

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM299340

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Release and Termination of Trademark Security Agreement Recorded at Reel/Frame 4286/0340

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
General Electric Capital Corporation, as Agent		12/14/2012	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	PFIP, LLC
Street Address:	26 Fox Run Road
City:	Newington
State/Country:	NEW HAMPSHIRE
Postal Code:	03801
Entity Type:	LIMITED LIABILITY COMPANY: NEW HAMPSHIRE

PROPERTY NUMBERS Total: 95

Property Type	Number	Word Mark
Registration Number:	3665999	
Registration Number:	3758325	BAGEL MORNING
Registration Number:	3389028	BLACK
Registration Number:	3789929	BIG LUNKS GYM 120 LBS
Registration Number:	3816997	PLANETFITNESS.COM BIG LUNKS GYM 120LBS
Registration Number:	3756275	
Registration Number:	3842053	COMFORT ZONE
Registration Number:	3837181	PLANET FITNESS IS HAVING A HUGE ONE DOLL
Registration Number:	3825659	GOT MASSAGE?
Registration Number:	3842052	GOT TANNING?
Registration Number:	3437826	JFZ GYMS
Registration Number:	3303904	JFZ GYMS THE JUDGEMENT FREE ZONE
Registration Number:	2377662	JUDGMENT FREE ZONE
Registration Number:	3584435	LEAVE EGOS HERE
Registration Number:	3546875	LEAVE EGOS HERE PLANET FITNESS
Registration Number:	2693142	LUNK ALARM
Registration Number:	3840195	LUNK ALARM LUNK(LUNK) N. [SLANG] ONE WHO
Registration Number:	2654980	NO CRITICS
Registration Number:	3665949	NO CRITICS

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	3550196	NO DUMBELLS ALLOWED
Registration Number:	3828818	NO EGOS
Registration Number:	3842076	NO EMBARRASSMENT
Registration Number:	3842056	NO GRUNT ZONE
Registration Number:	3835636	NO INTIMIDATION
Registration Number:	3835625	NO INTIMIDATION WHATSOEVER!
Registration Number:	3835624	NO INTIMIDATION ZONE
Registration Number:	3838385	NON INTIMIDATING
Registration Number:	3711362	P.E. AT P.F.
Registration Number:	3614927	PF
Registration Number:	3569191	PF BLACK CARD
Registration Number:	3793766	PF EXPRESS
Registration Number:	3611493	PF EXPRESS 30 MINUTE WORKOUT
Registration Number:	3622302	PF EXPRESS
Registration Number:	3717444	PF GROOVE
Registration Number:	2370028	NO DUMBELLS ALLOWED PF GYMS
Registration Number:	3566625	PF PLANET FITNESS
Registration Number:	3566626	PF PLANET FITNESS
Registration Number:	3566624	PF
Registration Number:	3614919	PF
Registration Number:	3550212	PF= NO CRITICS
Registration Number:	3758327	PIZZA NIGHT
Registration Number:	3325981	PLANET DEVELOPMENT
Registration Number:	2438677	PLANET FITNESS
Registration Number:	2698976	PLANET FITNESS
Registration Number:	3690231	PLANET FITNESS REWARDS PLANET FITNESS RE
Registration Number:	3105988	PLANET FITNESS THE JUDGEMENT FREE ZONE
Registration Number:	3546881	PLANET FITNESS
Registration Number:	3387627	PLANET FITNESS
Registration Number:	3698901	PLANET FITNESS THE JUDGEMENT FREE ZONE =
Registration Number:	3665723	
Registration Number:	3385516	
Registration Number:	3756871	
Registration Number:	3842055	RELAXATION ZONE
Registration Number:	3584434	YOU BELONG
Registration Number:	3501184	ZONA DE PRUEBA LIBRE PLANET FITNESS
Serial Number:	85121475	ANY ONE, ANY WAY, ANY HOW
Serial Number:	85122696	BELIEVE IT!
Serial Number:	85122715	BELIEVE THE HYPE!

TRADEMARK

Property Type	Number	Word Mark
Serial Number:	85047925	BLACK CARD CUTS
Serial Number:	85047935	BLACK CARD CUTS
Serial Number:	77836345	BIG LUNKS GYM 120 LBS
Serial Number:	77644592	BOGO
Serial Number:	85122593	CRAZY, NUTS, YOU BETCHA!
Serial Number:	77735684	GOT PLANET?
Serial Number:	77922506	JUDGEMENT FREE
Serial Number:	77922541	JUDGMENT FREE
Serial Number:	77783700	LUNK
Serial Number:	77297406	LUNK
Serial Number:	77875358	LUNKHEAD
Serial Number:	77875360	LUNKHEADS
Serial Number:	77875353	LUNKS
Serial Number:	85122788	NEW NAME - NEW ATMOSPHERE - NO ATTITUDE
Serial Number:	85122720	NO COMMITMENT!
Serial Number:	85124826	NO COMMITMENT! NO CATCHES!
Serial Number:	85122736	NO COMMITMENT! NO KIDDING!
Serial Number:	77875348	NO EGOS
Serial Number:	85122499	NO ENGAÑOS NO TRUCOS AL MES
Serial Number:	77875366	NO LUNKHEADS
Serial Number:	77875363	NO LUNKS
Serial Number:	85041596	NO LUNKS @ PLANET FITNESS
Serial Number:	85122811	NO SALESMEN - NO COMMITMENT - NO KIDDING
Serial Number:	85122836	NO STRINGS, NO OBLIGATIONS, WE PROMISE..
Serial Number:	85019055	ONE GYM HAS EVOLVED BEYOND GRUNTING
Serial Number:	85019562	ONLY A DUMBBELL WOULD PAY MORE
Serial Number:	77516569	PLANET
Serial Number:	77827788	
Serial Number:	77827756	
Serial Number:	77895722	
Serial Number:	85122761	WHO CARES ABOUT STATUS?
Serial Number:	77885382	
Serial Number:	85122680	YOWZAH...
Serial Number:	85122497	ZERO, NOTHING, NADA
Serial Number:	85124673	ZERO, NOTHING, NULL, NIL, NAUGHT, CIPHER
Serial Number:	85122850	ZERO.ZILCH.ZIP!
Serial Number:	85122804	ZERO - ZIP - ZILCH

CORRESPONDENCE DATA

TRADEMARK
REEL: 005244 FRAME: 0788

Fax Number: 6172359493

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

Phone: 617-951-7000

Email: trademarks@ropesgray.com

Correspondent Name: Sean Childers

Address Line 1: 800 Boylston Street

Address Line 2: Prudential Tower

Address Line 4: Boston, MASSACHUSETTS 02199-3600

ATTORNEY DOCKET NUMBER:	109799-013 PFIP, LLC
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NAME OF SUBMITTER:	Sean Childers
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SIGNATURE:	/Sean Childers/
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DATE SIGNED:	03/26/2014
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Total Attachments: 7

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**RELEASE AND TERMINATION
OF
TRADEMARK SECURITY AGREEMENT**

Dated as of December 14, 2012

KNOW ALL MEN BY THESE PRESENTS, that a certain Trademark Security Agreement (as heretofore amended, modified, supplemented and restated from time to time, the "Trademark Security Agreement") was executed by PFIP, LLC ("Debtor"), covering the Trademark registrations more fully described on Schedule I annexed hereto and made a part hereof in favor of General Electric Capital Corporation, as Agent (the "Secured Party"), dated as of September 24, 2010, and recorded with the United States Patent and Trademark Office on September 29, 2010 on Reel 004286 Frame 0340. Capitalized terms used herein and not otherwise defined have the meanings ascribed to them in the Trademark Security Agreement.

Debtor has requested and the Secured Party has agreed to release the Trademark registrations described on Schedule I and all other Trademark Collateral and discharge the Trademark Security Agreement.

The Secured Party hereby releases and terminates its security interest in all right, title and interest in the Trademark registrations described on Schedule I and all other Trademark Collateral which was pledged, mortgaged and set over or otherwise made subject to a lien to the Secured Party by Debtor pursuant to the Trademark Security Agreement and terminates the Trademark Security Agreement.

This agreement, release and termination are made without recourse, representation or warranty of any kind.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has executed this Release and Termination as of the date first above written.

GENERAL ELECTRIC CAPITAL
CORPORATION, as Agent

By: Joseph Turney
Name: Joseph Turney
Title: Duly Authorized Signatory

Signature Page to Release and Termination of Trademark Security Agreement

TRADEMARK
REEL: 005244 FRAME: 0791

**SCHEDULE I
TO
RELEASE AND TERMINATION OF
TRADEMARK SECURITY AGREEMENT**

Trademark Registrations

1. REGISTERED TRADEMARKS

Country	Status	Filing Date	Appln. No.	Class(es)	Reg. No.	Reg. Date	Dates of Use
USA	Registered	17-Sep-2008	77/572,104	41 Int.	3665999	11-Aug-2009	01-Oct-07
USA	Registered	29-Apr-2008	77/460,345	41 Int.	3758325	09-Mar-2010	01-Nov-05
USA	Registered	02-Aug-2006	78/943,168	41 Int.	3389028	26-Feb-2008	01-Aug-05
USA	Registered	28-Sep-2009	77/836,367	25 Int., 41 Int.	3789929	18-May-2010	01-May-06
USA	Registered	25-Sep-2009	77/835,204	41 Int.	3816997	13-Jul-2010	01-May-06
USA	Registered	13-Aug-2008	77/545,932	41 Int.	3756275	02-Mar-2010	01-May-98
USA	Registered	29-Apr-2008	77/460,300	41 Int.	3842053	31-Aug-2010	15-Jun-10
USA	Registered	10-Dec-2009	77/890,567	41 Int.	3837181	24-Aug-2010	01/31/09 & 04/28/09
USA	Registered	29-Apr-2008	77/460,264	41 Int.	3825659	27-Jul-2010	01-Nov-07
USA	Registered	29-Apr-2008	77/460,267	41 Int.	3842052	31-Aug-2010	15-Jun-10
USA	Registered	07-Sep-2005	78/708,076	41 Int.	3437826	27-May-2008	18-Oct-05
USA	Registered	08-Sep-2005	78/708,810	41 Int.	3303904	02-Oct-2007	18-Oct-05
USA	Registered	06-Oct-1999	75/816,444	41 Int.	2377662	15-Aug-2000	01-Jan-98
USA	Registered	29-Apr-2008	77/460,371	41 Int.	3584435	03-Mar-2009	01-Jun-07
USA	Registered	07-Jul-2008	77/515,776	41 Int.	3546875	16-Dec-2008	01-Jun-07
USA	Registered	05-Jun-2002	76/415,288	41 Int.	2693142	04-Mar-2003	01-Nov-98
USA	Registered	02-Sep-2009	77/818,546	41 Int.	3840195	31-Aug-2010	01-Sep-09
USA	Registered	09-May-2001	76/254,435	41 Int.	2654980	26-Nov-2002	01-Apr-02

Country	Status	Filing Date	Appln. No.	Class(es)	Reg. No.	Reg. Date	Dates of Use
USA	Registered	21-Aug-2008	77/552,777	41 Int.	3665949	11-Aug-2009	01-Sep-06
USA	Registered	07-Jul-2008	77/515,726	41 Int.	3550196	23-Dec-2008	01-Jan-98
USA	Registered	29-Apr-2008	77/460,381	41 Int.	3828818	03-Aug-2010	15-Jun-10
USA	Registered	07-May-2008	77/467,947	41 Int.	3842076	31-Aug-10	15-Jun-10
USA	Registered	29-Apr-2008	77/460,334	41 Int.	3842056	31-Aug-2010	15-Jun-10
USA	Registered	12-May-2008	77/471,532	41 Int.	3835636	17-Aug-2010	15-Jun-10
USA	Registered	29-Apr-2008	77/460,430	41 Int.	3835625	17-Aug-2010	15-Jun-10
USA	Registered	29-Apr-2008	77/460,420	41 Int.	3835624	17-Aug-2010	15-Jun-10
USA	Registered	29-Apr-2008	77/460,407	41 Int.	3838385	24-Aug-2010	15-Jun-10
USA	Registered	12-Jan-2009	77/647,344	41 Int.	3711362	17-Nov-2009	01-May-96
USA	Registered	29-Apr-2008	77/460,294	41 Int.	3614927	05-May-2009	01-Jan-96
USA	Registered	22-Jan-2008	77/377,062	41 Int.	3569191	03-Feb-2009	01-Aug-05
USA	Registered	29-Apr-2008	77/460,324	41 Int.	3793766	25-May-2010	01-Jun-05
USA	Registered	07-Jul-2008	77/515,847	41 Int.	3611493	28-Apr-2009	01-Jul-06
USA	Registered	17-Sep-2008	77/572,287	41 Int.	3622302	19-May-2009	31-Dec-04
USA	Registered	07-Jul-2008	77/515,745	41 Int.	3717444	01-Dec-2009	01-Jan-00
USA	Registered	21-Sep-1998	75/555,765	41 Int.	2370028	25-Jul-2000	01-Jan-98
USA	Registered	16-Nov-2007	77/331,789	25 Int., 41 Int.	3566625	27-Jan-2009	01-May-02
USA	Registered	16-Nov-2007	77/331,824	25 Int., 41 Int.	3566626	27-Jan-2009	01-May-03
USA	Registered	16-Nov-2007	77/331,757	25 Int., 41 Int.	3566624	27-Jan-2009	20-Jun-05
USA	Registered	24-Apr-2008	77/457,337	41 Int.	3614919	05-May-2009	01-Jan-96
USA	Registered	07-Aug-2008	77/541,406	41 Int.	3550212	23-Dec-2008	01-Jan-03
USA	Registered	29-Apr-2008	77/460,361	41 Int.	3758327	09-Mar-2010	01-Nov-05

Country	Status	Filing Date	Appln. No.	Class(es)	Reg. No.	Reg. Date	Dates of Use
USA	Registered	17-Feb-2005	78/569,357	37 Int.	3325981	30-Oct-2007	01-May-05
USA	Registered	10-Sep-1993	74/435,592	25 Int., 41 Int.	2438677	27-Mar-2001	01-Aug-93
USA	Registered	25-May-1995	74/679,805	41 Int.	2698976	25-Mar-2003	01-Aug-93
USA	Registered	23-May-2008	77/482,388	41 Int.	3690231	29-Sep-2009	01-Jul-08
USA	Registered	29-Jun-2004	78/442,815	41 Int.	3105988	20-Jun-2006	01-May-02
USA	Registered	12-Aug-2008	77/544,611	41 Int.	3546881	16-Dec-2008	01-May-03
USA	Registered	08-Dec-2006	77/060,305	25 Int., 41 Int.	3387627	26-Feb-2008	01-May-02
USA	Registered	27-Apr-2009	77/723,010	41 Int.	3698901	20-Oct-2009	01-Jan-03
USA	Registered	16-Jun-2008	77/499,571	28 Int., 41 Int.	3665723	11-Aug-2009	01-Jul-04
USA	Registered	25-May-2006	78/892,436	41 Int.	3385516	19-Feb-2008	01-Jan-98
USA	Registered	18-Mar-2009	77/693,918	41 Int.	3756871	09-Mar-2010	01-Jan-05
USA	Registered	29-Apr-2008	77/460,322	41 Int.	3842055	31-Aug-2010	15-Jun-10
USA	Registered	29-Apr-2008	77/460,281	41 Int.	3584434	03-Mar-2009	01-Nov-97
USA	Registered	24-Dec-2007	77/359,027	41 Int.	3501184	16-Sep-2008	01-Aug-06

2. TRADEMARK APPLICATIONS

Country	Status	Filing Date	Appln. No.	Class(es)	Dates of Use
USA	Pending	02-Sep-2010	85/121,475	41 Int.	TBD
USA	Pending	03-Sep-2010	85/122,696	41 Int.	01-Aug-06
USA	Pending	03-Sep-2010	85/122,715	41 Int.	01-Aug-06
USA	Pending	26-May-2010	85/047,925	44 Int.	TBD
USA	Pending	26-May-2010	85/047,935	44 Int.	TBD
USA	Published	28-Sep-2009	77/836,345	25 Int., 41 Int.	TBD

Country	Status	Filing Date	Appln. No.	Class(es)	Dates of Use
USA	Published	07-Jan-2009	77/644,592	41 Int.	01-Jul-06
USA	Pending	03-Sep-2010	85/122,593	41 Int.	01-Aug-06
USA	Published	13-May-2009	77/735,684	25 Int., 41 Int.	TBD
USA	Pending	28-Jan-2010	77/922,506	41 Int.	01-Jan-98
USA	Pending	28-Jan-2010	77/922,541	41 Int.	01-May-05
USA	Published	17-Jul-2009	77/783,700	41 Int.	01-May-04
USA	Published	05-Oct-2007	77/297,406	25 Int.	18-May-10
USA	Published	18-Nov-2009	77/875,358	25 Int., 41 Int.	TBD
USA	Published	18-Nov-2009	77/875,360	25 Int., 41 Int.	TBD
USA	Published	18-Nov-2009	77/875,353	25 Int., 41 Int.	TBD
USA	Pending	03-Sep-2010	85/122,788	41 Int.	01-Aug-06
USA	Pending	03-Sep-2010	85/122,720	41 Int.	01-Aug-06
USA	Pending	08-Sep-2010	85/124,826	41 Int.	USE BASED- NEED DATES
USA	Pending	03-Sep-2010	85/122,736	41 Int.	01-Aug-06
USA	Pending	18-Nov-2009	77/875,348	25 Int.	TBD
USA	Pending	03-Sep-2010	85/122,499	41 Int.	TBD
USA	Published	18-Nov-2009	77/875,366	25 Int., 41 Int.	TBD
USA	Published	18-Nov-2009	77/875,363	25 Int., 41 Int.	TBD
USA	Pending	18-May-2010	85/041,596	25 Int.	18-May-10
USA	Pending	03-Sep-2010	85/122,811	41 Int.	01-Aug-06
USA	Pending	03-Sep-2010	85/122,836	41 Int.	USE BASED- NEED DATES
USA	Pending	21-Apr-2010	85/019,055	41 Int.	13-Oct-09

Country	Status	Filing Date	Appln. No.	Class(es)	Dates of Use
USA	Pending	21-Apr-2010	85/019,562	41 Int.	30-Nov-09
USA	Published	08-Jul-2008	77/516,569	41 Int.	TBD
USA	Pending	16-Sep-2009	77/827,788	41 Int.	01-Jan-98
USA	Pending	16-Sep-2009	77/827,756	41 Int.	01-Jan-98
USA	Pending	17-Dec-2009	77/895,722	41 Int.	TBD
USA	Pending	03-Sep-2010	85/122,761	41 Int.	18-Apr-05
USA	Pending	03-Dec-2009	77/885,382	41 Int.	01-Jan-98
USA	Pending	03-Sep-2010	85/122,680	41 Int.	01-Aug-06
USA	Pending	03-Sep-2010	85/122,497	41 Int.	TBD
USA	Pending	08-Sep-2010	85/124,673	41 Int.	TBD
USA	Pending	03-Sep-2010	85/122,850	41 Int.	USE BASED- NEED DATES
USA	Pending	03-Sep-2010	85/122,804	41 Int.	01-Aug-06

3. IP LICENSES

None.