

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM671081

SUBMISSION TYPE:	RESUBMISSION
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL
RESUBMIT DOCUMENT ID:	900637370

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
FW SPV LLC		07/19/2021	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA

Name:	F45 Training Incorporated
Street Address:	801 Barton Springs Road
Internal Address:	9th Floor
City:	Austin
State/Country:	TEXAS
Postal Code:	78704
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 30

Property Type	Number	Word Mark
Registration Number:	6100351	FLYWHEEL HOME BIKE
Registration Number:	5902543	FLYRX
Registration Number:	5504415	FLY FIERCE
Registration Number:	5852295	FLYANYWHERE
Registration Number:	5426938	THE FLY CHALLENGE
Registration Number:	5401638	FLY FAM
Registration Number:	5608069	THE FLY SHOP
Registration Number:	5932519	FLYWHEEL
Registration Number:	5587504	FLY
Registration Number:	5932520	FLYWHEEL
Registration Number:	5346398	FLY
Registration Number:	5340759	FLYBARRE
Registration Number:	5340758	FLYWHEEL
Registration Number:	5387263	POWER YOUR LIFE
Registration Number:	4677824	FLYWHEEL
Registration Number:	4109992	FLYBARRE
Registration Number:	3985839	FLYWHEEL

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	4576609	TORQBOARD
Registration Number:	4679306	FLY BARRE
Registration Number:	4270062	STADIUM CYCLING
Registration Number:	4217593	FLY FLYWHEEL
Registration Number:	4217592	FLYWHEEL
Registration Number:	4203459	FLY
Registration Number:	4207416	NEVER COAST
Registration Number:	4207415	NEVER COAST
Registration Number:	4207414	NEVER COAST
Registration Number:	3938710	FLYWHEEL SPORTS
Registration Number:	4102794	FLYWHEEL SPORTS
Registration Number:	5721134	FLYRECOVER
Registration Number:	5721135	FLYBARRE

CORRESPONDENCE DATA

Fax Number:

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: 4045722743
Email: EFOX@KSLAW.COM
Correspondent Name: Elizabeth M. Fox
Address Line 1: King & Spalding LLP
Address Line 2: 1180 Peachtree Street, NE
Address Line 4: Atlanta, GEORGIA 30309

NAME OF SUBMITTER:	Elizabeth M. Fox
SIGNATURE:	/Elizabeth M. Fox/
DATE SIGNED:	08/30/2021

Total Attachments: 8
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Assignment of Trademarks

WHEREAS, FW SPV LLC, a Delaware limited liability company, with a principle place of business located at 111 West 33rd Street, 19th Floor, New York, New York 10001 (hereinafter "Assignor") is the owner of the trademarks as shown in Exhibit A (hereinafter referred to as "the Marks"), as set forth on attached Schedule A; and

WHEREAS, F45 Training Incorporated, a Delaware corporation, with a principle place of business located at 801 Barton Springs Road, 9th Floor, Austin, Texas 78704 (hereinafter "Assignee") is desirous of acquiring any and all rights that Assignor may have in and to the Marks and the applications and registrations therefor, together with the goodwill of the business in connection with which the said marks are used and which is symbolized by the said marks, along with the right to recover for damages and profits for past infringements thereof;

WHEREAS, Assignor confirms that there are no current legal proceedings against any of the Marks;

NOW, THEREFORE, for good and valuable consideration in the amount of \$10.00, receipt of which is hereby acknowledged, Assignor does hereby assign unto Assignee all right, title and interest in and to the said marks and the registration therefor for the United States and throughout the world together with the goodwill of the business in connection with which the said marks are used and which is symbolized by the said marks, along with the right to recover for damages and profits for past infringements thereof.

Assignor agrees to execute and deliver at the request of the assignee, all papers, instruments and assignments, and to perform any other reasonable acts the Assignee may require in order to vest all Assignor's rights, title, and interest in and to the said marks in the Assignee and/or to provide evidence to support any of the foregoing in the event such evidence is deemed necessary by the Assignee, to the extent such evidence is in the possession or control of Assignor.

Executed On Behalf of:	FW SPV LLC
Dated <u>July 19</u> , 2021	By: <u>[Signature]</u> Its: <u>Managing Member</u>
STATE OF <u>NJ</u> COUNTY OF <u>NJ</u>	
On this <u>19</u> day of <u>July</u> 2021, before me, a Notary Public in and for the State and County identified above, personally appeared <u>David Chen</u> , known by me to be the person above named and the person who signed this instrument, who acknowledged that he signed it as a free act.	
<u>[Signature]</u> Notary Public	<div style="border: 1px solid black; padding: 5px; width: fit-content;"> ANTHONY PASQUA Commission # 50030952 Notary Public, State of New Jersey My Commission Expires January 27, 2026 </div>
Accepted:	F45 Training Incorporated
Dated _____, 2021	By: _____ Its: _____
STATE OF _____ COUNTY OF _____	
On this ___ day of _____ 2021, before me, a Notary Public in and for the State and County identified above, personally appeared _____, known by me to be the person above named and the person who signed this instrument, who acknowledged that he signed it as a free act.	
_____ Notary Public	

Executed On Behalf of:	FW SPV LLC
Dated _____, 2021	By: _____ Its: _____
STATE OF _____ COUNTY OF _____	
On this ___ day of _____ 2021, before me, a Notary Public in and for the State and County identified above, personally appeared _____, known by me to be the person above named and the person who signed this instrument, who acknowledged that he signed it as a free act.	
_____ Notary Public	
Accepted:	F45 Training Incorporated
Dated <u>April 6</u> , 2021	By: <u>[Signature]</u> Its: <u>Chief Legal Officer</u>
STATE OF _____ COUNTY OF _____	
On this ___ day of _____ 2021, before me, a Notary Public in and for the State and County identified above, personally appeared _____, known by me to be the person above named and the person who signed this instrument, who acknowledged that he signed it as a free act.	
_____ Notary Public SEE ATTACHED CERTIFICATE	

ALL-PURPOSE CERTIFICATE OF ACKNOWLEDGMENT

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California }

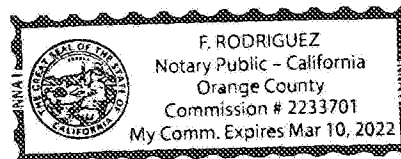
County of Orange }

On August 16th 2021 before me, F. Rodriguez Notary Public,
(Here insert name and title of the officer)

personally appeared Patrick Grosso,
who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.



[Signature]
Notary Public Signature

(Notary Public Seal)

ADDITIONAL OPTIONAL INFORMATION

DESCRIPTION OF THE ATTACHED DOCUMENT

Assignment of Trademarks
(Title or description of attached document)

(Title or description of attached document continued)

Number of Pages _____ Document Date _____

CAPACITY CLAIMED BY THE SIGNER

- Individual (s)
 Corporate Officer

(Title)



- Partner(s)
 Attorney-in-Fact
 Trustee(s)
 Other _____

INSTRUCTIONS FOR COMPLETING THIS FORM

This form complies with current California statutes regarding notary wording and, if needed, should be completed and attached to the document. Acknowledgments from other states may be completed for documents being sent to that state so long as the wording does not require the California notary to violate California notary law.

- State and County information must be the State and County where the document signer(s) personally appeared before the notary public for acknowledgment.
- Date of notarization must be the date that the signer(s) personally appeared which must also be the same date the acknowledgment is completed.
- The notary public must print his or her name as it appears within his or her commission followed by a comma and then your title (notary public).
- Print the name(s) of document signer(s) who personally appear at the time of notarization.
- Indicate the correct singular or plural forms by crossing off incorrect forms (i.e. he/she/they- is /are) or circling the correct forms. Failure to correctly indicate this information may lead to rejection of document recording.
- The notary seal impression must be clear and photographically reproducible. Impression must not cover text or lines. If seal impression smudges, re-seal if a sufficient area permits, otherwise complete a different acknowledgment form.
- Signature of the notary public must match the signature on file with the office of the county clerk.
 - ❖ Additional information is not required but could help to ensure this acknowledgment is not misused or attached to a different document.
 - ❖ Indicate title or type of attached document, number of pages and date.
 - ❖ Indicate the capacity claimed by the signer. If the claimed capacity is a corporate officer, indicate the title (i.e. CEO, CFO, Secretary).
- Securely attach this document to the signed document with a staple.

Schedule A

Mark	Serial No.	Filing Date	Reg. No.	Reg. Date
FLYWHEEL HOME BIKE	88727337	December 16, 2019	6100351	July 14, 2020
FlyRX	88402694	April 25, 2019	5902543	November 5, 2019
FLY FIERCE	87428148	April 27, 2017	5504415	June 26, 2018
FLYANYWHERE (Stylized) FLYANYWHERE	87683896	November 14, 2017	5852295	September 3, 2019
THE FLY CHALLENGE	87553164	August 2, 2017	5426938	March 20, 2018
FLY FAM	87553225	August 2, 2017	5401638	February 13, 2018
THE FLY SHOP	87553179	August 2, 2017	5608069	November 13, 2018
FLYWHEEL	87553087	August 2, 2017	5932519	December 10, 2019
FLY & Design 	87553109	August 2, 2017	5587504	October 16, 2018
FLYWHEEL (Stylized) FLYWHEEL	87553129	August 2, 2017	5932520	December 10, 2019
FLY & Design 	87453266	May 17, 2017	5346398	November 28, 2017
FLYBARRE (Stylized) FLYBARRE	87453290	May 17, 2017	5340759	November 21, 2017
FLYWHEEL (Stylized) FLYWHEEL	87453282	May 17, 2017	5340758	November 21, 2017
POWER YOUR LIFE	86900571	February 8, 2016	5387263	January 23, 2018
FLYWHEEL	86246605	April 9, 2014	4677824	January 27, 2015
FLYBARRE	85203481	December 21, 2010	4109992	March 6, 2012

Mark	Serial No.	Filing Date	Reg. No.	Reg. Date
FLYWHEEL	85199964	December 16, 2010	3985839	June 28, 2011
TORQBOARD	85773008	November 6, 2012	4576609	July 29, 2014
FLY BARRE & Design 	85748826	October 9, 2012	4679306	January 27, 2015
STADIUM CYCLING	85554414	February 28, 2012	4270062	January 1, 2013
FLY FLYWHEEL & Design 	85553715	February 27, 2012	4217593	October 2, 2012
FLYWHEEL	85553705	February 27, 2012	4217592	October 2, 2012
FLY & Design 	85369770	July 12, 2011	4203459	September 4, 2012
NEVER COAST	85368557	July 11, 2011	4207416	September 11, 2012
NEVER COAST	85368555	July 11, 2011	4207415	September 11, 2012
NEVER COAST	85368554	July 11, 2011	4207414	September 11, 2012
FLYWHEEL SPORTS	77865300	November 4, 2009	3938710	March 29, 2011
FLYWHEEL SPORTS	77865290	November 4, 2009	4102794	February 21, 2012
FLYRECOVER	88094452	August 27, 2018	5721134	April 9, 2019
FLYBARRE	88094475	August 27, 2018	5721135	April 9, 2019

International (Non-U.S.) Trademarks

Country	App. No.	Reg. No.	IR No.	Word Mark	Live/ Dead	Mark Type	Internat'l Classes	Filing Date	Reg. Date
Argentina	3247160	2662586		Flywheel	Live	Word	25		2014.07.11
Argentina	3247162	2662588		Flywheel	Live	Word	41		2014.07.11
Australia		1563911	IR 1163136	FLYWHEEL	Live	Word	25, 41	2013.04.23	2013.10.23
Australia	1740360	1740360	IR 1277564	FLYBEATS	Live	Word	25, 35, 41	2015.10.19	2015.10.19
Australia	1811263		IR 1320372	BUILT FOR LIFE	Live	Word	25, 35, 41, 42	2016.08.05	2016.08.05
Brazil		840500920		Flywheel	Live	Word	25	2013.04.30	
Brazil		840500955		Flywheel	Live	Word	41	2013.04.31	
Canada	1661437	TMA914,96 8		NEVER COAST	Live	Word	10, 25, 35, 41	2014.01.28	2015.09.23
Canada	1707875	TMA950150		Fly Flywheel	Live	Design	41	2014.12.18	2016.09.22
Canada	1514556	TMA863296		FLYWHEEL SPORTS	Live	Word	25, 35, 41	2011.02.09	2013.10.22
Chile	1055788	1071255		Flywheel	Live	Word	25, 41	2013.04.26	2014.01.09
China		13518234		Fly Flywheel	Live	Design	41	2013.11.11	2015.07.14
China		16760518		FLYWHEEL & design	Live	Word and design	41		2017.01.21
China		G1277564	IR 1277564	Flybeats		Word	25, 41	2015.10.19	2015.10.19
Columbia		13147103	IR 1163136	Flywheel	Live	Word	25, 41	2013.04.23	2013.04.23
Costa Rica	2013- 0003903	230324		Flywheel	Live	Word	41	2013.05.07	2013.10.04
Costa Rica	2013- 0003904	230396		Flywheel	Live	Word	25	2013.05.07	2013.10.10
Egypt		1163136	IR 1163136	Flywheel		Word	25, 41	2013.04.23	2013.04.23
European Union		10763761		Fly Flywheel	Live	Word and Design	41	2012.03.28	2012.08.0 7
European Union		9719089		Flywheel Sports	Live	Word	25, 35, 41	2011.02.08	2011.07.1 2
European Union		10763589		Fly Flywheel Sports	Live	Word and Design	25	2012.03.27	2012.08.0 7
European Union		10772093		Flywheel	Live	Word	41	2012.03.30	2012.07.2 3
European Union		9720616		Fly	Live	Design	35, 41	2011.02.08	2012.04.20
UK		UK00909 719089		FLYWHEEL	Live	Word	25, 35, 41	08.02.2011	
UK		UK009097 20616		FLY	Live	Word and Design	35, 41	08.02.2011	
UK		UK009107 63589		FLY	Live	Word and Design	25	2703.2012	
UK		UK009107 63761		Fly Flywheel	Live	Word and Design	41	2012.03.28	
UK		UK00910 772093		Flywheel	Live	Word and Design	41	2012.03.30	
Hong Kong		301831428		Flywheel Sports	Live	Word	41	2011.02.11	2011.02.11
Hong Kong	86900571	303860668		POWER YOUR LIFE	Live	Word	25, 35, 41, 42		2016.08.05
Hong Kong	86900589	303860677	1320372	BUILT FOR LIFE	Live	Word	25, 35, 41, 42		2016.08.05
Hong Kong	303571047			Flybeats	Live	Word	25, 35,	2015.10.20	2015.10.20

Country	App. No.	Reg. No.	IR No.	Word Mark	Live/Dead	Mark Type	Internat'l Classes	Filing Date	Reg. Date
							41		
India	2612134			Flybarre	Live	Word	41	2013.10.10	2013.10.14
India	2625652			Flywheel	Live	Word	25, 41	2013.11.11	
Kenya		1856323	IR 1163136	Flywheel	Live	Word	25, 41	2013.04.23	2013.04.23
Kuwait	142921	128074		Flywheel	Live	Word	25	2013.08.27	2013.08.27
Kuwait	142922	121232		Flywheel	Live	Word	41	2013.08.27	2013.08.27
Lebanon	8545	153294		Flywheel	Live	Word	25, 41	2013.09.16	2013.09.19
Mexico		1163136	IR 1163136	Flywheel	Live	Word	25,41	2013.04.23	2013.04.23
Panama		222621		Flywheel	Live	Word and Design	25, 41		2013.05.02
Panama		225582		Flybarre	Live	Word and Design	41		2013.08.19
Peru	531525-2013	77773		Flywheel	Live	Word	41		2013.08.19
Peru	531524-2013	201321		Flywheel	Live	Word	25		2013.08.09
Qatar	76833	76833		Fly and Design	Live	Design	41	2012.09.16	2012.09.17
Qatar	76834	76834		Fly Flywheel and Design	Live	Design	41	2012.09.16	2012.09.17
Qatar	76835	76835		Flywheel	Live	Word	41	2012.09.16	2012.09.17
Russia		1163136	IR 1163136	Flywheel	Live	Word	25, 41	2013.04.23	2013.04.23
Saudi Arabia	185628	143311095		Flywheel	Live	Device	41	2012.08.27	2014.04.25
Saudi Arabia	185626	143311093		Flywheel	Live	Word	41	2012.08.27	2014.04.25
Singapore	T1101474F	T1101474F		Flywheel Sports	Live	Word	41	2011.02.09	2011.02.09
Singapore	T1101475D	T1101475D		Fly in Circle Logo	Live	Design	41	2011.02.09	2011.02.09
Singapore		40 201521936 U	IR 1277564	Flybeats	Live	Word	25, 35, 41	2015.10.19	2015.10.19
Taiwan		1787167		Flybeats	Live	Word	25, 35, 41		2016.08.16
Taiwan		1856323		POWER YOUR LIFE	Live	Word	25, 35, 41, 42		2016.07.16
Taiwan		1856324		BUILT FOR LIFE	Live	Word	25, 35, 41, 42		2016.07.16
UAE	172467	172467		Fly & Design	Live	Design	41	2012.04.24	2013.11.18
UAE	172468	172468		Fly Flywheel & Design	Live	Design	41	2012.04.24	2013.10.08
UAE	172466	172466		Flywheel	Live	Word	41	2012.04.24	2013.10.20
UAE	196706	196706		Flybarre	Live	Word	41	2013.08.21	2017.06.20
Venezuela	2013-008027	P339331		Flywheel	Live	Word	25	2013.05.07	2014.09.04
Venezuela	2013-008028	S058017		Flywheel	Live	Word	41	2013.05.07	2014.09.04