

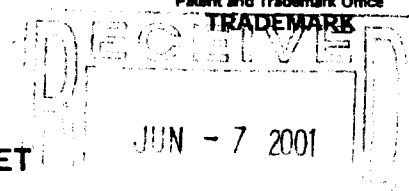
06-20-2001



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JUN - 7 2001



TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New

Resubmission (Non-Recordation)  
Document ID # \_\_\_\_\_

Correction of PTO Error  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_

Corrective Document  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_

Conveyance Type

Assignment  License

Security Agreement  Nunc Pro Tunc Assignment

Merger

Change of Name

Other Release of Security Interest

Effective Date  
Month Day Year  
05 31 01

Conveying Party

Mark if additional names of conveying parties attached

Name CONGRESS FINANCIAL CORPORATION Execution Date  
Month Day Year  
05 31 01

Formerly \_\_\_\_\_

Individual  General Partnership  Limited Partnership  Corporation  Association

Other \_\_\_\_\_

Citizenship/State of Incorporation/Organization DELAWARE

Receiving Party

Mark if additional names of receiving parties attached

Name TORSO TRACK, INC.

DBA/AKATA \_\_\_\_\_

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

Individual  General Partnership  Limited Partnership  If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Corporation  Association

Other \_\_\_\_\_

Citizenship/State of Incorporation/Organization PENNSYLVANIA

06/19/2001 TDIAZ1 00000068 76131212

01 FC:481 40.00 OP

02 FC:482 50.00 OP

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments.

#

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text" value="76131212"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2281076"/>	<input type="text" value="2338590"/>	<input type="text"/>
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**Number of Properties**

Enter the total number of properties involved.

#

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

**Statement and Signature**

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

ALEXIS DILLETT ISZTWAN

Name of Person Signing



Signature

6-7-01

Date Signed

RECORDATION FORM COVER SHEET  
CONTINUATION  
TRADEMARKS ONLY

FORM PTO-1618C  
Expires 06/30/99  
OMB 0651-0027

U.S. Department of Commerce  
Patent and Trademark Office  
TRADEMARK

**Conveying Party**

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year  
05 31 01

Name

Formerly

Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship State of Incorporation/Organization

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Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)      
City State/Country Zip Code

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Corporation  Association

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**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

By: John P. Williamson, Jr.  
Name: John P. Williamson, Jr.  
Title: Assistant Vice President

STATE OF NEW YORK

:  
:  
:

SS.

COUNTY OF New York

Before me, the aforesaid, a Notary Public in and for the state and county aforesaid,  
on this May 31, 2001, personally appeared John P. Williams, to me known  
personally, and who, being first by me duly sworn, depose and say that ~~he~~ he is  
Asst VP of CONGRESS FINANCIAL CORPORATION, a Delaware  
corporation, and that said instrument was signed on behalf of said corporation by authority of its  
Board of Directors, and that they acknowledged said instrument to be the free act and deed of  
said corporation.

*Maria Nunez*

**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**

**RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY**

**TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).**

**Submission Type**

- New
- Resubmission (Non-Recordation)  
Document ID #
- Correction of PTO Error  
Reel #  Frame #
- Corrective Document  
Reel #  Frame #

**Conveyance Type**

- Assignment  License
- Security Agreement  Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other

Effective Date  
Month Day Year

**Conveying Party**

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name

Formerly

- Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship/State of Incorporation/Organization

**Receiving Party**

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

- Individual  General Partnership  Limited Partnership

- Corporation  Association

Other

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Citizenship/State of Incorporation/Organization

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**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments.

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**Trademark Application Number(s) or Registration Number(s)**

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Trademark Application Number(s)

Registration Number(s)

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**Number of Properties**

Enter the total number of properties involved.

#

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

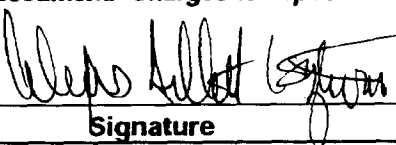
No

**Statement and Signature**

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

ALEXIS DILLETT ISZTWAN

Name of Person Signing



Signature

6-7-01

Date Signed



**RECORDATION FORM COVER SHEET  
CONTINUATION  
TRADEMARKS ONLY**

FORM PTO-1618C  
Expires 06/30/99  
OMB 1851-0027

U.S. Department of Commerce  
Patent and Trademark Office  
**TRADEMARK**

**Conveying Party**

Enter Additional Conveying Party

Mark if additional names of conveying parties 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 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

City

State/Country

Zip Code

Individual  General Partnership  Limited Partnership

Corporation  Association

Other  LIMITED LIABILITY CORPORATION

Citizenship/State of Incorporation/Organization

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**RECORDATION FORM COVER SHEET  
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Name

DBA/AKA/TA

Composed of

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Address (line 3)

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