

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM475420

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Release of Security Interest recorded at Reel/Frame 5935/0846

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
PNC Bank, National Association		05/22/2018	National Banking Association: UNITED STATES

RECEIVING PARTY DATA

Name:	Virgin Pulse, Inc.
Street Address:	75 Fountain Street
City:	Providence
State/Country:	RHODE ISLAND
Postal Code:	02902
Entity Type:	Corporation: DELAWARE
Name:	Shapeup, Inc.
Street Address:	75 Fountain Street
City:	Providence
State/Country:	RHODE ISLAND
Postal Code:	02902
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 27

Property Type	Number	Word Mark
Serial Number:	86424609	EMPOWER
Serial Number:	86057676	CHANGING LIVES FOR GOOD
Serial Number:	86057694	CHANGING LIVES FOR GOOD. MAKING COMPANIE
Serial Number:	86057692	CHANGING LIVES FOR GOOD. MAKING COMPANIE
Serial Number:	86057682	CHANGING LIVES FOR GOOD
Serial Number:	86057697	CHANGING LIVES FOR GOOD. MAKING COMPANIE
Serial Number:	86057686	CHANGING LIVES FOR GOOD. MAKING COMPANIE
Serial Number:	86057685	CHANGING LIVES FOR GOOD
Serial Number:	86057542	CHANGING LIVES FOR GOOD
Serial Number:	85819332	SOCIAL WELLNESS
Registration Number:	3796222	SHAPE UP THE NATION
Registration Number:	4222653	SHAPEUP
Registration Number:	4222693	SHAPEUP

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	4791129	SOCIAL WELLNESS
Serial Number:	86814840	SHAPEUP
Serial Number:	86814823	SHAPEUP
Registration Number:	3461818	GOZONE
Registration Number:	4725122	ENERGY, FOCUS, DRIVE
Registration Number:	4725121	ENERGY, FOCUS, DRIVE
Registration Number:	4725120	ENERGY, FOCUS, DRIVE
Registration Number:	3566616	HEALTHMILES
Registration Number:	3566617	HEALTHZONE
Registration Number:	3566614	GET ACTIVE. GET REWARDS.
Registration Number:	3566615	LIVE LIFE LIVELY
Registration Number:	3962308	PAY-FOR-PREVENTION
Registration Number:	3285805	TAKE CHARGE TRACK RESULTS EARN REWARDS
Registration Number:	3279568	HEALTHMILES

CORRESPONDENCE DATA

Fax Number: 3128622200

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: 312-862-6371

Email: renee.prescan@kirkland.com

Correspondent Name: Renee Prescan

Address Line 1: 300 North LaSalle Street

Address Line 2: Kirkland & Ellis LLP

Address Line 4: Chicago, ILLINOIS 60654

ATTORNEY DOCKET NUMBER: 22275-71 RMP

NAME OF SUBMITTER: Renee M. Prescan

SIGNATURE: /Renee M. Prescan/

DATE SIGNED: 05/24/2018

Total Attachments: 4

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NOTICE OF RELEASE OF
SECURITY INTEREST IN TRADEMARKS

This NOTICE OF RELEASE OF SECURITY INTEREST IN TRADEMARKS (this "Release"), effective as of May 22, 2018 is made by PNC Bank, National Association, in its capacity as agent for the Lenders (as hereinafter defined) (together with its successors and assigns in such capacity, "Agent") in favor of Virgin Pulse, Inc., a Delaware corporation ("VirginPulse") and Shapeup, Inc., a Delaware corporation ("Shapeup" and together with VirginPulse, collectively, the "Grantor") pursuant to that certain Revolving Credit, Term Loan and Security Agreement date November 29, 2016 (as amended to date, the "Credit Agreement") among Grantor, certain of its affiliates, the lenders from time to time party thereto (the "Lenders"), and Agent.

W I T N E S S E T H:

WHEREAS, in connection with the Credit Agreement, the Grantor executed and delivered a Trademark Security Agreement, dated as of November 29, 2016, in favor of the Agent (the "Security Agreement");

WHEREAS, pursuant to the Security Agreement, the Grantor pledged and granted to the Agent for the benefit of the Agent and the Lenders a continuing security interest in all of its trademarks and rights with respect thereto, including but not limited to the trademark registrations set forth on Schedule A attached hereto (the "Released Trademarks");

WHEREAS, the Agent recorded its security interest in the Released Trademarks in the United States Patent and Trademark Office on December 3, 2016 at Reel 5935 Frame 0846;

WHEREAS, the Agent now desires to terminate and release the entirety of its security interest in the Released Trademarks;

WHEREAS, the Agent has duly authorized the execution, delivery and performance of this Release.

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, the Agent agrees, for the benefit of the Grantor, as follows:

SECTION 1. Definitions. Unless otherwise defined herein or the context otherwise requires, terms used in this Release, including its preamble and recitals, have the meanings provided or provided by reference in the Credit Agreement, as applicable.

SECTION 2. Release of Security Interest. The Agent does hereby release, relinquish and discharge its security interest in, and right of setoff against, all of the Grantor's right, title and interest in, to and under the Released Trademarks and all right, title and interest of the Grantor in the Released Trademarks are hereby reassigned by the Agent to the Grantor.

[Signatures Follow On Next Page.]

IN WITNESS WHEREOF, the Agent has caused this Release to be duly executed and delivered by its officer thereunto duly authorized as of the date set forth above.

PNC BANK, NATIONAL ASSOCIATION,
as Agent

By: 

Name: Marcus Davidsson
Title: Vice President

SCHEDULE A

TRADEMARKS

Trademark Name	Grantor	Registration Date (Application date)	Registration No. (Application No.)
SHAPE UP THE NATION	SHAPEUP, INC.	7/1/2010	3796222
SHAPEUP	SHAPEUP, INC.	10/9/2012	4222653
 shapeup	SHAPEUP, INC.	10/9/2012	4222693
SOCIAL WELLNESS	SHAPEUP, INC.	8/11/2015	4791129
SHAPEUP 	SHAPEUP, INC.	(10/10/2015)	(86814840)
SHAPEUP	SHAPEUP, INC.	(11/10/2015)	(86814823)
GOZONE	VIRGIN PULSE, INC.	7/8/2008	3461818
ENERGY, FOCUS, DRIVE	VIRGIN PULSE, INC.	4/21/2015	4725122
ENERGY, FOCUS, DRIVE	VIRGIN PULSE, INC.	4/21/2015	4725121
ENERGY, FOCUS, DRIVE	VIRGIN PULSE, INC.	4/21/2015	4725120
HEALTHMILES	VIRGIN PULSE, INC.	1/27/2009	3566616
HEALTHZONE	VIRGIN PULSE, INC.	1/27/2009	3566617
GET ACTIVE. GET REWARDS.	VIRGIN PULSE, INC. (fka VIRGIN HEALTHMILES, INC.)	1/27/2009	3566614
LIVE LIFE LIVELY	VIRGIN PULSE, INC. (fka VIRGIN HEALTHMILES, INC.)	1/27/2009	3566615
PAY-FOR-PREVENTION	VIRGIN PULSE, INC. (fka VIRGIN HEALTHMILES, INC.)	5/17/2011	3962308
TAKE CHARGE TRACK RESULTS EARN REWARDS	VIRGIN PULSE, INC. (fka VIRGIN HEALTHMILES, INC.)	8/28/2007	3285805
HEALTHMILES	VIRGIN PULSE, INC. (fka VIRGIN HEALTHMILES, INC.)	8/14/2007	3279568

TRADEMARKS APPLICATIONS
INTENT TO USE

Trademark Name	Grantor	Registration Date (Application date)	Registration No. (Application No.)
EMPOWER	SHAPEUP, INC.	(10/15/2014)	(86424609)
CHANGING LIVES FOR GOOD	VIRGIN PULSE, INC.	(9/6/2013)	(86057676)
CHANGING LIVES FOR GOOD. MAKING COMPANIES BETTER.	VIRGIN PULSE, INC.	(9/6/2013)	(86057694)
CHANGING LIVES FOR GOOD. MAKING COMPANIES BETTER.	VIRGIN PULSE, INC.	(9/6/2013)	(86057692)
CHANGING LIVES FOR GOOD	VIRGIN PULSE, INC.	(9/6/2013)	(86057682)
CHANGING LIVES FOR GOOD. MAKING COMPANIES BETTER.	VIRGIN PULSE, INC.	(9/6/2013)	(86057697)
CHANGING LIVES FOR GOOD. MAKING COMPANIES BETTER.	VIRGIN PULSE, INC.	(9/6/2013)	(86057686)
CHANGING LIVES FOR GOOD	VIRGIN PULSE, INC.	(9/6/2013)	(86057685)
CHANGING LIVES FOR GOOD	VIRGIN PULSE, INC.	(9/6/2013)	(86057542)
SOCIAL WELLNESS	SHAPEUP, INC.	1/9/2013	(85819332)