

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Grant of Security Interest in US Trademarks

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
TSI Holdings (IP), LLC		08/09/2011	LIMITED LIABILITY COMPANY: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	Deutsche Bank Trust Company Americas, as collateral agent
<b>Street Address:</b>	60 Wall Street
<b>City:</b>	New York
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10005
<b>Entity Type:</b>	a New York banking corporation: NEW YORK

**PROPERTY NUMBERS Total: 27**

Property Type	Number	Word Mark
Registration Number:	3176466	BETTER.
Registration Number:	2262192	BOSTON SPORTS CLUB
Registration Number:	2325163	BSC BOSTON SPORTS CLUB
Registration Number:	2212754	BSC
Registration Number:	2227597	NEW YORK SPORTS CLUBS
Registration Number:	2227316	NYSC NEW YORK SPORTS CLUBS
Registration Number:	2224136	NYSC NEW YORK SPORTS CLUBS
Registration Number:	3320465	NO SWEAT FITNESS FOR THE REST OF US
Registration Number:	2690385	NYSC
Registration Number:	2182153	NYSC
Registration Number:	2225662	NYSC
Registration Number:	2333610	PHILADELPHIA SPORTS CLUBS
Registration Number:	2343957	PSC PHILADELPHIA SPORTS CLUB
Registration Number:	2239729	PSC

**TRADEMARK**

**900199731**

**REEL: 004605 FRAME: 0261**

**OP \$690.00 3176466**

Registration Number:	3053462	SPORTS CLUBS FOR KIDS
Registration Number:	3053486	SPORTS CLUBS FOR KIDS
Registration Number:	2370104	THERE'S A MILLION REASONS TO JOIN
Registration Number:	1806497	TOWN SPORTS INTERNATIONAL
Registration Number:	3035330	TOWN SPORTS INTERNATIONAL HEALTH DEVELOPMENT
Registration Number:	3008637	TRAIN YOUR HEAD
Registration Number:	1801172	TSI
Registration Number:	2260453	WASHINGTON SPORTS CLUBS
Registration Number:	2606256	WSC WASHINGTON SPORTS CLUBS
Registration Number:	2396940	WHERE YOU LIVE. WHERE YOU WORK.
Registration Number:	2548666	WSC
Serial Number:	78839839	COMPANIESGETFIT
Serial Number:	78581508	COMPANIESGETFIT.COM

**CORRESPONDENCE DATA**

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*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
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ATTORNEY DOCKET NUMBER:	1111779-0471
NAME OF SUBMITTER:	Frances B. Cutajar
Signature:	/Frances B. Cutajar/
Date:	08/15/2011

Total Attachments: 5  
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GRANT OF SECURITY INTEREST  
IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, TSI Holdings (IP), LLC, a Delaware limited liability company (the "Grantor") with principal offices at 5 Penn Plaza, 4th Floor, New York, NY 10001, hereby grants to Deutsche Bank Trust Company Americas, as Collateral Agent, with principal offices at 60 Wall Street, New York, New York 10005 (the "Grantee"), a continuing security interest in (i) all of the Grantor's right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the Security Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of May 11, 2011 (as amended, modified, restated and/or supplemented from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Grantee shall execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Marks acquired under this Grant.

Notwithstanding anything herein to the contrary, no security interest is granted in "intent-to-use" applications for registration of a Mark filed pursuant to Section 1(b) of the Lanham Act, 15 U.S.C. § 1051, prior to the filing of a "Statement of Use" pursuant to Section 1(d) of the Lanham Act or an "Amendment to Allege Use" pursuant to Section 1(c) of the Lanham Act with respect thereto, to the extent that, and during the period in which, the grant of a security interest therein


would impair the validity or enforceability of any registration that issues from such intent-to-use application under applicable federal law.

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

\* \* \*

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the 9<sup>th</sup>  
day of August, 2011.


TSI Holdings (IP), LLC, Grantor

By   
Name: David M. Kastin  
Title: Secretary

[Grant of Security Interest in Trademarks-- TSI Holdings (IP), LLC]

**TRADEMARK**  
**REEL: 004605 FRAME: 0265**

DEUTSCHE BANK TRUST COMPANY  
AMERICAS,  
as Collateral Agent and Grantee

By   
Name: **Erin Morrissey**  
Title: **Director**

By   
Name: **Marguerite Sutton**  
Title: **Director**

SCHEDULE A

Mark	Pending App. No.	Registered Reg. No.	Filed on/ Reg. Date
BETTER		3,176,466	11/28/06
BOSTON SPORTS CLUB		2,262,192	7/20/99
BOSTON SPORTS CLUB & BSC DESIGN		2,325,163	3/7/00
BSC & DESIGN		2,212,754	12/22/98
COMPANIESGETFIT	78/839,839		3/17/06
COMPANIESGETFIT.COM	78/581,508		3/7/05
NEW YORK SPORTS CLUB		2,227,597	3/2/99
NEW YORK SPORTS CLUB AND NYSC DESIGN		2,227,316	3/2/99
NEW YORK SPORTS CLUB and NYSC DESIGN		2,224,136	2/16/99
NO SWEAT FITNESS FOR THE REST OF US (Design)		3,320,465	9/22/05
NYSC (word mark)		2,690,385	2/25/03
NYSC & DESIGN		2,182,153	8/18/98
NYSC & DESIGN		2,225,662	2/23/99
PHILADELPHIA SPORTS CLUBS		2,333,610	3/21/00
PHILADELPHIA SPORTS CLUBS & PSC DESIGN		2,343,957	4/18/00
PSC & DESIGN		2,239,729	4/13/99
SPORTS CLUB FOR KIDS		3,053,462	1/31/06
SPORTS CLUB FOR KIDS (Design)		3,053,486	1/31/06
THERE'S A MILLION REASONS TO JOIN		2,370,104	7/25/00
TOWN SPORTS INTERNATIONAL		1,806,497	11/23/93
TOWN SPORTS INTERNATIONAL HEALTH DEVELOPMENT (Design)		3,035,330	12/27/05
TRAIN YOUR HEAD		3,008,637	10/25/05
TSI		1,801,172	10/26/93
WASHINGTON SPORTS CLUBS		2,260,453	7/13/99
WASHINGTON SPORTS CLUB and WSC DESIGN		2,606,256	8/13/02
WHERE YOU LIVE. WHERE YOU WORK		2,396,940	10/24/00
WSC & DESIGN		2,548,666	3/19/02