

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM796235

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
PB Franchising, LLC		03/13/2023	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	PB Franchising 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: 10			
Property Type	Number	Word Mark	
Registration Number:	4451376	BREAKING DOWN THE BARRE	
Registration Number:	4608054	LIFT · TONE · BURN	
Registration Number:	4431630	P	
Registration Number:	4671314	P	
Registration Number:	3553370	PURE BARRE	
Registration Number:	4431632	PURE BARRE	
Registration Number:	5613749	PURE EMPOWER	
Registration Number:	5462386	PURE FOUNDATIONS	
Registration Number:	5379539	PURE FOUNDATIONS	
Registration Number:	6502523	PURE REFORM	
CORRESPONDENCE DATA			
Fax Number:	2127288111		
<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:	2127288000		
Email:	ipdocketingla@willkie.com		
Correspondent Name:	Eugene Chang		
Address Line 1:	Willkie Farr & Gallagher LLP		

CH \$265.00 4451376

Address Line 2: 787 Seventh Avenue
Address Line 4: New York, NEW YORK 10019

ATTORNEY DOCKET NUMBER: 128650.00002 PB Assignmen

NAME OF SUBMITTER: Eugene L. Chang

SIGNATURE: /elc/

DATE SIGNED: 03/21/2023

Total Attachments: 7

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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 PB FRANCHISING, LLC ("Assignor") and PB FRANCHISING 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:

PB FRANCHISING, LLC

DocuSigned by:
John Meloun
56A40CED78E946A...

By: _____

Name: John Meloun
Title: Chief Financial Officer

ASSIGNEE:

PB FRANCHISING SPV, LLC

DocuSigned by:
John Meloun
56A40CED78E946A...

By: _____

Name: John Meloun
Title: Chief Financial Officer













Signature Page to Trademark Assignment

Schedule A

Attached

Trademarks
Pure Barre

Mark Name	Mark Image	Mark Type	Status	Owners	Country	Application Number	Filed Date	Registration Number	Registration Date
BREAKING DOWN THE BARRE		Word Mark	Registered	PB Franchising, LLC	United States of America	85923833	2013-05-06	4451376	2013-12-17
LIFT TONE BURN		Word Mark	Registered	PB Franchising, LLC	States of America	85873922	2013-03-12	4608054	2014-09-23
LIFT TONE BURN		Word Mark	Registered	PB Franchising, LLC	Australia	1750716	2016-02-05	1750716	2016-09-07
LIFT TONE BURN		Word Mark	Registered	PB Franchising, LLC	New Zealand	1036878	2016-02-05	1036878	2016-02-05
P (Triple P) Color Design		Design Mark	Registered	PB Franchising, LLC	Canada	1621081	2013-04-04	TMA979770	2017-08-31
P and Design		Design Mark	Published	PB Franchising, LLC	Singapore	40201927397T	2019-12-19		
P and Design		Design Mark	Registered	PB Franchising, LLC	United States of America	85861310	2013-02-27	4431630	2013-11-12
P and Design		Design Mark	Registered	PB Franchising, LLC	United States of America	86305123	2014-06-10	4671314	2015-01-13
P and Design		Design Mark	Registered	PB Franchising, LLC	Canada	1621080	2013-04-04	TMA979773	2017-08-31
P and Design		Design Mark	Registered	PB Franchising, LLC	Australia	1750715	2016-02-05	1750715	2016-09-07
P and Design		Design Mark	Registered	PB Franchising, LLC	New Zealand	1036877	2016-02-05	1036877	2016-08-09
P and Design		Design Mark	Registered	PB Franchising, LLC	Japan	2019122689	2019-09-18	6308248	2020-10-26

P and Design		Design Mark	Allow to Lapse	PB Franchising, LLC	Mexico	2265645	2019-09-20	2082319	2020-02-11
P and Design		Design Mark	Application	PB Franchising, LLC	China	42784432	2019-11-20		
P and Design		Design Mark	Registered	PB Franchising, LLC	European Union	012611323	2014-02-18	012611323	2017-02-16
P and Design		Design Mark	Registered	PB Franchising, LLC	United Kingdom	012611323	2014-02-18	UK00912611323	2017-02-16
P and Design		Design Mark	Registered	PB Franchising, LLC	United Kingdom	3429287	2019-09-17	UK00003429287	2020-01-17
P and Design		Design Mark	Registered	PB Franchising, LLC	European Union	018125099	2019-09-17	018125099	2020-01-08
P and Design		Design Mark	Registered	PB Franchising, LLC	United Kingdom	018125099	2019-09-17	UK00918125099	2020-01-08
P PURE BARRE and Design		Design Mark	Registered	PB Franchising, LLC	Korea, Republic of (KR)	4020190180777	2019-11-22	40-1695063	2021-02-19
P PURE BARRE and Design		Design Mark	Registered	PB Franchising, LLC	India	4377559	2019-12-14	4377559	2020-10-23
P PURE BARRE and Design		Design Mark	Registered	PB Franchising, LLC	Brazil	918757983	2019-11-27	918757983	2022-06-21
P PURE BARRE and Design		Design Mark	Registered	PB Franchising, LLC	Egypt	402300	2019-11-19	402300	2022-01-23
P PURE BARRE and Design		Design Mark	Registered	PB Franchising, LLC	Turkey	2019113617	2019-11-17	2019 113617	2020-03-06
PURE BARRE		Word Mark	Registered	PB Franchising, LLC	United States of America	77458033	2008-04-25	3553370	2008-12-30
PURE BARRE		Word Mark	Registered	PB Franchising, LLC	United States of America	85861416	2013-02-27	4431632	2013-11-12
PURE BARRE		Word Mark	Registered	PB Franchising, LLC	Canada	1621079	2013-04-04	TMA979774	2017-08-31
PURE BARRE		Word Mark	Registered	PB Franchising, LLC	Australia	1750714	2016-02-05	1750714	2016-09-07

PURE BARRE	Word Mark	Registered	PB Franchising, LLC	New Zealand	1036876	2016-02-05	1036876	2016-08-09
PURE BARRE	Word Mark	Registered	Franchising, LLC	Kuwait	2019006299	2019-07-28	KW1615035	2020-01-07
PURE BARRE	Word Mark	Registered	Franchising, LLC	Saudi Arabia	195266	2019-07-29	1440029155	2019-10-14
PURE BARRE	Word Mark	Registered	Franchising, LLC	Japan	2019122690	2019-09-18	6308249	2020-10-26
PURE BARRE	Word Mark	Allow to Lapse	Franchising, LLC	Mexico	2265597	2019-09-20	2082316	2020-02-11
PURE BARRE	Word Mark	Registered	Franchising, LLC	China	42779920	2019-12-03	4277920	2020-09-07
PURE BARRE	Word Mark	Registered	Franchising, LLC	Russian Federation	2019758382	2019-11-15	773382	2020-08-27
PURE BARRE	Word Mark	Registered	Franchising, LLC	Norway	201915324	2019-11-15	309102	2020-03-27
PURE BARRE	Word Mark	Registered	Franchising, LLC	European Union	01261133	2014-02-18	01261133	2014-07-09
PURE BARRE	Word Mark	Registered	Franchising, LLC	United Kingdom	01261133	2014-02-18	UK0091261133	2014-07-09
PURE BARRE	Word Mark	Registered	Franchising, LLC	United Kingdom	3429294	2019-09-17	UK00003429294	2019-12-06
PURE BARRE	Word Mark	Registered	Franchising, LLC	United Arab Emirates	314769	2019-07-30	314769	2019-10-21
PURE BARRE	Word Mark	Registered	Franchising, LLC	Qatar United States of America	133355	2019-07-30	133355	2020-04-23
PURE EMPOWER	Word Mark	Registered	Franchising, LLC	United States of America	87978124	2017-06-19	5613749	2018-11-20
PURE EMPOWER	Word Mark	Registered	Franchising, LLC	Canada United States of America	1907453	2018-07-03	TMA1112222	2021-10-20
PURE FOUNDATIONS	Word Mark	Registered	Franchising, LLC	United States of America	87495405	2017-06-19	5462386	2018-05-08

PURE FOUNDATIONS	Word Mark	Registered	PB Franchising, LLC	United States of America	87495411	2017-06-19	5379539	2018-01-16
PURE REFORM	Word Mark	Registered	PB Franchising, LLC	United States of America	87613131	2017-09-18	6502523	2021-09-28
PURE REFORM	Word Mark	Registered	PB Franchising, LLC	Canada	1907450	2018-07-03	TMA1112220	2021-10-20

TRADEMARK

REEL: 008009 FRAME: 0879