

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Notice of Grant of Security Interest		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Sportime, LLC		02/01/2006	LIMITED LIABILITY COMPANY: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Bank of America, N.A., as Collateral Agent		
<b>Street Address:</b>	1455 Market Street		
<b>Internal Address:</b>	CA5-701-05-19		
<b>City:</b>	San Francisco		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	94103		
<b>Entity Type:</b>	national banking association: UNITED STATES		
<b>PROPERTY NUMBERS Total: 3</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3002730	SPORTIME FITNESS & SPORT	
<b>Serial Number:</b>	78382661	ACTIVE MINDS	
<b>Serial Number:</b>	78684325	SPORTIME FITNESS & SPORT	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(919)416-8339		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	919 286-8049		
<b>Email:</b>	PTO_TMconfirmation@mvalaw.com		
<b>Correspondent Name:</b>	Moore & Van Allen PLLC		
<b>Address Line 1:</b>	430 Davis Drive		
<b>Address Line 2:</b>	Suite 500		
<b>Address Line 4:</b>	Morrisville, NORTH CAROLINA 27560		
<b>ATTORNEY DOCKET NUMBER:</b>	327000.10393NT2SPORTJES		

OP \$90.00 3002730

NAME OF SUBMITTER:	John E. Slaughter
Signature:	/John E. Slaughter/
Date:	07/31/2006
<b>Total Attachments: 4</b> source=NGSI-T2 Sportime, LLC#page1.tif source=NGSI-T2 Sportime, LLC#page2.tif source=NGSI-T2 Sportime, LLC#page3.tif source=NGSI-T2 Sportime, LLC#page4.tif	

NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Amended and Restated Security Agreement dated as of February 1, 2006 (the "Security Agreement") by and among the Grantors party thereto (each a "Grantor" and collectively, the "Grantors") and Bank of America, N.A., as Collateral Agent (the "Collateral Agent") for the holders of the Secured Obligations referenced therein, the undersigned Grantor has granted a continuing security interest in and continuing lien upon the patents and patent applications set forth on Schedule 1 attached hereto to the Collateral Agent for the ratable benefit of the holders of the Secured Obligations.

The undersigned Grantor and the Collateral Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the patents and patent applications set forth on Schedule 1 attached hereto (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any patent or patent application.

[SIGNATURES ON FOLLOWING PAGE]

Very truly yours,

SPORTIME, LLC,  
a Delaware limited liability company,

By: Mary M Kabacinski

Name: Mary M. Kabacinski

Title: Treasurer

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Collateral Agent

By: \_\_\_\_\_

Name:

Title:

Very truly yours,

SPORTIME, LLC,  
a Delaware limited liability company

By: \_\_\_\_\_

Name: Mary M. Kabacinski

Title: Treasurer

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Collateral Agent

By: \_\_\_\_\_ 

Name: Joan Mok

Title: Vice President

**Sportime, LLC**  
**(Delaware Limited Liability Company)**

**U.S. Trademarks**

**Registered Mark**

Mark	Registration No.	Registration Date
SPORTIME FITNESS & SPORT and Design	3002730	09/27/05

**Pending Applications**

Mark	Application No.	Filing Date
ACTIVE MINDS and Design	78382661	03/11/04
SPORTIME FITNESS SPORT and Design	78684325	08/03/05