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TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1 Stylesheet Version v1.2 ETAS ID: TM541469

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest in U.S. Trademarks		

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
F45 Training Incorporated		09/18/2019	Corporation: DELAWARE

RECEIVING PARTY DATA

Name:	JPMorgan Chase Bank, N.A.			
Street Address: 10 South Dearborn, Floor L2, Suite IL1-0480				
City: Chicago				
State/Country: ILLINOIS				
Postal Code: 60603-2300				
Entity Type:	National Banking Association: UNITED STATES			

PROPERTY NUMBERS Total: 46

Property Type	Number	Word Mark			
Registration Number:	5317817	3 PEAT			
Registration Number:	5532044	45			
Registration Number:	5645509	45 CROSS TRAINING			
Registration Number:	5658061	45 FITNESS			
Registration Number:	5532045	45 HIIT			
Registration Number:	5788048	45 TRAINING			
Registration Number:	5561664	45F			
Registration Number:	5561665	A45			
Registration Number:	5561666	B45			
Registration Number:	5520210	C45			
Registration Number:	5520211	D45			
Registration Number:	5700858	DOCKLANDS			
Registration Number:	5586995	DRAFT DAY			
Registration Number:	5520212	E45			
Registration Number:	5244357	F45			
Registration Number:	5779017	F45 ACADEMY			
Registration Number:	5816931	F45			
Registration Number:	5604751	F45 CHALLENGE			
Registration Number:	5728307	F45 U			

TRADEMARK REEL: 006748 FRAME: 0879

900515732

Property Type	Number	Word Mark			
Registration Number:	5725143	F45			
Registration Number:	5371872	FUNCTIONAL 45			
Registration Number:	5520213	G45			
Registration Number:	5520214	H45			
Registration Number:	5520215	145			
Registration Number:	5520216	J45			
Registration Number:	5520217	K45			
Registration Number:	5520218	L45			
Registration Number:	5598712	LIONHEART			
Registration Number:	5598711	LIONHEART			
Registration Number:	5520219	M45			
Registration Number:	5520220	N45			
Registration Number:	5520221	O45			
Registration Number:	5520222	P45			
Registration Number:	5707536	D DOCKLANDS			
Registration Number:	5520223	Q45			
Registration Number:	5520224	R45			
Registration Number:	5520225	S45			
Registration Number:	5520226	T45			
Registration Number:	5125387	TEAM TRAINING LIFE CHANGING			
Registration Number:	5192477	TEMPLARS			
Registration Number:	5520227	U45			
Registration Number:	5551411	V45			
Registration Number:	5551412	W45			
Registration Number:	5551413	X45			
Registration Number:	5520228	Y45			
Registration Number:	5520229	Z45			

CORRESPONDENCE DATA

Fax Number: 6175236850

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: 617-523-2700

Email: susan.dinicola@hklaw.com,lorrin.stone@hklaw.com

Correspondent Name: Holland & Knight LLP
Address Line 1: 10 St. James Avenue

Address Line 4: Boston, MASSACHUSETTS 02116

NAME OF SUBMITTER:	Susan C. DiNicola
SIGNATURE:	/Susan C. DiNicola/

DATE SIGNED:	09/18/2019
Total Attachments: 7	
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NOTICE OF GRANT OF SECURITY INTEREST IN U.S. TRADEMARKS

To: United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to that certain Pledge and Security Agreement dated as of September 18, 2019 (as the same may be amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement"), by and among F45 TRAINING INCORPORATED, a Delaware corporation (the "Grantor"), certain of the Grantor's affiliates from time to time party thereto, the financial institution from time to time party thereto, and JPMORGAN CHASE BANK, N.A., as administrative agent (the "Administrative Agent"), the undersigned has granted to the Administrative Agent a continuing security interest in and to, and lien upon, all right, title, and interest in the trademarks and trademark applications set forth on Schedule 1 hereto.

The undersigned hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications may only be terminated in accordance with the terms of the Security Agreement.

[Signatures on following page.]

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Very truly yours,

F45 TRAINING INCORPORATED, a Delaware
corporation
Ву:
Name: Adam James Gilchrist
Title: President

[F45 – SIGNATURE PAGE TO NOTICE OF GRANT OF SECURITY INTEREST IN U.S. TRADEMARKS]

Acknowledged and Accepted:

JPMORGAN CHASE BANK, N.A., as

Administrative Agent

Name: Eleftherios Karsos

Title: Authorized Officer

[F45 - SIGNATURE PAGE TO NOTICE OF GRANT OF SECURITY INTEREST IN U.S. TRADEMARKS]

Schedule 1

Name of Grantor	Trademark	Grantor's % Ownership	Jurisdiction(s) and Office Where Registered	Registration Number	Registration Date
F45 Training, Inc.	F45 & Bands Logo in Color	100%	Colorado	20161803993	28-Nov-16
F45 Training, Inc.	3-PEAT	100%	United States	5317817	24-Oct-17
F45 Training, Inc.	45	100%	United States	5532044	31-Jul-18
F45 Training, Inc.	45 CROSS TRAINING	100%	United States	5645509	1-Jan-19
F45 Training, Inc.	45 FITNESS	100%	United States	5658061	15-Jan-19
F45 Training, Inc.	45 HIIT	100%	United States	5532045	31-Jul-18
F45 Training, Inc.	45 TRAINING	100%	United States	5788048	25-Jun-19
F45 Training, Inc.	45F	100%	United States	5561664	11-Sep-18
F45 Training, Inc.	A45	100%	United States	5561665	11-Sep-18
F45 Training, Inc.	B45	100%	United States	5561666	11-Sep-18
F45 Training, Inc.	C45	100%	United States	5520210	17-Jul-18
F45 Training, Inc.	D45	100%	United States	5520211	17-Jul-18
F45 Training,	DOCKLANDS	100%	United States	5700858	19-Mar-19

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REEL: 006748 FRAME: 0885

Inc.					
F45	DRAFT DAY	100%	United States	5586995	16-Oct-18
Training,					
Inc.					
F45	E45	100%	United States	5520212	17-Jul-18
Training,					
Inc.					
F45	F45	100%	United States	5244357	18-Jul-17
Training,					
Inc.					
F45	F45 ACADEMY	100%	United States	5779017	18-Jun-19
Training,					
Inc.					
F45	F45 Blue Logo	100%	United States	5816931	30-Jul-19
Training,	with White Border				
Inc.					
F45	F45 CHALLENGE	100%	United States	5604751	13-Nov-18
Training,					
Inc.					
F45	F45 TRAINING	100%	United States	4801720	1-Sep-15
Training,					1
Inc.					
F45	F45 U	100%	United States	5728307	16-Apr-19
Training,					
Inc.					
F45	F45 White Logo	100%	United States	5725143	16-Apr-19
Training,	with Blue Border				
Inc.					
F45	FUNCTIONAL 45	100%	United States	5371872	2-Jan-18
Training,					
Inc.					
F45	G45	100%	United States	5520213	17-Jul-18
Training,					
Inc.					
F45	H45	100%	United States	5520214	17-Jul-18
Training,					
Inc.					
F45	HERITAGE Logo	100%	United States	4797493	25-Aug-15
Training,	(FUNCTIONAL 45				
Inc.	F45 TRAINING &				
	Design) in Color				
F45	I45	100%	United States	5520215	17-Jul-18
Training,					
Inc.					
F45	J45	100%	United States	5520216	17-Jul-18
Training,					

[Notice of Grant of Security Interest (Trademarks)]

Inc.				1	
F45	K45	100%	United States	5520217	17-Jul-18
Training,					
Inc.					
F45	L45	100%	United States	5520218	17-Jul-18
Training,					
Inc.					
F45	LionHeart	100%	United States	5598712	6-Nov-18
Training,					
Inc.					
F45	LIONHEART	100%	United States	5598711	6-Nov-18
Training,	Logo				
Inc.					
F45	M45	100%	United States	5520219	17-Jul-18
Training,					
Inc.					
F45	N45	100%	United States	5520220	17-Jul-18
Training,					
Inc.					
F45	O45	100%	United States	5520221	17-Jul-18
Training,					
Inc.					
F45	P45	100%	United States	5520222	17-Jul-18
Training,					
Inc.					
F45	PELICAN	100%	United States	5707536	26-Mar-19
Training,	DOCKLANDS				
Inc.	Logo in Color				
F45	Q45	100%	United States	5520223	17-Jul-18
Training,					
Inc.					
F45	R45	100%	United States	5520224	17-Jul-18
Training,					
Inc.					
F45	S45	100%	United States	5520225	17-Jul-18
Training,					
Inc.					
F45	T45	100%	United States	5520226	17-Jul-18
Training,					
Inc.					
F45	TEAM TRAINING	100%	United States	5125387	17-Jan-17
Training,	LIFE CHANGING				
Inc.					
F45	TEMPLARS	100%	United States	5192477	25-Apr-17
Training,					
Inc.					

[Notice of Grant of Security Interest (Trademarks)]

F45	U45	100%	United States	5520227	17-Jul-18
Training,					
Inc.					
F45	V45	100%	United States	5551411	28-Aug-18
Training,					
Inc.					
F45	W45	100%	United States	5551412	28-Aug-18
Training,					
Inc.					
F45	X45	100%	United States	5551413	28-Aug-18
Training,					
Inc.					
F45	Y45	100%	United States	5520228	17-Jul-18
Training,					
Inc.					
F45	Z45	100%	United States	5520229	17-Jul-18
Training,					
Inc.					

[Notice of Grant of Security Interest (Trademarks)]