

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM601881

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		10/06/2020	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	ALTER DOMUS (US) LLC		
Street Address:	225 W. Washington St., 9th Floor		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60606		
Entity Type:	Limited Liability Company: ILLINOIS		
PROPERTY NUMBERS Total: 64			
Property Type	Number	Word Mark	
Registration Number:	2016180	AURIBELLA	
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	
TRADEMARK			

CH \$1615.00 2016180

Property Type	Number	Word Mark
Registration Number:	5728307	F45 U
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
Serial Number:	88217973	CHALLENGE MEALS
Serial Number:	88850793	F45
Serial Number:	88682551	F45 FUEL
Serial Number:	88861487	F45 LIVE
Serial Number:	88143667	F45 PRODIGY
Serial Number:	88682572	F45FUEL
Serial Number:	88849342	LIIT
Serial Number:	88849331	LIIT 45
Serial Number:	88850797	LIIT FLIGHT
Serial Number:	88849339	LIIT KIT

Property Type	Number	Word Mark
Serial Number:	88849330	LIIT PLUS
Serial Number:	88849392	LIIT PRODIGY
Serial Number:	88849335	LIIT RIG
Serial Number:	88143719	PRODIGY
Serial Number:	88143728	PRODIGY 45
Serial Number:	88143773	PRODIGY
Serial Number:	88143736	PRODIGY TRAINING

CORRESPONDENCE DATA

Fax Number: 2028874288

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: 2028874000

Email: dlee@akingump.com

Correspondent Name: David C. Lee

Address Line 1: 2001 K Street N.W.

Address Line 2: Akin Gump Strauss Hauer & Feld LLP

Address Line 4: Washington, D.C. 20006

NAME OF SUBMITTER:	David C. Lee
SIGNATURE:	/David C. Lee/
DATE SIGNED:	10/08/2020

Total Attachments: 7

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

Dated as of October 6, 2020

Pursuant to that certain Subordinated Pledge and Security Agreement dated as of October 6, 2020 (as the same may be amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement") among F45 TRAINING INCORPORATED, a Delaware corporation (the "Grantor"), certain of the Grantor's affiliates from time to time party thereto, and ALTER DOMUS (US) LLC, as administrative agent (the "Administrative Agent") for the Secured Parties referenced therein, the undersigned has granted to the Administrative Agent a continuing security interest in and to, and lien upon, all right, title and interest in and to certain trademarks and trademark applications, including the trademarks set forth on Schedule 1 hereto.

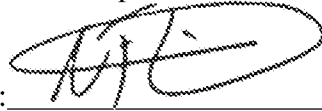
This NOTICE OF GRANT OF SECURITY INTEREST IN U.S. TRADEMARKS is being submitted for recordation with the United States Patent and Trademark Office and the same is subject to all the terms and conditions of the Security Agreement.

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

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

Very truly yours,

F45 TRAINING INCORPORATED, a
Delaware corporation

A handwritten signature in black ink, appearing to be 'AG', is written over a horizontal line. The signature is enclosed within a hand-drawn oval.

By: _____

Name: Adam Gilchrist

Title: President

Acknowledged and Accepted:

ALTER DOMUS (US) LLC, as
Administrative Agent

By: 
Name: Jon Kirschmeier
Title: Associate Counsel

F45 Training Holdings
Notice of Grant of Security Interest in U.S. Trademarks
Signature Page

TRADEMARK
REEL: 007070 FRAME: 0044

SCHEDULE 1

F45 Training Incorporated Owned Marks

COUNTRY	TRADEMARK	GRANTOR'S OWNERSHIP %	TRADEMARK STATUS	APPLICATION NO.	APPLICATION DATE	REGISTRATION NO.	REGISTRATION DATE
Colorado	F45 & Bands Logo in Color	100%	Registered	20161803993	28-Nov-16	20161803993	28-Nov-16
United States of America	3 PEAT	100%	Registered	86911473	18-Feb-16	5317817	24-Oct-17
United States of America	45	100%	Registered	87188035	29-Sep-16	5532044	31-Jul-18
United States of America	45 CROSS TRAINING	100%	Registered	87188126	29-Sep-16	5645509	1-Jan-19
United States of America	45 FITNESS	100%	Registered	87188182	29-Sep-16	5658061	15-Jan-19
United States of America	45 HIIT	100%	Registered	87188230	29-Sep-16	5532045	31-Jul-18
United States of America	45 TRAINING	100%	Registered	86751124	9-Sep-15	5788048	25-Jun-19
United States of America	45F	100%	Registered	87188264	29-Sep-16	5561664	11-Sep-18
United States of America	A45	100%	Registered	87188357	29-Sep-16	5561665	11-Sep-18
United States of America	B45	100%	Registered	87188424	29-Sep-16	5561666	11-Sep-18
United States of America	C45	100%	Registered	87188448	29-Sep-16	5520210	17-Jul-18
United States of America	D45	100%	Registered	87188473	29-Sep-16	5520211	17-Jul-18
United States of America	DOCKLANDS	100%	Registered	87782657	2-Feb-18	5700858	19-Mar-19
United States of America	DRAFT DAY	100%	Registered	87319934	31-Jan-17	5586995	16-Oct-18
United States of America	E45	100%	Registered	87188477	29-Sep-16	5520212	17-Jul-18
United States of America	F45	100%	Registered	87096447	7-Jul-16	5244357	18-Jul-17
United States of America	F45 ACADEMY	100%	Registered	87902484	1-May-18	5779017	18-Jun-19

COUNTRY	TRADEMARK	GRANTOR'S OWNERSHIP %	TRADEMARK STATUS	APPLICATION NO.	APPLICATION DATE	REGISTRATION NO.	REGISTRATION DATE
United States of America	F45 Blue Logo with White Border	100%	Registered	87891031	24-Apr-18	5816931	30-Jul-19
United States of America	F45 CHALLENGE	100%	Registered	87684640	14-Nov-17	5604751	13-Nov-18
United States of America	F45 TRAINING	100%	Registered	79157542	14-Oct-14	4801720	1-Sep-15
United States of America	F45 U	100%	Registered	87188307	29-Sep-16	5728307	16-Apr-19
United States of America	F45 White Logo with Blue Border	100%	Registered	87891139	24-Apr-18	5725143	16-Apr-19
United States of America	FUNCTIONAL 45	100%	Registered	87096463	7-Jul-16	5371872	2-Jan-18
United States of America	G45	100%	Registered	87188481	29-Sep-16	5520213	17-Jul-18
United States of America	H45	100%	Registered	87188485	29-Sep-16	5520214	17-Jul-18
United States of America	HERITAGE Logo (FUNCTIONAL 45 F45 TRAINING & Design) in black and white.	100%	Registered	79162229	14-Oct-14	4797493	25-Aug-15
United States of America	I45	100%	Registered	87188488	29-Sep-16	5520215	17-Jul-18
United States of America	J45	100%	Registered	87188492	29-Sep-16	5520216	17-Jul-18
United States of America	K45	100%	Registered	87188497	29-Sep-16	5520217	17-Jul-18
United States of America	L45	100%	Registered	87188498	29-Sep-16	5520218	17-Jul-18
United States of America	LionHeart	100%	Registered	87628695	29-Sep-17	5598712	6-Nov-18
United States of America	LIONHEART Logo	100%	Registered	87628622	29-Sep-17	5598711	6-Nov-18
United States of America	M45	100%	Registered	87188504	29-Sep-16	5520219	17-Jul-18
United States of America	N45	100%	Registered	87188507	29-Sep-16	5520220	17-Jul-18
United States of America	O45	100%	Registered	87188512	29-Sep-16	5520221	17-Jul-18

COUNTRY	TRADEMARK	GRANTOR'S OWNERSHIP %	TRADEMARK STATUS	APPLICATION NO.	APPLICATION DATE	REGISTRATION NO.	REGISTRATION DATE
United States of America	P45	100%	Registered	87188514	29-Sep-16	5520222	17-Jul-18
United States of America	PELICAN DOCKLANDS Logo in Color	100%	Registered	87782729	2-Feb-18	5707536	26-Mar-19
United States of America	Q45	100%	Registered	87188520	29-Sep-16	5520223	17-Jul-18
United States of America	R45	100%	Registered	87188526	29-Sep-16	5520224	17-Jul-18
United States of America	S45	100%	Registered	87188530	29-Sep-16	5520225	17-Jul-18
United States of America	T45	100%	Registered	87188534	29-Sep-16	5520226	17-Jul-18
United States of America	TEAM TRAINING LIFE CHANGING	100%	Registered	86765259	23-Sep-15	5125387	17-Jan-17
United States of America	TEMPLARS	100%	Registered	86911480	18-Feb-16	5192477	25-Apr-17
United States of America	U45	100%	Registered	87188538	29-Sep-16	5520227	17-Jul-18
United States of America	V45	100%	Registered	87188541	29-Sep-16	5551411	28-Aug-18
United States of America	W45	100%	Registered	87188544	29-Sep-16	5551412	28-Aug-18
United States of America	X45	100%	Registered	87188546	29-Sep-16	5551413	28-Aug-18
United States of America	Y45	100%	Registered	87188548	29-Sep-16	5520228	17-Jul-18
United States of America	Z45	100%	Registered	87188551	29-Sep-16	5520229	17-Jul-18

**F45 Training Incorporated
Pending Trademarks**

COUNTRY	TRADEMARK	GRANTOR'S OWNERSHIP %	TRADEMARK STATUS	APPLICATION NO.	APPLICATION DATE
United States of America	CHALLENGE MEALS	100%	Pending	88217973	5-Dec-18
United States of America	F45	100%	Pending	88850793	27-Mar-20

COUNTRY	TRADEMARK	GRANTOR'S OWNERSHIP %	TRADEMARK STATUS	APPLICATION NO.	APPLICATION DATE
United States of America	F45 FUEL	100%	Pending	88682551	6-Nov-19
United States of America	F45 LIVE	100%	Pending	88861487	6-Apr-20
United States of America	F45 PRODIGY	100%	Pending	88143667	4-Oct-18
United States of America	F45FUEL Logo in Color	100%	Pending	88682572	6-Nov-19
United States of America	LIIT	100%	Pending	88849342	26-Mar-20
United States of America	LIIT 45	100%	Pending	88849331	26-Mar-20
United States of America	LIIT FLIGHT	100%	Pending	88850797	27-Mar-20
United States of America	LIIT KIT	100%	Pending	88849339	26-Mar-20
United States of America	LIIT PLUS	100%	Pending	88849330	26-Mar-20
United States of America	LIIT PRODIGY	100%	Pending	88849392	26-Mar-20
United States of America	LIIT RIG	100%	Pending	88849335	26-Mar-20
United States of America	PRODIGY	100%	Pending	88143719	4-Oct-18
United States of America	PRODIGY 45	100%	Pending	88143728	4-Oct-18
United States of America	PRODIGY Design in Color	100%	Pending	88143773	4-Oct-18
United States of America	PRODIGY TRAINING	100%	Pending	88143736	4-Oct-18