

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM651656

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Assignment of Trademark Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
The Bank of New York Mellon, as Resigning Agent		06/03/2021	Banking Corporation: NEW YORK
RECEIVING PARTY DATA			
Name:	Active Tech Holdings LLC, as Successor Agent		
Street Address:	1500 Broadway Suite 704		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10036		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 25			
Property Type	Number	Word Mark	
Serial Number:	87159931	ORB	
Serial Number:	87321482	ORB	
Serial Number:	85746921	SLEEK & LEAN	
Serial Number:	87159859	I CRUSH EVERYTHING	
Registration Number:	4994730	IRIDIUM	
Registration Number:	5228616	LEAN DOG MEAN DOG	
Registration Number:	4914213	PERFORMIX	
Registration Number:	5317579	PERFORMIX	
Registration Number:	5355606	PERFORMIX	
Serial Number:	87327531	PERFORMIX HOUSE	
Registration Number:	5357744	SST SUSPENSION SUPER THERMOGENIC	
Serial Number:	87183601	SST SUSPENSION SUPER THERMOGENIC	
Registration Number:	4230506	AB CUTS	
Serial Number:	86730087	LIPO CUTS	
Registration Number:	5365703	TERRA INTELLIGENT DOSING	
Registration Number:	5306853	TERRA INTELLIGENT DOSING	
Registration Number:	3632985	EVERY ATHLETE. EVERY SPORT.	
Registration Number:	3632900	GAME TIME	
Serial Number:	77503585	POST GAME	
TRADEMARK			

CH \$640.00 87159931

Property Type	Number	Word Mark
Serial Number:	87721293	TRAINING DAY
Registration Number:	3632818	TRAINING DAY
Serial Number:	86086300	TRAINING DAY
Serial Number:	88335054	ALWAYS PERFECTING
Serial Number:	88455935	FUEL YOUR PURPOSE
Serial Number:	88411678	KEEP PERFECTING

CORRESPONDENCE DATA

Fax Number: 6173417701

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: 617-951-8132

Email: linda.salera@morganlewis.com

Correspondent Name: Linda A. Salera, Senior Paralegal

Address Line 1: One Federal Street

Address Line 2: c/o Morgan, Lewis & Bockius LLP

Address Line 4: Boston, MASSACHUSETTS 02110

NAME OF SUBMITTER:	Linda A. Salera
SIGNATURE:	/Linda A. Salera/
DATE SIGNED:	06/03/2021

Total Attachments: 11

- source=Corr-Jensen - Assignment of Trademark Security Agreement from BNY Mellon to Active Tech (executed)#page1.tif
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ASSIGNMENT OF TRADEMARK SECURITY AGREEMENT

This **ASSIGNMENT OF TRADEMARK SECURITY AGREEMENT** (this "**Assignment**"), dated as of June 3, 2021, is made by THE BANK OF NEW YORK MELLON, a New York banking corporation, as Resigning Agent (in its capacity as administrative agent and collateral agent for itself and the other Secured Parties, together with its successors and assigns in such capacity, the "**Assignor**") in favor of ACTIVE TECH HOLDINGS LLC, a Delaware limited liability company, as Successor Agent (the "**Assignee**").

RECITALS:

WHEREAS, Performix LLC, a Colorado limited liability company ("**Performix**"), Terra Biosciences LLC, a Delaware limited liability company ("**Biosciences**"), Ab Cuts LLC, a Delaware limited liability company ("**Ab Cuts**"), Training Day LLC, a Delaware limited liability company ("**Training Day**") and Orb Life Sciences LLC, a Colorado limited liability company ("**Orb**" and together with Performix, Biosciences, Ab Cuts, and Training Day, collectively, the "**Grantors**" and each a "**Grantor**"), and Assignor are parties to one or more intellectual property security agreements identified in **Exhibit A** attached hereto (as the same have been and may hereafter be amended, restated, supplemented or otherwise modified from time to time, collectively, the "**Agreements**") pursuant to which each such Grantor granted a security interest in and to and lien upon the intellectual property identified in **Exhibit B** (the "**Subject IP**"); and

WHEREAS, pursuant to that certain Appointment of Successor Agent following the resignation of The Bank of New York Mellon, as Agent, dated as of June 3, 2021, the Required Lenders have appointed Assignee as the successor Agent (the "**Appointment**") under the Term Loan Agreement and the other Loan Documents (each, as defined in the Appointment).

NOW, THEREFORE, in consideration of the foregoing, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns and transfers to Assignee and its successors and assigns, without recourse, representation or warranty of any kind, all of its rights, title and interest in and to the Agreements.

This Assignment 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. Delivery of an executed counterpart by facsimile, electronic signature or electronic mail shall be equally effective as delivery of an original executed counterpart.

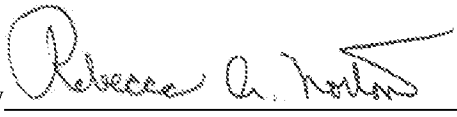
This Assignment shall be governed by, and construed in accordance with, the law of the State of New York, without giving effect to any choice of law principles that would apply the laws of another jurisdiction.

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IN WITNESS WHEREOF, Assignor and Assignee have caused this Assignment to be duly executed as of the date first above written.

ASSIGNOR:

THE BANK OF NEW YORK MELLON,
as Resigning Agent

By 

Name: Rebecca A. Norton

Title: Agent

ASSIGNEE:

ACTIVE TECH HOLDINGS LLC, as
Successor Agent

By: 

Name: Gilbert Li

Title: Member

[Signature Page to Assignment of Trademark Security Agreements]

TRADEMARK
REEL: 007315 FRAME: 0839

EXHIBIT A

1. NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS, dated as of July 5, 2018, made by ORB LIFE SCIENCES LLC, a Colorado limited liability company, in favor of The Bank of New York Mellon, a New York banking corporation, in its capacity as administrative agent and collateral agent for itself and the other Secured Parties (together with its successors and assigns in such capacity, "Grantee"), filed with the United States Patent and Trademark Office, Trademark Division, and recorded on July 10, 2018 at Reel 006414, Frame 0910.
2. NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS, dated as of July 5, 2018, made by PERFORMIX LLC, a Colorado limited liability company, in favor of Grantee, filed with the United States Patent and Trademark Office, Trademark Division, and recorded on July 10, 2018 at Reel 006414, Frame 0886.
3. NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS, dated as of July 5, 2018, made by AB CUTS LLC, a Delaware limited liability company, in favor of Grantee, filed with the United States Patent and Trademark Office, Trademark Division, and recorded on July 10, 2018 at Reel 006414, Frame 0904.
4. NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS, dated as of July 5, 2018, made by TERRA BIOSCIENCES LLC, a Delaware limited liability company, in favor of Grantee, and filed with the United States Patent and Trademark Office, Trademark Division, recorded on July 10, 2018 at Reel 006414, Frame 0892.
5. NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS, dated as of July 5, 2018, made by TRAINING DAY LLC, a Delaware limited liability company, in favor of Grantee, and filed with the United States Patent and Trademark Office, Trademark Division, recorded on July 10, 2018 at Reel 006414, Frame 0898.
6. NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS, dated as of July 18, 2019, made by PERFORMIX LLC, a Colorado limited liability company, in favor of Grantee, filed with the United States Patent and Trademark Office, Trademark Division, and recorded on July 22, 2019 at Reel 006699, Frame 0264.

EXHIBIT B

SCHEDULE OF TRADEMARKS
TRADEMARK REGISTRATIONS AND APPLICATIONS

(See attached.)

SCHEDULE A TO GRANT OF A SECURITY INTEREST

NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS, dated as of July 5, 2018, made by ORB LIFE SCIENCES LLC, as Grantor, in favor of The Bank of New York Mellon, as Agent and Grantee, filed with the United States Patent and Trademark Office, Trademark Division, and recorded on July 10, 2018 at Reel 006414, Frame 0910.

Mark	Reg. No./Reg. Date	App. No./App. Date	Owner
ORB & Design		87/159,931 9/2/2016	Orb Life Sciences LLC
ORB (Stylized)		87/321,482 2/1/2017	Orb Life Sciences LLC
SLEEK & LEAN	4,328,402 4/30/2013	85/746,921 10/5/2012	Orb Life Sciences LLC

SCHEDULE A TO GRANT OF A SECURITY INTEREST

NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS, dated as of July 5, 2018, made by PERFORMIX LLC, as Grantor, in favor of The Bank of New York Mellon, as Agent and Grantee, filed with the United States Patent and Trademark Office, Trademark Division, and recorded on July 10, 2018 at Reel 006414, Frame 0886.

<u>Mark</u>	<u>Reg. No./Reg. Date</u>	<u>App. No./App. Date</u>	<u>Owner</u>
I CRUSH EVERYTHING		87/159,859 9/2/2016	Performix LLC
IRIDIUM	4,994,730 7/5/2016	86/682,280 7/2/2015	Performix LLC
LEAN DOG MEAN DOG	5,228,616 6/20/2017	86/593,659 4/10/2015	Performix LLC
PERFORMIX	4,914,213 3/8/2016	86/116,793 11/12/2013	Performix LLC
PERFORMIX	5,317,579 10/24/2017	86/720,320 8/10/2015	Performix LLC
PERFORMIX (Stylized)	5,355,606 12/12/2017	86/776,209 10/2/2015	Performix LLC
PERFORMIX HOUSE		87/327,531 2/7/2017	Performix LLC
SST SUSPENSION SUPER THERMOGENIC	5,357,744 12/19/2017	87/183,634 9/26/2016	Performix LLC
SST SUSPENSION SUPER THERMOGENIC		87/183,601 9/26/2016	Performix LLC

SCHEDULE A TO GRANT OF A SECURITY INTEREST

NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS, dated as of July 5, 2018, made by AB CUTS LLC, as Grantor, in favor of The Bank of New York Mellon, as Agent and Grantee, filed with the United States Patent and Trademark Office, Trademark Division, and recorded on July 10, 2018 at Reel 006414, Frame 0904.

Mark	Reg. No./Reg. Date	App. No./App. Date	Owner
AB CUTS	4,230,506 10/23/2012	85/165,292 10/29/2010	Ab Cuts LLC
LIPO CUTS		86/730,087 8/19/2015	Ab Cuts LLC

SCHEDULE A TO GRANT OF A SECURITY INTEREST

NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS, dated as of July 5, 2018, made by **TERRA BIOSCIENCES LLC**, as Grantor, in favor of **The Bank of New York Mellon**, as Grantee, filed with the United States Patent and Trademark Office, Trademark Division, recorded on July 10, 2018 at Reel 006414, Frame 0892.

Mark	Reg. No./Reg. Date	App. No./App. Date	Owner
TERRA INTELLIGENT DOSING & Design	5,365,703 12/26/2017	87/011,319 4/22/2016	Terra Biosciences LLC
TERRA INTELLIGENT DOSING	5,306,853 10/10/2017	86/335,226 7/11/2014	Terra Biosciences LLC

SCHEDULE A TO GRANT OF A SECURITY INTEREST

NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS, dated as of July 5, 2018, made by **TRAINING DAY LLC**, as Grantor, in favor of **The Bank of New York Mellon**, as Agent and Grantee, filed with the United States Patent and Trademark Office, Trademark Division, and recorded on July 10, 2018 at Reel 006414, Frame 0898.

<u>Mark</u>	<u>Reg. No./Reg. Date</u>	<u>App. No./App. Date</u>	<u>Owner</u>
EVERY ATHLETE. EVERY SPORT.	3,632,985 6/2/2009	77/533,178 7/28/2008	Training Day LLC
GAME TIME	3,632,900 6/2/2009	77/503,579 6/19/2008	Training Day LLC
POST GAME		77/503,585 6/19/2008	Training Day LLC
TRAINING DAY		87/721,293 12/14/2017	Training Day LLC
TRAINING DAY	3,632,818 6/2/2009	77/468,352 5/7/2008	Training Day LLC
TRAINING DAY		86/086/300 10/8/2013	Training Day LLC

SCHEDULE A TO GRANT OF A SECURITY INTEREST

NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS, dated as of July 18, 2019, made by PERFORMIX LLC, as Grantor, in favor of The Bank of New York Mellon, as Agent and Grantee, filed with the United States Patent and Trademark Office, Trademark Division, and recorded on July 22, 2019 at Reel 006699, Frame 0264.

<u>Mark</u>	<u>Reg. No./Reg. Date</u>	<u>App. No./App.Date</u>	<u>Owner</u>
ALWAYS PERFECTING		88/335,054 3/11/2019	Performix LLC
FUEL YOUR PURPOSE		88/455,935 6/1/2019	Performix LLC
KEEP PERFECTING		88/411,678 5/1/2019	Performix LLC