

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM651656

| | | | |
|--|--|----------------------------------|----------------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | Assignment of Trademark Security Agreement | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| The Bank of New York Mellon, as Resigning Agent | | 06/03/2021 | Banking Corporation: NEW YORK |
| RECEIVING PARTY DATA | | | |
| Name: | Active Tech Holdings LLC, as Successor Agent | | |
| Street Address: | 1500 Broadway Suite 704 | | |
| City: | New York | | |
| State/Country: | NEW YORK | | |
| Postal Code: | 10036 | | |
| Entity Type: | Limited Liability Company: DELAWARE | | |
| PROPERTY NUMBERS Total: 25 | | | |
| Property Type | Number | Word Mark | |
| Serial Number: | 87159931 | ORB | |
| Serial Number: | 87321482 | ORB | |
| Serial Number: | 85746921 | SLEEK & LEAN | |
| Serial Number: | 87159859 | I CRUSH EVERYTHING | |
| Registration Number: | 4994730 | IRIDIUM | |
| Registration Number: | 5228616 | LEAN DOG MEAN DOG | |
| Registration Number: | 4914213 | PERFORMIX | |
| Registration Number: | 5317579 | PERFORMIX | |
| Registration Number: | 5355606 | PERFORMIX | |
| Serial Number: | 87327531 | PERFORMIX HOUSE | |
| Registration Number: | 5357744 | SST SUSPENSION SUPER THERMOGENIC | |
| Serial Number: | 87183601 | SST SUSPENSION SUPER THERMOGENIC | |
| Registration Number: | 4230506 | AB CUTS | |
| Serial Number: | 86730087 | LIPO CUTS | |
| Registration Number: | 5365703 | TERRA INTELLIGENT DOSING | |
| Registration Number: | 5306853 | TERRA INTELLIGENT DOSING | |
| Registration Number: | 3632985 | EVERY ATHLETE. EVERY SPORT. | |
| Registration Number: | 3632900 | GAME TIME | |
| Serial Number: | 77503585 | POST GAME | |
| TRADEMARK | | | |

CH \$640.00 87159931

| Property Type | Number | Word Mark |
|----------------------|----------|-------------------|
| Serial Number: | 87721293 | TRAINING DAY |
| Registration Number: | 3632818 | TRAINING DAY |
| Serial Number: | 86086300 | TRAINING DAY |
| Serial Number: | 88335054 | ALWAYS PERFECTING |
| Serial Number: | 88455935 | FUEL YOUR PURPOSE |
| Serial Number: | 88411678 | KEEP PERFECTING |

CORRESPONDENCE DATA

Fax Number: 6173417701
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: 617-951-8132
Email: linda.salera@morganlewis.com
Correspondent Name: Linda A. Salera, Senior Paralegal
Address Line 1: One Federal Street
Address Line 2: c/o Morgan, Lewis & Bockius LLP
Address Line 4: Boston, MASSACHUSETTS 02110

| | |
|---------------------------|-------------------|
| NAME OF SUBMITTER: | Linda A. Salera |
| SIGNATURE: | /Linda A. Salera/ |
| DATE SIGNED: | 06/03/2021 |

Total Attachments: 11
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ASSIGNMENT OF TRADEMARK SECURITY AGREEMENT

This **ASSIGNMENT OF TRADEMARK SECURITY AGREEMENT** (this "**Assignment**"), dated as of June 3, 2021, is made by THE BANK OF NEW YORK MELLON, a New York banking corporation, as Resigning Agent (in its capacity as administrative agent and collateral agent for itself and the other Secured Parties, together with its successors and assigns in such capacity, the "**Assignor**") in favor of ACTIVE TECH HOLDINGS LLC, a Delaware limited liability company, as Successor Agent (the "**Assignee**").

RECITALS:

WHEREAS, Performix LLC, a Colorado limited liability company ("**Performix**"), Terra Biosciences LLC, a Delaware limited liability company ("**Biosciences**"), Ab Cuts LLC, a Delaware limited liability company ("**Ab Cuts**"), Training Day LLC, a Delaware limited liability company ("**Training Day**") and Orb Life Sciences LLC, a Colorado limited liability company ("**Orb**") and together with Performix, Biosciences, Ab Cuts, and Training Day, collectively, the "**Grantors**" and each a "**Grantor**"), and Assignor are parties to one or more intellectual property security agreements identified in Exhibit A attached hereto (as the same have been and may hereafter be amended, restated, supplemented or otherwise modified from time to time, collectively, the "**Agreements**") pursuant to which each such Grantor granted a security interest in and to and lien upon the intellectual property identified in Exhibit B (the "**Subject IP**"); and

WHEREAS, pursuant to that certain Appointment of Successor Agent following the resignation of The Bank of New York Mellon, as Agent, dated as of June 3, 2021, the Required Lenders have appointed Assignee as the successor Agent (the "**Appointment**") under the Term Loan Agreement and the other Loan Documents (each, as defined in the Appointment).

NOW, THEREFORE, in consideration of the foregoing, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns and transfers to Assignee and its successors and assigns, without recourse, representation or warranty of any kind, all of its rights, title and interest in and to the Agreements.

This Assignment may be executed in any number of counterparts and by different parties in separate counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement. Delivery of an executed counterpart by facsimile, electronic signature or electronic mail shall be equally effective as delivery of an original executed counterpart.

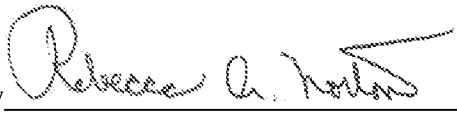
This Assignment shall be governed by, and construed in accordance with, the law of the State of New York, without giving effect to any choice of law principles that would apply the laws of another jurisdiction.

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IN WITNESS WHEREOF, Assignor and Assignee have caused this Assignment to be duly executed as of the date first above written.

ASSIGNOR:

THE BANK OF NEW YORK MELLON,
as Resigning Agent

By 

Name: Rebecca A. Norton

Title: Agent

ASSIGNEE:

ACTIVE TECH HOLDINGS LLC, as
Successor Agent

By: 

Name: Gilbert Li

Title: Member

[Signature Page to Assignment of Trademark Security Agreements]

EXHIBIT A

1. NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS, dated as of July 5, 2018, made by ORB LIFE SCIENCES LLC, a Colorado limited liability company, in favor of The Bank of New York Mellon, a New York banking corporation, in its capacity as administrative agent and collateral agent for itself and the other Secured Parties (together with its successors and assigns in such capacity, "Grantee"), filed with the United States Patent and Trademark Office, Trademark Division, and recorded on July 10, 2018 at Reel 006414, Frame 0910.
2. NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS, dated as of July 5, 2018, made by PERFORMIX LLC, a Colorado limited liability company, in favor of Grantee, filed with the United States Patent and Trademark Office, Trademark Division, and recorded on July 10, 2018 at Reel 006414, Frame 0886.
3. NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS, dated as of July 5, 2018, made by AB CUTS LLC, a Delaware limited liability company, in favor of Grantee, filed with the United States Patent and Trademark Office, Trademark Division, and recorded on July 10, 2018 at Reel 006414, Frame 0904.
4. NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS, dated as of July 5, 2018, made by TERRA BIOSCIENCES LLC, a Delaware limited liability company, in favor of Grantee, and filed with the United States Patent and Trademark Office, Trademark Division, recorded on July 10, 2018 at Reel 006414, Frame 0892.
5. NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS, dated as of July 5, 2018, made by TRAINING DAY LLC, a Delaware limited liability company, in favor of Grantee, and filed with the United States Patent and Trademark Office, Trademark Division, recorded on July 10, 2018 at Reel 006414, Frame 0898.
6. NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS, dated as of July 18, 2019, made by PERFORMIX LLC, a Colorado limited liability company, in favor of Grantee, filed with the United States Patent and Trademark Office, Trademark Division, and recorded on July 22, 2019 at Reel 006699, Frame 0264.

EXHIBIT B

SCHEDULE OF TRADEMARKS
TRADEMARK REGISTRATIONS AND APPLICATIONS

(See attached.)

SCHEDULE A TO GRANT OF A SECURITY INTEREST

NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS, dated as of July 5, 2018, made by ORB LIFE SCIENCES LLC, as Grantor, in favor of The Bank of New York Mellon, as Agent and Grantee, filed with the United States Patent and Trademark Office, Trademark Division, and recorded on July 10, 2018 at Reel 006414, Frame 0910.

| <u>Mark</u> | <u>Reg. No./Reg. Date</u> | <u>App. No./App. Date</u> | <u>Owner</u> |
|----------------|---------------------------|---------------------------|-----------------------|
| ORB & Design | | 87/159,931 9/2/2016 | Orb Life Sciences LLC |
| ORB (Stylized) | | 87/321,482 2/1/2017 | Orb Life Sciences LLC |
| SLEEK & LEAN | 4,328,402 4/30/2013 | 85/746,921 10/5/2012 | Orb Life Sciences LLC |

SCHEDULE A TO GRANT OF A SECURITY INTEREST

NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS, dated as of July 5, 2018, made by PERFORMIX LLC, as Grantor, in favor of The Bank of New York Mellon, as Agent and Grantee, filed with the United States Patent and Trademark Office, Trademark Division, and recorded on July 10, 2018 at Reel 006414, Frame 0886.

| <u>Mark</u> | <u>Reg. No./Reg. Date</u> | <u>App. No./App. Date</u> | <u>Owner</u> |
|--|---------------------------|---------------------------|---------------|
| I CRUSH EVERYTHING | | 87/159,859 9/2/2016 | Performix LLC |
| IRIDIUM | 4,994,730 7/5/2016 | 86/682,280 7/2/2015 | Performix LLC |
| LEAN DOG MEAN DOG | 5,228,616 6/20/2017 | 86/593,659 4/10/2015 | Performix LLC |
| PERFORMIX | 4,914,213 3/8/2016 | 86/116,793 11/12/2013 | Performix LLC |
| PERFORMIX | 5,317,579 10/24/2017 | 86/720,320 8/10/2015 | Performix LLC |
| PERFORMIX (Stylized) | 5,355,606 12/12/2017 | 86/776,209 10/2/2015 | Performix LLC |
| PERFORMIX HOUSE | | 87/327,531 2/7/2017 | Performix LLC |
| SST SUSPENSION SUPER THERMOGENIC | 5,357,744 12/19/2017 | 87/183,634 9/26/2016 | Performix LLC |
| SST SUSPENSION SUPER THERMOGENIC | | 87/183,601 9/26/2016 | Performix LLC |

SCHEDULE A TO GRANT OF A SECURITY INTEREST

NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS, dated as of July 5, 2018, made by AB CUTS LLC, as Grantor, in favor of The Bank of New York Mellon, as Agent and Grantee, filed with the United States Patent and Trademark Office, Trademark Division, and recorded on July 10, 2018 at Reel 006414, Frame 0904.

| Mark | Reg. No./Reg. Date | App. No./App. Date | Owner |
|-----------|-------------------------|--------------------------|-------------|
| AB CUTS | 4,230,506 10/23/2012 | 85/165,292 10/29/2010 | Ab Cuts LLC |
| LIPO CUTS | | 86/730,087 8/19/2015 | Ab Cuts LLC |

SCHEDULE A TO GRANT OF A SECURITY INTEREST

NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS, dated as of July 5, 2018, made by **TERRA BIOSCIENCES LLC**, as Grantor, in favor of **The Bank of New York Mellon**, as Grantee, filed with the United States Patent and Trademark Office, Trademark Division, recorded on July 10, 2018 at Reel 006414, Frame 0892.

| Mark | Reg. No./Reg. Date | App. No./App. Date | Owner |
|---|-------------------------|-------------------------|-----------------------|
| TERRA INTELLIGENT DOSING & Design | 5,365,703 12/26/2017 | 87/011,319 4/22/2016 | Terra Biosciences LLC |
| TERRA INTELLIGENT DOSING | 5,306,853 10/10/2017 | 86/335,226 7/11/2014 | Terra Biosciences LLC |

SCHEDULE A TO GRANT OF A SECURITY INTEREST

NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS, dated as of July 5, 2018, made by **TRAINING DAY LLC**, as Grantor, in favor of **The Bank of New York Mellon**, as Agent and Grantee, filed with the United States Patent and Trademark Office, Trademark Division, and recorded on July 10, 2018 at Reel 006414, Frame 0898.

| <u>Mark</u> | <u>Reg. No./Reg. Date</u> | <u>App. No./App. Date</u> | <u>Owner</u> |
|--------------------------------|---------------------------|---------------------------|------------------|
| EVERY ATHLETE. EVERY SPORT. | 3,632,985 6/2/2009 | 77/533,178 7/28/2008 | Training Day LLC |
| GAME TIME | 3,632,900 6/2/2009 | 77/503,579 6/19/2008 | Training Day LLC |
| POST GAME | | 77/503,585 6/19/2008 | Training Day LLC |
| TRAINING DAY | | 87/721,293 12/14/2017 | Training Day LLC |
| TRAINING DAY | 3,632,818 6/2/2009 | 77/468,352 5/7/2008 | Training Day LLC |
| TRAINING DAY | | 86/086/300 10/8/2013 | Training Day LLC |

SCHEDULE A TO GRANT OF A SECURITY INTEREST

NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS, dated as of July 18, 2019, made by PERFORMIX LLC, as Grantor, in favor of The Bank of New York Mellon, as Agent and Grantee, filed with the United States Patent and Trademark Office, Trademark Division, and recorded on July 22, 2019 at Reel 006699, Frame 0264.

| <u>Mark</u> | <u>Reg. No./Reg. Date</u> | <u>App. No./App.Date</u> | <u>Owner</u> |
|----------------------|---------------------------|--------------------------|---------------|
| ALWAYS PERFECTING | | 88/335,054 3/11/2019 | Performix LLC |
| FUEL YOUR PURPOSE | | 88/455,935 6/1/2019 | Performix LLC |
| KEEP PERFECTING | | 88/411,678 5/1/2019 | Performix LLC |