

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM721046

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Assignment of Intellectual Property Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Madison Capital Funding LLC, as Retiring Agent		04/01/2022	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	Apogem Capital LLC, as Successor Agent		
Street Address:	227 W. Monroe Street		
Internal Address:	Suite 5400		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60606		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 10			
Property Type	Number	Word Mark	
Registration Number:	3054371	RETROFITNESS	
Registration Number:	3222252	RETRO FITNESS	
Registration Number:	3224745		
Registration Number:	3205997	BACK TO BASICS	
Registration Number:	3304486	RETRO BLENDS	
Registration Number:	3630668	RETRO FITNESS	
Registration Number:	4011942	WE GET YOU	
Registration Number:	4153933	RETRO ON DEMAND	
Registration Number:	4535707	RETRO UNIVERSITY	
Registration Number:	4868011	STRAIGHT UP	
CORRESPONDENCE DATA			
Fax Number:			
<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:	3128637141		
Email:	kristen.lange@goldbergkohn.com		
Correspondent Name:	Kristen N. Lange, Paralegal		
Address Line 1:	c/o Goldberg Kohn Ltd.		

OP \$265.00 3054371

Address Line 2: 55 E. Monroe Street, Suite 3300
Address Line 4: Chicago, ILLINOIS 60603

ATTORNEY DOCKET NUMBER: 4975.428

NAME OF SUBMITTER: Kristen N. Lange

SIGNATURE: /kristenlange/

DATE SIGNED: 04/13/2022

Total Attachments: 4

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ASSIGNMENT OF TRADEMARK SECURITY AGREEMENT

This **ASSIGNMENT OF TRADEMARK SECURITY AGREEMENT** (this "**Assignment**"), dated as of April 1, 2022, is by **MADISON CAPITAL FUNDING LLC** (individually, "**MCF**"), acting in its capacity as the current and resigning administrative agent (in such capacity, the "**Retiring Agent**") and **APOGEM CAPITAL LLC** (individually, "**Apogem**"), acting in its capacity as the successor administrative agent (in such capacity, the "**Successor Agent**").

RECITALS:

WHEREAS, RETROFITNESS IP LLC, a Delaware limited liability company, as "Grantor", and Retiring Agent are parties to those certain 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**") covering certain intellectual property set forth on Exhibit B attached hereto; and

WHEREAS, pursuant to that certain Omnibus Agency Transfer and Sub-Agent Appointment Agreement by and between MCF, as the Retiring Agent, and Apogem Capital LLC, as the Successor Agent, Retiring Agent has assigned to Successor Agent all of its rights, remedies, duties and other obligations under, among other documents, the Agreements, in each instance, in its capacity as administrative agent and, if applicable, collateral agent.

NOW, THEREFORE, in consideration of the foregoing, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Retiring Agent hereby assigns and transfers to Successor Agent and its successors and assigns, all of its rights, title and interest in and to the Agreements.

This Assignment may be executed in any number of counterparts, each of which when so executed shall be deemed an original and all of which taken together shall constitute one and the same instrument.

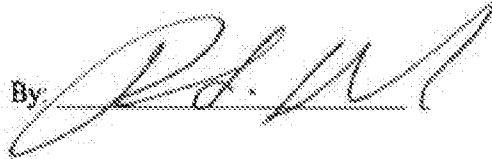
(Remainder of page left intentionally blank; signatures follow.)

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

RETIRING AGENT:

MADISON CAPITAL FUNDING LLC

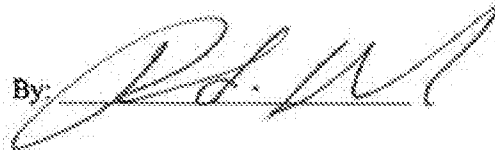
By: Apogem Capital LLC, its manager

By: 

Name: Patrick D. Koehl
Title: Director

SUCCESSOR AGENT:

APOGEM CAPITAL LLC

By: 

Name: Patrick D. Koehl
Title: Director

EXHIBIT A

Trademark Security Agreement recorded with the United States Patent and Trademark Office on June 22, 2016 at Reel 5818, Frame 0685.

EXHIBIT B

Trademarks

Grantor	Mark	Trademark Number	Registration Number	Registration Date
RetroFitness IP LLC	RETROFITNESS word only	78551351	3054371	January 31, 2006
RetroFitness IP LLC	RETROFITNESS word + design, no color	78854091	3222252	March 27, 2007
RetroFitness IP LLC	Circle Arrow design with colors	78854098	3224745	April 3, 2007
RetroFitness IP LLC	BACK TO BASICS word only	78854105	3205997	February 6, 2007
RetroFitness IP LLC	RETRO BLENDS word only	78854402	3304486	October 2, 2007
RetroFitness IP LLC	RETROFITNESS word + design + color	77597605	3630668	June 2, 2009
RetroFitness IP LLC	WE GET YOU words only	85219519	4011942	August 16, 2011
RetroFitness IP LLC	RETRO ON DEMAND words + design + color	85443997	4153933	June 5, 2012
RetroFitness IP LLC	RETRO UNIVERSITY words only	85829735	4535707	May 27, 2014
RetroFitness IP LLC	STRAIGHT UP words only	86396996	4868011	December 8, 2015

Trademark Licenses

1. Trademark and System License Agreement, dated August 19, 2008, by and between Retrofitness IP LLC and Retrofitness, LLC.