

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
CURVES INTERNATIONAL, INC.		07/31/2012	CORPORATION: TEXAS
RECEIVING PARTY DATA			
Name:	U.S. BANK NATIONAL ASSOCIATION, as Collateral Agent		
Street Address:	225 Asylum Street, 23rd Floor		
Internal Address:	Corporate Trust Services		
City:	Hartford		
State/Country:	CONNECTICUT		
Postal Code:	06103		
Entity Type:	National Association: UNITED STATES		
PROPERTY NUMBERS Total: 47			
Property Type	Number	Word Mark	
Registration Number:	3317263	BABYCURVES	
Registration Number:	3620936	CURVACEOUS THE CURVES COLLECTION	
Registration Number:	3164796	CURVES	
Registration Number:	3150319	CURVES	
Registration Number:	3591192	CURVES	
Registration Number:	2947574	CURVES	
Registration Number:	3702082	CURVES	
Registration Number:	3610387	CURVES	
Registration Number:	3720123	CURVES	
Registration Number:	3384796	CURVES	
Registration Number:	3385228	CURVES	
Registration Number:	3385262	CURVES	
Registration Number:	3453049	CURVES	

Registration Number:	3555096	CURVES
Registration Number:	2923501	CURVES
Registration Number:	3144142	CURVES
Registration Number:	3591193	CURVES
Registration Number:	2930889	CURVES
Registration Number:	3488517	CURVES COMPLETE
Registration Number:	3533826	CURVES COMPLETE
Registration Number:	4026249	CURVES OS
Registration Number:	3540877	CURVES PRODUCTS
Registration Number:	2946238	CURVES FOR WOMEN
Registration Number:	3591191	CURVES FOR WOMEN
Registration Number:	3342175	CURVES LEARNING EXPERIENCE
Registration Number:	3619843	CURVES SMART WORKOUT SYSTEM
Registration Number:	3406231	CURVES SMART
Registration Number:	3533821	CURVES SMART
Registration Number:	3707075	CURVES SMART
Registration Number:	3603665	CURVES CIRCUIT GEAR
Registration Number:	3603664	CURVES CIRCUIT GEAR
Registration Number:	3108237	CURVES TRAVEL
Registration Number:	3365618	CURVES UNIVERSITY
Registration Number:	3242565	CURVES UNIVERSITY
Registration Number:	2695508	
Registration Number:	2954936	DIANE
Registration Number:	3427634	TAKE 30
Registration Number:	4003108	CURVES PAYMENT SOLUTIONS
Registration Number:	3571321	CURVES QUEST
Registration Number:	3617601	MY CURVES
Registration Number:	3666355	MY CURVES
Registration Number:	3675848	MY CURVES
Registration Number:	3410442	STRENGTHENING WOMEN
Registration Number:	3917704	STRONGER TOGETHER
Registration Number:	4112225	STRONGER TOGETHER
Registration Number:	2867466	THE POWER TO AMAZE YOURSELF
Registration Number:	1996990	CURVES FOR WOMEN

Fax Number: 2146614691

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 214-953-6691

Email: b.k.drinkwater@bakerbotts.com

Correspondent Name: B. K. Drinkwater, c/o Baker Botts L.L.P.

Address Line 1: 2001 Ross Avenue, Suite 600

Address Line 4: Dallas, TEXAS 75201

ATTORNEY DOCKET NUMBER:

006659.0180

NAME OF SUBMITTER:

B.K. Drinkwater

Signature:

/B.K. Drinkwater/

Date:

08/02/2012

Total Attachments: 6

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GRANT OF SECURITY INTEREST IN TRADEMARKS

Pursuant to that certain First Lien Pledge and Security Agreement (as amended, restated, supplemented or otherwise modified from time to time, the “**Security Agreement**”; capitalized terms used and not otherwise defined herein that are defined in the Security Agreement shall have the meanings herein as specified therein), dated as of July 31, 2012 and executed on such date by the Company, the Parent and certain Subsidiaries of the Company, Curves International, Inc., a Texas corporation (“**Grantor**”), whose address is 100 Ritchie Road, Woodway, TX 76712, Attention: Ronnie Glaesmann, Fax: (254) 399-9525, hereby grants to U.S. BANK NATIONAL ASSOCIATION, as Collateral Agent, whose address is c/o U.S. Bank National Association, Corporate Trust Services, 225 Asylum Street, 23rd Floor, Hartford, CT 06103, Attention: Michael Hopkins, a continuing security interest in and a continuing lien upon, all trademarks and service marks, registrations and applications for registration now owned or hereafter acquired by Grantor (but excluding Excluded Collateral), together with the goodwill associated therewith (the “**Goodwill**”), including without limitation the below listed registrations and applications for registration:

MARK	STATUS	CLASS	APP. FILE DATE	APP. #	REG. DATE	REG. #	REGIST. TERM	REGIST. RENEWAL DATE
BABY CURVES AND DESIGN	REGISTERED	24, 25	8/31/2005	78,704,361	10/23/2007	3317263	6th year and Renewal every 10 years	10/23/2013 and 10/23/2017
CURVACEOUS, THE CURVES COLLECTION AND DESIGN	REGISTERED	18, 25	8/5/2005	78,686,649	5/12/2009	3620936	6th year and Renewal every 10 years	5/12/2015 and 5/12/2019
Curves	REGISTERED	44	5/5/2005	78,624,159	10/31/2006	3164796	6th year and Renewal every 10 years	10/31/2012 And 10/31/2016
Curves	REGISTERED	25, 35	5/23/2002	76,410,976	10/3/2006	3150319	6th year and Renewal every 10 years	10/3/2012 And 10/3/2016
Curves	REGISTERED	25	9/17/2008	77,571,786	3/17/2009	3591192	6th year and Renewal every 10 years	3/17/2015 And 3/17/2019
Curves	REGISTERED	41	5/23/2002	76,977,327	5/10/2005	2,947,574	10 years	5/10/2010
CURVES	REGISTERED	30	6/26/2007	77,215,916	10/27/2009	3,702,082	6th year and Renewal every 10 years	10/27/2015 And 10/27/2019
CURVES	REGISTERED	30	10/27/2005	78,741,460	4/21/2009	3610387	6th year and Renewal every 10 years	4/21/2015 And 4/21/2019
CURVES	REGISTERED	30	10/12/2005	78,732,026	12/1/2009	3720123	6th year and Renewal every 10 years	12/1/2015 And 12/1/2019

MARK	STATUS	CLASS	APP. FILE DATE	APP. #	REG. DATE	REG. #	REGIST. TERM	REGIST. RENEWAL DATE
Curves	REGISTERED	30	6/23/2007	77,213,830	2/19/2008	3384796	6th year and Renewal every 10 years	2/19/2014 And 2/19/2018
<i>Curves (& Design)</i>	REGISTERED	30	8/2/2007	77,245,492	2/19/2008	3385228	6th year and Renewal every 10 years	2/16/2014 And 2/19/2018
<i>Curves (& Design)</i>	REGISTERED	30	8/30/2007	77,268,040	2/19/2008	3385262	6th year and Renewal every 10 years	2/19/2014 And 2/19/2018
CURVES	REGISTERED	30	10/12/2005	78,732,026	12/1/2009	3720123	6th year and Renewal every 10 years	12/1/2015 And 12/1/2019
CURVES (Block Letters)	REGISTERED	41	10/22/2007	77,309,740	6/24/2008	3453049	6th year and Renewal every 10 years	6/24/2014 And 6/24/2018
CURVES	REGISTERED	21	2/19/2008	77,400,554	12/30/2008	3555096	6th year and Renewal every 10 years	12/30/2014 And 12/30/2018
Curves (and design)	REGISTERED	41	7/24/2003	78,975,480	2/1/2005	2,923,501	10 years	2/1/2015
Curves (and design)	REGISTERED	25, 35	7/24/2003	78,278,523	9/19/2006	3,144,142	10 years	6/20/2016
Curves (and design)	REGISTERED	25	9/17/2008	77,571,845	3/17/2009	3591193	6th year and Renewal every 10 years	3/17/2015 And 3/17/2019
Curves (and design)	REGISTERED	44	5/5/2005	78,624,159	10/31/2006	3,164,796	6 years	10/31/2016
Curves (standard character format)	REGISTERED	5	3/4/2004	78,378,828	3/8/2005	2,930,889	10 years	3/8/2018
Curves Complete	REGISTERED	41	2/11/2008	77,393,825	8/19/2008	3488517	6th year and Renewal every 10 years	8/19/2014 And 8/19/2018
Curves Complete	REGISTERED	44	2/11/2008	77,393,825	8/19/2008	3488517	6th year and Renewal every 10 years	8/19/2014 And 8/19/2018
Curves Complete (Design)	REGISTERED	41 , 44	4/9/2008	77,443,976	11/18/2008	3533826	6th year and Renewal every	11/18/2014 And

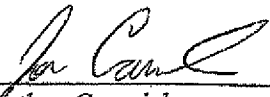
MARK	STATUS	CLASS	APP. FILE DATE	APP. #	REG. DATE	REG. #	REGIST. TERM	REGIST. RENEWAL DATE
							10 years	11/18/2018
CURVES OS	REGISTERED	42	3/15/2011	85,267,306	9/13/2011	4026249	6th year and Renewal every 10 years	9/13/2017 And 9/13/2021
CURVES PRODUCTS	REGISTERED	35	2/2/2007	77,097,896	12/2/2008	3540877	6th year and Renewal every 10 years	12/2/2014 And 12/2/2018
CURVES FOR WOMEN	REGISTERED	41	9/12/1995	74,727,864	8/27/1996	1,966,990	10 years	8/27/2016
Curves for Women (text)	REGISTERED	41, 44	4/30/2004	78,411,624	5/3/2005	2,946,238	10 years	5/3/2015
Curves for Women (text)	REGISTERED	25	9/17/2008	77,571,773	3/17/2009	3,591,191	6th year and Renewal every 10 years	3/17/2015 And 3/17/2019
CURVES LEARNING EXPERIENCE	REGISTERED	9	9/7/2006	78,969,022	11/20/2007	3,342,175	6th year and Renewal every 10 years	11/20/2013 And 11/20/2017
CURVES SMART WORKOUT SYSTEM	REGISTERED	10, 28	1/30/2007	77,094,368	5/12/2009	3,619,843	6th year and Renewal every 10 years	5/12/2015 And 5/12/2019
CURVES SMART	REGISTERED	10, 28	2/14/2007	77,107,491	4/1/2008	3,406,231	6th year and Renewal every 10 years	4/1/2014 And 4/1/2018
CURVES SMART (Design)	REGISTERED	10, 28	4/9/2008	77,443,887	11/18/2008	3,533,821	6th year and Renewal every 10 years	11/18/2014 And 11/18/2018
CURVES SMART	REGISTERED	10, 28	8/9/2006	78,948,932	11/3/2009	3,707,075	6th year and Renewal every 10 years	11/3/2015 And 11/3/2019
CURVES CIRCUIT GEAR	REGISTERED	21	11/27/2007	77,338,433	4/7/2009	3603665	6th year and Renewal every 10 years	4/7/2014 And 4/7/2019
CURVES CIRCUIT GEAR	REGISTERED	22	11/28/2007	77,338,432	4/7/2009	3,603,664	6th year and Renewal every 10 years	4/7/2015 And 4/7/2019
CURVES LIFE	PENDING (ITU)	44	2/2/2011	85,232,509	N/A	N/A	N/A	N/A
CURVES TRAVEL	REGISTERED	39	9/2/2005	78,706,181	6/20/2006	3,108,237	10 years	6/20/2016
Curves University	REGISTERED	25		78,576,146	1/8/2008	3,365,618	6th year and Renewal every 10 years	1/8/2014 And 1/8/2018
Curves University	REGISTERED	41	2/28/2005	78,977,918	5/15/2007	3,242,565	6th year	5/15/2013

MARK	STATUS	CLASS	APP. FILE DATE	APP. #	REG. DATE	REG. #	REGIST. TERM	REGIST. RENEWAL DATE
							and Renewal every 10 years	And 5/15/2017
Curves Lady Design	REGISTERED	41	5/23/2002	76,411,955	3/11/2003	2,695,508	10 years	3/11/2013
Diane	REGISTERED	16	2/11/2004	78,366,132	5/24/2005	2954936	10 years	5/24/2015
DIANE	PENDING (ITU)	9, 41	11/17/2011	85,475,772	N/A	N/A	N/A	N/A
TAKE 30	REGISTERED	41	12/21/2006	77,069,458	5/13/2008	3427634	6th year and Renewal every 10 years	5/13/2014 And 5/13/2018
CURVES PAYMENT SOLUTIONS	REGISTERED	36	10/28/2009	77,859,507	7/26/2011	4003108	6th year and Renewal every 10 years	7/26/2017 And 7/26/2020
CURVES QUEST	REGISTERED	25	11/13/2007	77,327,881	2/10/2009	3571321	6th year and Renewal every 10 years	2/10/2015 And 2/10/2019
GIVE A GOBBLE	PENDING	36, 43	6/18/2009	77,763,320	N/A	N/A	N/A	N/A
MY CURVES	REGISTERED	41	1/4/2006	78,785,073	5/5/2009	3617601	6th year and Renewal every 10 years	5/5/2015 And 5/5/2019
MY CURVES	REGISTERED	38	1/23/2009	77,655,244	8/11/2009	3666355	6th year and Renewal every 10 years	8/11/2015 And 8/11/2019
MY CURVES	REGISTERED	41, 44	1/23/2009	77,655,252	9/1/2009	3675848	6th year and Renewal every 10 years	9/1/2015 And 9/1/2019
Curves	REGISTERED	30	6/13/2006	78/741,460	4/21/2009	3,610,387	6th year and Renewal every 10 years	4/21/2015 And 4/21/2019
Shop Curves	PENDING	35	8/17/2011	85,400,286	N/A	N/A	N/A	N/A
Strengthening Women	REGISTERED	21, 25	6/22/2005	78656150	4/8/2008	3410442	6th year and Renewal every 10 years	4/8/2014 And 4/8/2018
STRONGER TOGETHER	REGISTERED	41	7/9/2009	77,777,497	2/8/2011	3917704	6th year and Renewal every 10 years	2/11/2017 And 2/8/2021
Stronger Together	REGISTERED	18, 21, 25	8/20/2009	77809417	3/13/2012	4112225	6th year and Renewal every 10 years	3/13/2018 And 3/13/2022
The Power to Amaze Yourself	REGISTERED	41, 44	9/26/2002	76,453,134	7/27/2004	2,867,466	10 years	7/27/2014

The Collateral Agent's security interest in the trademarks, service marks, registrations, applications for registration and Goodwill can be terminated only in accordance with the terms of the Security Agreement. The Security Agreement is incorporated herein by reference.

[Signature Page Follows]

CURVES INTERNATIONAL, INC.

By: 
Name: Jonathan Canarick
Title: Vice President

Grant of Security Interest - Trademarks - First Lien