

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM796232

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Club Pilates Franchise, LLC		03/13/2023	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	Club Pilates Franchise SPV, LLC		
Street Address:	17877 Von Karman Avenue		
Internal Address:	Suite 100		
City:	Irvine		
State/Country:	CALIFORNIA		
Postal Code:	92614		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 15			
Property Type	Number	Word Mark	
Registration Number:	5090777		
Registration Number:	4255517	CLUB PILATES	
Registration Number:	5304311	CLUB PILATES	
Registration Number:	5701542	CLUB PILATES	
Registration Number:	5320155	CLUB PILATES	
Registration Number:	4406173	CLUB PILATES	
Registration Number:	5320156	CLUB PILATES	
Registration Number:	5674452	CLUB PILATES ON DEMAND	
Registration Number:	5674453		
Registration Number:	5337925	DO PILATES. DO LIFE.	
Registration Number:	5337929	DO PILATES. DO LIFE.	
Registration Number:	5337927	DO PILATES. DO LIFE.	
Registration Number:	5780902	EVERYBODY NEEDS PILATES	
Registration Number:	6555800	IT COMES FROM CLUB PILATES	
Registration Number:	6563404	IT COMES FROM THE CORE	
CORRESPONDENCE DATA			
Fax Number:	2127288111		

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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: 2127288000
Email: ipdocketingla@willkie.com
Correspondent Name: Eugene Chang
Address Line 1: Willkie Farr & Gallagher LLP
Address Line 2: 787 Seventh Avenue
Address Line 4: New York, NEW YORK 10019

ATTORNEY DOCKET NUMBER:	128650.00002 Club Pilates
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NAME OF SUBMITTER:	Eugene L. Chang
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SIGNATURE:	/elc/
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DATE SIGNED:	03/21/2023
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Total Attachments: 8

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TRADEMARK ASSIGNMENT

This TRADEMARK ASSIGNMENT ("Assignment"), effective as of the 13th day of March 2023, is made and entered into by and between CLUB PILATES FRANCHISE, LLC ("Assignor") and CLUB PILATES FRANCHISE SPV, LLC ("Assignee"). Assignor and Assignee are referred to individually as a "Party" and collectively as the "Parties".

WHEREAS, Assignor is the record owner of the trademark registrations and trademark applications identified in the attached Schedule A (the "Trademarks");

WHEREAS, pursuant to that certain Contribution Agreement by and between the Parties dated as of the date hereof, Assignor has assigned to Assignee all rights, title, and interests in and to the Trademarks, and the Parties wish to record such assignment;

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties agree as follows:

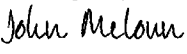
1. Assignor hereby assigns and transfers to Assignee, its successors and permitted assigns, and Assignee hereby accepts and receives, all of Assignor's entire rights, title, and interests in, to and under the Trademarks, including, without limitation, (a) the goodwill of the business symbolized by and associated with the Trademarks; and (b) any and all legal actions and rights and remedies at law or in equity for past, present, or future infringements, dilutions, or other violations of the Trademarks, including without limitation the right to sue for, collect, and retain all damages, profits, proceeds, and all other remedies associated therewith.
2. Assignor hereby authorizes and requests the United States Patent and Trademark Office or similar office in the applicable jurisdiction to record Assignee as the assignee and owner of the Trademarks.
3. This Assignment will be binding upon and enforceable against Assignor and Assignor's respective successors and assigns and will inure to the benefit of and be enforceable by Assignee and its successors and assigns.
4. This Assignment will be governed by, and construed and interpreted in accordance with, the internal laws of the State of New York. This Assignment may not be supplemented, altered, or modified in any manner except by a writing signed by both Parties.
5. This Assignment may be executed in any number of counterparts, and by the Parties in separate counterparts, each of which will be deemed an original for all purposes and all of which together will constitute one and the same instrument.

[Signature Pages Follow]

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

ASSIGNOR:

CLUB PILATES FRANCHISE, LLC

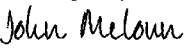
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By: _____

Name: John Meloun
Title: Chief Financial Officer

ASSIGNEE:

CLUB PILATES FRANCHISE SPV, LLC

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By: _____




Name: John Meloun
Title: Chief Financial Officer

Signature Page to Trademark Assignment













Schedule A













Attached

Trademarks
Club Pilates

Mark Name	Mark Image	Mark Type	Status	Owners	Country	Application Number	Filed Date	Registration Number	Registration Date
CIRCLE HUMAN FLOWER DESIGN ONLY		Design Mark	Registered	Pilates Club Franchise, LLC	Mexico	1428695	2015-02-16	1551524	2015-07-02
CIRCULAR FLOWER DESIGN ONLY		Design Mark	Registered	Pilates Franchise, LLC	United States of America	87008560	2016-04-20	5090777	2016-11-29
CIRCULAR FLOWER DESIGN ONLY		Design Mark	Registered	Pilates Franchise, LLC	Japan	2018140247	2018-11-12	6192494	2019-10-25
CLUB PILATES		Word Mark	Registered	Pilates Franchise, LLC	United States of America	85504045	2011-12-27	425517	2012-12-04
CLUB PILATES		Word Mark	Registered	Pilates Franchise, LLC	United States of America	87015270	2016-04-26	5304311	2017-10-10
CLUB PILATES		Word Mark	Registered	Pilates Franchise, LLC	United States of America	87960573	2018-06-13	5701542	2019-03-19
CLUB PILATES		Word Mark	Registered	Pilates Franchise, LLC	Canada	1760842	2015-12-22	TMA1007612	2018-10-26
CLUB PILATES		Word Mark	Registered	Pilates Franchise, LLC	Kuwait	2019002671	2019-03-25	KW1613861	2021-01-13
CLUB PILATES		Word Mark	Registered	Pilates Franchise, LLC	Saudi Arabia	177841	2019-04-09	1440018625	2019-04-09
CLUB PILATES		Word Mark	Allowed	Pilates Franchise, LLC	Brazil	916069010	2018-10-11		
CLUB PILATES		Word Mark	Registered	Pilates Franchise, LLC	Hong Kong	304865022	2018-09-28	304685022	2022-03-02

CLUB PILATES	Word Mark	Registered	Club Pilates Franchise, LLC	Malaysia	2018070137	2018-09-28	2018070137	2023-01-11
CLUB PILATES	Word Mark	Registered	Club Pilates Franchise, LLC	International	1446017	2018-09-28	1446017	2018-09-28
CLUB PILATES	Word Mark	Application	Club Pilates Franchise, LLC	Bahrain	1446017	2018-09-28		
CLUB PILATES	Word Mark	Application	Club Pilates Franchise, LLC	Egypt	1446017	2018-09-28		
CLUB PILATES	Word Mark	Registered	Club Pilates Franchise, LLC	India	1446017	2018-09-28	1446017	2018-09-28
CLUB PILATES	Word Mark	Registered	Club Pilates Franchise, LLC	Japan	1446017	2018-09-28	1446017	2018-09-28
CLUB PILATES	Word Mark	Published	Club Pilates Franchise, LLC	Oman	1446017	2018-09-28		
CLUB PILATES	Word Mark	Registered	Club Pilates Franchise, LLC	United Kingdom	1446017	2018-09-28	1446017	2018-09-28
CLUB PILATES	Word Mark	Registered	Club Pilates Franchise, LLC	United Arab Emirates	308522	2019-03-25	308522	2019-03-25
CLUB PILATES	Word Mark	Registered	Club Pilates Franchise, LLC	Qatar	130645	2019-03-25	130645	2020-01-07
CLUB PILATES	Word Mark	Application	Club Pilates Franchise, LLC	South Africa	2018/28311	2018-09-28		
CLUB PILATES & Design	Design Mark	Registered	Club Pilates Franchise, LLC	Norway	202014188	2020-11-09	314695	2021-03-24

CLUB PILATES and Circle Flower Design on Top		Design Mark	Registered	Club Pilates Franchise, LLC	Canada	1909569	2018-07-16	TMA1099283	2021-04-29
CLUB PILATES and Circle Flower Design on Top		Design Mark	Registered	Club Pilates Franchise, LLC	United States of America	87008581	2016-04-20	5320155	2017-10-31
CLUB PILATES and Circle Flower Design		Design Mark	Registered	Club Pilates Franchise, LLC	United States of America	85831838	2013-01-24	4406173	2013-09-24
CLUB PILATES and Circle, Human & Flower Design		Design Mark	Registered	Club Pilates Franchise, LLC	International	1158230	2013-03-10	1158230	2013-03-10
CLUB PILATES and Circle, Human & Flower Design		Design Mark	Registered	Club Pilates Franchise, LLC	Australia	1158230	2013-03-10	1557338	2013-03-10
CLUB PILATES and Circle, Human & Flower Design		Design Mark	Registered	Club Pilates Franchise, LLC	European Union	1158230	2013-03-10	1158230	2013-03-10
CLUB PILATES and Circle, Human & Flower Design		Design Mark	Registered	Club Pilates Franchise, LLC	Canada	1650525	2013-11-04	TMA996640	2018-05-15
CLUB PILATES and Design (Horizontal)		Design Mark	Registered	Club Pilates Franchise, LLC	United Kingdom	1158230	2013-03-10	UK00801158230	2014-03-18
CLUB PILATES and Design (Horizontal)		Design Mark	Registered	Club Pilates Franchise, LLC	United States of America	87008677	2016-04-21	5320156	2017-10-31
CLUB PILATES and Design (Horizontal)		Design Mark	Registered	Club Pilates Franchise, LLC	European Union	18054416	2019-04-23	18054416	2019-09-05
CLUB PILATES and Design (Horizontal)		Design Mark	Registered	Club Pilates Franchise, LLC	United Kingdom	UK00918054416	2019-04-23	UK00918054416	2019-09-05
CLUB PILATES and Design (Horizontal)		Design Mark	Registered	Club Pilates Franchise, LLC	China	41911607	2019-10-28	41911607	2021-08-07

CLUB PILATES and Design (Horizontal)		Design Mark	Registered	Club Pilates Franchise, LLC	Korea, Republic of (KR)	402019165114	2019-10-29	401689681	2021-02-03
CLUB PILATES and Design (Horizontal)		Design Mark	Registered	Club Pilates Franchise, LLC	Australia	2047077	2019-10-29	2047077	2020-06-10
CLUB PILATES and Design (Horizontal)		Design Mark	Published	Club Pilates Franchise, LLC	Brazil	918607639	2019-11-06		
CLUB PILATES and Design (Horizontal)		Design Mark	Registered	Club Pilates Franchise, LLC	Japan	2019139908	2019-11-01	6329556	2020-12-15
CLUB PILATES and Design (Horizontal)		Design Mark	Registered	Club Pilates Franchise, LLC	New Zealand	1161520	2020-10-13	1161520	2021-04-14
CLUB PILATES ON DEMAND		Design Mark	Registered	Club Pilates Franchise, LLC	United States of America	87960579	2018-06-13	5674452	2019-02-12
CLUB PILATES ON DEMAND		Design Mark	Registered	Club Pilates Franchise, LLC	Japan	2018140272	2018-11-12	6192497	2019-10-25
CP CLUB PILATES DESIGN (FLOWER INSIDE CIRCLE TRIANGLE PLAY BUTTON)		Design Mark	Registered	Club Pilates Franchise, LLC	Dominican Republic	20196846	2019-04-23	260500	2019-07-16
(FLOWER INSIDE CIRCLE TRIANGLE PLAY BUTTON)		Design Mark	Registered	Club Pilates Franchise, LLC	Japan	2018140261	2018-11-12	6192496	2019-10-25
DO PILATES, DO LIFE.		Design Mark	Registered	Club Pilates Franchise, LLC	United States of America	87960583	2018-06-13	5674453	2019-02-12
DO PILATES, DO LIFE.		Design Mark	Registered	Club Pilates Franchise, LLC	United States of America	87006969	2016-04-20	5337925	2017-11-21
DO PILATES, DO LIFE.		Word Mark	Registered	Club Pilates Franchise, LLC	Japan	2018140249	2018-11-12	6192495	2019-10-25

DO PILATES, DO LIFE, Stylized Font	Design Mark	Registered	Club Pilates Franchise, LLC	United States of America	87010187	2016-04-22	5337929	2017-11-21
DO PILATES, DO LIFE, Stylized Font	Design Mark	Registered	Pilates Franchise, LLC	United States of America	87008564	2016-04-20	5337927	2017-11-21
EVERYBODY NEEDS PILATES	Word Mark	Registered	Pilates Franchise, LLC	United States of America	88194253	2018-11-14	5780902	2019-06-18
IT COMES FROM CLUB PILATES	Word Mark	Registered	Pilates Franchise, LLC	United States of America	88615193	2019-09-12	6555800	2021-11-09
IT COMES FROM THE CORE	Word Mark	Registered	Pilates Franchise, LLC	United States of America	88615195	2019-09-12	6563404	2021-11-16

TRADEMARK

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RECORDED: 03/21/2023