

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM651345

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
SECOND AVENUE CAPITAL PARTNERS LLC		05/28/2021	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	RSG ACQUISITIONS, LLC		
Street Address:	231 Milwaukee Street, Suite 200		
City:	Denver		
State/Country:	COLORADO		
Postal Code:	80206		
Entity Type:	Limited Liability Company: DELAWARE		
Name:	THE RUNNING SPECIALTY GROUP, LLC		
Street Address:	231 Milwaukee Street, Suite 200		
City:	Denver		
State/Country:	COLORADO		
Postal Code:	80206		
Entity Type:	Limited Liability Company: INDIANA		
Name:	THE RUNNING SPECIALTY GROUP ACQUISITIONS 1, LLC		
Street Address:	231 Milwaukee Street, Suite 200		
City:	Denver		
State/Country:	COLORADO		
Postal Code:	80206		
Entity Type:	Limited Liability Company: INDIANA		
Name:	CLEVER TRAINING OPERATING CO, LLC		
Street Address:	231 Milwaukee Street, Suite 200		
City:	Denver		
State/Country:	COLORADO		
Postal Code:	80206		
Entity Type:	Limited Liability Company: DELAWARE		
Name:	BARGAIN FITNESS OPERATING, LLC		
Street Address:	231 Milwaukee Street, Suite 200		
City:	Denver		

CH \$1265.00 3753421

State/Country:	COLORADO
Postal Code:	80206
Entity Type:	Limited Liability Company: FLORIDA
Name:	DIGITAL BUSINESS OPERATING, LLC
Street Address:	231 Milwaukee Street, Suite 200
City:	Denver
State/Country:	COLORADO
Postal Code:	80206
Entity Type:	Limited Liability Company: FLORIDA
Name:	FSSS OPERATING, LLC
Street Address:	231 Milwaukee Street, Suite 200
City:	Denver
State/Country:	COLORADO
Postal Code:	80206
Entity Type:	Limited Liability Company: FLORIDA
Name:	HEART MONITOR OPERATING, LLC
Street Address:	231 Milwaukee Street, Suite 200
City:	Denver
State/Country:	COLORADO
Postal Code:	80206
Entity Type:	Limited Liability Company: FLORIDA
Name:	SPLASH BOUTIQUE OPERATING, LLC
Street Address:	231 Milwaukee Street, Suite 200
City:	Denver
State/Country:	COLORADO
Postal Code:	80206
Entity Type:	Limited Liability Company: FLORIDA
Name:	OLYMPIA SPORTS ACQUISITIONS, LLC
Street Address:	231 Milwaukee Street, Suite 200
City:	Denver
State/Country:	COLORADO
Postal Code:	80206
Entity Type:	Limited Liability Company: DELAWARE
Name:	PROJECT SAGE ACQUISITION, LLC
Street Address:	231 Milwaukee Street, Suite 200
City:	Denver
State/Country:	COLORADO
Postal Code:	80206
Entity Type:	Limited Liability Company: DELAWARE

TRADEMARK

REEL: 007314 FRAME: 0412

Name:	SHOEBUY.COM, INC.
Street Address:	231 Milwaukee Street, Suite 200
City:	Denver
State/Country:	COLORADO
Postal Code:	80206
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 50

Property Type	Number	Word Mark
Registration Number:	3753421	GREATER BOSTON RUNNING COMPANY
Registration Number:	3563360	PRINCETON RUNNING COMPANY
Registration Number:	3747992	TEXAS RUNNING COMPANY
Registration Number:	4233255	NEW YORK RUNNING COMPANY
Registration Number:	4278906	RUN ON!
Registration Number:	4352801	RUNNING INSTITUTE OF TEXAS
Registration Number:	3942172	BLUEMILE
Registration Number:	2524832	RUNNING SPOT
Registration Number:	4425485	SIT TO FIT
Registration Number:	4505362	WHERE FIT HAPPENS
Registration Number:	4673783	
Registration Number:	4865344	BOULDER RUNNING COMPANY
Registration Number:	4865345	BOULDER RUNNING COMPANY
Registration Number:	2928811	I RUN THIS TOWN
Registration Number:	5753502	RUN BOULDER
Registration Number:	4816273	RUNNING FIT
Registration Number:	4816272	RUNNING FIT
Registration Number:	4243481	CAPITAL RUNWALK
Registration Number:	4521400	RUN TEXAS
Registration Number:	4760655	RUN COLORADO
Registration Number:	4760654	RUN COLORADO
Registration Number:	4220145	RUN COLORADO
Registration Number:	4417372	RUN CALIFORNIA
Registration Number:	4417352	RUN NEW MEXICO
Registration Number:	4419846	RUN COLORADO
Registration Number:	4416687	JACKRABBIT
Registration Number:	4252723	
Registration Number:	4092506	NYC RUNNING SHOW
Registration Number:	4483678	NOT SOMEDAY... TODAY
Registration Number:	4358834	BOULDER FOR MEN

Property Type	Number	Word Mark
Registration Number:	4358833	BOULDER
Registration Number:	5020289	RUN REWARDS
Registration Number:	5556098	
Registration Number:	5556099	
Registration Number:	5481811	JACKRABBIT.COM
Registration Number:	4492775	NEW JERSEY RUNNING COMPANY
Registration Number:	5418839	
Registration Number:	5418837	
Registration Number:	4236910	CLEVER TRAINING
Registration Number:	4236890	CLEVER TRAINING
Registration Number:	4747023	
Registration Number:	4486596	SURF OUTFITTER
Registration Number:	4719489	SPLASH BOUTIQUE
Registration Number:	4719490	SPLASH BOUTIQUE
Registration Number:	3535524	OLYMPIA EDGE
Registration Number:	2871916	SHOEBUY
Registration Number:	5069373	SHOEBUY
Registration Number:	2518099	SHOEBUY.COM
Serial Number:	87607416	YOU'LL NEED SHOES FOR THAT
Serial Number:	88840413	SHOES.COM

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: slickerb@gtlaw.com

Correspondent Name: Brittiny Slicker

Address Line 1: 3333 Piedmont Road NE, Suite 2500

Address Line 4: Atlanta, GEORGIA 30305

NAME OF SUBMITTER: Brittiny Slicker

SIGNATURE: /Brittiny Slicker/

DATE SIGNED: 06/02/2021

Total Attachments: 10

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TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARKS

This TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARKS (this “Release”) is made this 28th day of May, 2021 (the “Release Date”), by Second Avenue Capital Partners LLC, as administrative agent and co-collateral agent (the “Agent”), in favor of RSG ACQUISITIONS, LLC, a Delaware limited liability company, (the “Lead Borrower”, along with the entities listed on Schedule A attached hereto (collectively the “Grantors”).

WHEREAS, the Grantors entered into that certain Intellectual Property Security Agreement dated as of October 3, 2019 with the Agent (the “2019 Trademark Security Agreement”), as amended and restated by that certain Amended and Restated Intellectual Property Security Agreement dated as of December 23, 2020 (the “2020 Trademark Security Agreement” and together with the 2019 Trademark Security Agreement, the “Trademark Security Agreements”);

WHEREAS, pursuant to the Trademark Security Agreements, the Grantors pledged and granted to the Agent a lien on and security interest in and to all of its right, title and interest in, to and under all of the following Collateral of such Grantors, whether then existing or thereafter arising or acquired from time to time (collectively, the “Trademark Collateral”): each trademark, trademark registration, and trademark application listed on Exhibit A hereto, and all of the goodwill of the business connected with the use of, and symbolized by, each such trademark, trademark registration, and trademark application; and all proceeds of the foregoing, including without limitation any claim by Grantors against third parties for damages by reason of past, present or future infringement of any trademark, trademark registration, or trademark application listed on Exhibit A hereto or by reason of injury to the goodwill associated with any such trademark, trademark registration, or trademark application, in each case together with the right to sue for and collect said damages;

WHEREAS, the Agent has filed with the United States Patent and Trademark Office (the “USPTO”) notices of security interests in the Trademark Collateral, the 2019 Trademark Security Agreement was recorded by the USPTO on October 3, 2019 at Reel 6763, Frame 0351;

WHEREAS, the Agent has filed with the USPTO notices of security interests in the Trademark Collateral, the 2020 Trademark Security Agreement was recorded by the USPTO on December 24, 2020 at Reel 7146, Frame 0710;

WHEREAS, the Grantors have requested that the Agent release its security interest in the Trademark Collateral in connection with the termination of the Loan Documents.

NOW THEREFORE, in consideration thereof and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Agent agrees as follows:

1. Release of Security Interest. Effective as of the Release Date, the Agent hereby irrevocably and forever terminates, releases and discharges any and all of its security interest in,

and all of its right, title and interest in, to and under, the Trademark Collateral granted by the Grantor under the Trademark Security Agreements set forth on Exhibit A hereto.

2. Recordation of Release. The Agent understands and agrees that this Release may be recorded by or for the Grantors with the U.S. Patent and Trademark Office.

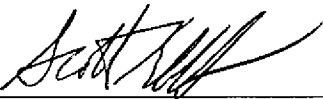
3. Further Actions. The Agent further agrees to execute any other documents and take any further action reasonably necessary in any state, country or jurisdiction that the Grantors may reasonably require to effect the intent and purpose of this Release; provided, that all such documents are to be prepared by counsel to such Grantors and the cost and expense of such documents and actions shall be borne solely by such Grantors.

4. Capitalized Terms. Capitalized terms used herein and not otherwise defined shall have the meanings ascribed thereto in the Trademark Security Agreements.

[Signature page follows]

IN WITNESS WHEREOF, the Agent has caused this Release to be executed as an instrument under seal by its duly authorized officer as of the Release Date.

SECOND AVENUE CAPITAL PARTNERS LLC,
As Administrative Agent and Co-Collateral Agent

By: 
Name: Scott Klebanoff
Title: Director

[Signature Page to Termination and Release of Security Interest in Trademarks]

TRADEMARK
REEL: 007314 FRAME: 0418

SCHEDULE A

(“Grantors”)

THE RUNNING SPECIALTY GROUP, LLC, an Indiana limited liability company

THE RUNNING SPECIALTY GROUP ACQUISITIONS 1, LLC, an Indiana limited liability company

CLEVER TRAINING OPERATING CO., LLC, a Delaware limited liability company

BARGAIN FITNESS OPERATING, LLC, a Florida limited liability company

DIGITAL BUSINESS OPERATING, LLC, a Florida limited liability company

FSSS OPERATING, LLC, a Florida limited liability company

HEART MONITOR OPERATING, LLC, a Florida limited liability company

SPLASH BOUTIQUE OPERATING, LLC, a Florida limited liability company

OLYMPIA SPORTS ACQUISITIONS, LLC, a Delaware limited liability company

PROJECT SAGE ACQUISITION, LLC, a Delaware limited liability company

SHOEBUY.COM, INC., a Delaware corporation

EXHIBIT A

List of Trademarks and Trademark Licenses

Trademark Registrations

<u>Owner</u>	<u>Trademark</u>	<u>Status</u>	<u>Registration Date</u>	<u>Registration No.</u>
The Running Specialty Group Acquisitions 1, LLC	GREATER BOSTON RUNNING COMPANY	Active	2/23/2010	3753421
The Running Specialty Group Acquisitions 1, LLC	PRINCETON RUNNING COMPANY	Active	1/20/2009	3563360
The Running Specialty Group Acquisitions 1, LLC	TEXAS RUNNING COMPANY	Active	2/9/2010	3747992
The Running Specialty Group Acquisitions 1, LLC	NEW YORK RUNNING COMPANY	Active	10/30/2012	4233255
The Running Specialty Group Acquisitions 1, LLC	RUN ON!	Active	1/22/2013	4278906
The Running Specialty Group Acquisitions 1, LLC	RUNNING INSTITUTE OF TEXAS	Dead	6/18/2013	4352801
The Running Specialty Group Acquisitions 1, LLC	BLUEMILE	Active	4/5/2011	3942172
The Running Specialty Group Acquisitions 1, LLC	RUNNING SPOT	Active	1/1/2002	2524832
The Running Specialty Group Acquisitions 1, LLC	SIT TO FIT	Dead	10/29/2013	4425485

The Running Specialty Group Acquisitions 1, LLC	WHERE FIT HAPPENS	Active	4/1/2014	4505362
The Running Specialty Group Acquisitions 1, LLC	Running Spot Design	Active	1/20/2015	4673783
The Running Specialty Group Acquisitions 1, LLC	BOULDER RUNNING COMPANY	Active	12/8/2015	4865344
The Running Specialty Group Acquisitions 1, LLC	BOULDER RUNNING COMPANY & Mountain Design	Active	12/8/2015	4865345
The Running Specialty Group Acquisitions 1, LLC	I RUN THIS TOWN	Active	3/1/2005	2928811
The Running Specialty Group Acquisitions 1, LLC	RUN BOULDER	Active	5/14/2019	5753502
The Running Specialty Group Acquisitions 1, LLC	RUNNING FIT	Active	9/22/2015	4816273
The Running Specialty Group Acquisitions 1, LLC	RUNNING FIT and Design	Active	9/22/2015	4816272
The Running Specialty Group Acquisitions 1, LLC	CAPITAL RUNWALK	Active	11/13/2012	4243481
The Running Specialty Group Acquisitions 1, LLC	RUN TEXAS	Active	4/29/2014	4521400

The Running Specialty Group Acquisitions 1, LLC	RUN COLORADO	Active	6/23/2015	4760655
The Running Specialty Group Acquisitions 1, LLC	RUN COLORADO	Active	6/23/2015	4760654
The Running Specialty Group Acquisitions 1, LLC	RUN COLORADO	Dead	10/9/2012	4220145
The Running Specialty Group Acquisitions 1, LLC	RUN CALIFORNIA	Active	10/15/2013	4417372
The Running Specialty Group Acquisitions 1, LLC	RUN NEW MEXICO	Dead	10/15/2013	4417352
The Running Specialty Group Acquisitions 1, LLC	RUN COLORADO	Dead	10/15/2013	4419846
The Running Specialty Group Acquisitions 1, LLC	JACKRABBIT	Active	10/15/2013	4416687
The Running Specialty Group Acquisitions 1, LLC	Jackrabbit Old Design	Dead	12/4/2012	4252723
The Running Specialty Group Acquisitions 1, LLC	NYC RUNNING SHOW	Dead	1/24/2012	4092506
The Running Specialty Group Acquisitions 1, LLC	NOT SOMEDAY... TODAY	Dead	2/18/2014	4483678
The Running Specialty Group Acquisitions 1, LLC	BOULDER FOR MEN	Dead	6/25/2013	4358834

The Running Specialty Group Acquisitions 1, LLC	BOULDER	Dead	6/25/2013	4358833
The Running Specialty Group Acquisitions 1, LLC	RUN REWARDS	Active	2/23/2010	5020289
The Running Specialty Group Acquisitions 1, LLC	Jackrabbit Design (no color)	Active	9/4/2018	5556098
The Running Specialty Group Acquisitions 1, LLC	Jackrabbit Design (color)	Active	9/4/2018	5556099
The Running Specialty Group Acquisitions 1, LLC	Jackrabbit.com	Active	5/29/2018	5481811
The Running Specialty Group Acquisitions 1, LLC	NEW JERSEY RUNNING COMPANY	Dead	3/4/2014	4492775
The Running Specialty Group Acquisitions 1, LLC	Jackrabbit Design	Active	3/6/2018	5418839
The Running Specialty Group Acquisitions 1, LLC	Jackrabbit Design	Active	3/6/2018	5418837
Clever Training Operating Co, LLC	Clever Training	Active	11/6/2012	4,236,910
Clever Training Operating Co, LLC	Clever Training	Active	11/6/2012	4,236,890
Clever Training Operating Co, LLC	Surf Outfitter Logo	Active	6/2/2015	4,747,023

Clever Training Operating Co, LLC	Surf Outfitter	Active	2/18/2014	4,486,596
Clever Training Operating Co, LLC	Splash Boutique	Active	4/14/2015	4,719,489
Clever Training Operating Co, LLC	Splash Boutique	Active	4/14/2015	4,719,490
Olympia Sports Acquisitions, LLC	Olympia Edge	Active	11/18/2008	3,535,524
Project Sage Acquisition, LLC	SHOEBUY	Active	8/10/2004	2,871,916
Project Sage Acquisition, LLC	SHOEBUY and Design	Active	10/25/2016	5,069,373
Project Sage Acquisition, LLC	SHOEBUY.COM	Active	5/11/1999	2,518,099
Project Sage Acquisition, LLC	YOU'LL NEED SHOES FOR THAT	Dead	9/13/2017	87607416
Project Sage Acquisition, LLC	SHOEBUY.COM (Stylized) (Color)	Dead	3/19/2020	88840413

Foreign Trademarks

Owner	Trademark	Jurisdiction	Registration Date	Registration No.
Project Sage Acquisition, LLC	SHOEBUY.COM (Stylized)	Canada	6/21/2010	TMA770346
Project Sage Acquisition, LLC	SHOEBUY.COM and Design	Japan	5/30/2003	4677086

Trademark Licenses

None.

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