

**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
PFIP, 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: 13**

Property Type	Number	Word Mark
Serial Number:	78943168	BLACK
Registration Number:	2377662	JUDGMENT FREE ZONE
Registration Number:	2693142	LUNK ALARM
Registration Number:	2654980	NO CRITICS
Registration Number:	2370028	NO DUMBELLS ALLOWED PF GYMS
Registration Number:	2698976	PLANET FITNESS
Registration Number:	2438677	PLANET FITNESS
Registration Number:	3105988	PLANET FITNESS THE JUDGEMENT FREE ZONE
Serial Number:	78892436	
Serial Number:	78703245	JF GYMS
Serial Number:	78708076	JFZ GYMS
Serial Number:	78708810	JFZ GYMS THE JUDGEMENT FREE ZONE
Serial Number:	78569357	PLANET DEVELOPMENT

CH \$340.00 78943168

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

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: 4  
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## GRANT OF SECURITY INTEREST

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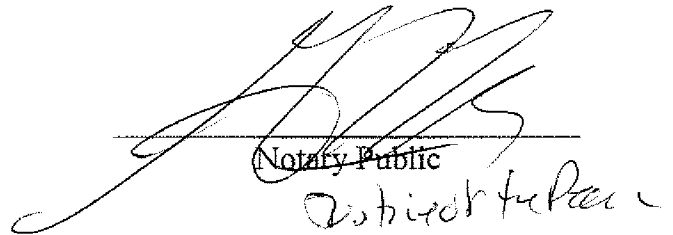
IN WITNESS WHEREOF, the Company has caused this Grant of Security Interest to be duly executed by its officer thereunto duly authorized as of the 3 day of Nov, 2006.

**PFIP, LLC**

By:   
Name: *Marc Grondak*  
Title: *manager*

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

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  
Dorinda K. Tucker

Schedule A

Trademarks

<b>MARK</b>	<b>COUNTRY</b>	<b>R=REG A=APPLN</b>
BLACK	USA	A 78/943,168
JUDGMENT FREE ZONE	USA	R 2,377,662
LUNK ALARM	USA	R 2,693,142
NO CRITICS	USA	R 2,654,980
PF GYMS, NO DUMBELLS ALLOWED, plus design	USA	R 2,370,028
PLANET FITNESS	Mexico	R 926649
PLANET FITNESS	Mexico	R 916664
PLANET FITNESS	USA	R 2,698,976
PLANET FITNESS	USA	R 2,438,677
PLANET FITNESS THE JUDGEMENT FREE ZONE, plus design	USA	R 3,105,988
Purple and Yellow trade dress for interior walls	USA	A 78/892,436

<b>MARK</b>	<b>COUNTRY</b>	<b>APPLN</b>
JF GYMS	USA	78/703,245
JFZ GYMS	USA	78/708,076
JFZ GYMS, plus design	USA	78/708,810
PLANET DEVELOPMENT	USA	78/569,357