

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Grant of Security Interest		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
TSI Holdings (IP), LLC		02/27/2007	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	Deutsche Bank Trust Company Americas		
Street Address:	60 Wall Street		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10005		
Entity Type:	Collateral Agent:		
PROPERTY NUMBERS Total: 31			
Property Type	Number	Word Mark	
Registration Number:	3176466	BETTER.	
Registration Number:	2262192	BOSTON SPORTS CLUB	
Registration Number:	2325163	BSC BOSTON SPORTS CLUB	
Registration Number:	2212754	BSC	
Registration Number:	2456296	E2R	
Registration Number:	2464488	E2R ENERGY, ENDURANCE, RECOVERY	
Registration Number:	2464487	ENERGY, ENDURANCE, RECOVERY	
Registration Number:	2227597	NEW YORK SPORTS CLUBS	
Registration Number:	2227316	NYSC NEW YORK SPORTS CLUBS	
Registration Number:	2224136	NYSC NEW YORK SPORTS CLUBS	
Registration Number:	2690385	NYSC	
Registration Number:	2182153	NYSC	
Registration Number:	2225662	NYSC	

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Registration Number:	2333610	PHILADELPHIA SPORTS CLUBS
Registration Number:	2343957	PSC PHILADELPHIA SPORTS CLUB
Registration Number:	2239729	PSC
Registration Number:	3053462	SPORTS CLUBS FOR KIDS
Registration Number:	3053486	SPORTS CLUBS FOR KIDS
Registration Number:	2370104	THERE'S A MILLION REASONS TO JOIN
Registration Number:	1806497	TOWN SPORTS INTERNATIONAL
Registration Number:	3035330	TOWN SPORTS INTERNATIONAL HEALTH DEVELOPMENT
Registration Number:	3008637	TRAIN YOUR HEAD
Registration Number:	1801172	TSI
Registration Number:	2260453	WASHINGTON SPORTS CLUBS
Registration Number:	2606256	WSC WASHINGTON SPORTS CLUBS
Registration Number:	2396940	WHERE YOU LIVE. WHERE YOU WORK.
Registration Number:	2548666	WSC
Serial Number:	78839839	COMPANIESGETFIT
Serial Number:	78581508	COMPANIESGETFIT.COM
Serial Number:	78718144	NO SWEAT FITNESS FOR THE REST OF US
Serial Number:	78596833	WEDDING READY

CORRESPONDENCE DATA

Fax Number: (212)354-8113
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 212-819-8923
 Email: trademarkdocket@whitecase.com
 Correspondent Name: Matthew Bart c/o White & Case LLP
 Address Line 1: 1155 Avenue of the Americas
 Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:	1104031-0294
NAME OF SUBMITTER:	Matthew Bart
Signature:	/Matthew Bart/
Date:	03/14/2007

Total Attachments: 6
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**GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, TSI HOLDINGS (IP), LLC, a Delaware limited liability company (the "Grantor") with principal offices at 888 Seventh Avenue, 25th Floor, New York, NY 10106, hereby grants to Deutsche Bank Trust Company Americas, as Collateral Agent, with principal offices at 60 Wall Street, New York, New York 10005 (the "Grantee"), a continuing security interest in (i) all of the Grantor's right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the Security Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of February 27, 2007 (as amended, modified, restated and/or supplemented from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Grantee shall execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Marks acquired under this Grant.

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

* * *

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the
26th day of February, 2007.

TSI HOLDINGS (IP), LLC, Grantor

By 
Name: Richard Pyle
Title: Chief Financial Officer

DEUTSCHE BANK TRUST COMPANY
AMERICAS,
as Collateral Agent and Grantee

By Carin Keegan
Name: Carin Keegan
Title: Vice President

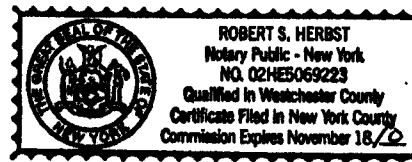
By Henry Ray Coyk
Name: Henry Ray Coyk
Title: Managing Director

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 26th day of FEBRUARY, 2007, before me personally came Richard Pyle who, being by me duly sworn, did state as follows: that he is Chief Financial Officer of TSI HOLDINGS (IP), LLC, that he is authorized to execute the foregoing Grant on behalf of said limited liability company and that he did so by authority of the Board of Directors of said limited liability company.



Notary Public



STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

On this 26th day of FEB., 2007, before me personally came Carin Keegan and MARY KAY COYLE who, being by me duly sworn, did state as follows: that they are Vice President and M.D. of Deutsche Bank Trust Company Americas, that they are authorized to execute the foregoing Grant on behalf of said corporation and that they did so by authority of the Board of Directors of said corporation.


Notary Public

JOJEAN TRAVIS
Registration No. 01TR5013241
New York County
July 15, 2007

SCHEDULE A

Mark	Pending App. No.	Registered Reg. No.	Filed on/ Reg. Date
BETTER		3,176,466	11/28/06
BOSTON SPORTS CLUB		2,262,192	7/20/99
BOSTON SPORTS CLUB & BSC DESIGN		2,325,163	3/7/00
BSC & DESIGN		2,212,754	12/22/98
COMPANIESGETFIT	78/839,839		3/17/06
COMPANIESGETFIT.COM	78/581,508		3/7/05
E2R		2,456,296	5/29/01
E2R ENERGY, ENDURANCE, RECOVERY		2,464,488	6/26/01
ENERGY, ENDURANCE, RECOVERY		2,464,487	6/26/01
NEW YORK SPORTS CLUB		2,227,597	3/2/99
NEW YORK SPORTS CLUB AND NYSC DESIGN		2,227,316	3/2/99
NEW YORK SPORTS CLUB and NYSC DESIGN		2,224,136	2/16/99
NO SWEAT FITNESS FOR THE REST OF US (Design)	78/718,144		9/22/05
NYSC (word mark)		2,690,385	2/25/03
NYSC & DESIGN		2,182,153	8/18/98
NYSC & DESIGN		2,225,662	2/23/99
PHILADELPHIA SPORTS CLUBS		2,333,610	3/21/00
PHILADELPHIA SPORTS CLUBS & PSC DESIGN		2,343,957	4/18/00
PSC & DESIGN		2,239,729	4/13/99
SPORTS CLUB FOR KIDS		3,053,462	1/31/06
SPORTS CLUB FOR KIDS (Design)		3,053,486	1/31/06
THERE'S A MILLION REASONS TO JOIN		2,370,104	7/25/00
TOWN SPORTS INTERNATIONAL		1,806,497	11/23/93
TOWN SPORTS INTERNATIONAL HEALTH DEVELOPMENT (Design)		3,035,330	12/27/05
TRAIN YOUR HEAD		3,008,637	10/25/05
TSI		1,801,172	10/26/93
WASHINGTON SPORTS CLUBS		2,260,453	7/13/99
WASHINGTON SPORTS CLUB and WSC DESIGN		2,606,256	8/13/02
WEDDING READY	78/596,833		3/29/05
WHERE YOU LIVE. WHERE YOU WORK		2,396,940	10/24/00
WSC & DESIGN		2,548,666	3/19/02