

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE BY SECURED PARTY

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
JPMorgan Chase Bank, N.A.	FORMERLY JPMorgan Chase Bank, a New York banking corporation	08/22/2007	a national banking association:

RECEIVING PARTY DATA

Name:	Bally Total Fitness Holding Corporation
Street Address:	8700 West Bryn Mawr
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60631
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 72

Property Type	Number	Word Mark
Registration Number:	1666141	VERTICAL CLUB
Registration Number:	1724335	THE VERTICAL CLUB
Registration Number:	1762176	SHAPE YOUR LIFE
Registration Number:	1734972	VERTICAL CLUB
Registration Number:	1773050	VERTICAL CLUB
Registration Number:	1965334	PINNACLE FITNESS
Registration Number:	1992150	BALLY TOTAL FITNESS
Registration Number:	2030899	B
Registration Number:	1973721	B BALLY TOTAL FITNESS
Registration Number:	2020345	B BALLY TOTAL FITNESS
Registration Number:	1673918	BALLY'S TOTAL FITNESS
Registration Number:	2077581	B TRIM
Registration Number:	2783443	BALLY TOTAL FITNESS

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Registration Number:	2373149	B BALLY TOTAL FITNESS
Registration Number:	2164610	B
Registration Number:	2360487	BALLY TOTAL FITNESS
Registration Number:	2168352	B
Registration Number:	2217664	BFIT
Registration Number:	2533193	BFIT
Registration Number:	2339487	BLEAN
Registration Number:	2518918	BFIT-RX
Registration Number:	2269530	BFIT REHAB
Registration Number:	2442968	ULTIMATE SYSTEM 30 PACK
Registration Number:	2334261	EFFICIENTNUTRITION
Registration Number:	2840454	BFIT
Registration Number:	2464838	BFIT BABY CLUB
Registration Number:	2380507	POWERFLEX
Registration Number:	2300075	EXCELTRAINING
Registration Number:	2302269	KWANDO
Registration Number:	2402805	LIFE IS HARD BEAT IT UP
Registration Number:	2416928	B BALLY TOTAL FITNESS
Registration Number:	2374747	1-800-FITNESS
Registration Number:	2446929	TRIM FAT
Registration Number:	2470323	SNACK RIGHT
Registration Number:	2426244	RAPID RESULTS
Registration Number:	2413199	MILLENNIUM WORKOUT
Registration Number:	2672535	BALLY TOTAL FITNESS
Registration Number:	3123889	BALLY TOTAL FITNESS
Registration Number:	2456429	POWERBALL
Registration Number:	2515782	THE FITNESS FORMULA
Registration Number:	2589307	WE CAN HELP YOU GET THE RESULTS YOU WANT
Registration Number:	2489398	POWERCAMP
Registration Number:	2742835	CLICK TO GET FIT
Registration Number:	2751802	B BALLY TOTAL FITNESS
Registration Number:	2714339	BALLYSKATE
Registration Number:	2730263	REAL PEOPLE. REAL RESULTS.
Registration Number:	2731318	BALLY BOOT CAMP FIRST CLASS RESULTS.
Registration Number:	2582192	BALLYFITNESS.COM

TRADEMARK

REEL: 003617 FRAME: 0759

Registration Number:	2782692	ROCKET SCIENCE
Registration Number:	3029648	BFIT COMMUNITIES
Serial Number:	76388550	B KIDS BALLY TOTAL FITNESS
Registration Number:	2803390	ENERGY DRINK E BLAST B BALLY TOTAL FITNESS
Registration Number:	2977581	FIT.STYLE
Registration Number:	2977582	YOUR MIND YOUR BODY YOUR LIFE
Serial Number:	76546496	MYBALLY.COM
Serial Number:	76591878	FAT FIT TURNING A FAT AMERICA INTO A FIT AMERICA.
Registration Number:	2720103	RAPID RESULTS
Registration Number:	2917971	BALLY TOTAL FITNESS
Registration Number:	2846657	BFIT COMMUNITIES
Registration Number:	2853448	BLAST ENERGY SUPPLEMINTS
Registration Number:	2875602	THE PAIN IN YOUR BUTT WORKOUT
Serial Number:	78178408	WHIPPED
Registration Number:	2861779	MEMBER VALUES
Registration Number:	2934079	BTF-X
Registration Number:	2906278	BALLY TOTAL FITNESS
Registration Number:	2961011	BLAST B BALLY TOTAL FITNESS
Registration Number:	2953473	SHAPE-UP SWEEPSTAKES
Registration Number:	2912905	BFIT GEAR
Registration Number:	2995907	EVERY BODY NEEDS SOMETHING
Registration Number:	2993236	B TOTAL FITNESS
Serial Number:	78358943	A SPECIAL PLACE FOR WOMEN
Serial Number:	78405070	HERS

CORRESPONDENCE DATA

Fax Number: (312)861-2000
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 312-861-2000
Email: dgasiorowski@kirkland.com
Correspondent Name: Kirkland & Ellis LLP
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Address Line 2: Donna Gasiorowski, Sr. Legal Asst.
Address Line 4: Chicago, ILLINOIS 60601

ATTORNEY DOCKET NUMBER:

41451-1 DRG

NAME OF SUBMITTER:

Donna Gasiorowski

Signature:	/Donna Gasiorowski/
Date:	09/10/2007
Total Attachments: 5 source=8-22-07 Release of Security Interest in Trademarks#page1.tif source=8-22-07 Release of Security Interest in Trademarks#page2.tif source=8-22-07 Release of Security Interest in Trademarks#page3.tif source=8-22-07 Release of Security Interest in Trademarks#page4.tif source=8-22-07 Release of Security Interest in Trademarks#page5.tif	

TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARKS

TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARKS (this "Termination and Release") dated as of August 22, 2007 ("Effective Date") from JPMorgan Chase Bank, N.A., a national banking association (formerly known as JPMorgan Chase Bank, a New York banking corporation), with its principal office at P.O. Box 2558, Houston, Texas 77252 ("Collateral Agent") to Bally Total Fitness Holding Corporation, a Delaware corporation, with its principal office at 8700 West Bryn Mawr, Chicago, Illinois 60631 ("Borrower").

WHEREAS, pursuant to the terms and conditions of that certain Guarantee and Collateral Agreement made by the Borrower and certain of its subsidiaries in favor of the Collateral Agent dated as of November 18, 1997 and amended and restated as of October 14, 2004 (the "Guarantee and Collateral Agreement"), the Borrower and certain of its subsidiaries granted to the Collateral Agent a continuing security interest ("Security Interest") in and to certain collateral, including the Trademark Collateral (as hereinafter defined);

WHEREAS, pursuant to that certain Grant of Security Interest in Trademark Rights dated as of October 14, 2004, among the Collateral Agent and the Borrower (the "Trademark Security Agreement"), the Borrower, by reference to the Guarantee and Collateral Agreement, reaffirmed its intent to grant a Security Interest to the Collateral Agent specifically in certain Trademark Collateral;

WHEREAS, the Trademark Security Agreement was recorded in the Trademark Division of the United States Patent and Trademark Office on November 2, 2004, at Reel 2967, Frame 0387; and

WHEREAS, the Collateral Agent now desires to terminate and release the entirety of its Security Interest in the Trademark Collateral;

NOW, THEREFORE, for good and valuable consideration including the satisfaction of all obligations, indebtedness and liabilities secured by the Trademark Collateral pursuant to the Guarantee and Collateral Agreement, the receipt and sufficiency of which are hereby acknowledged, and upon the terms set forth in this Termination and Release, the Collateral Agent hereby states as follows:

1. **Definitions**. The term "Trademark Collateral" as used herein, shall mean all of the Borrower's right, title and interest of every kind and nature as of the date hereof in the Trademarks (including, without limitation, those items listed on Schedule A hereto). The term "Trademarks" shall have the meaning provided by reference in the Guarantee and Collateral Agreement.

2. **Release of Security Interest**. The Collateral Agent hereby terminates, releases and discharges its Security Interest in the Trademark Collateral, and any right, title or interest of the Collateral Agent in such Trademark Collateral shall hereby cease and become void.

3. Further Assurances. The Collateral Agent hereby agrees, at Borrower's expense, to duly execute, acknowledge, procure and deliver any further documents and to do such other acts as may be reasonably necessary to effect the release of the Security Interest contemplated hereby.

* * * * *

IN WITNESS WHEREOF, the Collateral Agent has caused this Termination and Release to be executed by its duly authorized representative as of the Effective Date.

JPMORGAN CHASE BANK, N.A., as Collateral Agent



Name: DOUGLAS A. JENKS
MANAGING DIRECTOR

Title: _____

STATE OF New York
COUNTY OF New York) SS.

On this 21 day of August, 2007, there appeared before me Douglas Jenks, personally known to me, who acknowledged that he/she signed the foregoing Release as his/her voluntary act and deed on behalf and with full authority of JPMorgan Chase Bank, N.A., as Collateral Agent.



Notary Public

CAITLIN A. LANE
NOTARY PUBLIC, State of New York
No. 01LA6158470
Qualified in New York County
Commission Expires January 2, 2011

SCHEDULE A

TRADEMARK REGISTRATIONS AND APPLICATIONS

Title	Registration or Serial Number
VERTICAL CLUB	1666141
THE VERTICAL CLUB	1724335
SHAPE YOUR LIFE	1762176
VERTICAL CLUB	1734972
VERTICAL CLUB	1773050
PINNACLE FITNESS	1965334
BALLY TOTAL FITNESS	1992150
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BFIT REHAB	2269530
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1-800-FITNESS	2374747
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BALLY TOTAL FITNESS	2672535
BALLY TOTAL FITNESS	3123889
POWERBALL	2456429
THE FITNESS FORMULA	2515782
WE CAN HELP YOU GET THE RESULTS YOU WANT	2589307
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B BALLY TOTAL FITNESS	2751802
BALLYSKATE	2714339
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BALLY BOOT CAMP FIRST CLASS RESULTS.	2731318
BALLYFITNESS.COM	2582192
ROCKET SCIENCE	2782692
BFIT COMMUNITIES	3029648
B KIDS BALLY TOTAL FITNESS	76/388550
ENERGY DRINK E BLAST B BALLY TOTAL FITNESS	2803390
FIT STYLE	2977581
YOUR MIND YOUR BODY YOUR LIFE	2977582
MYBALLY.COM	76/546496
FAT FIT TURNING A FAT AMERICA INTO A FIT	76/591878
RAPID RESULTS	2720103
BALLY TOTAL FITNESS	2917971
BFIT COMMUNITIES	2846657
BLAST ENERGY SUPPLEMINTS	2853448
THE PAIN IN YOUR BUTT WORKOUT	2875602
WHIPPED	78/178408
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BFIT GEAR	2912905
EVERY BODY NEEDS SOMETHING	2995907
B TOTAL FITNESS	2993236
A SPECIAL PLACE FOR WOMEN	78/358943
HERS	78/405070