

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
SNAP FITNESS, INC.		10/29/2012	CORPORATION: MINNESOTA

RECEIVING PARTY DATA

Name:	BANK OF THE WEST
Street Address:	250 MARQUETTE AVENUE, SUITE 575
City:	MINNEAPOLIS
State/Country:	MINNESOTA
Postal Code:	55401
Entity Type:	BANKING ASSOCIATION: CALIFORNIA

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Serial Number:	85119066	FITWARE
Serial Number:	85119001	FITWARE
Registration Number:	3084847	SNAP FITNESS FAST CONVENIENT AFFORDABLE
Registration Number:	3107672	SNAP FITNESS
Registration Number:	3391628	SNAP FITNESS

CORRESPONDENCE DATA

Fax Number: 6129778650
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
 Phone: 612-977-8483
 Email: sbourdaux@briggs.com
 Correspondent Name: Sarina I. Bourdaux, Paralegal
 Address Line 1: 80 South Eighth Street
 Address Line 2: 2200 IDS Center
 Address Line 4: Minneapolis, MINNESOTA 55402

CH \$140.00 85119066

ATTORNEY DOCKET NUMBER:	32773.20
NAME OF SUBMITTER:	Michael D. Gordon, Esq.
Signature:	/MICHAEL D. GORDON, ESQ./
Date:	12/03/2012
Total Attachments: 3 source=Trademark Notice (SFI)#page1.tif source=Trademark Notice (SFI)#page2.tif source=Trademark Notice (SFI)#page3.tif	

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to a certain Security Agreement dated as of October 29, 2012 (the "Security Agreement") executed by SNAP FITNESS, INC., a Minnesota corporation ("SFI"), SNAP FITNESS PROPERTIES, LLC a Minnesota limited liability company, and SNAP FITNESS DEVELOPMENT, LLC, a Minnesota limited liability company in favor of BANK OF THE WEST, a California banking association (the "Bank"), SFI has granted to the Bank a continuing security interest in and continuing lien upon, among other things, the Trademarks and Trademark Applications shown below:

TRADEMARK APPLICATIONS

TRADEMARK	SERIAL NUMBER	FILING DATE
FITWARE	85119066	8/30/2010
FITWARE	85119001	8/30/2010

TRADEMARKS

TRADEMARK	REGISTRATION NUMBER	REGISTRATION DATE
SNAP FITNESS FAST CONVENIENT AFFORDABLE	3084847	4/25/2006
SNAP FITNESS	3107672	6/20/2006
SNAP FITNESS	3391628	3/4/2008

SFI and the Bank hereby acknowledge and agree that the security interest in the foregoing Trademarks and Trademark Applications (a) may only be terminated in accordance with the terms of the Security Agreement and (b) is not to be construed as an assignment of any Trademark or Trademark Application.

[Remainder of page intentionally left blank;
Signature page follows]

SNAP FITNESS, INC.,
a Minnesota corporation

By: X Peter Taunton
Name: Peter Taunton
Title: President and Chief Executive Officer

Acknowledged and accepted:

BANK OF THE WEST,
a California banking corporation

By: _____
Name: _____
Title: _____

[Signature page to Notice of Grant of Security Interest in Trademarks]

SNAP FITNESS, INC.

By: _____
Name: Peter Taunton
Title: President and Chief Executive Officer

Acknowledged and accepted:

BANK OF THE WEST,
a California banking corporation

By: _____
Name: David Wang
Title: Vice President

[Signature page to Notice of Grant of Security Interest in Trademarks]

5005768