

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

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|----------------------------|--|--|-------------------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | SECURITY INTEREST | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Pivotal 5, LLC | | 08/22/2013 | LIMITED LIABILITY COMPANY: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | RLJ Credit Opportunity Fund I, L.P., as Collateral Agent | | |
| Street Address: | 3 Bethesda Metro Center | | |
| Internal Address: | Suite 1000 | | |
| City: | Bethesda | | |
| State/Country: | MARYLAND | | |
| Postal Code: | 20814 | | |
| Entity Type: | LIMITED PARTNERSHIP: DELAWARE | | |
| PROPERTY NUMBERS Total: 16 | | | |
| Property Type | Number | Word Mark | |
| Serial Number: | 85625117 | NATURAL FITNESS | |
| Registration Number: | 4072246 | 20MIN 3XWEEK | |
| Registration Number: | 3809072 | REJUVENATION PREVENTION & REHABILITATION | |
| Serial Number: | 85783892 | REJUVENATION PREVENT + PERFORM + RECOVER | |
| Serial Number: | 85859797 | PER4M | |
| Registration Number: | 3617406 | KETTLEWORX | |
| Registration Number: | 3339826 | LIFELINE USA | |
| Registration Number: | 3359586 | TRAIN-STATION | |
| Registration Number: | 3404280 | LIFELINE | |
| Registration Number: | 3894973 | JUNGLE GYM | |
| Registration Number: | 3905274 | LIFELINEUSA CHEST EXPANDER | |
| Registration Number: | 3905275 | LIFELINEUSA EXCHANGE HANDLE SYSTEM | |
| Registration Number: | 3954908 | LIFELINEUSA POWER WHEEL | |

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| Registration Number: | 3908860 | LIFELINEUSA WEIGHTED SPEED ROPE |
| Registration Number: | 3955682 | PULLUP REVOLUTION |
| Registration Number: | 3905261 | PORTABLE POWER JUMPER |

CORRESPONDENCE DATA

Fax Number: 7043393470

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Email: ecampbell@rbh.com

Correspondent Name: Elizabeth Campbell

Address Line 1: 101 N. Tryon Street

Address Line 2: Suite 1900

Address Line 4: Charlotte, NORTH CAROLINA 28246

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|-------------------------|----------------------|
| ATTORNEY DOCKET NUMBER: | 21756.00014 |
| NAME OF SUBMITTER: | Elizabeth Campbell |
| Signature: | /Elizabeth Campbell/ |
| Date: | 08/23/2013 |

Total Attachments: 6

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**GRANT OF SECURITY INTEREST
IN PATENTS AND TRADEMARKS**

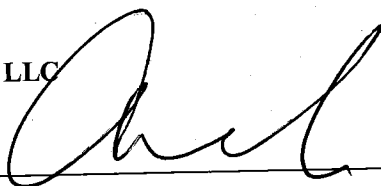
WHEREAS, PIVOTAL 5, LLC (the “Pledgor”) is the owner of the trademark applications and registrations listed on Schedule A attached hereto, (all such trademarks, registrations and applications, collectively, the “Trademarks”) and is the owner of the patents and patent applications listed on Schedule A attached hereto (all such patents, registrations and applications, collectively, the “Patents”); and

WHEREAS, the Pledgor has entered into a Pledge and Security Agreement (as amended, modified, restated or supplemented from time to time, the “Security Agreement”), dated as of August 22, 2013, in which the Pledgor has agreed with RLJ Credit Opportunity Fund I, L.P., as Collateral Agent (the “Collateral Agent”), with offices at 3 Bethesda Metro Center, Suite 1000, Bethesda, MD 20814, to execute this Grant;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, as security for the payment and performance of the Secured Obligations (as defined in the Security Agreement), the Pledgor does hereby grant to the Collateral Agent a security interest in all of its right, title and interest in and to the Trademarks and the Patents, and the use thereof, together with all proceeds and products thereof and the goodwill of the businesses symbolized by the Trademarks. This Grant has been given in conjunction with the security interest granted to the Collateral Agent under the Security Agreement, and the provisions of this Grant are without prejudice to and in addition to the provisions of the Security Agreement, which are incorporated herein by this reference.

PIVOTAL 5, LLC

By: _____



Name: Adam Schumacher

Title: Chief Executive Officer, President and Secretary

Schedule A

TRADEMARKS AND TRADEMARK APPLICATIONS

1. Trademarks and Trademark Applications:

| Owner | Trademark or Trademark Application | Registration/Application Number | Filing Date |
|----------------|--|---------------------------------|-------------------|
| Pivotal 5, LLC | Natural Fitness | Application No. 85625117 | May 14, 2012 |
| Pivotal 5, LLC | 20MIN 3XWEEK | 4072246 | June 20, 2011 |
| Pivotal 5, LLC | Rejuvenation Prevention & Rehabilitation | 3,809,072 | February 8, 2009 |
| Pivotal 5, LLC | Rejuvenation Prevent + Perform + Recover | 85783892 | November 20, 2011 |
| Pivotal 5, LLC | PER4M | Application No. 85859797 | February 26, 2013 |
| Pivotal 5, LLC | KettleWorX | 3,617,406 | July 2, 2008 |
| Pivotal 5, LLC | LIFELINE USA | 3,339,826 | July 18, 2006 |
| Pivotal 5, LLC | TRAIN-STATION | 3,359,586 | October 21, 2005 |
| Pivotal 5, LLC | LIFELINE | 3,404,280 | January 9, 2007 |
| Pivotal 5, LLC | JUNGLE GYM | 3,894,973 | September 2, 2009 |
| Pivotal 5, LLC | PORTABLE POWER JUMPER | 3,905,261 | September 2, 2009 |
| Pivotal 5, LLC | LIFELINEUSA CHEST EXPANDER | 3,905,274 | September 3, 2009 |
| Pivotal 5, LLC | LIFELINEUSA EXCHANGE HANDLE SYSTEM | 3,905,275 | September 3, 2009 |
| Pivotal 5, LLC | LIFELINEUSA POWER WHEEL | 3,954,908 | September 7, 2010 |
| Pivotal 5, LLC | LIFELINEUSA WEIGHTED SPEED ROPE | 3,908,860 | September 3, 2009 |
| Pivotal 5, LLC | PULLUP REVOLUTION | 3,955,682 | February 10, 2010 |

PATENTS AND PATENT APPLICATIONS

| Owner | Patent No. | Title/ DRS Reference | Country | Inventors | Date Filed/ Issued |
|-------------------------------------|--------------------------------------|--|---------|--|--------------------------|
| Kevin Dorsey & Pivotal 5, LLC | Applied For Provisional Patent | Interchangeable Rotating Free- Motion Fitness Handle | USA | Kevin Dorsey | 7/31/2013 |
| Pivotal 5, LLC | 8,480,549 | Versatile Exercise Bars and Handles (54599066) | USA | Robert S. Hinds Glenn Polinsky Ray Rollins John Stephenson Brandon Grayson Hall Doug J. Birkholz Leslie A. Wagner | 03/19/2012 07/09/2013 |
| Pivotal 5, LLC | 8,475,343 | Push-Up/Chin- Up Exercise Assembly (54599021) | USA | Robert S. Hinds Glenn Polinsky Ray Rollins John Stephenson William Sotis | 12/10/2009 07/02/2010 |
| Pivotal 5, LLC | 8,387,217 | Strap Attachment Device (54599049) | USA | Robert S. Hinds Glenn Polinsky Ray Rollins John Stephenson | 06/22/2010 03/05/2013 |
| Pivotal 5, LLC | 8,348,814 | Exercise Bars and Handles With Interchangeable Attachment of Elastic and Inelastic Members (54599047) | USA | Robert S. Hinds Glenn Polinsky Ray Rollins John Stephenson Brandon Grayson Hall Doug J. Birkholz Leslie A. Wagner | 03/19/2012 01/08/2013 |
| Pivotal 5, LLC | 8,152,703 | Exercise Device Providing Variable Lift Assistance During Pull-Up and Push-Up Exercises (54599029) | USA | Robert S. Hinds Glenn Polinsky Ray Rollins John Stephenson | 10/28/2010 04/10/2012 |
| Pivotal 5, LLC | 8,075,462 | Elastic Member Exercise Device (54599048) | USA | Robert S. Hinds Glenn Polinsky | 01/28/2011 12/13/2011 |

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| Pivotal 5, LLC | 7,625,324 | Keyed Handgrip Assembly (54599026) | USA | Robert S. Hinds Loyd W. Bonneville | 05/13/2008 12/01/2009 |
| Pivotal 5, LLC | 7,601,100 | Door-Mounted Chin-Up Assembly (54599024) | USA | Robert S. Hinds Loyd William Bonneville | 05/13/2008 10/13/2009 |
| Pivotal 5, LLC | 7,431,680 | Reciprocation-Pull Static Line Exercising Assembly (CIP of 7,316,636) (54599023) | USA | Robert S. Hinds Loyd William Bonneville | 03/22/2007 10/07/2008 |
| Pivotal 5, LLC | 7,316,636 | Impinged Retention Exercise Assembly (CIP of 7,147,592) (54599010) | USA | Robert Sylvester Hinds Loyd William Bonneville | 06/30/2006 01/08/2008 |
| Pivotal 5, LLC | 7,147,592 | Retained Impinger Handgrip Assembly (Parent of 7,316,636) (54599009) | USA | Robert Sylvester Hinds Richard Michael Hagge Loyd William Bonneville | 05/12/2004 12/12/2006 |
| Pivotal 5, LLC | 6,923,750 | Multiply Slotted Exercise Handgrip (54599006) | USA | Robert Sylvester Hinds | 08/28/2002 08/02/2005 |
| Pivotal 5, LLC | 6,663,544 | Impinger For Strapped Handgrip (CIP of 6,398,698) (54599003) | USA | Robert Sylvester Hinds | 09/14/2001 12/16/2003 |
| Pivotal 5, LLC | 6,575,883 | Exercise Wheel Assembly (54599002) | USA | Robert Sylvester Hinds | 05/03/2002 06/10/2003 |
| Pivotal 5, LLC | 6,497,641 | Slotted Exercise Handgrip (54599001) | USA | Robert Sylvester Hinds | 07/27/2000 12/24/2002 |
| Pivotal 5, LLC | 13/943,112 | Exercise Device with Elastic Cords and Webbing (CXP | USA | Robert S. Hinds Glenn Polinsky | 07/16/2013 |

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| | | and Orbiter) (54599067) | | | |
| Pivotal 5, LLC | 13/818,251 | Suspension Training Device (Jungle Gym) (54599052) | USA | Jon Hinds Glenn Polinsky Ray Rollins Kevin Dorsey | 03/11/2013 (Int'l. Filing Date: 08-23- 2011) |
| Pivotal 5, LLC | 2,809,358 | Suspension Training Exercise Device (Jungle Gym) (54599068) | Canada | Jon Hinds Glenn Polinsky Ray Rollins Kevin Dorsey | 02-22-2013 (Int'l. Filing Date: 08-23- 2011) |
| Pivotal 5, LLC | 6,860,842 | Intermediate Section For Exercise Bar (CIP Of 7,357,762) (54599005 | USA | Robert S. Hinds/Douglas C. Terry (Co- inventors per May 1, 2007 Agreement) | 10/29/2003 |