

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
TSI Holdings (IP), LLC		11/15/2013	LIMITED LIABILITY COMPANY: DELAWARE

**RECEIVING PARTY DATA**

Name:	Deutsche Bank AG New York Branch, as Collateral Agent
Street Address:	60 Wall Street
City:	New York
State/Country:	NEW YORK
Postal Code:	10005
Entity Type:	Banking Corporation: GERMANY

**PROPERTY NUMBERS Total: 29**

Property Type	Number	Word Mark
Registration Number:	4273390	UXF
Registration Number:	3357678	COMPANIESGETFIT
Registration Number:	3320465	NO SWEAT FITNESS FOR THE REST OF US
Registration Number:	3345217	COMPANIESGETFIT.COM
Registration Number:	3035330	TOWN SPORTS INTERNATIONAL HEALTH DEVELOP
Registration Number:	3053486	SPORTS CLUBS FOR KIDS
Registration Number:	3053462	SPORTS CLUBS FOR KIDS
Registration Number:	3008637	TRAIN YOUR HEAD
Registration Number:	2690385	NYSC
Registration Number:	2396940	WHERE YOU LIVE. WHERE YOU WORK.
Registration Number:	2370104	THERE'S A MILLION REASONS TO JOIN
Registration Number:	2224136	NYSC NEW YORK SPORTS CLUBS
Registration Number:	2225662	NYSC
Registration Number:	2325163	BSC BOSTON SPORTS CLUB

**TRADEMARK**

Registration Number:	2262192	BOSTON SPORTS CLUB
Registration Number:	2548666	WSC
Registration Number:	2606256	WSC WASHINGTON SPORTS CLUBS
Registration Number:	2260453	WASHINGTON SPORTS CLUBS
Registration Number:	2239729	PSC
Registration Number:	2343957	PSC PHILADELPHIA SPORTS CLUB
Registration Number:	2333610	PHILADELPHIA SPORTS CLUBS
Registration Number:	2227597	NEW YORK SPORTS CLUBS
Registration Number:	2227316	NYSC NEW YORK SPORTS CLUBS
Registration Number:	2182153	NYSC
Registration Number:	1806497	TOWN SPORTS INTERNATIONAL
Registration Number:	1801172	TSI
Registration Number:	2212754	BSC
Registration Number:	3120276	FITCORP
Serial Number:	85547995	ULTIMATE FITNESS EXPERIENCE UXF

**CORRESPONDENCE DATA**

Fax Number: 2123548113

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

Phone: 212 819-8200

Email: iprecordations@whitecase.com

Correspondent Name: Matthew Champion/White & Case LLP

Address Line 1: 1155 Avenue of the Americas

Address Line 2: Patent & Trademark Dept.

Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:	1111779-0471
NAME OF SUBMITTER:	Matthew Champion
Signature:	/Matthew Champion/
Date:	11/15/2013

**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 AG New York Branch, 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, dated this November 15, 2013, 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 November 15, 2013 (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

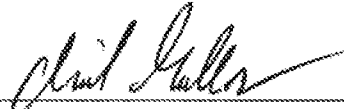
Lanham Act with respect thereto, to the extent that, and during the period in which, the grant of a security interest therein would impair the validity or enforceability of any registration that issues from such intent-to-use application under applicable federal law.

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 first date written above.

TSI HOLDINGS (IP), LLC, Grantor

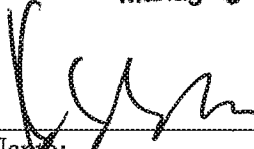
By 

Name: Daniel G. Gallagher

Title: Senior Vice President – Chief Financial Officer

DEUTSCHE BANK AG NEW YORK BRANCH,  
as Collateral Agent and Grantee

By   
Name: **Mary Kay Coyle**  
Title: **Managing Director**

By   
Name: **Kirk L. Tashjian**  
Title: **Vice President**

## a. Registered Trademarks

Title	App. No.	App. Date	Reg. No.	Reg. Date
UXF	85/547967	February 21, 2012	4273390	January 8, 2013
COMPANIESGETFIT	78/839839	March 17, 2006	3357678	December 18, 2007
NO SWEAT FITNESS FOR THE REST OF US & DESIGN	78/718144	September 22, 2005	3320465	October 23, 2007
COMPANIESGETFIT.COM	78/581508	March 7, 2005	3345217	November 27, 2007
TOWN SPORTS INTERNATIONAL HEALTH DEVELOPMENT & DESIGN	78/507455	October 28, 2004	3035330	December 27, 2005
SPORTS CLUB FOR KIDS	78/449898	July 13, 2004	3053486	January 31, 2006
SPORTS CLUB FOR KIDS	78/447788	July 8, 2004	3053462	January 31, 2006
TRAIN YOUR HEAD	78/382970	March 12, 2004	3008637	October 25, 2005
NYSC	76/351348	December 19, 2001	2690385	February 25, 2003
WHERE YOU LIVE. WHERE YOU WORK.	75/584488	November 6, 1998	2396940	October 24, 2000
THERE'S A MILLION REASONS TO JOIN	75/575862	October 23, 1998	2370104	July 25, 2000
NYSC NEW YORK SPORTS CLUBS & DESIGN	75/405153	December 15, 1997	2224136	February 16, 1999
NYSC & DESIGN	75/405152	December 15, 1997	2225662	February 23, 1999
BSC BOSTON SPORTS CLUB & DESIGN	75/368394	October 6, 1997	2325163	March 7, 2000
BOSTON SPORTS CLUB	75/368393	October 6, 1997	2262192	July 20, 1999
WSC & DESIGN	75/367069	October 2, 1997	2548666	March 19, 2002
WSC WASHINGTON SPORTS CLUBS & DESIGN	75/367068	October 2, 1997	2606256	August 13, 2002
WASHINGTON SPORTS CLUBS	75/367067	October 2, 1997	2260453	July 13, 1999
PSC & DESIGN	75/353261	September 8, 1997	2239729	April 13, 1999
PSC PHILADELPHIA SPORTS CLUB & DESIGN	75/353260	September 8, 1997	2343957	April 18, 2000
PHILADELPHIA SPORTS CLUBS	75/353259	September 8, 1997	2333610	March 21, 2000
NEW YORK SPORTS CLUBS	75/353258	September 8, 1997	2227597	March 2, 1999
NYSC NEW YORK SPORTS CLUBS & DESIGN	75/301426	June 2, 1997	2227316	March 2, 1999
NYSC	75/301425	June 2, 1997	2182153	August 18, 1998
TOWN SPORTS INTERNATIONAL	74/359262	January 27, 1993	1806497	November 23, 1993
TSI	74/359263	January 27, 1993	1801172	October 26, 1993
BSC & DESIGN	75/368395	October 6, 1997	2212754	December 22, 1998
FITCORP	78/684421	August 3, 2005	3120276	July 25, 2006

## b. Trademark Applications

Title	App. No.	App. Date
ULTIMATE FITNESS EXPERIENCE UXF	85/547995	February 21, 2012