

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM631396

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
In-Shape Health Clubs, LLC		02/28/2021	Limited Liability Company: CALIFORNIA
In-Shape Holdings, LLC		02/28/2021	Limited Liability Company: DELAWARE
In-Shape Personal Training, LLC		02/28/2021	Limited Liability Company: CALIFORNIA
RECEIVING PARTY DATA			
Name:	In-Shape Solutions, LLC		
Street Address:	2800 W MARCH LN STE 220		
City:	Stockton		
State/Country:	CALIFORNIA		
Postal Code:	95219		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 9			
Property Type	Number	Word Mark	
Registration Number:	5575819	360FIT	
Registration Number:	5653203	360FIT	
Registration Number:	4778649	YOGASHAPE	
Registration Number:	4032957	FITSTART	
Registration Number:	2105607	IN SHAPE	
Registration Number:	1814118	IN SHAPE CITY	
Registration Number:	5726808	29-MINUTE CIRCUIT	
Registration Number:	5702401	IS IN-SHAPE	
Registration Number:	6236646	MOVE7	
CORRESPONDENCE DATA			
Fax Number:	6172359493		
<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:	617-951-7169		
Email:	catherine.murray@ropesgray.com		

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Correspondent Name: Catherine Murray
Address Line 1: PRUDENTIAL TOWER, 800 BOYLSTON STREET
Address Line 2: Ropes & Gray LLP
Address Line 4: BOSTON, MASSACHUSETTS 02199-3600

ATTORNEY DOCKET NUMBER: 114335-0037-005

NAME OF SUBMITTER: Catherine Murray

SIGNATURE: /catherine murray/

DATE SIGNED: 03/11/2021

Total Attachments: 7

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TRADEMARK ASSIGNMENT

This Trademark Assignment (the “Assignment”) is effective as of February 28, 2021 by and between In-Shape Health Clubs, LLC, a California limited liability company, In-Shape Holdings, LLC, a Delaware limited liability company, In-Shape Personal Training, LLC, a California limited liability company (collectively, “Assignors”), and In-Shape Solutions, LLC, a Delaware limited liability company (“Assignee”).

WHEREAS, Assignors own all the right, title and interest in and to the trademarks shown in the attached schedule (“Exhibit A”), and any and all common law rights related to the trademarks listed in Exhibit A (“Trademarks”), together with the goodwill symbolized by and associated with the Trademarks, including but not limited to the Trademark applications and registrations listed in Exhibit A;

WHEREAS, Assignee desires to acquire all of Assignors’ right, title and interest in and to the Trademarks, and any and all common law rights related to the Trademarks, together with the goodwill symbolized by and associated with the Trademarks, including but not limited to the Trademark applications and registrations listed in Exhibit A;

WHEREAS, Assignors desire to assign to Assignee all of its right, title and interest in and to the Trademarks, and any and all common law rights related to the Trademarks, together with the goodwill symbolized by and associated with the Trademarks, including but not limited to the Trademark applications and registrations listed in Exhibit A;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignors hereby assign and transfer to Assignee all of Assignors’ right, title and interest in and to the Trademarks, and any and all common law rights related to the Trademarks,

together with the goodwill symbolized by and associated with the Trademarks, including but not limited to the Trademark applications and registrations listed in Exhibit A.

Assignors agree to execute any further papers and to do such other acts as may be necessary and proper to vest full title in and to the Trademarks and other corresponding rights in the Assignee, and to assist Assignee in registering, enforcing, and defending the Trademarks.

Assignors hereby grant to Assignee the power of attorney and the power of attorney in fact to execute such documents as Assignee may find necessary or convenient to complete the transfer of ownership of the Trademarks and related rights. Assignors hereby consent to the recordation of this assignment with U.S. Patent & Trademark Office.

This Agreement shall be governed by, and construed in accordance with, the Bankruptcy Code and, to the extent not inconsistent with the Bankruptcy Code, the laws of the State of New York without giving effect to conflicts of law principles thereof.

[Signature Page follows]

ASSIGNORS:

IN-SHAPE HEALTH CLUBS, LLC

By: Francesca Schuler

Name: Francesca Schuler
Title: Chief Executive Officer

IN-SHAPE HOLDINGS, LLC

By: Francesca Schuler

Name: Francesca Schuler
Title: Chief Executive Officer

IN-SHAPE PERSONAL TRAINING, LLC

By: _____

Name: Sean Maloney
Title: Manager

ASSIGNEE:

IN-SHAPE SOLUTIONS, LLC

By: Solutions Investment Group, LLC, its sole member

By: PR Development and Consulting, Inc., a California corporation, Manager

By: _____

Name: Paul Rothbard
Title: President

ASSIGNORS:

IN-SHAPE HEALTH CLUBS, LLC

By: _____

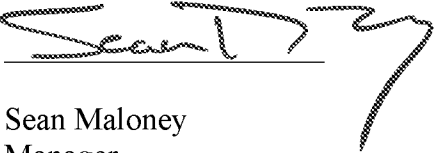
Name: Francesca Schuler
Title: Chief Executive Officer

IN-SHAPE HOLDINGS, LLC

By: _____

Name: Francesca Schuler
Title: Chief Executive Officer

IN-SHAPE PERSONAL TRAINING, LLC

By:  _____

Name: Sean Maloney
Title: Manager

ASSIGNEE:

IN-SHAPE SOLUTIONS, LLC

By: Solutions Investment Group, LLC, its sole member

By: PR Development and Consulting, Inc., a California corporation, Manager

By: _____

Name: Paul Rothbard
Title: President

ASSIGNORS:

IN-SHAPE HEALTH CLUBS, LLC

By: _____
Name: Francesca Schuler
Title: Chief Executive Officer

IN-SHAPE HOLDINGS, LLC

By: _____
Name: Francesca Schuler
Title: Chief Executive Officer

IN-SHAPE PERSONAL TRAINING, LLC

By: _____
Name: Sean Maloney
Title: Chief Financial Officer

ASSIGNEE:

IN-SHAPE SOLUTIONS, LLC

By: Solutions Investment Group, LLC, its sole member

By: PR Development and Consulting, Inc., a California corporation, Manager

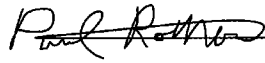
By:  _____
Name: Paul Rothbard
Title: President

EXHIBIT A

Schedule of Trademarks

U.S. Trademarks

Trademark Registrations

Trademark	Registration	Serial #	Reg. Date
360FIT and Design (vertical design)	5575819	87817148	10/02/18
360FIT and Design (horizontal design)	5653203	87817139	01/15/19
YOGASHAPE	4778649	86295494	07/21/15
FITSTART	4032957	75258979	10/04/11
IN SHAPE	2105607	75258984	10/14/97
IN SHAPE CITY (Stylized)	1814118	74299413	12/28/93
29-MINUTE CIRCUIT	5726808	88094591	04/16/19
IS IN-SHAPE and Design	5702401	88063588	03/19/19
MOVE 7	6236646	88723027	01/05/21