

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Release of Security Interest recorded on July 22, 2003 at Reel 2787/Frame 0682

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Deutsche Bank Trust Company Americas		02/27/2007	Collateral Agent:

RECEIVING PARTY DATA

Name:	TSI Holdings (IP), LLC
Street Address:	888 Seventh Avenue
City:	New York
State/Country:	NEW YORK
Postal Code:	10106
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 27

Property Type	Number	Word Mark
Registration Number:	2262192	BOSTON SPORTS CLUB
Registration Number:	2325163	BSC BOSTON SPORTS CLUB
Registration Number:	2212754	BSC
Registration Number:	2456296	E2R
Registration Number:	2464488	E2R ENERGY, ENDURANCE, RECOVERY
Registration Number:	2464487	ENERGY, ENDURANCE, RECOVERY
Registration Number:	2227597	NEW YORK SPORTS CLUBS
Registration Number:	2227316	NYSC NEW YORK SPORTS CLUBS
Registration Number:	2224136	NYSC NEW YORK SPORTS CLUBS
Registration Number:	2690385	NYSC
Registration Number:	2182153	NYSC
Registration Number:	2225662	NYSC
Registration Number:	2333610	PHILADELPHIA SPORTS CLUBS

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Registration Number:	2343957	PSC PHILADELPHIA SPORTS CLUB
Registration Number:	2239729	PSC
Registration Number:	2370104	THERE'S A MILLION REASONS TO JOIN
Registration Number:	1806497	TOWN SPORTS INTERNATIONAL
Registration Number:	1801172	TSI
Registration Number:	2260453	WASHINGTON SPORTS CLUBS
Registration Number:	2606256	WSC WASHINGTON SPORTS CLUBS
Registration Number:	2396940	WHERE YOU LIVE. WHERE YOU WORK.
Registration Number:	2548666	WSC
Serial Number:	75790841	E2R
Serial Number:	75781013	E2R
Serial Number:	75790840	E2R ENERGY, ENDURANCE, RECOVERY
Serial Number:	75781010	E2R ENERGY, ENDURANCE, RECOVERY
Serial Number:	75781007	ENERGY, ENDURANCE, RECOVERY

CORRESPONDENCE DATA

Fax Number: (212)354-8113
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 212-819-8923
Email: trademarkdocket@whitecase.com
Correspondent Name: Matthew Bart c/o White & Case LLP
Address Line 1: 1155 Avenue of the Americas
Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:	1104031-0294
NAME OF SUBMITTER:	Matthew Bart
Signature:	/Matthew Bart/
Date:	03/14/2007

Total Attachments: 4
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TRADEMARK RELEASE

TRADEMARK RELEASE, effective as of this 27th day of February, 2007, given by Deutsche Bank Trust Company Americas, as Collateral Agent ("Agent") with principal offices at 60 Wall Street, New York, NY 10005, to TSI Holdings (IP), LLC, a Delaware limited liability company ("Grantor"), with principal offices at 888 Seventh Avenue, New York, NY 10106, as follows:

W I T N E S S E T H

WHEREAS, the Grantor has heretofore granted to the Agent a security interest in certain U.S. trademarks, trademark registrations and trademark applications more particularly set forth on Schedule A attached hereto (the "Marks") to secure the Obligations (as defined in that certain Security Agreement, dated as of April 16, 2003, between the Agent and the Grantor (the "Security Agreement")); and

WHEREAS, the Agent wishes to release and restore all right, title and interest in and to the Marks to the Grantor and to dissolve any and all Liens and encumbrances respecting the Marks.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Agent hereby releases, discharges, quit claims and relinquishes unto the Grantor the security interest in the Trademarks set forth on Schedule A granted to Agent by the Grantor pursuant to the Security Agreement, which security interest was duly recorded on July 22, 2003, at Reel 2787, Frame 0682 in the United States Patent and Trademark Office.

IN WITNESS WHEREOF, the undersigned, by and through its authorized officer,
has caused this instrument to be executed under seal on the date first written above.

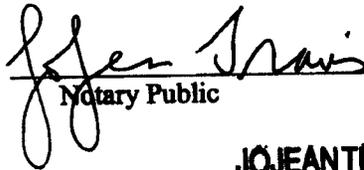
DEUTSCHE BANK TRUST COMPANY
AMERICAS, as Collateral Agent

By Carin Keegan
Name: Carin Keegan
Title: Vice President

By Evelyn Thierry
Name: Evelyn Thierry
Title: Vice President

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 7th day of February, 2007, before me personally appeared Carin Keegan and EVELYN THIERRY of DEUTSCHE BANK TRUST COMPANY AMERICAS, described herein and which executed the foregoing instrument and that they signed their names thereto pursuant to the authority granted by DEUTSCHE BANK TRUST COMPANY AMERICAS.



Notary Public

JOJEAN TRAVIS
Registration No. 01TR5013241
New York County
July 15, 2007

SCHEDULE ATrademarks

<u>Mark</u>	<u>Pending App. No.</u>	<u>Registered Reg. No.</u>	<u>Filed on/ Reg. Date</u>
BOSTON SPORTS CLUB		2,262,192	7/20/99
BOSTON SPORTS CLUB & BSC DESIGN		2,325,163	3/7/00
BSC & DESIGN		2,212,754	12/22/98
E2R		2,456,296	5/29/01
E2R	75/790,841		9/2/99
E2R	75/781,013		8/20/99
E2R ENERGY, ENDURANCE, RECOVERY	75/790,840		9/2/99
E2R ENERGY, ENDURANCE, RECOVERY		2,464,488	6/26/01
E2R ENERGY, ENDURANCE, RECOVERY	75/781,010		8/20/99
ENERGY, ENDURANCE, RECOVERY		2,464,487	6/26/01
ENERGY, ENDURANCE, RECOVERY	75/781,007		8/20/99
NEW YORK SPORTS CLUB		2,227,597	3/2/99
NEW YORK SPORTS CLUB AND NYSC DESIGN		2,227,316	3/2/99
NEW YORK SPORTS CLUB and NYSC DESIGN		2,224,136	2/16/99
NYSC (word mark)	76/351,348	2,690,385	2/25/03
NYSC & DESIGN		2,182,153	8/18/98
NYSC & DESIGN		2,225,662	2/23/99
PHILADELPHIA SPORTS CLUBS		2,333,610	3/21/00
PHILADELPHIA SPORTS CLUBS & PSC DESIGN		2,343,957	4/18/00
PSC & DESIGN		2,239,729	4/13/99
THERE'S A MILLION REASONS TO JOIN		2,370,104	7/25/00
TOWN SPORTS INTERNATIONAL		1,806,497	11/23/93
TSI		1,801,172	10/26/93
WASHINGTON SPORTS CLUBS		2,260,453	7/13/99
WASHINGTON SPORTS CLUB and WSC DESIGN		2,606,256	8/13/02
WHERE YOU LIVE. WHERE YOU WORK		2,396,940	10/24/00
WSC & DESIGN		2,548,666	3/19/02