

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM657113

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
CREDIT SUISSE AG, CAYMAN ISLANDS BRANCH, AS COLLATERAL AGENT		06/30/2021	Bank: SWITZERLAND

RECEIVING PARTY DATA

Name:	TIVITY HEALTH, INC.
Street Address:	701 COOL SPRINGS BLVD.
City:	FRANKLIN
State/Country:	TENNESSEE
Postal Code:	37067
Entity Type:	Corporation: DELAWARE
Name:	TIVITY HEALTH SUPPORT, LLC
Street Address:	701 COOL SPRINGS BLVD.
City:	FRANKLIN
State/Country:	TENNESSEE
Postal Code:	37067
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 25

Property Type	Number	Word Mark
Registration Number:	3438189	FOREVER FIT
Registration Number:	3382837	PRIME
Registration Number:	2086072	SILVERSNEAKERS
Registration Number:	3823807	SILVERSNEAKERS STEPS
Registration Number:	5586941	TIVITY HEALTH
Registration Number:	4679824	
Registration Number:	4581479	HEALTHWAYS BOOM
Registration Number:	4466850	HEALTHWAYS WHOLEHEALTH NETWORKS
Registration Number:	4701620	PROGRAM ADVISOR
Registration Number:	5004694	SILVERSNEAKERS FLEX
Registration Number:	4814475	SILVERSNEAKERS STABILITY
Registration Number:	5586942	TIVITY HEALTH

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	5551631	WHOLEHEALTH LIVING CHOICES
Registration Number:	5582433	FITNESS YOUR WAY
Registration Number:	6175502	FITNESS YOUR WAY
Registration Number:	6283347	SILVERSNEAKERS BOOM
Registration Number:	5751761	TIVITY HEALTH
Registration Number:	5813969	WHOLEHEALTH LIVING
Registration Number:	5814475	FLIP50
Serial Number:	87295297	TIVITY HEALTH
Serial Number:	87340674	PRIME CHOICES
Serial Number:	87340670	SILVERSNEAKERS CHOICES
Serial Number:	87937295	LOVE LIFE LONGER
Serial Number:	87886267	SWITCH50
Serial Number:	76385765	SILVERSPLASH

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.

Phone: 800-494-5225

Email: ipteam@cogencyglobal.com

Correspondent Name: Stewart Walsh

Address Line 1: 1025 Connecticut Ave NW, Suite 712

Address Line 2: COGENCY GLOBAL Inc.

Address Line 4: Washington, D.C. 20036

ATTORNEY DOCKET NUMBER:	1413762 TM
NAME OF SUBMITTER:	Ryleigh Peterson
SIGNATURE:	/Ryleigh Peterson/
DATE SIGNED:	06/30/2021

Total Attachments: 5

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RELEASE OF SECURITY INTEREST IN TRADEMARKS

This RELEASE OF INTELLECTUAL PROPERTY SECURITY INTERESTS dated as of June 30, 2021 (this “Release”), by CREDIT SUISSE AG, CAYMAN ISLANDS BRANCH, in its capacity as Collateral Agent (as defined below), in favor of Tivity Health, Inc., a Delaware corporation, and Tivity Health Support, LLC, a Delaware limited liability company (each, a “Grantor” and, together, the “Grantors”).

A. Reference is made to (i) that certain Credit and Guaranty Agreement, dated as of March 8, 2019 (as amended, restated, amended and restated, modified or otherwise supplemented from time to time, the “Credit Agreement”), among Tivity Health, Inc., a Delaware corporation (the “Borrower”), certain Subsidiaries of the Borrower from time to time party thereto, the lenders from time to time party thereto, Credit Suisse AG, Cayman Islands Branch, as general administrative agent (in such capacity, the “Administrative Agent”), term facility agent and Collateral Agent (as defined herein), and Truist Bank (formerly known as SunTrust Bank), as revolving facility agent and swing line lender, (ii) that certain Pledge and Security Agreement, dated as of March 8, 2019 (as amended, restated, amended and restated, modified or otherwise supplemented from time to time, the “Security Agreement”), among the Borrower, certain Subsidiaries of the Borrower from time to time party thereto, and Credit Suisse AG, Cayman Islands Branch, as collateral agent (in such capacity, the “Collateral Agent”) for the Secured Parties, and (iii) the Trademark Security Agreement dated as of April 15, 2019, among the grantors listed therein and the Collateral Agent (the “Trademark Security Agreement” and such documents set forth in clauses (i) through (iii), the “Security Documents”).

B. Pursuant to the Security Documents, Tivity Health, Inc., granted to the Collateral Agent, for the benefit of the Secured Parties, a security interest in all right, title or interest of Tivity Health, Inc., in, among other things, the trademarks and trademark applications set forth on Schedule I hereto under the heading “Trademarks Owned by Tivity Health, Inc.” (collectively, the “Tivity Health Released Trademark Collateral”), which security interests were recorded with the United States Patent and Trademark Office on April 17, 2019, at Reel/Frame 6621/0585.

C. Pursuant to the Security Documents, Tivity Health, Inc. (as successor in interest to Tivity Health Support, LLC), granted to the Collateral Agent, for the benefit of the Secured Parties, a security interest in all right, title or interest of Tivity Health, Inc. (as successor in interest to Tivity Health Support, LLC), in, among other things, the trademarks and trademark applications set forth on Schedule II hereto under the heading “Trademarks Owned by Tivity Health, Inc. (as successor in interest to Tivity Health Support, LLC)” (collectively, the “Tivity Health Support Released Trademark Collateral” and, collectively with the Tivity Health Released Trademark Collateral, the “Trademark”).

Collateral”), which security interests were recorded with the United States Patent and Trademark Office on April 17, 2019, at Reel/Frame 6621/0585.

D. In connection with the termination of the Credit Agreement and the repayment, satisfaction, compromise, settlement, release or discharge of all Obligations and other amounts owing thereunder, the Borrower has requested that the Collateral Agent release all right, title and interest granted to it, for the benefit of the Secured Parties, under the Security Documents in and to the Trademark Collateral.

Accordingly, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Collateral Agent, on behalf of the Secured Parties, does hereby state as follows:

SECTION 1. Terms. Each capitalized term used but not otherwise defined herein shall have the meaning specified in the Trademark Security Agreement, the Credit Agreement or the Security Agreement, as applicable.

SECTION 2. Release. The Collateral Agent, on behalf of itself, the Secured Parties and their permitted successors and assigns, (a) terminates the Trademark Security Agreement, (b) cancels, terminates, releases, relinquishes and discharges its and their lien and security interest granted under the Security Documents in the Trademark Collateral and (c) re-assigns any and all rights, title and interest it may have under the Security Documents in the Trademark Collateral to the respective Grantor. Any right, title or interest granted under the Security Documents that the Collateral Agent has in the Trademark Collateral shall hereinafter cease and become void. This Release is made without representation or warranty by, or recourse to, the Collateral Agent, or any other Secured Party, and their respective permitted successors and assigns.

SECTION 3. Further Assurances. The Collateral Agent hereby authorizes the Borrower or the Borrower’s authorized representative to record this Release with the USPTO. The Collateral Agent hereby agrees to duly execute, acknowledge, procure and deliver any further documents and to do such other acts as may be reasonably requested to effect and record the release of the security interest contemplated hereby, solely at the Borrower’s cost and expense.

THIS RELEASE SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF NEW YORK AND SHALL BE BINDING UPON THE COLLATERAL AGENT’S REPRESENTATIVES, SUCCESSORS, ASSIGNS AND TRANSFEREES.

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IN WITNESS WHEREOF, the Collateral Agent has caused this Release to be duly executed as of the day and year first above written.

CREDIT SUISSE AG, CAYMAN ISLANDS
BRANCH, as Collateral Agent,

By:



Name: William O'Daly

Title: Authorized Signatory




By:



Name: D. Andrew Maletta

Title: Authorized Signatory

TRADEMARKS OWNED BY TIVITY HEALTH, INC.**TRADEMARK REGISTRATIONS**

Trademark	Ser. No.	Filing Date	Reg. No.	Reg. Date
FOREVER FIT	78/886,299	May 17, 2006	3,438,189	May 27, 2008
PRIME	78/600,269	April 1, 2005	3,382,837	February 12, 2008
SILVERSNEAKERS	75/175,639	October 2, 1996	2,086,072	August 5, 1997
SILVERSNEAKERS STEPS	77/750,033	June 2, 2009	3,823,807	July 27, 2010
	87/295,302	January 10, 2017	5,586,941	October 16, 2018
	86/133,106	December 2, 2013	4,679,824	January 27, 2015
HEALTHWAYS BOOM	85/960,387	June 14, 2013	4,581,479	August 5, 2014
HEALTHWAYS WHOLEHEALTH NETWORKS	85/399,258	August 16, 2011	4,466,850	January 14, 2014
PROGRAM ADVISOR	86/275,459	May 8, 2014	4,701,620	March 10, 2015
SILVERSNEAKERS FLEX	86/642,888	May 27, 2015	5,004,694	July 19, 2016
SILVERSNEAKERS STABILITY	86/370,540	August 19, 2014	4,814,475	September 15, 2015
TIVITY HEALTH	87/295,307	January 10, 2017	5,586,942	October 16, 2018
WHOLEHEALTH LIVING CHOICES	87/340,667	February 17, 2017	5551631	August 28, 2018
FITNESS YOUR WAY	87978429	February 23, 2017	5582433	October 9, 2018
	87/295,297	January 10, 2017	5,586,941	October 16, 2018
FITNESS YOUR WAY	87/347,585	February 23, 2017	6,175,502	October 13, 2020
SILVERSNEAKERS BOOM	87/340,684	February 17, 2017	6,283,347	March 2, 2021
TIVITY HEALTH	87/295,303	January 10, 2017	5,751,761	May 14, 2019
WHOLEHEALTH LIVING	87/301,673	January 13, 2017	5,813,969	June 27, 2017
FLIP50	87/835,668	March 15, 2018	5,814,475	July 23, 2019

TRADEMARK APPLICATIONS

Trademark	Application No.	Filing Date
PRIME CHOICES	87/340,674	February 17, 2017
SILVERSNEAKERS CHOICES	87/340,670	February 17, 2017
LOVE LIFE LONGER	87937295	May 25, 2018
SWITCH50	87886267	April 20, 2018

TRADEMARKS OWNED BY TIVITY HEALTH, INC.
(AS SUCCESSOR IN INTEREST TO TIVITY HEALTH SUPPORT, LLC)

TRADEMARK REGISTRATIONS

Trademark	Ser. No.	Filing Date	Reg. No.	Reg. Date
SILVERSPLASH	76/385,765	March 22, 2002	2,674,857	January 14, 2003