

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
T.R. World Gym-IP, LLC		11/03/2006	LIMITED LIABILITY COMPANY: NEW HAMPSHIRE

RECEIVING PARTY DATA

Name:	Praesidian Capital Investors, LP
Street Address:	419 Park Avenue South
City:	New York
State/Country:	NEW YORK
Postal Code:	10016
Entity Type:	LIMITED PARTNERSHIP: DELAWARE

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	1911887	WORLD
Registration Number:	1791584	WORLD GYM
Registration Number:	2499267	WORLD GYM
Registration Number:	2268311	WORLD GYM
Registration Number:	1354193	WORLD GYM
Registration Number:	1783000	WORLD GYM
Registration Number:	1856427	WORLD GYM FITNESS CENTERS
Serial Number:	77024020	WORLD GYM

CORRESPONDENCE DATA

Fax Number: (212)735-8708
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 212-735-8600
 Email: khotte@morrisoncohen.com
 Correspondent Name: Kiara Hotte

CH \$215.00 1911887

Address Line 1: 909 Third Avenue
Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	17913-010
NAME OF SUBMITTER:	Kiara Hotte
Signature:	/Kiara Hotte/
Date:	11/08/2006

Total Attachments: 6
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GRANT OF SECURITY INTEREST

WHEREAS, T.R. WORLD GYM-IP, LLC, a New Hampshire limited liability company (the "**Company**"), has adopted, used and is using the trademarks described on Schedule A (the "**Trademarks**");

WHEREAS, the Company is a party to a Security Agreement dated November 3, 2006 (as the same may be amended, restated, modified, and/or supplemented from time to time, the "**Agreement**") in favor of PRAESIDIAN CAPITAL INVESTORS, LP, a Delaware limited partnership ("**Praesidian**"); and

WHEREAS, pursuant to the Agreement, the Company granted to Praesidian a security interest in all right, title and interest of the Company in and to, among other things, the Trademarks, and all proceeds thereof, including, without limitation, any and all past, present and future causes of action which may exist by reason of infringement thereof (the "**Collateral**"), to secure the payment, performance and observance of the Obligations, as defined in the Agreement;


NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Company does hereby grant to Praesidian a security interest in the Collateral to secure the prompt payment, performance and observance of its obligations.

The Company does hereby further acknowledge and affirm that the rights and remedies of Praesidian with respect to the security interest in the Collateral made and granted hereby are fully set forth in the Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

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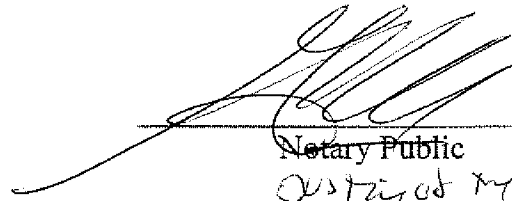
IN WITNESS WHEREOF, the Company has caused this Grant of Security Interest to be duly executed by its officer thereunto duly authorized as of the 3 day of Nov, 2006.

T.R. WORLD GYM-IP, LLC

By: 
Name: *Marc Grondahl*
Title: *manager*

STATE OF New Hampshire)
) ss.:
COUNTY OF Strafford)

On the 3 day of November in the year 2006 before me, the undersigned, a Notary Public in and for said State, personally appeared Marc Grondahl, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.



Notary Public
Austin M. Paine

Schedule A

Trademarks

MARK	COUNTRY	R=REG A=APPLN
WORLD GYM APE LOGO	Argentina	R 1674649
WORLD GYM LOGO	Argentina	R 1674648
WORLD GYM & DESIGN	Australia	R 501005
WORLD GYM & DESIGN	Australia	R 501007
WORLD GYM & DESIGN	Australia	R 501006
WORLD GYM & DESIGN	Benelux	R 422097
WORLD GYM & DESIGN	Benelux	R 586330
WORLD GYM APE LOGO	Bolivia	R 93203-C
WORLD GYM FITNESS CENTERS LOGO	Bolivia	R 92304-C
WORLD GYM APE LOGO	Brazil	A 822566982
WORLD GYM LOGO	Brazil	R 819010278
WORLD GYM & DESIGN	Canada	R TMA496875
WORLD GYM & DESIGN	Canada	R TMA368794
WORLD GYM	Canada	R TMA304250
WORLD GYM	Canada	R TMA366900
WORLD GYM & DESIGN	China	A 4873822
WORLD GYM & DESIGN	China	A 4873823
WORLD GYM APE LOGO	China	A 9800135578
WORLD GYM APE LOGO	China	R 1794306
WORLD GYM APE LOGO	Egypt	R 123275
WORLD GYM APE LOGO	Egypt	R 123276
WORLD GYM APE LOGO	El Salvador	R 00038
WORLD GYM APE LOGO	European Community	R 000133496
WORLD GYM APE LOGO	Germany	R 1029941
WORLD GYM & DESIGN	Germany	R 39832441
WORLD GYM & DESIGN	Germany	R 1147154
WORLD GYM & DESIGN	Germany	R 1183199
WORLD GYM LOGO	Guatemala	R 111227
WORLD GYM APE LOGO	Hong Kong	R B10317/1996
WORLD GYM LOGO	Hong Kong	R B940/1997
WORLD GYM APE LOGO	India	A 779701
WORLD GYM APE LOGO	India	A TBA
WORLD GYM & DESIGN	Indonesia	R 382807
WORLD GYM LOGO	Indonesia	R 377630

WORLD GYM & DESIGN	Italy	R 417543
WORLD GYM & DESIGN	Japan	R 2308669
WORLD GYM & DESIGN	Japan	R 4624140
WORLD GYM & DESIGN	Japan	R 2696053
APE LOGO	Japan	R 2709036
WORLD GYM & DESIGN	Japan	R 2196380
WORLD GYM LOGO	Mexico	R 620521
WORLD GYM & DESIGN	Mexico	R 415330
WORLD GYM & DESIGN	Mexico	R 588664
WORLD GYM & DESIGN	Mexico	R 414275
WORLD GYM & DESIGN	Mexico	R 441359
WORLD GYM FITNESS CENTERS & DESIGN	Mexico	R 488289
WORLD GYM FITNESS CENTERS & DESIGN	Mexico	R 644943
WORLD GYM & DESIGN	Mexico	R 415329
WORLD GYM APE LOGO	Peru	R 048588
WORLD GYM FITNESS CENTERS LOGO	Peru	R 034248
WORLD GYM APE LOGO	Qatar	R 18845
WORLD GYM APE LOGO	Romania	R 40388
WORLD GYM APE LOGO	Russian Federation	R 214687
WORLD GYM LOGO	Singapore	R T9408364C
WORLD GYM	South Africa	R 86/6718
WORLD GYM	South Africa	R 96/3572
WORLD GYM	South Africa	R 96/3573
WORLD GYM APE LOGO	South Korea	R 0101502
WORLD GYM & DESIGN	Sweden	R 214451
WORLD GYM & DESIGN	Sweden	R 212689
WORLD GYM & DESIGN	Sweden	R 179320
WORLD GYM & DESIGN	Switzerland	R 379808
WORLD GYM APE LOGO	Taiwan	R 163070
WORLD GYM APE LOGO	Taiwan	R 1002753
WORLD GYM & DESIGN	Thailand	R Kor11731
WORLD GYM & DESIGN	Thailand	R Kor14899
WORLD GYM & DESIGN	Trinidad/Tobago	A 37578
WORLD GYM APE LOGO	Trinidad/Tobago	A TBA
WORLD GYM APE LOGO	United Arab Emirates	A 81223
WORLD GYM & DESIGN	United Kingdom	R 1256527
WORLD GYM & DESIGN	United Kingdom	R B1584450
WORLD GYM & DESIGN	United Kingdom	R 1256526

WORLD	USA	R 1911887
WORLD GYM	USA	R 1791584
WORLD GYM & DESIGN	USA	R 2499267
WORLD GYM & DESIGN	USA	R 2268311
WORLD GYM & DESIGN	USA	R 1354193
WORLD GYM & DESIGN	USA	R 1783000
WORLD GYM FITNESS CENTERS & DESIGN	USA	R 1856427
WORLD GYM APE LOGO	Venezuela	A 002491
REAL GYMS REAL PEOPLE REAL RESULTS	Common Law	
RESULTS	Common Law	
WORLD GYM LOGO WITH globe in letter "O"	Common Law	

W WORLD GYM LOGO	USA	A 77024020
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