

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM336998

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

**TRADEMARK**  
**REEL: 005490 FRAME: 0113**

SCHEDULE 1

TRADEMARKS

<b>HOLDER</b>	<b>DESCRIPTION</b>	<b>REGISTRATION NUMBER</b>	<b>REGISTRATION DATE</b>
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