

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		02/01/2008	LIMITED LIABILITY COMPANY: NEW HAMPSHIRE

RECEIVING PARTY DATA

Name:	TD Banknorth, N.A.
Street Address:	P.O. Box 600
Internal Address:	300 Franklin Street
City:	Manchester
State/Country:	NEW HAMPSHIRE
Postal Code:	03105-0600
Entity Type:	National Banking Association:

PROPERTY NUMBERS Total: 15

Property Type	Number	Word Mark
Serial Number:	77323564	1440 ALL AXCESS
Serial Number:	77331655	1440 ALL AXCESS
Serial Number:	77331631	ALL AXCESS
Serial Number:	77138437	AN INTELLIGENT APPROACH TO FITNESS
Serial Number:	77228978	REAL GYMS REAL PEOPLE REAL RESULTS
Serial Number:	77331621	W WORLD GYM 1440 ALL AXCESS
Serial Number:	74538249	WORLD
Serial Number:	74320894	WORLD GYM
Serial Number:	75366522	WORLD GYM
Serial Number:	75375423	WORLD GYM
Serial Number:	74343066	WORLD GYM FITNESS CENTERS
Serial Number:	73456674	WORLD GYM
Serial Number:	74320861	WORLD GYM

OP \$390.00 77323564

Serial Number:	77235909	WORLD SPORT PRODUCTS
Serial Number:	77024020	WORLD GYM

CORRESPONDENCE DATA

Fax Number: (603)621-7111
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 603-621-7100
Email: c.little@clrm.com
Correspondent Name: Curtis W. Little, Jr.
Address Line 1: 650 Elm Street
Address Line 4: Manchester, NEW HAMPSHIRE 03101

NAME OF SUBMITTER:	Curtis W. Little, Jr.
Signature:	//Curtis W. Little, Jr.//
Date:	02/13/2008

Total Attachments: 10
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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 party to a Security Agreement dated as of February 1, 2008 (as the same may be amended, restated, modified, and/or supplemented from time to time, the "**Agreement**") in favor of TD BANKNORTH, N.A., a national banking association ("**Banknorth**"); and

WHEREAS, pursuant to the Agreement, the Company granted to Banknorth 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, THEREFOR, for good and valuable consideration, receipt of which is hereby acknowledged, the Company does hereby grant to Banknorth 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 the rights and remedies of Banknorth 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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Trademark	Matter Number/Subcase Country Name	Status Class(es)	Application Number/Date	Registration Number/Date
1440 ALL AXCESS	TRWTM117/ United States of America	Pending 16 Int., 25 Int., 41 Int.	77/323,564 07-Nov-2007	
1440 ALL AXCESS, stylized	TRWTM120/ United States of America	Pending 16 Int., 25 Int., 41 Int.	77/331,655 16-Nov-2007	
ALL AXCESS	TRWTM118/ United States of America	Pending 16 Int., 25 Int., 41 Int.	77/331,631 16-Nov-2007	
AN INTELLIGENT APPROACH TO FITNESS	TRWTM113/ United States of America	Registered 41 Int.	77/138,437 23-Mar-2007	3,351,427 11-Dec-2007
REAL GYMS REAL PEOPLE REAL RESULTS	TRWTM115/ United States of America	Pending 41 Int.	77/228,978 13-Jul-2007	
W - WORLD GYM LOGO	TRWTM101/ Australia	Registered 16 Int., 25 Int., 41 Int.	A0006473 20-Nov-2006	909942 20-Nov-2006
W - WORLD GYM LOGO	TRWTM101/A Barbados	Pending 16 Int.	16-Jan-2007	
W - WORLD GYM LOGO	TRWTM101/B Barbados	Pending 25 Int.	16-Jan-2007	
W - WORLD GYM LOGO	TRWTM101/C Barbados	Pending 41 Int.	16-Jan-2007	
W - WORLD GYM LOGO	TRWTM101/B Brazil	Pending 25 Int.	828,930,988 15-Jan-2007	
W - WORLD GYM LOGO	TRWTM101/C Brazil	Pending 41 Int.	828,930,996 15-Jan-2007	
W - WORLD GYM LOGO	TRWTM101/A Brazil	Pending 16 Int.	828,931,003 15-Jan-2007	
W - WORLD GYM LOGO	TRWTM101/ Canada	Pending 16 Int., 25 Int., 41 Int.	1,330,702 09-Jan-2007	
W - WORLD GYM LOGO	TRWTM101/ China (Peoples Republic)	Registered 16 Int., 25 Int., 41 Int.	A0006473 20-Nov-2006	909942 20-Nov-2006
W - WORLD GYM LOGO	TRWTM101/A Costa Rica	Pending 16 Int.	2006-11121 29-Nov-2006	

Trademark	Matter Number/Subcase Country Name	Status Class(es)	Application Number/Date	Registration Number/Date
W - WORLD GYM LOGO	TRWTM101/C Costa Rica	Pending 41 Int.	2006-11119 29-Nov-2006	
W - WORLD GYM LOGO	TRWTM101/B Costa Rica	Pending 25 Int.	2006-11120 29-Nov-2006	
W - WORLD GYM LOGO	TRWTM101/C Egypt	Pending 41 Int.	207873 10-Oct-2007	
W - WORLD GYM LOGO	TRWTM101/B Egypt	Pending 25 Int.	207872 10-Oct-2007	
W - WORLD GYM LOGO	TRWTM101/A Egypt	Pending 16 Int.	207871 10-Oct-2007	
W - WORLD GYM LOGO	TRWTM101/C El Salvador	Pending 41 Int.	2006-063121 29-Nov-2006	
W - WORLD GYM LOGO	TRWTM101/A El Salvador	Pending 16 Int.	2006-063122 29-Nov-2006	
W - WORLD GYM LOGO	TRWTM101/B El Salvador	Pending 25 Int.	2006-063110 29-Nov-2006	
W - WORLD GYM LOGO	TRWTM101/ European Community	Published 16 Int., 25 Int., 41 Int.	A0006473 20-Nov-2006	
W - WORLD GYM LOGO	TRWTM101/B Guatemala	Published 25 Int.	60,021 04-Dec-2006	
W - WORLD GYM LOGO	TRWTM101/C Guatemala	Pending 41 Int.	60,022 04-Dec-2006	
W - WORLD GYM LOGO	TRWTM101/A Guatemala	Published 16 Int.	60,020 04-Dec-2006	
W - WORLD GYM LOGO	TRWTM101/ India	Pending 16 Int., 25 Int., 41 Int.	1,509,487 01-Dec-2006	
W - WORLD GYM LOGO	TRWTM101/ Int'l Registration - Madrid Agreement / Protocol	Registered 16 Int., 25 Int., 41 Int.	A0006473 20-Nov-2006	909942 20-Nov-2006
W - WORLD GYM LOGO	TRWTM101/ Korea, Republic of	Pending 16 Int., 25 Int., 41 Int.	A0006473 20-Nov-2006	

Trademark	Matter Number/Subcase Country Name	Status Class(es)	Application Number/Date	Registration Number/Date
W - WORLD GYM LOGO	TRWTM101/C Mexico	Pending 41 Int.	831,957 24-Jan-2007	
W - WORLD GYM LOGO	TRWTM101/B Mexico	Pending 25 Int.	831,956 24-Jan-2007	
W - WORLD GYM LOGO	TRWTM101/A Mexico	Registered 16 Int.	831,955 24-Jan-2007	988968 22-Jun-2007
W - WORLD GYM LOGO	TRWTM101/ Norway	Registered 16 Int., 25 Int., 41 Int.	A0006473 20-Nov-2006	909942 31-Aug-2007
W - WORLD GYM LOGO	TRWTM101/C Pakistan	Pending 41 Int.	236214 11-May-2007	
W - WORLD GYM LOGO	TRWTM101/B Pakistan	Pending 25 Int.	236213 11-May-2007	
W - WORLD GYM LOGO	TRWTM101/A Pakistan	Pending 16 Int.	236212 11-May-2007	
W - WORLD GYM LOGO	TRWTM101/ Russian Federation	Pending 16 Int., 25 Int., 41 Int.	A0006473 20-Nov-2006	
W - WORLD GYM LOGO	TRWTM101/ Switzerland	Pending 16 Int., 25 Int., 41 Int.	A0006473 20-Nov-2006	
W - WORLD GYM LOGO	TRWTM101/ Taiwan	Registered 16 Int., 25 Int., 41 Int.	95,058,319 21-Nov-2006	1283145 01-Oct-2007
W - WORLD GYM LOGO	TRWTM101/ Trinidad and Tobago	Pending 16 Int., 25 Int., 41 Int.	38,062 13-Dec-2006	
W - WORLD GYM LOGO	TRWTM101/B United Arab Emirates	Published 25 Int.	92,339 28-Mar-2007	
W - WORLD GYM LOGO	TRWTM101/A United Arab Emirates	Published 16 Int.	92,338 28-Mar-2007	
W - WORLD GYM LOGO	TRWTM101/C United Arab Emirates	Pending 41 Int.	92,340 28-Mar-2007	
W - WORLD GYM LOGO	TRWTM101/ United States of America	Published 16 Int., 25 Int., 41 Int.	77/024,020 18-Oct-2006	

Trademark	Matter Number/Subcase Country Name	Status Class(es)	Application Number/Date	Registration Number/Date
W WORLD GYM 1440 ALL AXCESS, plus design	TRWTM119/ United States of America	Pending 16 Int., 25 Int., 41 Int.	77/331,621 16-Nov-2007	
WORLD	TRWTM102/ United States of America	Registered 41 Int.	74/538,249 15-Jun-1994	1,911,887 15-Aug-1995
WORLD GYM	TRWTM103/B Canada	Registered		TMA366900 16-Mar-1990
WORLD GYM	TRWTM103/A Canada	Registered		TMA304250 28-Jun-1985
WORLD GYM	TRWTM103/B South Africa	Registered 35 Int.	15-Mar-1996	96/3572 09-Mar-1999
WORLD GYM	TRWTM103/A South Africa	Registered 25 Int.	08-Oct-1986	86/6718 18-May-1988
WORLD GYM	TRWTM103/C South Africa	Registered 41 Int.	15-Mar-1996	96/3573 09-Mar-1999
WORLD GYM	TRWTM103/ Taiwan	Registered 41 Int.		163070 16-Apr-2002
WORLD GYM	TRWTM103/ United States of America	Registered 16 Int., 41 Int.	74/320,894 08-Oct-1992	1,791,584 07-Sep-1993
WORLD GYM APE LOGO	TRWTM104/ Canada	Registered		TMA496875 02-Jul-1998
WORLD GYM APE LOGO	TRWTM104/ Germany	Registered 41 Int.	10-Jun-1998	39832441 06-Aug-1982
WORLD GYM APE LOGO	TRWTM104/ India	Pending 25 Int.	779701 26-Nov-1997	
WORLD GYM APE LOGO	TRWTM106/B Indonesia	Registered 25 Int.		380174 29-Jan-1996
WORLD GYM APE LOGO	TRWTM104/ Qatar	Registered		18845
WORLD GYM APE LOGO	TRWTM104/ United Arab Emirates	Pending	81223 29-May-2006	

Trademark	Matter Number/Subcase Country Name	Status Class(es)	Application Number/Date	Registration Number/Date
WORLD GYM APE LOGO	TRWTM104/A	Registered	75/366,522	2,499,267
	United States of America	41 Int.	01-Oct-1997	23-Oct-2001
WORLD GYM APE LOGO	TRWTM104/B	Registered	75/375,423	2,268,311
	United States of America	25 Int.	17-Oct-1997	10-Aug-1999
WORLD GYM FITNESS CENTER LOGO	TRWTM110/	Registered	1,996,008	1,674,648
	Argentina	41 Int.	18-Aug-1995	15-Jul-1998
WORLD GYM FITNESS CENTER LOGO	TRWTM110/	Registered		92304-C
	Bolivia			20-Feb-2004
WORLD GYM FITNESS CENTER LOGO	TRWTM110/	Registered	819,010,278	819,010,278
	Brazil	40 Int.	17-Jan-1996	25-Aug-1998
WORLD GYM FITNESS CENTER LOGO	TRWTM110/	Registered		B940/1997
	Hong Kong	25 Int., 41 Int.	27-Sep-1994	24-Jan-1997
WORLD GYM FITNESS CENTER LOGO	TRWTM110/	Registered		377630
	Indonesia	41 Int.	29-Jan-1996	04-Aug-1997
WORLD GYM FITNESS CENTER LOGO	TRWTM110/B	Registered		620521
	Mexico		14-Sep-1995	
WORLD GYM FITNESS CENTER LOGO	TRWTM110/	Registered		034248
	Peru	41 Int.		22-Jan-2004
WORLD GYM FITNESS CENTER LOGO	TRWTM110/	Registered		T9408364C
	Singapore	41 Int.	27-Sep-1994	27-Sep-1994
WORLD GYM FITNESS CENTER LOGO	TRWTM110/	Registered	74/343,066	1,856,427
	United States of America	41 Int.	24-Dec-1992	27-Sep-1994
WORLD GYM FITNESS CENTER, plus design	TRWTM109/	Registered		644943
	Mexico		16-Dec-1999	
WORLD GYM, plus design	TRWTM105/	Registered	1,996,007	1,674,649
	Argentina	25 Int.	18-Aug-1995	15-Jul-1998
WORLD GYM, plus design	TRWTM107/A	Registered	501,005	501,005
	Australia	41 Int.	07-Dec-1988	07-Dec-1988
WORLD GYM, plus design	TRWTM107/B	Registered	501,006	501,006
	Australia	28 Int.	07-Dec-1988	07-Dec-1988

Trademark	Matter Number/Subcase Country Name	Status Class(es)	Application Number/Date	Registration Number/Date
WORLD GYM, plus design	TRWTM107/C Australia	Registered 25 Int.	501,007 07-Dec-1988	501,007 07-Dec-1988
WORLD GYM, plus design	TRWTM106/ Benelux	Registered		586330 18-Jan-1996
WORLD GYM, plus design	TRWTM107/ Benelux	Registered		422,097 10-Sep-1986
WORLD GYM, plus design	TRWTM106/ Bolivia	Registered		93203-C 20-Feb-2004
WORLD GYM, plus design	TRWTM111/ Bolivia	Registered		93204-C
WORLD GYM, plus design	TRWTM106/ Brazil	Registered 25 Int.	822,566,982 22-Mar-2006	822,566,982 18-Apr-2006
WORLD GYM, plus design	TRWTM107/ Canada	Registered		TMA368794 18-May-1990
WORLD GYM, plus design	TRWTM105/B China (Peoples Republic)	Pending	4873823 02-Sep-2005	
WORLD GYM, plus design	TRWTM105/A China (Peoples Republic)	Pending 25 Int., 41 Int.	4873822 02-Sep-2005	
WORLD GYM, plus design	TRWTM111/ China (Peoples Republic)	Registered 41 Int.		1794306 21-Jun-2002
WORLD GYM, plus design	TRWTM106/B Egypt	Registered 41 Int.	27-Apr-1999	123276 14-Jul-2002
WORLD GYM, plus design	TRWTM106/A Egypt	Registered 25 Int.	27-Apr-1999	123275 01-Jul-2002
WORLD GYM, plus design	TRWTM106/ El Salvador	Registered 41 Int.		00038 09-Aug-2000
WORLD GYM, plus design	TRWTM106/ European Community	Registered		133496 01-Apr-2006
WORLD GYM, plus design	TRWTM105/ Germany	Registered 41 Int.	23-Jul-1980	1,029,941 01-Mar-1982

Trademark	Matter Number/Subcase Country Name	Status Class(es)	Application Number/Date	Registration Number/Date
WORLD GYM, plus design	TRWTM107/A Germany	Registered 28 Int.	27-May-1989	1147154 03-Oct-1989
WORLD GYM, plus design	TRWTM107/B Germany	Registered 41 Int.	16-Aug-1989	1183199 10-Jan-1992
WORLD GYM, plus design	TRWTM106/ Guatemala	Registered 41 Int.		111227 21-Jun-2001
WORLD GYM, plus design	TRWTM106/ Hong Kong	Registered 25 Int.	27-Sep-1994	B10317/1996 13-Nov-1996
WORLD GYM, plus design	TRWTM106/ India	Pending 41 Int.	1470937 18-Jul-2006	
WORLD GYM, plus design	TRWTM106/ Japan	Registered 41 Int.		4,624,140 22-Nov-2002
WORLD GYM, plus design	TRWTM107/A Japan	Registered 25 Int.		2308669 31-May-1991
WORLD GYM, plus design	TRWTM107/B Japan	Registered 25 Int.		2696053 30-Sep-1994
WORLD GYM, plus design	TRWTM107/C Japan	Registered		2196380 25-Dec-1989
WORLD GYM, plus design	TRWTM111/ Japan	Registered 25 Int.		2709036 31-Jul-1995
WORLD GYM, plus design	TRWTM106/A Korea, Republic of	Registered		0101502 02-Jun-2004
WORLD GYM, plus design	TRWTM106/ Peru	Registered 25 Int.		048588 10-Sep-1998
WORLD GYM, plus design	TRWTM106/ Romania	Registered		40388 13-Jan-1999
WORLD GYM, plus design	TRWTM106/ Russian Federation	Registered 25 Int., 41 Int.	09-Oct-2000	214687 14-Jun-2002
WORLD GYM, plus design	TRWTM107/ Sweden	Registered		214451 11-Aug-1999

Trademark	Matter Number/Subcase Country Name	Status Class(es)	Application Number/Date	Registration Number/Date
WORLD GYM, plus design	TRWTM108/A Sweden	Registered		179320 11-Dec-2001
WORLD GYM, plus design	TRWTM108/B Sweden	Registered		212689 16-Dec-1998
WORLD GYM, plus design	TRWTM107/ Switzerland	Registered	20-Oct-1989	379808 05-Dec-1990
WORLD GYM, plus design	TRWTM106/ Taiwan	Registered 25 Int.		1002753 16-Jun-2002
WORLD GYM, plus design	TRWTM107/A Thailand	Registered 16 Int.		11731
WORLD GYM, plus design	TRWTM107/B Thailand	Registered 05 Int.		14899
WORLD GYM, plus design	TRWTM106/ Trinidad and Tobago	Pending 16 Int., 41 Int.	37578 07-Aug-2006	
WORLD GYM, plus design	TRWTM106/D United Kingdom	Registered 28 Int.	10-Oct-2006	2435302 13-Apr-2007
WORLD GYM, plus design	TRWTM106/C United Kingdom	Registered 41 Int.	09-Sep-1994	B1584450 13-Nov-1995
WORLD GYM, plus design	TRWTM105/ United States of America	Registered 25 Int.	73/456,674 12-Dec-1983	1,354,193 13-Aug-1985
WORLD GYM, plus design	TRWTM106/ United States of America	Registered 41 Int.	74/320,861 08-Oct-1992	1,783,000 20-Jul-1993
WORLD GYM, plus design	TRWTM106/ Venezuela	Registered	2491-1997 13-Feb-1997	P-259057 09-Feb-2005
WORLD SPORT PRODUCTS	TRWTM116/ United States of America	Pending 05 Int., 09 Int., 16 Int., 18 Int., 21 Int., 25 Int., 28 Int., 29 Int., 32 Int.	77/235,909 23-Jul-2007	
WORLDGYM.EU	TRW013/ European Community	Registered		09-Jul-2006