

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM742532

SUBMISSION TYPE:	RESUBMISSION		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
RESUBMIT DOCUMENT ID:	900692742		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
BLINK HOLDINGS, INC.		11/08/2018	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Varagon Capital Partners Agent, LLC, as Administrative Agent		
Street Address:	299 Park Avenue		
Internal Address:	3rd Floor		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10171		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	6576914	BLINK	
Registration Number:	6441342	BLINK FITNESS	
Registration Number:	6283725	MOOD ABOVE MUSCLE	
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:	212.940.6562		
Email:	joanne.arnold@katten.com		
Correspondent Name:	Joanne BL Arnold		
Address Line 1:	Katten		
Address Line 2:	50 Rockefeller Plaza		
Address Line 4:	New York, NEW YORK 10020-1605		
ATTORNEY DOCKET NUMBER:	385629.00100		
NAME OF SUBMITTER:	Joanne BL Arnold		
SIGNATURE:	/Joanne BL Arnold/		
DATE SIGNED:	07/20/2022		

Total Attachments: 5

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GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, in order to induce the several banks and other financial institutions (the “**Lenders**”) to make extensions of credit and other financial accommodations to Blink Holdings, Inc., a Delaware corporation with its chief executive office at 386 Park Avenue South, New York, New York 10016 (the “**Borrower**” and “**Grantor**”) pursuant to the Credit and Guaranty Agreement, dated as of November 8, 2018 (as amended, restated, supplemented or otherwise modified from time to time, the “**Credit Agreement**”), and pursuant to the Security and Pledge Agreement, dated as of November 8, 2018, executed and delivered by, among others, the Borrower in favor of the Grantee (as defined below) in connection with the Credit Agreement (as amended, restated supplemented or otherwise modified from time to time, the “**Security Agreement**”) under which the Grantor pledged and granted to Varagon Capital Partners Agent, LLC, as administrative agent for its own benefit and the benefit of the other Lenders, with offices at 299 Park Avenue, 3rd Floor, New York, New York 10171 (the “**Grantee**”), a continuing security interest in all of the Grantor’s Intellectual Property, including the Trademarks. The Grantor hereby pledges and grants a continuing security in, to and under all of the Grantor’s right, title and interest in each United States Trademark (including, without limitation, those items set forth on Schedule A attached hereto) for the benefit of the Secured Parties to secure payment, performance and observance of the Secured Obligations. Notwithstanding anything to the contrary in this agreement, the security interest created by this Grant of Security Interest in United States Trademarks shall not extend to, and the term “Trademarks” shall not include, any Excluded Property.


Unless otherwise defined herein or the context otherwise requires, terms used herein have the meanings provided or provided by reference in the Credit Agreement and the Security Agreement. This Grant of Security Interest in United States Trademarks has been executed and delivered by the Grantor for the purpose of recording the grant of security interest herein with the United States Patent and Trademark Office. The security interest granted hereby has been granted to the Grantee for the benefit of the Secured Parties in connection with the Security Agreement and is expressly subject to the terms and

conditions thereof. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

[SIGNATURE PAGE FOLLOWS]

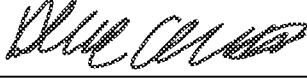
IN WITNESS WHEREOF, the undersigned have executed this Grant to be duly executed as of the date first above written.

BLINK HOLDINGS, INC.,
as Grantor

By: 
Name: Marsha Kublall
Title: Vice President, Strategic Finance and Analytics

VARAGON CAPITAL PARTNERS AGENT, LLC,
as Grantee

By: Varagon Capital Partners, L.P., its Sole Member

By: 

Name: Alex Cereste
Title: Principal

SCHEDULE A

<u>Trademarks</u>	<u>Owner</u>	<u>Filing Date</u>	<u>Status</u>	<u>Registration No.</u>	<u>Country</u>
	Blink Holdings, Inc.	Aug. 09, 2018	Registered	6576914	United States of America
BLINK FITNESS	Blink Holdings, Inc.	Nov. 27, 2017	Registered	6441342	United States of America
MOOD ABOVE MUSCLE	Blink Holdings, Inc.	Jan. 17, 2019	Registered	6283725	United States of America

Schedule A to Grant of Security Interest in U.S. Trademarks