



UNITED STATES | ENGLAND | CHINA

BRIAN B. SCHNELL  
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August 16, 2010

VIA UPSMr. Daniel Sexton  
Minnesota Department of Commerce  
85 – 7<sup>th</sup> Place East, Suite 500  
St. Paul, Minnesota 55101-2198Re: Franchise Registration Post-Effective Amendment Application for:  
Pla-Fit Franchise, LLC d/b/a Planet Fitness®  
File No.: F-5972

Dear Mr. Sexton:

As a follow-up to Pla-Fit Franchise, LLC's (the "Franchisor") franchise registration filing, we are writing to advise you that the Franchisor noted a typographical error to Note 4 of Item 19 of its current franchise registration. Attached please find a marked copy of page DD-47 to the Franchisor's franchise disclosure document ("FDD") which replaces page DD-47 of its FDD currently on file with your office.

Please contact us with any questions. Thank you for your assistance in this matter.

Very truly yours,

FAEGRE &amp; BENSON LLP



Brian B. Schnell

Enclosures  
BBS:jmr  
cc: Joseph Freschi

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AUG 17 2010

MAILROOM

2200 WELLS FARGO CENTER | 90 SOUTH SEVENTH STREET | MINNEAPOLIS, MINNESOTA 55402-3901

Notes:

1. **Revenues** – The principal source of revenue for a PLANET FITNESS club is membership fees. Membership fees are usually paid in cash or through electronic transfer of funds. A fitness facility will also earn additional revenue through beverage sales, tanning goggles and lotions, Planet Fitness apparel and headphones.

Membership fees are typically paid monthly. One membership package remains constant while the others are offered periodically throughout the year. The ‘Black Card’ is our constant membership package; it requires a 12 month contract. We offer the ‘Black Card’ for \$19.99/month with an annual fee of \$39 which is paid once a year in June. Included with the Black Card is free tanning, half priced beverages, free massage chair usage, access to any other Planet Fitness club, and ability to bring a guest for free to your home club. Promotional packages are offered at different times during the year and a franchisee has the ability to tailor the package to their club based on the benefits that come with the package.

Your ability to sell monthly memberships will depend upon a variety of factors, including but not limited to, factors related to your market, how much time and effort you spend on sales, advertising, and your sales ability.

Of the 272 Planet Fitness clubs that have been open for at least six months as of December 31, 2009, 210 (or 77.2%) had at least 4,000 EFT memberships and 127 (or 46.6%) had over 5,500 EFT memberships. Of these units, the highest number of memberships was 20,172 and the lowest number was 1,447.

2. **Expenses** – The expense information included in the Operations Statement reflect the normalized expenses of the corporate locations included in the statement plus an amount equal to the royalties the location would have paid if it were a franchised location. The normalized expenses include payroll, professional fees, advertising and insurance allocations related to inter-company activity for multiple club operations. You may incur other expenses. All expenses are based largely on factors within your control for which you can obtain information through your own research. You should note that, in comparing the three columns, some of the expenses are fixed and do not change with any fluctuation in memberships. Others are not fixed and will increase as memberships increase.

3. **Advertising** – The advertising amounts listed above reflect the actual amounts these corporate locations spent on advertising. Franchisees must spend a minimum amount on advertising based on a percentage of the EFT Dues Draft. The amount a club spends on advertising above the required minimum varies depending on the club. The advertising is performed through a preferred corporate vendor.

4. **Royalties** – Royalties are paid monthly and are based on the clubs EFT Dues draft. As of December 31, 2009, and as reflected in the above chart, royalties were paid based on a sliding scale and ranged from \$500 to \$10,000. We no longer collect royalties based on a sliding scale. As of the date of this Disclosure Document, royalties are based on a flat percentage of the EFT Dues Draft (currently, 5%) rather than a sliding scale. You will pay a percentage royalty; the monthly royalties range from \$500 to \$10,000. A schedule of these fees appear in the Franchise Agreement.



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An equal opportunity employer

April 5, 2010

BRIAN B SCHNELL  
FAEGRE & BENSON LLP  
2200 WELLS FARGO CENTER 90 S 7TH ST  
MINNEAPOLIS, MN 55402

Re: F-5972  
PLA-FIT FRANCHISE LLC  
PLANET FITNESS F/A

Dear Mr. Schnell:

The Annual Report has been reviewed and is in compliance with Minnesota Statute Chapter 80C and Minnesota Rules Chapter 2860.

This means that there continues to be an effective registration statement on file and that the franchisor may offer and sell the above-referenced franchise in Minnesota.

The franchisor is not required to escrow franchise fees, post a Franchise Surety Bond or defer receipt of franchise fees during this registration period.

As a reminder, the next annual report is due within 120 days after the franchisor's fiscal year end, which is December 31, 2010.

Sincerely,

GLENN WILSON  
Commissioner

By:

Daniel Sexton  
Commerce Analyst Supervisor  
Registration Division  
(651) 296-4520

GW:DES:dlw

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