

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM548677

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
PLANET FITNESS FRANCHISING, LLC		11/08/2019	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	CITIBANK, N.A.		
Street Address:	388 Greenwich Street		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10013		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Serial Number:	88546163	BLACK CARD SPA	
Serial Number:	88573417	PF BLACK CARD DISFRUTA BENEFICIOS EXCLUS	
Serial Number:	88088321	PLANET FITNESS FLEXING FOR GOOD	
Serial Number:	88573433	PLANET FITNESS LA ZONA LIBRE DE CRITICAS	
Serial Number:	88666757	REWRITING THE RULES OF FITNESS	
CORRESPONDENCE DATA			
Fax Number:			
<i>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.</i>			
Email:	agarens@daypitney.com		
Correspondent Name:	Alex P Garens, Day Pitney LLP		
Address Line 1:	1 International Place		
Address Line 4:	Boston, MASSACHUSETTS 02110		
ATTORNEY DOCKET NUMBER:	784615012150		
NAME OF SUBMITTER:	Alex P Garens		
SIGNATURE:	/alex p garens/		
DATE SIGNED:	11/08/2019		
Total Attachments: 4			

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

This SUPPLEMENTAL NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS (the "Notice") is made and entered into as of November 8, 2019, 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 ("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, 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 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.

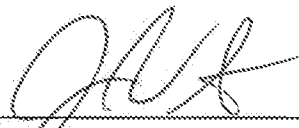
3. THIS NOTICE SHALL BE GOVERNED BY, AND CONSTRUED AND INTERPRETED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK WITHOUT REGARD TO CONFLICTS OF LAW PRINCIPLES.

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 SUPPLEMENTAL 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: GC & Secretary

Supplement Notice of Grant of Security Interest in Trademarks

C-1-3

**Schedule I
Trademarks**

Mark	Class	APP. No.	APP. Date	Owner	Status
BLACK CARD SPA	44	88546163	July 29, 2019	Planet Fitness Franchising, LLC	Pending
PF BLACK CARD DISFRUTA BENEFICIOS EXCLUSIVOS (design)	41	88573417	Aug. 9, 2019	Planet Fitness Franchising, LLC	Pending
PLANET FITNESS FLEXING FOR GOOD (design)	35	88088321	Aug. 22, 2018	Planet Fitness Franchising, LLC	Pending
PLANET FITNESS LA ZONA LIBRE DE CRITICAS (design)	41	88573433	Aug. 9, 2019	Planet Fitness Franchising, LLC	Pending
REWRITING THE RULES OF FITNESS	25, 41	88666757	Oct. 24, 2019	Planet Fitness Franchising, LLC	Pending