

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	

OP \$1165.00 5317817

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	I45
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

- source=F45 - Notice of Grant of Security Agreement in Trademarks_70341783_1#page1.tif
- source=F45 - Notice of Grant of Security Agreement in Trademarks_70341783_1#page2.tif
- source=F45 - Notice of Grant of Security Agreement in Trademarks_70341783_1#page3.tif
- source=F45 - Notice of Grant of Security Agreement in Trademarks_70341783_1#page4.tif
- source=F45 - Notice of Grant of Security Agreement in Trademarks_70341783_1#page5.tif
- source=F45 - Notice of Grant of Security Agreement in Trademarks_70341783_1#page6.tif
- source=F45 - Notice of Grant of Security Agreement in Trademarks_70341783_1#page7.tif

NOTICE OF GRANT OF SECURITY INTEREST IN U.S. TRADEMARKS

To: United States Patent and Trademark Office

Ladies and Gentlemen:

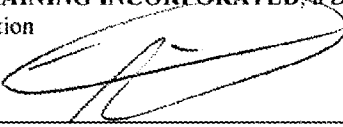
Please be advised that pursuant to that certain Pledge and Security Agreement dated as of September 18, 2019 (as the same may be amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement"), by and among F45 TRAINING INCORPORATED, a Delaware corporation (the "Grantor"), 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.]

Very truly yours,

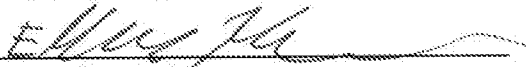
F45 TRAINING INCORPORATED, a Delaware
corporation

By: 
Name: Adam James Gilchrist
Title: President

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

TRADEMARK
REEL: 006748 FRAME: 0883

Acknowledged and Accepted:
JPMORGAN CHASE BANK, N.A., as
Administrative Agent

By: 
Name: Eleftherios Karsos
Title: Authorized Officer

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

TRADEMARK
REEL: 006748 FRAME: 0884

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, Inc.	DOCKLANDS	100%	United States	5700858	19-Mar-19

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

[Notice of Grant of Security Interest (Trademarks)]

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

[Notice of Grant of Security Interest (Trademarks)]

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