

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM535110

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Athletes' Performance, Inc.		07/31/2019	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	JPMorgan Chase Bank, N.A., as Administrative Agent		
Street Address:	IL1-1145/54/63, P.O. Box 6026		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60680-6026		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 28			
Property Type	Number	Word Mark	
Registration Number:	2407488	ATHLETES' PERFORMANCE	
Registration Number:	2407489	ATHLETES' PERFORMANCE	
Registration Number:	3704244	ATHLETES' PERFORMANCE	
Registration Number:	3704248	ATHLETES' PERFORMANCE	
Registration Number:	2428119	ATHLETES' PERFORMANCE	
Registration Number:	2411558	ATHLETES' PERFORMANCE	
Registration Number:	4597198	BACK TO DUTY. BACK TO LIFE.	
Registration Number:	4657575	COMEBACK INITIATIVE	
Registration Number:	3632199	CORE PERFORMANCE	
Registration Number:	3632202	CORE PERFORMANCE	
Registration Number:	4427488	CP	
Registration Number:	5504917	DISCOVER THE EXOS FACTOR	
Registration Number:	5504918	DISCOVER THE EXOS FACTOR	
Registration Number:	5195697	EVERY DAY IS GAME DAY	
Registration Number:	4574575	EVERY DAY IS GAME DAY. PREPARE FOR IT. F	
Registration Number:	4540470	EVERY DAY IS GAME DAY. PREPARE FOR IT. F	
Registration Number:	4748724	EXOS	
Registration Number:	4748729	EXOS	
Registration Number:	4748730	EXOS	

CH \$715.00 2407488

Property Type	Number	Word Mark
Registration Number:	5186069	EXOS
Registration Number:	5186064	EXOS
Registration Number:	5186063	EXOS
Registration Number:	3822443	MINDSET NUTRITION MOVEMENT RECOVERY
Registration Number:	5636830	MOVEMENT QUOTIENT
Registration Number:	5641095	PERFORMANCE CODE
Registration Number:	5131315	PERFORMANCE QUOTIENT
Registration Number:	4627121	PULSE POWER
Serial Number:	87629236	DISCOVER THE EXOS FACTOR

CORRESPONDENCE DATA

Fax Number: 3129939767

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: 312-993-2622

Email: gayle.grocke@lw.com

Correspondent Name: Latham & Watkins LLP

Address Line 1: 330 N. Wabash Avenue

Address Line 2: Suite 2800

Address Line 4: Chicago, ILLINOIS 60611

ATTORNEY DOCKET NUMBER:	049067-0215
NAME OF SUBMITTER:	Gayle D. Grocke
SIGNATURE:	/gdg/
DATE SIGNED:	08/02/2019

Total Attachments: 7

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**CONFIRMATORY GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

THIS CONFIRMATORY GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS (the “Confirmatory Grant”) is made effective as of July 31, 2019 by and from Athletes’ Performance, Inc., a Delaware corporation (the “Grantor”), to and in favor of JPMORGAN CHASE BANK, N.A., (the “Grantee”) for itself and as Administrative Agent for the Secured Parties (as defined in the Credit Agreement referenced below).

WHEREAS, Athletes’ Performance, Inc. (the “Borrower”), certain other persons party thereto, the Lenders and the Grantee have entered into that certain Amended and Restated Credit Agreement dated July 31, 2019 (as may be amended, restated, supplemented or otherwise modified from time to time, the “Credit Agreement”).

WHEREAS, the Grantor and certain other Subsidiaries of the Borrower have guaranteed the repayment of the Secured Obligations pursuant to that certain Amended and Restated Pledge and Security Agreement dated July 31, 2019 (as may be amended, restated, supplemented or otherwise modified from time to time, the “Security Agreement”).

WHEREAS, the Grantor owns the trademarks listed on Exhibit A attached hereto (the “Trademarks”), which Trademarks are registered or pending with the United States Patent and Trademark Office.

WHEREAS, this Confirmatory Grant has been granted in conjunction with the security interest granted under the Security Agreement to the Grantee for the benefit of the Secured Parties. The rights and remedies of the Grantee with respect to the security interest granted herein are without prejudice to and are in addition to those set forth in the Security Agreement and the other Loan Documents, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Confirmatory Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

NOW, THEREFORE, in consideration of the mutual covenants and agreements set forth herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, it is hereby agreed that:

1) Definitions. All capitalized terms not defined herein shall have the respective meaning given to them in the Credit Agreement.

2) The Security Interest.

(a) This Confirmatory Grant is made to secure the satisfactory performance and payment of all the Secured Obligations. Upon the payment in full of all Secured Obligations (other than contingent indemnification obligations), the Grantee shall promptly, upon such satisfaction, execute, acknowledge, and deliver to the Grantor all reasonably requested instruments in writing releasing the security interest in the Trademarks acquired under this Confirmatory Grant.

(b) The Grantor hereby grants to the Grantee a security interest in (1) all of the Grantor’s right, title and interest in and to the Trademarks now owned or from time to time after the date hereof owned or acquired by the Grantor, together with (2) all proceeds and products of the Trademarks,

(3) the goodwill associated with such Trademarks, and (4) all causes of action arising prior to or after the date hereof for infringement of the Trademarks or unfair competition regarding the same.

3) Counterparts. This Confirmatory Grant may be executed in any number of counterparts and by different parties in separate counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement. Signature pages may be detached from multiple separate counterparts and attached to a single counterpart.

4) Governing Law. This Confirmatory Grant and the rights and obligations of the parties hereto shall be governed by, and construed and interpreted in accordance with, the law of the State of New York.

[Signature Page Follows]

IN WITNESS WHEREOF, the Grantor has executed this Confirmatory Grant effective as of the date first written above.

ATHLETES' PERFORMANCE, INC.

By: 

Name: Trevor Vigfusson

Title: Chief Financial Officer, Treasurer and Secretary

Signature Page to
Confirmatory Grant of Security Interest in United States Trademarks

TRADEMARK
REEL: 006711 FRAME: 0545

JPMORGAN CHASE BANK, N.A.,
as Administrative Agent

By: 
Name: Brendan Kelly
Title: Authorized Signatory

Signature Page to
Confirmatory Grant of Security Interest in United States Trademarks

TRADEMARK
REEL: 006711 FRAME: 0546

CONFIRMATORY GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

Exhibit A - SCHEDULE OF TRADEMARKS

Entity	Country	Mark	Reg. No.	Reg. Date	Serial No.
Athletes' Performance, Inc.	US (cl. 42)	ATHLETES' PERFORMANCE	2407488	11/21/00	75783425
Athletes' Performance, Inc.	US (cl. 41)	ATHLETES' PERFORMANCE	2407489	11/21/00	75783426
Athletes' Performance, Inc.	US (cl. 41, 44)	ATHLETES' PERFORMANCE	3704244	11/03/09	77557078
Athletes' Performance, Inc.	US (cl. 41)	ATHLETES' PERFORMANCE	3704248	11/03/09	77557153
Athletes' Performance, Inc.	US (cl. 42)	ATHLETES' PERFORMANCE (stylized)	2428119	02/13/01	75783059
Athletes' Performance, Inc.	US (cl. 41)	ATHLETES' PERFORMANCE (stylized)	2411558	12/05/00	75783060
Athletes' Performance, Inc.	US (cl. 41, 44)	BACK TO DUTY BACK TO LIFE	4597198	09/02/14	86188641
Athletes' Performance, Inc.	US (cl. 41, 44)	COMEBACK INITIATIVE	4657575	12/16/14	86132139
Athletes' Performance, Inc.	US (cl. 16)	CORE PERFORMANCE	3632199	06/02/09	77266908
Athletes' Performance, Inc.	US (cl. 41)	CORE PERFORMANCE	3632202	06/02/09	77267095
Athletes' Performance, Inc.	US (cl. 41, 44)	CP	4427488	11/05/13	85667240
Athletes' Performance, Inc.	US (cl 09)	DISCOVER THE EXOS FACTOR	N/A	N/A	87629236
Athletes' Performance, Inc.	US (cl 41)	DISCOVER THE EXOS FACTOR	5504917	6/26/18	87629235
Athletes' Performance, Inc.	US	DISCOVER THE EXOS	5504918	6/26/18	87629237

Entity	Country	Mark	Reg. No.	Reg. Date	Serial No.
	(cl 44)	FACTOR			
Athletes' Performance, Inc.	US (cl 41)	EVERY DAY IS GAME DAY	5195697	05/02/17	87202946
Athletes' Performance, Inc.	US (cl. 25, 41, 44)	EVERY DAY IS GAME DAY. PREPARE FOR IT. FUEL FOR IT. TRAIN FOR IT. REST FOR IT.	4574575	07/09/14	85951999
Athletes' Performance, Inc.	US (cl. 16)	EVERY DAY IS GAME DAY. PREPARE FOR IT. FUEL FOR IT. TRAIN FOR IT. REST FOR IT.	4540470	05/27/14	86011507
Athletes' Performance, Inc.	US (cl. 41, 44)	EXOS	4748724	06/02/15	86065085
Athletes' Performance, Inc.	US (cl. 05)	EXOS	4748729	06/02/15	86067505
Athletes' Performance, Inc.	US (cl. 18)	EXOS	4748730	06/02/15	86067511
Athletes' Performance, Inc.	US (cl. 09)	EXOS	5186069	04/18/17	87169014
Athletes' Performance, Inc.	US (cl. 25)	EXOS	5186064	04/18/17	87168995
Athletes' Performance, Inc.	US (cl. 16)	EXOS	5186063	04/18/17	87168987
Athletes' Performance, Inc.	US (cl. 41, 44)	MINDSET NUTRITION MOVEMENT RECOVERY	3822443	07/20/10	77475375
Athletes' Performance, Inc.	US (cl. 41, 44)	MOVEMENT QUOTIENT	5636830	12/25/18	87854389
Athletes' Performance, Inc.	US (cl. 41, 44)	PERFORMANCE CODE	5641095	01/01/19	87854044
Athletes' Performance, Inc.	US (cl. 41, 44)	PERFORMANCE QUOTIENT	5131315	01/31/17	86823741

Entity	Country	Mark	Reg. No.	Reg. Date	Serial No.
Athletes' Performance, Inc.	US (cl. 44)	PULSE POWER	4627121	10/28/14	85952008