

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
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ETAS ID: TM341864

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNMENT AND ASSUMPTION OF SECURITY INTERESTS IN TRADEMARKS
SEQUENCE:	3

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
FCC, LLC, dba First Capital or First Capital Western Region, LLC		05/18/2015	LIMITED LIABILITY COMPANY: FLORIDA

RECEIVING PARTY DATA

Name:	ACF FinCo I LP
Street Address:	580 White Plains Road, 6th Floor
City:	Tarrytown
State/Country:	NEW YORK
Postal Code:	10591
Entity Type:	LIMITED PARTNERSHIP: DELAWARE

PROPERTY NUMBERS Total: 57

Property Type	Number	Word Mark
Registration Number:	2990427	EVERYDAY ESSENTIALS
Registration Number:	3477568	FIT-FLO
Registration Number:	2974228	LYRIC
Registration Number:	2995868	METROPOLITAN COLLECTION
Registration Number:	2190449	SWANSTONE
Registration Number:	2033312	SWANSTONE
Registration Number:	1521691	SWANSTONE
Registration Number:	2801390	SWANSTONE STRENGTH BALANCE BEAUTY
Registration Number:	3284336	SWANTILE
Registration Number:	3193148	THERE IS NOTHING LIKE SWANSTONE
Registration Number:	2792971	VERITEK
Registration Number:	3835969	OUR PLANET
Registration Number:	3687235	XHILAR8
Registration Number:	3204638	SORENZYME
Registration Number:	3170025	RECHARGE! ANABOLIC PRIMER
Registration Number:	3015616	CHARGE!

OP \$1440.00 2990427

Property Type	Number	Word Mark
Registration Number:	3030698	ROCKIN' ROLL
Registration Number:	3071935	BANEX
Registration Number:	2985120	CARBWATCHERS
Registration Number:	2849736	KWIK VITES
Registration Number:	2858997	EFA LEAN
Registration Number:	2931628	GLUTA LEAN
Registration Number:	2949716	CREALEAN
Registration Number:	2864118	
Registration Number:	2796855	GET LEAN HOUSTON
Registration Number:	2800937	CARBWATCHERS
Registration Number:	2512277	LABRADA NUTRITION
Registration Number:	2529161	LEAN BODY FOR HER
Registration Number:	2564359	ELASTI JOINT
Registration Number:	2562642	GET LEAN
Registration Number:	2511089	MUSCLE MUNCHKINS
Registration Number:	2351620	PRO V60
Registration Number:	2392133	PROLETE
Registration Number:	2370056	KWIK SIZE XXXL
Registration Number:	2299849	LEAN PRO
Registration Number:	2303404	"IF IT'S ON THE LABEL, IT'S IN THE BOTTL
Registration Number:	1979782	LEAN BODY
Registration Number:	2001051	KWIK BURN
Registration Number:	3963157	POWER CARB
Registration Number:	4029436	LEAN PRO8
Registration Number:	3804556	HUMANO GROWTH
Registration Number:	3339219	MASTER TILE
Registration Number:	3339220	MASTER TILE
Registration Number:	3648867	ADAPTABLE RIGIDITY
Registration Number:	2089602	WOLF MOUNTAIN HUNTINGWEAR BY KEY
Registration Number:	0669330	TUF-NUT
Registration Number:	3436758	LAKIN MCKEY TRADING CO. BY KEY
Registration Number:	2082680	POLAR KING
Registration Number:	0536624	TUF NUT
Registration Number:	3417591	TUF-NUT
Registration Number:	1197997	KEY "IMPERIAL" - ARISTOCRAT OF OVERALLS
Registration Number:	1196886	KEY IMPERIAL
Registration Number:	3436757	LAKIN MCKEY
Registration Number:	0542701	KEY "IMPERIAL" ARISTOCRAT OF OVERALLS

Property Type	Number	Word Mark
Registration Number:	4712776	FLAMEOUT
Serial Number:	77452223	SUPERSIZE! XTREME MASS
Serial Number:	77290377	LEE LABRADA'S DESIGNER CARBS

CORRESPONDENCE DATA

Fax Number: 7147558290

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: 714-540-1235

Email: ipdocket@lw.com

Correspondent Name: Latham & Watkins LLP

Address Line 1: 650 Town Center Drive, Suite 2000

Address Line 4: Costa Mesa, CALIFORNIA 92626

ATTORNEY DOCKET NUMBER:	030205-0194
NAME OF SUBMITTER:	Anna T Kwan
SIGNATURE:	/atk/
DATE SIGNED:	05/19/2015

Total Attachments: 6

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ASSIGNMENT AND ASSUMPTION OF SECURITY INTERESTS IN TRADEMARKS

Reference is made to each respective Loan Agreement by and among each Grantor and FCC, LLC (the "Existing Lender"), and pursuant to the Trademark Security Agreements recorded with the U.S. Patent and Trademark Office on each of the dates, and Reel and Frame numbers set forth in the Schedule below, where each Grantor granted and pledged to Lender a security interest in all of such Grantor's right, title and interest in, to and under its present, existing and hereafter acquired Intellectual Property Collateral.

WHEREAS, FCC, LLC, dba First Capital or First Capital Western Region, LLC a Florida limited liability company with an address of 3520 NW 58th Street, Oklahoma City, Oklahoma 73112 (hereinafter the "Assignor") was assigned a security interest in the trademarks listed in the attached schedule (hereinafter the "Security Interests");

WHEREAS, ACF FinCo I LP, a Delaware limited partnership with an address of 580 White Plains Road, 6th Floor, Tarrytown, New York 10591(hereinafter the "Assignee"), is desirous of acquiring the entire right, title and interest of the Assignor in the Security Interests;

The effective date of this Assignment and Assumption shall be May ~~10~~, 2015 (the "Effective Date"). As of the Effective Date, the Existing Lender hereby irrevocably assigns to ACF FinCo I LP, and ACF FinCo I LP hereby assumes from the Existing Lender, the Trademark Security Agreements and all rights, remedies, obligations and other interests of the Existing Lender thereunder.

THEREFORE, BE IT KNOWN that for and in consideration of value received, Assignor hereby sells, assigns, and transfers the entire right, title and interest in and to the said Security Interests unto Assignee, its successors and assigns.

This Assignment and Assumption may be executed in counterparts (and by different parties hereto in different counterparts), each of which shall constitute an original, but all of which when taken together shall constitute a single contract. Delivery of an executed counterpart of a signature page of this Assignment and Assumption by facsimile or other electronic imaging means shall be effective as delivery of a manually executed counterpart of this Assignment and Assumption.

FCC, LLC

By: 

Name: R. Lee Wilson

Title: Chief Executive Officer

ACF FINCO I LP

By: 

Name: JAMES MILLER

Title: Vice President

SCHEDULE

<u>Trademark</u>	<u>Serial Number</u>	<u>Registration Number</u>	<u>Reel/Frame</u>	<u>Recordation Date</u>	<u>Grantor</u>
EVERYDAY ESSENTIALS	78297130	2990427	3998/0488	6/3/2009	THE SWAN CORPORATION
FIT-FLO	77155205	3477568	3998/0488	6/3/2009	THE SWAN CORPORATION
LYRIC	78333457	2974228	3998/0488	6/3/2009	THE SWAN CORPORATION
METROPOLITAN COLLECTION	78297145	2995868	3998/0488	6/3/2009	THE SWAN CORPORATION
SWANSTONE	75244958	2190449	3998/0488	6/3/2009	THE SWAN CORPORATION
SWANSTONE	74616525	2033312	3998/0488	6/3/2009	THE SWAN CORPORATION
SWANSTONE	73721769	1521691	3998/0488	6/3/2009	THE SWAN CORPORATION
SWANSTONE STRENGTH BALANCE BEAUTY and Design	78118261	2801390	3998/0488	6/3/2009	THE SWAN CORPORATION
SWANTILE	77008557	3284336	3998/0488	6/3/2009	THE SWAN CORPORATION
THERE IS NOTHING LIKE SWANSTONE	78815427	3193148	3998/0488	6/3/2009	THE SWAN CORPORATION
VERITEK	78118268	2792971	3998/0488	6/3/2009	THE SWAN CORPORATION
OUR PLANET	77726811	3835969	3998/0488	6/3/2009	THE SWAN CORPORATION
XHILAR8	77545396	3687235	4245/0178	7/20/2010	LABRADA BODYBUILDING NUTRITION, INC.
SORENZYME	78705238	3204638	4245/0178	7/20/2010	LABRADA BODYBUILDING NUTRITION, INC.
RECHARGE! ANABOLIC PRIMER	78637111	3170025	4245/0178	7/20/2010	LABRADA BODYBUILDING NUTRITION, INC.

<u>Trademark</u>	<u>Serial Number</u>	<u>Registration Number</u>	<u>Reel/Frame</u>	<u>Recordation Date</u>	<u>Grantor</u>
CHARGE!	78489351	3015616	4245/0178	7/20/2010	LABRADA BODYBUILDING NUTRITION, INC.
ROCKIN' ROLL	78455820	3030698	4245/0178	7/20/2010	LABRADA BODYBUILDING NUTRITION, INC.
BANEX	78389257	3071935	4245/0178	7/20/2010	LABRADA BODYBUILDING NUTRITION, INC.
CARBWATCHERS	78340847	2985120	4245/0178	7/20/2010	LABRADA BODYBUILDING NUTRITION, INC.
KWIK VITES	78218704	2849736	4245/0178	7/20/2010	LABRADA BODYBUILDING NUTRITION, INC.
EFA LEAN	78218713	2858997	4245/0178	7/20/2010	LABRADA BODYBUILDING NUTRITION, INC.
GLUTA LEAN	78168805	2931628	4245/0178	7/20/2010	LABRADA BODYBUILDING NUTRITION, INC.
CREALEAN	78168809	2949716	4245/0178	7/20/2010	LABRADA BODYBUILDING NUTRITION, INC.
Design of Man next to the State of Texas	76418292	2864118	4245/0178	7/20/2010	LABRADA BODYBUILDING NUTRITION, INC.
GET LEAN HOUSTON	76417334	2796855	4245/0178	7/20/2010	LABRADA BODYBUILDING NUTRITION, INC.
CARBWATCHERS	76331853	2800937	4245/0178	7/20/2010	LABRADA BODYBUILDING NUTRITION, INC.

<u>Trademark</u>	<u>Serial Number</u>	<u>Registration Number</u>	<u>Reel/Frame</u>	<u>Recordation Date</u>	<u>Grantor</u>
LABRADA NUTRITION	76126522	2512277	4245/0178	7/20/2010	LABRADA BODYBUILDING NUTRITION, INC.
LEAN BODY FOR HER	75938698	2529161	4245/0178	7/20/2010	LABRADA BODYBUILDING NUTRITION, INC.
ELASTI JOINT	75938699	2564359	4245/0178	7/20/2010	LABRADA BODYBUILDING NUTRITION, INC.
GET LEAN	75922520	2562642	4245/0178	7/20/2010	LABRADA BODYBUILDING NUTRITION, INC.
MUSCLE MUNCHKINS	75831754	2511089	4245/0178	7/20/2010	LABRADA BODYBUILDING NUTRITION, INC.
PRO V60	75655623	2351620	4245/0178	7/20/2010	LABRADA BODYBUILDING NUTRITION, INC.
PROLETE	75568255	2392133	4245/0178	7/20/2010	LABRADA BODYBUILDING NUTRITION, INC.
KWIK SIZE XXXL	75563402	2370056	4245/0178	7/20/2010	LABRADA BODYBUILDING NUTRITION, INC.
LEAN PRO	75564714	2299849	4245/0178	7/20/2010	LABRADA BODYBUILDING NUTRITION, INC.
"IF IT'S ON THE LABEL, IT'S IN THE BOTTLE."	75408362	2303404	4245/0178	7/20/2010	LABRADA BODYBUILDING NUTRITION, INC.
LEAN BODY	74701646	1979782	4245/0178	7/20/2010	LABRADA BODYBUILDING NUTRITION, INC.

<u>Trademark</u>	<u>Serial Number</u>	<u>Registration Number</u>	<u>Reel/Frame</u>	<u>Recordation Date</u>	<u>Grantor</u>
KWIK BURN	74701627	2001051	4245/0178	7/20/2010	LABRADA BODYBUILDING NUTRITION, INC.
POWER CARB	77961478	3963157	4245/0178	7/20/2010	LABRADA BODYBUILDING NUTRITION, INC.
LEAN PRO8	77911240	4029436	4245/0178	7/20/2010	LABRADA BODYBUILDING NUTRITION, INC.
HUMANO GROWTH	77742477	3804556	4245/0178	7/20/2010	LABRADA BODYBUILDING NUTRITION, INC.
SUPERSIZE! XTREME MASS	77452223	NONE	4245/0178	7/20/2010	LABRADA BODYBUILDING NUTRITION, INC.
LEE LABRADA'S DESIGNER CARBS	77290377	NONE	4245/0178	7/20/2010	LABRADA BODYBUILDING NUTRITION, INC.
Master Tile	78183980	3339219	4965/0634	2/19/2013	TN MASTER TILE LP
Master Tile	78183981	3339220	4965/0634	2/19/2013	TN MASTER TILE LP
Adaptable Rigidity	78750667	3648867	5265/0654	4/14/2014	PROTOTYPE PRODUCTION, INC.
Wolf Mountain	74648631	2089602	5007/0945	4/16/2013	KEY INDUSTRIES, INC.
Huntingwear by Key Tuf-Nut	72043860	669330	5007/0945	4/16/2013	KEY INDUSTRIES, INC.
Lakin McKey Trading Co. by Key	77020594	3436758	5007/0945	4/16/2013	KEY INDUSTRIES, INC.

<u>Trademark</u>	<u>Serial Number</u>	<u>Registration Number</u>	<u>Reel/Frame</u>	<u>Recordation Date</u>	<u>Grantor</u>
Polar King	74307636	2082680	5007/0945	4/16/2013	KEY INDUSTRIES, INC.
Tuf Nut	71583701	536624	5007/0945	4/16/2013	KEY INDUSTRIES, INC.
TUF-NUT	77249715	3417591	5007/0945	4/16/2013	KEY INDUSTRIES, INC.
Key "Imperial" - Aristocrat of Overalls	73301051	1197997	5007/0945	4/16/2013	KEY INDUSTRIES, INC.
Key Imperial	73301050	1196886	5007/0945	4/16/2013	KEY INDUSTRIES, INC.
Lakin McKey	77020589	3436757	5007/0945	4/16/2013	KEY INDUSTRIES, INC.
Key "Imperial" - Aristocrat of Overalls	71590602	542701	5007/0945	4/16/2013	KEY INDUSTRIES, INC.
FLAMEOUT	85502372	4712776	5007/0945	4/16/2013	KEY INDUSTRIES, INC.