

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM484442

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Planet Fitness Franchising LLC		08/01/2018	Limited Liability Company: DELAWARE

## RECEIVING PARTY DATA

<b>Name:</b>	CITIBANK, N.A.
<b>Street Address:</b>	388 Greenwich Street
<b>City:</b>	New York
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10013
<b>Entity Type:</b>	National Banking Association: UNITED STATES

## PROPERTY NUMBERS Total: 106

Property Type	Number	Word Mark
Registration Number:	4326666	AND WE'RE ROLLING OUT THE PURPLE CARPET!
Registration Number:	3758325	BAGEL MORNING
Registration Number:	5492962	BE FREE
Registration Number:	3389028	BLACK
Registration Number:	5399551	BLACK CARD
Registration Number:	5221857	BLACK CARD SPA
Registration Number:	4102005	BLAST FITNESS
Registration Number:	4151635	BLAST FITNESS
Registration Number:	4202543	BLAST FITNESS 30 MINUTE WORKOUT
Registration Number:	4202535	BLAST FITNESS 30 MINUTE WORKOUT
Registration Number:	4500175	BURN CALORIES, NOT CASH.
Registration Number:	4031323	FREE FITNESS TRAINING, ABS. CARDIO. UPPE
Registration Number:	4358140	GYMTIMIDATION
Registration Number:	4015427	I LIFT THINGS UP AND PUT THEM DOWN
Registration Number:	4488602	I PF
Registration Number:	4031324	IT'S A GYM CLASS WITHOUT THE DODGEBALLS
Registration Number:	4031327	IT'S GYM CLASS WITHOUT THE ANNOYING GUYW
Registration Number:	4273237	IT'S WORKING OUT IN YOUR FAVOR.
Registration Number:	4020552	JUDGEMENT FREE

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	4353472	JUDGEMENT FREE ZONE
Registration Number:	3979649	JUDGMENT FREE
Registration Number:	4202731	JUDGMENT FREE
Registration Number:	2377662	JUDGMENT FREE ZONE
Registration Number:	3584435	LEAVE EGOS HERE
Registration Number:	3546875	LEAVE EGOS HERE PLANET FITNESS
Registration Number:	4092402	LIFE IS BETTER PURPLE
Registration Number:	2693142	LUNK ALARM
Registration Number:	3840195	LUNK ALARM LUNK(LUNK) N. [SLANG] ONE WHO
Registration Number:	4315573	NADIE TE JUZGA
Registration Number:	4273264	NEW LOCATION! SAME PLANET!
Registration Number:	4104919	NO COMMITMENT! NO CATCHES! NO KIDDING!
Registration Number:	3665949	NO CRITICS
Registration Number:	2654980	NO CRITICS
Registration Number:	2370028	NO DUMBELLS ALLOWED PF GYMS
Registration Number:	4238048	NO EGOS
Registration Number:	3828818	NO EGOS
Registration Number:	4254468	NO GIMMICKS
Registration Number:	4358141	NO GYMTIMIDATION
Registration Number:	4484572	NO GYMTIMIDATION.
Registration Number:	4350275	NO HASSLES. NO BRAINER.
Registration Number:	4306822	NO HASSLES. NO LUNKS. ALWAYS 10 BUCKS.
Registration Number:	4104938	NO SALESMEN. NO CONTRACT. NO KIDDING!
Registration Number:	4279066	NO SALESMEN. NO PRESSURE.
Serial Number:	87789472	PE@PF
Registration Number:	4041448	PE@PF
Registration Number:	4044253	PE@PF PHYS. ED PLANET FITNESS
Registration Number:	4031286	PE@PF PHYS. ED. PLANET FITNESS CLASS MEE
Registration Number:	4903521	PF
Registration Number:	3614927	PF
Registration Number:	3614919	PF
Registration Number:	3566624	PF
Registration Number:	4339293	PF 1992
Registration Number:	3569191	PF BLACK CARD
Registration Number:	4697883	PF BLACK CARD CUTS
Registration Number:	4248919	PF EXPRESS
Registration Number:	3793766	PF EXPRESS
Registration Number:	3611493	PF EXPRESS 30 MINUTE WORKOUT

Property Type	Number	Word Mark
Serial Number:	87697997	PF PERKS
Registration Number:	3566625	PF PLANET FITNESS
Registration Number:	3566626	PF PLANET FITNESS
Registration Number:	4198583	PF STORE
Registration Number:	4432569	PF TV
Registration Number:	3550212	PF= NO CRITICS
Registration Number:	3758327	PIZZA NIGHT
Registration Number:	4102680	PLANET
Registration Number:	5086738	PLANET FITNESS
Registration Number:	4435665	PLANET FITNESS
Registration Number:	4435666	PLANET FITNESS
Registration Number:	3546881	PLANET FITNESS
Registration Number:	3387627	PLANET FITNESS
Registration Number:	2698976	PLANET FITNESS
Registration Number:	2438677	PLANET FITNESS
Registration Number:	4996710	PLANET FITNESS STORE
Registration Number:	3698901	PLANET FITNESS THE JUDGEMENT FREE ZONE =
Registration Number:	4593362	VISIONARY PLANET FITNESS PLANET FITNES
Registration Number:	2327099	PLANET GYM
Registration Number:	4772621	PLANET OF TRIUMPHS
Registration Number:	4910171	PLANET OF TRIUMPHS
Registration Number:	4893758	PLANET OF TRIUMPHS REAL STORIES. REAL ME
Registration Number:	3816997	PLANETFITNESS.COM BIG LUNKS GYM 120LBS
Registration Number:	3842055	RELAXATION ZONE
Registration Number:	5341595	THE JUDGEMENT FREE GENERATION
Serial Number:	86804744	THE JUDGEMENT FREE GENERATION
Registration Number:	4130769	THIS AIN'T YOUR GYM.
Registration Number:	4064486	THIS IS YOUR GYM
Registration Number:	4108888	THIS IS YOUR PLANET
Registration Number:	5137733	THUMBS UP. PLANET FITNESS
Registration Number:	4110417	TRAINER
Registration Number:	4451713	VISIONARY
Registration Number:	4782348	WE'RE NOT A GYM. WE'RE ...
Registration Number:	4484575	WE'RE NOT A GYM. WE'RE PLANET FITNESS.
Registration Number:	4492327	WE'RE NOT A GYM. WE'RE PLANET FITNESS.
Registration Number:	4146803	WWW.PLANETFITNESS.COM
Registration Number:	3584434	YOU BELONG
Registration Number:	4130502	YOU BELONG THE JUDGEMENT FREE ZONE

Property Type	Number	Word Mark
Registration Number:	4269558	YOU WON'T FEEL THE BURN IN YOUR WALLET
Serial Number:	86907896	
Registration Number:	4294662	
Registration Number:	4200286	
Registration Number:	4203868	
Registration Number:	4142746	
Registration Number:	4089813	
Registration Number:	3936371	
Registration Number:	3756275	
Registration Number:	3665723	
Registration Number:	3385516	

#### CORRESPONDENCE DATA

Fax Number: 6172359493

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.*

Phone: 212-596-9287

Email: ustrademarkmail@ropesgray.com

Correspondent Name: Nicole Mollica

Address Line 1: 1211 Avenue of the Americas

Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:	109799-0039
NAME OF SUBMITTER:	Nicole Mollica
SIGNATURE:	/nicole mollica/
DATE SIGNED:	08/02/2018

#### Total Attachments: 10

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**NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS**

This NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS (the “Notice”) is made and entered into as of August 1, 2018, by and between PLANET FITNESS FRANCHISING LLC, a Delaware limited liability company located at 4 Liberty Lane West, Floor 2, Hampton, NH 03842 (“Grantor”), in favor of CITIBANK, N.A., a national banking association (“Citibank”), as trustee, located at 388 Greenwich Street, New York, NY 10013 (the “Trustee”).

WHEREAS, Grantor is the owner of the United States trademarks and service marks set forth in Schedule 1 attached hereto, including the associated registrations and applications for registration set forth in Schedule 1 attached hereto (collectively, the “Trademarks”) and the goodwill connected with the use of or symbolized by such Trademarks; and

WHEREAS, pursuant to the Guarantee and Collateral Agreement, dated as of August 1, 2018, by and among Grantor, PLANET FITNESS DISTRIBUTION LLC, a Delaware limited liability company, PLANET FITNESS ASSETCO LLC, a Delaware limited liability company, and PLANET FITNESS SPV GUARANTOR LLC, a Delaware limited liability company, each as a Guarantor, and in favor of the Trustee (as amended, supplemented or otherwise modified from time to time, the “Guarantee and Collateral Agreement”), to secure the Obligations, Grantor has granted to the Trustee for the benefit of the Secured Parties, a security interest in Grantor’s right, title and interest in, to and under certain intellectual property of Grantor, including the Trademarks and the goodwill connected with the use of or symbolized by the Trademarks, and the right to bring an action at law or in equity for any infringement, misappropriation, dilution or other violation thereof, and to collect all damages, settlements and proceeds relating thereto, and, to the extent not otherwise included, all payments, proceeds, supporting obligations and accrued and future rights to payment with respect to the foregoing (collectively, the “Trademark Collateral”); and

WHEREAS, pursuant to Section 5.3 of the Guarantee and Collateral Agreement, Grantor agreed to execute and deliver to the Trustee this Notice for purposes of filing the same with the PTO to confirm, evidence and perfect the security interest in the Trademark Collateral granted under the Guarantee and Collateral Agreement;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and subject to all applicable terms and conditions of the Indenture and the Guarantee and Collateral Agreement, which are incorporated by reference as if fully set forth herein, to secure the Obligations, Grantor hereby grants to the Trustee, for the benefit of the Secured Parties, a security interest in Grantor’s right, title and interest in, to and under the Trademark Collateral, to the extent now owned or at any time hereafter acquired by Grantor; provided that the grant of security interest hereunder shall not include any application for registration of a Trademark that would be invalidated, canceled, voided or abandoned due to the grant and/or enforcement of such security interest, including intent-to-use applications filed with the PTO pursuant to 15 USC Section 1051(b) prior to the filing of a statement of use or

amendment to allege use pursuant to 15 USC Section 1051(c) or (d), provided that at such time that the grant and/or enforcement of the security interest will not cause such Trademark to be invalidated, cancelled, voided or abandoned such Trademark application will not be excluded from the Notice.

Capitalized terms used in this Notice (including the preamble and the recitals hereto), and not defined in this Notice, shall have the meanings assigned to such terms in Annex A attached to the Base Indenture, dated as of August 1, 2018, by and between Planet Fitness Master Issuer LLC, a Delaware limited liability company, and Citibank, N.A., as Trustee and Securities Intermediary (as amended, supplemented or otherwise modified from time to time, the "Indenture").

1. The parties intend that this Notice is for recordation purposes. The terms of this Notice shall not modify the applicable terms and conditions of the Indenture or the Guarantee and Collateral Agreement, which govern the Trustee's interest in the Trademark Collateral and which shall control in the event of any conflict. Grantor hereby acknowledges the sufficiency and completeness of this Notice to create a security interest in the Trademark Collateral in favor of the Trustee for the benefit of the Secured Parties, and Grantor hereby requests the PTO to file and record this Notice together with the annexed Schedule 1.

2. Grantor and the Trustee hereby acknowledge and agree that the grant of security interest in, to and under the Trademark Collateral made hereby may be terminated only in accordance with the terms of the Indenture and the Guarantee and Collateral Agreement and shall terminate automatically upon the termination of the Indenture or the Guarantee and Collateral Agreement.

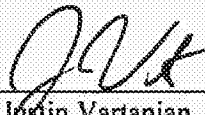
3. THIS NOTICE SHALL BE GOVERNED BY, AND CONSTRUED AND INTERPRETED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK WITHOUT REGARD TO CONFLICTS OF LAW PRINCIPLES.

4. This Notice may be executed by the parties hereto in separate counterparts, each of which when so executed shall be deemed to be an original and all of which when taken together shall constitute one and the same agreement.

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IN WITNESS WHEREOF, the undersigned has caused this NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS to be duly executed by its duly authorized officer as of the date and year first written above.






PLANET FITNESS FRANCHISING LLC,  
as Grantor

By:   
Name: Justin Vartanian  
Title: General Counsel and Secretary





Notice of Grant of Security Interest in Trademarks








TRADEMARK  
REEL: 006401 FRAME: 0921

**Schedule 1  
Trademarks**




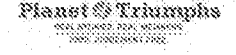


Mark	U.S. Registration or Application No.
AND WE'RE ROLLING OUT THE PURPLE CARPET!	4326666
BAGEL MORNING	3758325
BE FREE	5492962
BLACK	3389028
BLACK CARD	5399551
 BLACK CARD SPA	5221857
BLAST FITNESS	4102005
 BLAST FITNESS	4151635
 BLAST FITNESS 30 MINUTE WORKOUT	4202543
BLAST FITNESS 30 MINUTE WORKOUT	4202535
BURN CALORIES, NOT CASH.	4500175
 FREE FITNESS TRAINING, ABS. CARDIO. UPPER & LOWER BODY. WE'VE GOT YOU COVERED. PE@PF PHYS ED. PLANET FITNESS  <b>Cross References:</b> FREE FITNESS TRAINING ABS CARDIO UPPER & LOWER BODY WE HAVE GOT YOU COVERED PE AT PF PHYS ED PLANET FITNESS	4031323
GYMTIMIDATION	4358140
I LIFT THINGS UP AND PUT THEM DOWN	App. No. 87680092
I LIFT THINGS UP AND PUT THEM DOWN	4015427
 I LOVE PF	4488602

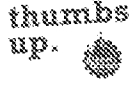



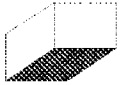






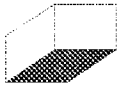
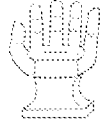
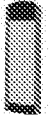

 <p>IT'S A GYM CLASS WITHOUT THE DODGEBALLS HITTING YOUR FACE. PE@PF PHYS. ED. PLANET FITNESS</p> <p><b>Cross References:</b> IT IS A GYM CLASS WITHOUT THE DODGEBALLS HITTING YOUR FACE. PE AT PF PHYS ED PLANET FITNESS</p>	4031324
 <p>IT'S GYM CLASS WITHOUT THE ANNOYING GUY WITH THE WHISTLE. PE@PF PHYS. ED. PLANET FITNESS</p> <p><b>Cross References:</b> IT IS GYM CLASS WITHOUT THE ANNOYING GUY WITH THE WHISTLE PE AT PF PHYS ED PLANET FITNESS</p>	4031327
IT'S WORKING OUT IN YOUR FAVOR.	4273237
JUDGEMENT FREE	4020552
JUDGEMENT FREE ZONE	4353472
JUDGMENT FREE	3979649
JUDGMENT FREE	4202731
JUDGMENT FREE ZONE	2377662
LEAVE EGOS HERE	3584435
 <p>LEAVE EGOS HERE PLANET FITNESS</p>	3546875
LIFE IS BETTER PURPLE	4092402
LUNK ALARM	2693142
 <p>LUNK ALARM LUNK(LUNK) N. [SLANG] ONE WHO GRUNTS, DROPS WEIGHTS OR JUDGES. [RICKY IS SLAMMING HIS WEIGHTS, WEARING A BODY BUILDING TANK TOP AND DRINKING OUT OF A GALLON WATER JUG...WHAT A LUNK!]</p> <p><b>Cross References:</b> LUNK ALARM LUNK(LUNK) N. [SLANG] 1 WHO GRUNTS, DROPS WEIGHTS OR JUDGES. [RICKY IS SLAMMING HIS WEIGHTS, WEARING A BODY BUILDING TANK TO AND DRINKING OUT OF A GALLON WATER JUG WHAT A LUNK!]</p>	3840195
NADIE TE JUZGA	4315573
<b>Translation:</b> NOBODY WILL JUDGE YOU, JUDEGEMENT FREE	
NEW LOCATION! SAME PLANET!	4273264
NO COMMITMENT! NO CATCHES! NO KIDDING!	4104919

	3665949
NO CRITICS	
NO CRITICS	2654980
	2370028
NO DUMBELLS ALLOWED PF GYMS	
NO EGOS	4238048
NO EGOS	3828818
NO GIMMICKS	4254468
NO GYMTIMIDATION	4358141
NO GYMTIMIDATION.	4484572
NO HASSLES. NO BRAINER.	4350275
NO HASSLES. NO LUNKS. ALWAYS 10 BUCKS.	4306822
NO SALESMEN. NO CONTRACT. NO KIDDING!	4104938
NO SALESMEN. NO PRESSURE.	4279066
PE@PF	App. No. 87789472
PE@PF	4041448
	4044253
PE@PF PHYS. ED PLANET FITNESS	
	4031286
PE@PF PHYS. ED. PLANET FITNESS CLASS MEETS HERE	
	4903521
PF	
PF	3614927
	3614919
PF	
	3566624
PF	

	4339293
PF 1992	
PF BLACK CARD	3569191
	4697883
PF BLACK CARD CUTS	
	4248919
PF EXPRESS	
PF EXPRESS	3793766
PF EXPRESS 30 MINUTE WORKOUT	3611493
PF PERKS	App. No. 87697997
	3566625
PF PLANET FITNESS	
	3566626
PF PLANET FITNESS	
PF STORE	4198583
PF TV	4432569
	3550212
PF= NO CRITICS	
PIZZA NIGHT	3758327
PLANET	4102680
PLANET FITNESS	5086738
PLANET FITNESS	4435665
	4435666
PLANET FITNESS	
	3546881
PLANET FITNESS	
	3387627
PLANET FITNESS	
PLANET FITNESS	2698976

PLANET FITNESS	2438677
	4996710
PLANET FITNESS STORE	
	3698901
PLANET FITNESS THE JUDGEMENT FREE ZONE = NO CRITICS	
	4593362
PLANET FITNESS VISIONARY	
PLANET GYM	2327099
PLANET OF TRIUMPHS	4772621
PLANET OF TRIUMPHS	4910171
	4893758
PLANET OF TRIUMPHS REAL STORIES. REAL MEMBERS. 100% JUDGEMENT FREE	
	3816997
PLANETFITNESS.COM BIG LUNKS GYM 120LBS	
PLNT	App. No. 86633416
RELAXATION ZONE	3842055
THE JUDGEMENT FREE GENERATION	5341595
THE JUDGEMENT FREE GENERATION	App. No. 86804744
THE WORLD JUDGES, WE DON'T	App. No. 87205419
THIS AIN'T YOUR GYM.	4130769
THIS IS YOUR GYM	4064486
THIS IS YOUR PLANET	4108888
	5137733
THUMBS UP. PLANET FITNESS	
<b>Cross References:</b> THUMBS UP PLANET FITNESS	

 THUMBS UP. PLANET FITNESS <b>Cross References:</b> THUMBS UP PLANET FITNESS	App. No. 87034702
TRAINER	4110417
VISIONARY	4451713
WE'RE NOT A GYM. WE'RE ...	4782348
WE'RE NOT A GYM. WE'RE PLANET FITNESS.	4484575
WE'RE NOT A GYM. WE'RE PLANET FITNESS.	4492327
WWW.PLANETFITNESS.COM	4146803
YOU BELONG	3584434
 YOU BELONG THE JUDGEMENT FREE ZONE YOU WON'T FEEL THE BURN IN YOUR WALLET	4130502  4269558
ZERO JUDGEMENTS	App. No. 87304392
ZONA LIBRE DE CRITICAS <b>Translation:</b> JUDGEMENT FREE ZONE	App. No. 87789786
 Design Only	App. No. 87206566
 Design Only	App. No. 86907896
 Design Only	4294662
 Design Only	4200286
 Design Only	4203868

	4142746
Design Only	
	4089813
Design Only	
	3936371
Design Only	
	3756275
Design Only	
	3665723
Design Only	
	3385516
Design Only	