agreement) (in such capacity, together with its successors and assigns, if any, the "Grantee"); and

WHEREAS, pursuant to the Security Agreement, each Grantor has granted to the Grantee, and granted to the Grantee for the benefit of the Secured Parties (each such term as defined in the Security Agreement), a continuing security interest in all right, title and interest of such Grantor in, to and under the Trademarks (excluding any U.S. trademark application filed on the basis of an intent to use the mark, until such time as a statement of use has been filed in connection therewith, together with, among other things, the goodwill of the business symbolized by such Trademarks and the applications and registrations thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations (as defined in the Security Agreement).


NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each Grantor does hereby pledge to the Grantee, and grant to the Grantee, for the benefit of the Secured Parties, a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

Each Grantor does hereby further acknowledge and affirm that the rights and remedies of the Grantee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.


IN WITNESS WHEREOF, each Grantor has caused this Notice of Grant of a Security Interest to be duly executed by its officer thereunto duly authorized as of February 28, 2020.

GRANTORS:

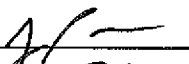
XPONENTIAL FITNESS LLC

By: 
Name: John P. Melon
Title: CFO

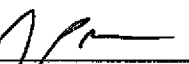
CLUB PILATES FRANCHISE, LLC

By: 
Name: John P. Melon
Title: CFO


CYCLEBAR FRANCHISING, LLC

By: 
Name: John P. Melon
Title: CFO


ROW HOUSE FRANCHISE, LLC

By: 
Name: John P. Melon
Title: CFO


STRETCH LAB FRANCHISE, LLC

By: 
Name: John P. Melon
Title: CFO


AKT FRANCHISE, LLC

By: 
Name: John P. Melon
Title: CFO

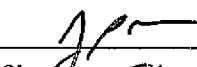
YOGA SIX FRANCHISE, LLC

By: 
Name: John P. Melon
Title: CFO

PB FRANCHISING, LLC

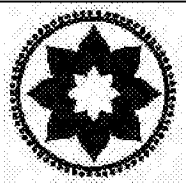
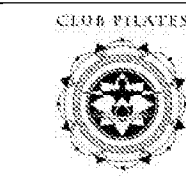
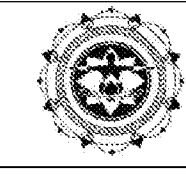


By: 
Name: John P. Melon
Title: CFO

STRIDE FRANCHISE, LLC

By: 
Name: John P. Melon
Title: CFO

SCHEDULE A TO GRANT OF A SECURITY INTEREST




U.S. Trademark Registrations and Applications

Grantor	Trademark	Trademark Application Number	Trademark Registration Number	Date of Application	Date of Registration
XPONENTIAL FITNESS LLC	XPONENTIAL FITNESS	88133429	NA	9/26/2018	Pending
CLUB PILATES FRANCHISE, LLC		87008560	5090777	4/20/2016	11/29/2016
CLUB PILATES FRANCHISE, LLC	CLUB PILATES	85504045	4255517	12/27/2011	12/4/2012
CLUB PILATES FRANCHISE, LLC		85831838	4406173	1/24/2013	9/24/2013
CLUB PILATES FRANCHISE, LLC		85504071	4190273	12/27/2011	8/14/2012
CLUB PILATES FRANCHISE, LLC	CLUB  PILATES	87008677	5320156	4/21/2016	10/31/2017
CLUB PILATES FRANCHISE, LLC	 CLUB PILATES	87008581	5320155	4/20/2016	10/31/2017
CLUB PILATES FRANCHISE, LLC	DO PILATES. DO LIFE.	87008564	5337927	4/20/2016	11/21/2017
CLUB PILATES FRANCHISE, LLC	DO PILATES. DO LIFE.	87006969	5337925	4/20/2016	11/21/2017
CLUB PILATES FRANCHISE, LLC	CLUB PILATES	87015270	5304311	4/26/2016	10/10/2017

CLUB PILATES FRANCHISE, LLC	DO PILATES. DO LIFE.	87010187	5337929	4/22/2016	11/21/2017
CLUB PILATES FRANCHISE, LLC	CLUB PILATES	87960573	NA	6/13/2018	Pending
CLUB PILATES FRANCHISE, LLC	CLUB PILATES ON DEMAND	87960579	NA	6/13/2018	Pending
CLUB PILATES FRANCHISE, LLC		87960583	NA	6/13/2018	Pending
CYCLEBAR FRANCHISING, LLC		88079082	NA	8/15/2018	Pending
CYCLEBAR FRANCHISING, LLC		88078138	NA	8/14/2018	Pending
CYCLEBAR FRANCHISING, LLC		88078098	NA	8/14/2018	Pending
CYCLEBAR FRANCHISING, LLC		88078011	NA	8/14/2018	Pending
CYCLEBAR FRANCHISING, LLC		88012318	NA	6/23/2018	Pending
CYCLEBAR FRANCHISING, LLC	CYCLEBAR	88133435	NA	9/26/2018	Pending
CYCLEBAR FRANCHISING, LLC	CYCLEGIVES	88116285	NA	9/13/2018	Pending
CYCLEBAR FRANCHISING, LLC	LIVSTYL	87627157	NA	9/28/2017	Pending

CYCLEBAR FRANCHISING, LLC	FUEHL	87627148	NA	9/28/2017	Pending
CYCLEBAR FRANCHISING, LLC	CYCLEBAR	86410523	4738832	9/30/2014	5/19/2015
CYCLEBAR FRANCHISING, LLC	CYCLEBAR	86447157	4739161	11/6/2014	5/19/2015
CYCLEBAR FRANCHISING, LLC		86413102	4743218	10/2/2014	5/26/2015
CYCLEBAR FRANCHISING, LLC		86446326	4743707	11/6/2014	5/26/2015
CYCLEBAR FRANCHISING, LLC	CYCLESTAR	86446854	4830243	11/6/2014	10/13/2015
CYCLEBAR FRANCHISING, LLC	CYCLEBEATS	86446489	5070905	11/6/2014	11/1/2016
CYCLEBAR FRANCHISING, LLC	CYCLEGIVING	87009797	5090880	4/21/2016	11/29/2016
CYCLEBAR FRANCHISING, LLC	#CYCLEBAR	86809187	5111052	11/4/2015	12/27/2016
CYCLEBAR FRANCHISING, LLC	CYCLESTATS	86446741	4709859	11/6/2014	3/24/2015
CYCLEBAR FRANCHISING, LLC	CYCLETHEATRE	86446949	4709860	11/6/2014	3/24/2015
Row House Franchise, LLC	ROW HOUSE	88133432	NA	9/26/2018	Pending
Row House Franchise, LLC	THOSE WHO KNOW ROW	86683877	4939334	7/6/2015	4/19/2016
Row House Franchise, LLC	ROW HOUSE	85934189	4540112	10/15/2013	5/27/2014
Stretch Lab Franchise	FLEXOLOGIST	88133430	NA	9/26/2018	Pending
Stretch Lab Franchise	FLEXOLOGIST	87028974	5312544	5/8/2016	10/17/2017

Stretch Lab Franchise	STRETCH LAB	86660848	5177075	6/12/2015	4/4/2017
AKT Franchise, LLC	AKT	88133442	NA	9/26/2018	Pending
AKT Franchise, LLC	AKT	86213677	4973633	03/06/2014	06/07/2016
AKT Franchise, LLC	AKT INMOTION	86056839	4583113	09/05/2013	08/12/2014
AKT Franchise, LLC	Happy Hour	87822554	Pending	03/06/2018	Pending
AKT Franchise, LLC	Cardiography	87822602	Pending	03/06/2018	Pending
AKT Franchise, LLC	Sweat Dream	87822458	Pending	03/06/2018	Pending
Yoga Six Franchise, LLC		85641094	4320101	06/01/2012	04/16/2013
Yoga Six Franchise, LLC		85641117	4320102	06/01/2012	04/16/2013
Yoga Six Franchise, LLC	YOGA SIX	86694345	4901700	07/15/2015	02/16/2016
Yoga Six Franchise, LLC	STRENGTHEN YOUR SELF	86693733	5110674	07/15/2015	12/27/2016
Yoga Six Franchise, LLC		86693951	5205451	07/15/2015	07/19/2016
PB Franchising, LLC	PURE EMPOWER	87978124	NA	6/19/2017	Pending

PB Franchising, LLC	PURE EMPOWER	87495383	NA	6/19/2017	Pending
PB Franchising, LLC	PURE BARRE ON DEMAND	87606570	NA	9/13/2017	Pending
PB Franchising, LLC	PURE FOUNDATIONS	87495392	NA	6/19/2017	Pending
PB Franchising, LLC	PURE REFORM	87613131	NA	9/18/2017	Pending
PB Franchising, LLC	THIS IS OUR TIME.	87606577	NA	9/13/2017	Pending
PB Franchising, LLC	PURE FOUNDATIONS	87495405	5462386	6/19/2017	5/8/2018
PB Franchising, LLC	SMALL MOVEMENTS. BIG CHANGE.	87606581	NA	9/13/2017	Pending
PB Franchising, LLC	PURE FOUNDATIONS	87495411	5379539	6/19/2017	1/16/2018
PB Franchising, LLC		86305123	4671314	6/10/2014	1/13/2015
PB Franchising, LLC	BREAKING DOWN THE BARRE	85923833	4451376	5/6/2013	12/17/2013
PB Franchising, LLC	lift • tone • burn	85873922	4608054	3/12/2013	9/23/2014
PB Franchising, LLC	PURE BARRE	85861416	4431632	2/27/2013	11/12/2013
PB Franchising, LLC		85861310	4431630	2/27/2013	11/12/2013
PB Franchising, LLC	PURE BARRE	77458033	3553370	4/25/2008	12/30/2008
PB Franchising, LLC		86305123	4671314	6/10/2014	01/13/2015

CB IP, LLC State of Organization: Ohio	CYCLE BAR	85288947	4738832	04/07/2011	05/19/2015
AKT Franchise, LLC	AKT drawing	88723503		12/11/2019	Pending
AKT Franchising, LLC	AKT GO	88710378		11/29/2019	Pending
Stretch Lab Franchise, LLC	LAB GO and DESIGN	88710370		11/29/2019	Pending
Stretch Lab Franchise, LLC	STRETCHLAB and DESIGN	88723829		12/11/2019	Pending
Yoga Six Franchise, LLC	Y6GO and DESIGN	88710361		11/29/2019	Pending
Yoga Six Franchise, LLC	Y6 YOGASIX and DESIGN	88723864		12/11/2019	Pending
Row House Franchise, LLC	RESOLVE 2 ROW	88437945		09/10/2019	Pending
Row House Franchise, LLC	ROW HOUSE and DESIGN	88723445		12/11/2019	Pending

Row House Franchise, LLC	ROWVEMBER	88437952		05/20/2019	Pending
Row House Franchise, LLC	W GO and DESIGN	88710384		11/29/2019	Pending
Stride Franchise, LLC	STRIDE	88118183	5733165	09/14/2018	04/23/2019