

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM336998

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest in Trademarks		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Spectrum Clubs, Inc.		04/01/2015	CORPORATION: TEXAS
RECEIVING PARTY DATA			
Name:	Bank of America, N.A.		
Street Address:	901 Main Street		
City:	Dallas		
State/Country:	TEXAS		
Postal Code:	75202-3714		
Entity Type:	national banking association: UNITED STATES		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	4032835	WE TAKE YOUR FITNESS PERSONALLY.	
Registration Number:	4527918	ULTIMATE CROSS TRAINING S	
Registration Number:	4486547	ULTIMATE CROSS TRAINING	
CORRESPONDENCE DATA			
Fax Number:	7044448857		
<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:	7043432104		
Email:	twitcher@mcguirewoods.com		
Correspondent Name:	Terry L. Witcher, Paralegal		
Address Line 1:	McGuireWoods LLP		
Address Line 2:	201 N. Tryon Street, Suite 3000		
Address Line 4:	Charlotte, NORTH CAROLINA 28202		
ATTORNEY DOCKET NUMBER:	2068279-2008		
NAME OF SUBMITTER:	Terry L. Witcher, Paralegal		
SIGNATURE:	/s/ Terry L. Witcher		
DATE SIGNED:	04/01/2015		
Total Attachments: 4			
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**NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS**

Dated: as of April 1, 2015

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of April 1, 2015 (as amended, restated, supplemented or otherwise modified from time to time, the "Agreement") among the Grantor (as defined below), the other grantors party thereto and the Lender on behalf of the Secured Parties referenced therein, the undersigned Grantor has granted a continuing security interest in and continuing lien upon the trademarks and trademark applications on Schedule 1 to the Lender for the ratable benefit of the Secured Parties.

The Grantor and the Lender, on behalf of the Secured Parties, hereby acknowledge and agree that the security interest in such trademarks and trademark applications (a) may only be terminated in accordance with the terms of the Agreement and (b) is not to be construed as an assignment of any trademark or trademark application.

[Signature pages follow.]

Very truly yours,

GRANTOR:

SPECTRUM CLUBS, INC.

Spectrum Clubs, Inc.
1 Lombard Street
San Francisco, CA 94111

By: 
Name: Girish Satya
Title: Chief Financial Officer

Jurisdiction of Organization: Texas

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Notice of Grant of Security Interest in Trademarks
Signature Page

TRADEMARK
REEL: 005490 FRAME: 0112

LENDER:

Bank of America, N.A.
901 Main Street
Dallas, Texas 75202-3714

Acknowledged and accepted:

BANK OF AMERICA, N.A.

By: 

Name: Frank Byrne

Title: Senior Vice President


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Notice of Grant of Security Interest in Trademarks
Signature Page

TRADEMARK
REEL: 005490 FRAME: 0113

SCHEDULE 1

TRADEMARKS

HOLDER	DESCRIPTION	REGISTRATION NUMBER	REGISTRATION DATE
Spectrum Clubs, Inc. DBA Spectrum Athletic Clubs, a Texas corporation	WE TAKE YOUR FITNESS PERSONALLY.	4032835	September 27, 2011
Spectrum Clubs, Inc. DBA Spectrum Athletic Clubs, a Texas corporation	ULTIMATE CROSS TRAINING S (Design) 	4527918	May 13, 2014
Spectrum Clubs, Inc. DBA Spectrum Athletic Clubs, a Texas corporation	ULTIMATE CROSS TRAINING	4486547	February 18, 2014