5 01	U.S. Department of Commerce Patent and Trademark Orfice TRADEMARK JUN - 7 2001		
T0: The Commissioner of Patents and Trademarks Submission Type X New Resubmission (Non-Recordation) Document ID # Correction of PTO Error Reel # Frame # Corrective Document	Security Agreement Nunc Pro Tunc Assignment Security Agreement Merger O5 31 01 Change of Name		
Reel # Frame # X Other Release of Security Interest Conveying Party			
X Citizenship/State of Incorporation/Organiz Receiving Party Name TORSO TRACK, INC. DBA/AKA/TA	X Mark if additional names of receiving parties attached		
Address (line 1) 1230 AMERICAN BOULEVAL Address (line 2) WEST CHESTER City Individual General Partnership	PA U.S.A. 19380 State/Country Zip Code If document to be recorded is an assignment and the receiving party is		
X Corporation Association Other X Citizenship/State of Incorporation/Organiz 2001 TDIAZ1 00000068 76131212 FO	not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)		

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FORM PTO- Expires 06/30/99 OMB 065 -0027	-1618B	Page 2	U.S. Department of Commerce Patent and Trademark Office TRADEMARK
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Name			
Address (line 1)			
Address (line 2)			
Address (line 3)			
Address (line 4)			
Correspon	dent Name and Addre	SS Area Code and Telephone Number 21	5/981-4794
Name	ALEXIS DILLETT 1	ISZTWAN, ESQUIRE	
Address (line 1)	PEPPER HAMILTON	LLP	
Address (line 2)	3000 TWO LOGAN S	SQUARE	
Address (line 3)	18th & ARCH STRE	3ETS	
Address (line 4)	PHILADELPHIA, PA	A 19103	
Pages	Enter the total number including any attachme	of pages of the attached conveyance doc	ument # 2
Trademark		s) or Registration Number(s)	Mark if additional numbers attached
il.	• •	er <u>or</u> the Registration Number (DO NOT ENTER BOTH	i numbers for the same property).
	demark Application Num		ation Number(s)
7613121	2	2281076	.336390
Number of	Properties Enter the	total number of properties involved.	# 3
Fee Amour	nt Fee Amou	unt for Properties Listed (37 CFR 3.41):	\$ 90.00
Method o		Inclosed X Deposit Account	
		if additional fees can be charged to the account.) Deposit Account Number:	# 16-1322
		Authorization to charge additional fees:	Yes No
Statement a	and Signature		
To the best of my knowledge and belief, the foregoing information is true and correct and any			
- 15	ched copy is a true copy of cated herein.	the original document. Charges to deposit ac	count are authorized, as
ALEXIS D	ILLETT ISZTWAN	Works Allest Solven	6-7-01
	of Person Signing	Signature ()	Date Signed

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Other		
	p State of Incorporation/Organization	
Receiving F	Party Receiving Party Mark if additional na	nmes of receiving parties attached
Name	TOTAL GYM FITNESS, LLC	
DBA/AKA/TA		
Composed of		
Address (line 1)	1230 AMERICAN BOULEVARD	
Address (line 2)		
Address (line 3)	WEST CHESTER PA	U.S.A. 19380 State/Country Zip Code
Individu		assignment and the receiving party is
Corporati	ion Association	not domiciled in the United States, an appointment of a domestic representative should be attached
X Other	LIMITED LIABILITY CORPORATION	(Designation must be a separate document from the Assignment.)
Citizensl	nip/State of Incorporation/Organization	
	Application Number(s) or Registration Number (s) or Registration Number (DC)	
Trac	lemark Application Number(s)	Registration Number(s)

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Conveying Party Enter Additional Conveying Party Mark if additional names of conveying particular	es attached Execution Date Month Day Year
Name	05 31 01
Formerly	
Individual General Partnership Limited Partnership Corporation	Association
Other	
Citizenship State of Incorporation/Organization	
Receiving Party Enter Additional Receiving Party Mark if additional names of receiving parties attack	hed
Name TOTAL GYM FITNESS, LTD.	
DBA/AKA/TA	
Composed of	
Address (line 1) 1230 AMERICAN BOULEVARD	
Address (line 2)	
Address (line 3) WEST CHESTER PA U.S.A.	19380
City State/Country	Zip Code
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X Corporation Association appoints	iciled in the United States, an ment of a domestic
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Other docume	nt from the Assignment.)
X Citizenship/State of Incorporation/Organization Pennsylvania	
Trademark Application Number(s) or Registration Number(s) Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers)	if additional numbers attached s for the same property).
Trademark Application Number(s)	lumber(s)

RELEASE OF TRADEMARK SECURITY INTEREST

This Release of Trademark Security Interest is made this 31st day of May, 2001 by CONGRESS FINANCIAL CORPORATION ("Secured Party").

WHEREAS, reference is made to a certain Loan and Security Agreement dated October 13, 2000 ("Loan Agreement") by and among Torso Track, Inc. (the "Debtor"), Total Gym Fitness, LLC and Total Gym Fitness, Ltd., as additional borrowers, and the Secured Party, as lender:

WHEREAS, reference is further made to a certain Trademark Security Agreement dated October 13, 2000 ("Security Agreement") by and between the Debtor and the Secured Party relating to Trademark Application Number 76131212 and Trademark Registration Numbers 2281076 and 2338590 (collectively, the "Trademarks");

WHEREAS, the Security Agreement was filed with the U.S. Patent and Trademark Office on October 20, 2000 and is available on Reel 002171, Frame 0691; and

WHEREAS, Debtor has been fully released by Secured Party from its obligations owing under the Loan Agreement and the Security Agreement and Secured Party desires to release and discharge its security interest in the Trademarks;

NOW, THEREFORE, for good and valuable consideration, the Secured Party hereby releases any and all right, title and interest to its security interest in and to the Trademarks.

IN WITNESS WHEREOF, the Secured Party duly executes this release by its duly authorized officer as of the day and year first above written.

CONGRESS FINANCIAL CORPORATION

PHLEGAL; #1079744 v1 (N54W01!.WPD) 121157-2

STATE OF NEW YORK

said corporation.

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SS.

COUNTY OF Now WYOLK

Board of Directors, and that they acknowledged said instrument to be the free act and deed of

MARIA NUNEZ
NOTARY PUBLIC, State of New York
No. 01NU5086952
Qualified in Queens County
Cert. Filed in New York County
Commission Expires Oct. 27, 20 01

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Submission Type	Conveyance Type		
X New	Assignment License		
Resubmission (Non-Recordation)	Security Agreement Nunc Pro Tunc Assignment		
Document ID #	Effective Date Month Day Year		
Correction of PTO Error	Merger Month Day Year 05 31 01		
Reel # Frame #	Change of Name		
Corrective Document Reel # Frame #	X Other Release of Security Interest		
Conveying Party	No. at 16 at 16 in a large of a consideration of the state of		
	Mark if additional names of conveying parties attached Execution Date Month Day Year		
Name CONGRESS FINANCIAL CORPO	ORATION 05 31 01		
Formerly	-		
Individual General Partnership	Limited Partnership X Corporation Association		
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Other			
X Citizenship/State of Incorporation/Organiza	tion DELAWARE		
Receiving Party	Mark if additional names of receiving parties attached		
Name TORSO TRACK, INC.			
DBA/AKA/TA			
Composed of			
Address (line 1) 1230 AMERICAN BOULEVAR	D		
Address (line 2)			
Address (line 3) WEST CHESTER	PA U.S.A. 19380		
Individual General Partnership	State/Country Zip Code Limited Partnership If document to be recorded is an		
General Partiership	assignment and the receiving party is not domiciled in the United States, an		
X Corporation Association	appointment of a domestic		
Other	representative should be attached. (Designation must be a separate		
	document from Assignment.)		
X Citizenship/State of Incorporation/Organization PENNSYLVANIA			
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	epresentative Name and Ad	ddress Enter for the first Re	eceiving Party only.
Name			
Address (line 1)			
Address (line 2)			
Address (line 3)			
Address (line 4)			
Correspond	lent Name and Address _{Are}	a Code and Telephone Number 2	15/981-4794
Name	ALEXIS DILLETT ISZTWA	AN, ESQUIRE	
Address (line 1)	PEPPER HAMILTON LLP		
Address (line 2)	3000 TWO LOGAN SQUARE	3	
Address (line 3)	18th & ARCH STREETS		
Address (line 4)	PHILADELPHIA, PA 191	103	
Pages	Enter the total number of page including any attachments.	s of the attached conveyance do	cument # 2
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7613121	demark Application Number(s)	2281076 Z	2338590
L			
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Method of Payment: Enclosed X Deposit Account Deposit Account			
(Enter for p	payment by deposit account or if addition	nal fees can be charged to the account.) sit Account Number:	# 16-1322
	Auth	norization to charge additional fees:	Yes No
Statement a	and Signature		
₹o t	he best of my knowledge and belief,	, the foregoing information is true ar	nd correct and any
	ched copy is a true copy of the origi cated herein.	inal document. Charges to deposit a	account are authorized, as
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	of Person Signing	Signature	Date Signed

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Name	TOTAL GYM FITNESS, LLC	
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Address (line 1)	1230 AMERICAN BOULEVARD	
Address (line 2)		
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assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached			
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