

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		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: 19

Property Type	Number	Word Mark
Serial Number:	78943168	BLACK
Serial Number:	78708076	JFZ GYMS
Serial Number:	78708810	JFZ GYMS THE JUDGEMENT FREE ZONE
Serial Number:	75816444	JUDGMENT FREE ZONE
Serial Number:	77297406	LUNK
Serial Number:	76415288	LUNK ALARM
Serial Number:	76254435	NO CRITICS
Serial Number:	77377062	PF BLACK CARD
Serial Number:	75555765	NO DUMBELLS ALLOWED PF GYMS
Serial Number:	77331789	PF PLANET FITNESS
Serial Number:	77331824	PF PLANET FITNESS
Serial Number:	77331757	PF
Serial Number:	78569357	PLANET DEVELOPMENT

OP \$490.00 78943168

Serial Number:	74679805	PLANET FITNESS
Serial Number:	74435592	PLANET FITNESS
Serial Number:	78442815	PLANET FITNESS THE JUDGEMENT FREE ZONE
Serial Number:	77060305	PLANET FITNESS
Serial Number:	78892436	
Serial Number:	77359027	ZONA DE PRUEBA LIBRE PLANET FITNESS

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: 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 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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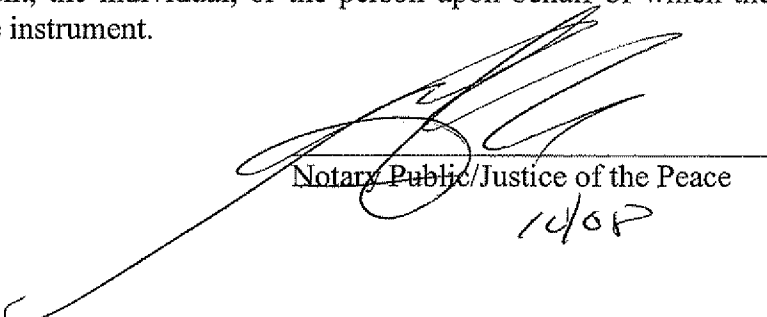
IN WITNESS WHEREOF, the Company has caused this Grant of Security Interest to be duly executed by its officer thereunto duly authorized as of the 1st day of February, 2008.

PFIP, LLC

By: 
Name: Marc Grondahl
Title: Manager

STATE OF NEW HAMPSHIRE)
HILLSBOROUGH) ss.:
COUNTY OF STRAFFORD)

On the 1 day of February in the year 2008 before me, the undersigned, a Notary Public/Justice of the Peace 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/Justice of the Peace
1408

{SIGNATURE PAGE TO PFIP GRANT OF SECURITY INTEREST}

Trademark	Matter Number/Subcase Country Name	Status Class(es)	Application Number/Date	Registration Number/Date
BLACK	PFHTM115/ United States of America	Published 41 Int.	78/943,168 02-Aug-2006	
JFZ GYMS	PFHTM112/ United States of America	Published 41 Int.	78/708,076 07-Sep-2005	
JFZ GYMS, plus design	PFHTM113/ United States of America	Registered 41 Int.	78/708,810 08-Sep-2005	3,303,904 02-Oct-2007
JUDGMENT FREE ZONE	PFHTM104/ United States of America	Registered 41 Int.	75/816,444 06-Oct-1999	2,377,662 15-Aug-2000
LUNK	PFHTM117/ United States of America	Pending 25 Int.	77/297,406 05-Oct-2007	
LUNK ALARM	PFHTM107/ United States of America	Registered 41 Int.	76/415,288 05-Jun-2002	2,693,142 04-Mar-2003
NO CRITICS	PFHTM106/ United States of America	Registered 41 Int.	76/254435 09-May-2001	2,654,980 26-Nov-2002
PF BLACK CARD	PFHTM122/ United States of America	Pending 41 Int.	77/377,062 22-Jan-2008	
PF GYMS, NO DUMBELLS ALLOWED, PLUS DESIGN	PFHTM101/ United States of America	Registered 41 Int.	75/555,765 21-Sep-1998	2,370,028 25-Jul-2000
pf planet fitness, plus design	PFHTM119/ United States of America	Pending 25 Int., 41 Int.	77/331,789 16-Nov-2007	
pf planet fitness, plus design	PFHTM120/ United States of America	Pending 25 Int., 41 Int.	77/331,824 16-Nov-2007	
pf, plus design	PFHTM118/ United States of America	Pending 25 Int., 41 Int.	77/331,757 16-Nov-2007	
PLANET DEVELOPMENT	PFHTM109/ United States of America	Registered 37 Int.	78/569,357 17-Feb-2005	3,325,981 30-Oct-2007
PLANET FITNESS	PFHTM105/ Japan	Pending 25 Int., 41 Int.	2007-8854 05-Feb-2007	
PLANET FITNESS	PFHTM105/B Mexico	Registered 41 Int.	744523 12-Oct-2005	926649 29-Mar-2006

Trademark	Matter Number/Subcase Country Name	Status Class(es)	Application Number/Date	Registration Number/Date
PLANET FITNESS	PFHTM105/A Mexico	Registered 25 Int.	744524 12-Oct-2005	916664 25-Jan-2006
PLANET FITNESS	PFHTM105/ United States of America	Registered 41 Int.	74/679,805 25-May-1995	2,698,976 25-Mar-2003
PLANET FITNESS	PFHTM105/B United States of America	Registered 25 Int., 41 Int.	74/435,592 10-Sep-1993	2,438,677 27-Mar-2001
PLANET FITNESS THE JUDGEMENT FREE ZONE, PLUS DESIGN	PFHTM108/ United States of America	Registered 41 Int.	78/442,815 29-Jun-2004	3,105,988 20-Jun-2006
PLANET FITNESS, plus gear design	PFHTM116/ United States of America	Published 25 Int., 41 Int.	77/060,305 08-Dec-2006	
Purple and Yellow for interior walls	PFHTM114/ United States of America	Published 41 Int.	78/892,436 25-May-2006	
ZONA DE PRUEBA LIBRE PLANET FITNESS, plus design	PFHTM121/ United States of America	Pending 41 Int.	77/359,027 24-Dec-2007	