

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
LOA FRANCHISE HOLDING, LLC		08/01/2012	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	OCEAN BANK
Street Address:	780 NW 42 Avenue
Internal Address:	Suite 300
City:	Miami
State/Country:	FLORIDA
Postal Code:	33126
Entity Type:	Banking Corporation: FLORIDA

PROPERTY NUMBERS Total: 22

Property Type	Number	Word Mark
Registration Number:	3629070	AB CRUNCH CHALLENGE
Registration Number:	3553388	FITTEEN FITNESS FOR TEENS
Registration Number:	2282551	HEALTH CLUBS OF AMERICA
Registration Number:	2991347	LADIES WORKOUT EXPRESS
Registration Number:	3534627	LADIES WORKOUT EXPRESS
Registration Number:	2156210	LADIES WORKOUT EXPRESS
Registration Number:	3407970	LADIES WORKOUT EXPRESS
Registration Number:	1722652	LADY OF AMERICA
Registration Number:	3350957	LOA FITNESS FOR WOMEN
Registration Number:	3686477	LOA FITNESSFORWOMEN
Registration Number:	3686478	LOA FITNESSFORWOMEN
Registration Number:	3350958	LOA FITNESS FOR WOMEN
Registration Number:	3316193	THE FAST TRACK TO FEELING GREAT

OP \$565.00 3629070

Registration Number:	3114674	WORKOUT EXPRESS
Registration Number:	3171936	W WORKOUT EXPRESS
Registration Number:	3483900	YOUR LIFE. YOUR WAY.
Serial Number:	85084347	HCOA FITNESS
Serial Number:	85084349	HCOA FITNESS
Serial Number:	85084335	HCOA FITNESS PURA ENERGIA. PURA VIDA.
Serial Number:	85084344	HCOA FITNESS PURE ENERGY. PURE LIFE.
Registration Number:	4050306	HCOA FITNESS PURE ENERGY. PURE LIFE.
Serial Number:	85084346	HCOA FITNESS PURE ENERGY. PURE LIFE.

CORRESPONDENCE DATA

Fax Number: 8132278249
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 954-524-5505
Email: ptomail@shutts.com
Correspondent Name: Joseph R. Englander
Address Line 1: 200 East Broward Blvd.
Address Line 2: Suite 2100
Address Line 4: Fort Lauderdale, FLORIDA 33301

ATTORNEY DOCKET NUMBER:	11354.0170
NAME OF SUBMITTER:	Joseph R. Englander
Signature:	/joseph r. englander/
Date:	10/12/2012

Total Attachments: 4
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**MEMORANDUM OF SECURITY INTEREST IN
TRADEMARKS AND REGISTRATIONS**

This Memorandum of Security Interest in Trademarks and Registrations is made as of August 1, 2012 and evidences and confirms the following:

1. **LOA FRANCHISE HOLDING, LLC**, a Delaware limited liability company, ("**Grantor**"), for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged by Grantor, pursuant to the Amended and Restated Security Agreement dated as of the date hereof, creates, grants and assigns to **Ocean Bank**, a Florida banking corporation ("**Secured Party**"), effective as of the date hereof, a continuing security interest in all right, title, and interest in the trademarks, applications and registrations identified in **Schedule I** attached hereto, and the goodwill of the business symbolized by and associated with the trademarks, applications and registrations (the "**Security Agreement**").

2. This security interest pertains to Grantor's rights everywhere throughout the world.


3. Grantor has not granted any assignment, mortgage, license or other interest affecting its rights and/or the property herein conveyed to any third party. Grantor has the full right to enter into and convey the rights described in the Security Agreement.

[SIGNATURE PAGE TO FOLLOW]

IN WITNESS WHEREOF, Grantor has executed this Agreement effective as of the day and year first above written.

LOA FRANCHISE HOLDING, LLC
a Delaware limited liability company

By: Healthy Concepts, LLC, a Delaware
Limited Liability Company, its
Sole Member

By: 
Name: Johnathan L. Robertson
Title: Sole Member

SCHEDULE I

INTELLECTUAL PROPERTY DESCRIPTION

Mark	Federal Reg. No.	Application No.	Mark Owner of Record
AB Crunch Challenge	3629070		LOA Franchise Holding, LLC
FitTeen Fitness for Teens	3553388		LOA Franchise Holding, LLC
Health Clubs of America	2282551		LOA Franchise Holding, LLC
Ladies Workout Express	2991347		LOA Franchise Holding, LLC
Ladies Workout Express & Design	3534627		LOA Franchise Holding, LLC
Ladies Workout Express & Design	2156210		LOA Franchise Holding, LLC
Ladies Workout Express & Design	3407970		LOA Franchise Holding, LLC
Lady of America	1722652		LOA Franchise Holding, LLC
LOA Fitness for Women & Design (Horizontal)	3350957		LOA Franchise Holding, LLC
LOA Fitness for Women & Design (Horizontal)	3686477		LOA Franchise Holding, LLC
LOA Fitness for Women & Design (Vertical)	3686478		LOA Franchise Holding, LLC
LOA Fitness for Women & Design (Vertical)	3350958		LOA Franchise Holding, LLC
The Fast Track to Feeling Great	3316193		LOA Franchise Holding, LLC

Mark	Federal Reg. No.	Application No.	Mark Owner of Record
Workout Express	3114674		LOA Franchise Holding, LLC
W Workout Express & Design	3171936		LOA Franchise Holding, LLC
Your Life, Your Way	3483900		LOA Franchise Holding, LLC
HCOA Fitness & Vertical Design		85/084347	LOA Franchise Holding, LLC
HCOA Fitness & Horizontal Design		85/084349	LOA Franchise Holding, LLC
HCOA Fitness Pura Energia, Pura Vida, & Design		85/084335	LOA Franchise Holding, LLC
HCOA Fitness Pura Energia, Pura Vida, & Design		85/084344	LOA Franchise Holding, LLC
HCOA Fitness Pure Energy, Pure Life, & Design	4050306		LOA Franchise Holding, LLC
HCOA Fitness Pure Energy, Pure Life, & Design		85/084346	LOA Franchise Holding, LLC