

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM616339

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNMENT OF SUPPLEMENTAL SECURITY INTEREST IN INTELLECTUAL PROPERTY - Reel/Frame 6952/0579		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
MORGAN STANLEY SENIOR FUNDING, INC.		12/22/2020	Corporation:
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	WILMINGTON TRUST, NATIONAL ASSOCIATION		
<b>Street Address:</b>	50 South Sixth Street		
<b>Internal Address:</b>	Suite 1290		
<b>City:</b>	MINNEAPOLIS		
<b>State/Country:</b>	MINNESOTA		
<b>Postal Code:</b>	55402		
<b>Entity Type:</b>	National Banking Association: UNITED STATES		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2621041	STORE24	
<b>Registration Number:</b>	6054112	YOGA24	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2123108007		
<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>			
<b>Phone:</b>	2123108000		
<b>Email:</b>	juan.arias@weil.com		
<b>Correspondent Name:</b>	Adam Bernstein		
<b>Address Line 1:</b>	Weil, Gotshal & Manges LLP		
<b>Address Line 2:</b>	767 Fifth Avenue		
<b>Address Line 4:</b>	New York, NEW YORK 10153		
<b>ATTORNEY DOCKET NUMBER:</b>	A. Bernstein - 78028.0004		
<b>NAME OF SUBMITTER:</b>	Adam Bernstein		
<b>SIGNATURE:</b>	/Adam Bernstein/		
<b>DATE SIGNED:</b>	12/23/2020		
<b>Total Attachments: 6</b>			

CH \$65.00 2621041

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**ASSIGNMENT OF  
SUPPLEMENTAL SECURITY INTEREST IN INTELLECTUAL PROPERTY**

This ASSIGNMENT OF SUPPLEMENTAL SECURITY INTEREST IN INTELLECTUAL PROPERTY (the "Assignment") dated as of December 22, 2020, is made by MORGAN STANLEY SENIOR FUNDING, INC., as assignor (the "Assignor") in favor of WILMINGTON TRUST, NATIONAL ASSOCIATION as assignee (the "Assignee"). Capitalized terms used but not defined herein shall have the meanings given to them in the IP Security Agreement Supplement (as defined below) unless otherwise specified herein.

WHEREAS, pursuant to a Credit Agreement, dated as of May 31, 2018 (as amended, restated, supplemented or otherwise modified from time to time), by and among 24 HOUR FITNESS WORLDWIDE, INC., as Borrower, 24 HOUR HOLDINGS II LLC, as Holdings, Assignor, as Administrative Agent and Collateral Agent, the Lenders party thereto, and the other parties thereto from time to time (the "Credit Agreement"), 24 HOUR FITNESS USA, INC. and RS FIT HOLDINGS LLC (each a "Grantor" and together the "Grantors") entered into a Security Agreement, dated May 31, 2018 with Assignor, as Collateral Agent (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement");

WHEREAS, pursuant to the Security Agreement, the Grantors executed and delivered an Intellectual Property Security Agreement Supplement, dated June 3, 2020, in favor of the Assignor (the "IP Security Agreement Supplement"), which was recorded in the United States Patent and Trademark Office on June 3, 2020 at Reel/Frame 6952/0579 (with respect to 24 Hour Fitness);

WHEREAS, pursuant to the Security Agreement and the IP Security Agreement Supplement, each Grantor granted to the Assignor (as Collateral Agent), for the ratable benefit of the Secured Parties, a security interest (the "Security Interest") in all of such Grantor's right title and interest in and to the Additional Collateral, including the trademark and service mark registrations and applications set forth in Schedule A hereto;

WHEREAS, pursuant to that certain Resignation, Appointment and Amendment Agreement, dated December 22, 2020, by and among Assignor, Assignee, certain of the Lenders under the Credit Agreement, 24 HOUR FITNESS WORLDWIDE, INC., and 24 HOUR HOLDINGS II LLC, (i) Assignor resigned as Collateral Agent and Assignee was appointed the successor Collateral Agent, (ii) Assignor transferred, assigned, granted and conveyed unto Assignee, as Collateral Agent, all of its right, title and interest in and to the Security Agreement, the IP Security Agreement Supplement, and the Security Interest in the Collateral; and

WHEREAS, Assignor and Assignee wish to confirm and record the assignment of the IP Security Agreement Supplement and the Security Interest in the Collateral by Assignor to Assignee.


NOW THEREFORE, in consideration of the foregoing premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby transfers, assigns, grants and conveys unto Assignee, and Assignee hereby assumes, all of Assignor's right, title and interest in and to the IP Security Agreement Supplement and the

Security Interest in the Collateral. This Assignment may be executed by the parties to this Assignment in any number of separate counterparts (including by facsimile or PDF signatures), and all of said counterparts taken together shall be deemed to constitute one and the same instrument.

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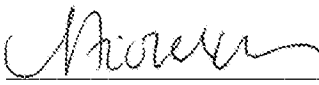
IN WITNESS WHEREOF, the parties hereto have caused this Assignment to be executed by their respective duly authorized officers.

MORGAN STANLEY SENIOR FUNDING, INC.,  
as Assignor

By:  \_\_\_\_\_  
Name: Lisa Hanson  
Title: VP

Accepted:

WILMINGTON TRUST, NATIONAL  
ASSOCIATION, as Assignee

By:   
Name: Nicole Kroll  
Title: Assistant Vice President





*[Signature Page to Assignment of Supplemental Security Interest in Intellectual Property]*


**TRADEMARK**  
**REEL: 007195 FRAME: 0917**

## Schedule B

### US AND FOREIGN TRADEMARKS AND TRADEMARK APPLICATIONS

24 Hour Fitness USA, Inc.

Mark	Design	Country	Application No.	Application Date	Registration No.	Registration Date	Classes	Status
<b>UNITED STATES</b>								
24 HOUR FITNESS and Design		Florida			FL T05000001317	Oct 10, 2005	41	Expired
24 HOUR FITNESS SHAQ-SPORT and Design		Florida			FL T05000001316	Oct 10, 2005	41	Expired
YOGA24		United States (Federal)	88116240	Sep 13, 2018	6054112	May 12, 2020	41	Registered
STORE24		United States (Federal)	76325468	Oct 16, 2001	2621041	Sep 17, 2002	35	Registered
<b>FOREIGN</b>								
24 HOUR FITNESS		Argentina	2208489	Mar-17-1999	1793674	May-11-2011	18	Archived
24 HOUR FITNESS and Design		Canada	1911003	Jul-23-2018			9	Pending
24 HOUR FITNESS		Canada	1911002	Jul 23, 2018			38, 41, 42, 44	Pending
24 HOUR FITNESS		Chile	886390	Nov 25, 2009	888375	Dec 30, 2009	18, 25	Expired
24 HOUR FITNESS and Design		Chile	1010938	Jun 7, 2012	979462	Jun 7, 2012	41	Renewed

Mark	Design	Country	Application No.	Application Date	Registration No.	Registration Date	Classes	Status
24 HOUR FITNESS		Chile	886389	Nov 25, 2009	888376	Dec 30, 2009	41	Renewed
24 HOUR FITNESS and Design		China	11741638	Nov 14, 2012	11741638	Jul 14 2016	25	Registered
24 HOUR FITNESS and Design		China	11741656	Nov 14, 2012	11741656	Apr 28, 2014	25	Registered
24 HOUR FITNESS		Mexico	2088300	Aug 10, 2018	2016765	Jun 28, 2019	41	Registered
24 HOUR FITNESS		Mexico	2164508	Feb 11, 2019	2022800	Jul 18, 2019	18	Registered
24 HOUR FITNESS		Mexico	2164510	Feb 11, 2019	2085586	Feb 21, 2020	25	Registered
24 HOUR FITNESS		Mexico	2314114	Jan 10, 2020			41	Published
24 HOUR FITNESS		Republic of Korea	5520100000282	May-18-2010	4500012560000	Oct-14-2010	18, 25	Registered
24 HOUR FITNESS (Stylized)		Spain	2342221	Sep 4, 2000	M2342221	Apr 22, 2002	41	Registered

RS FIT Holdings, Inc.

Mark	Design	Country	Application No.	Application Date	Registration No.	Registration Date	Classes	Status
FOREIGN								
BALLY FITNESS		Brazil	915000059	Jul 10, 2018	915000059	Jul 2, 2019	28	Registered
BALLY FITNESS		Brazil	915000113	Jul 10, 2018	915000113	Jul 2, 2019	41	Registered