

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
JWC Fund III Co-Invest, L.L.C.		04/23/2008	LIMITED LIABILITY COMPANY: DELAWARE
J.W. Childs Equity Partners III, L.P.		04/23/2008	LIMITED PARTNERSHIP: DELAWARE

RECEIVING PARTY DATA

Name:	Fitness Quest, Inc.
Street Address:	1400 Raff Rd. SW
City:	Canton
State/Country:	OHIO
Postal Code:	44750
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Serial Number:	78419635	HEALTHY DOSE
Registration Number:	3018630	GAZELLE FREESTYLE XTREME
Serial Number:	78349812	DNA SPORTS NUTRITION
Registration Number:	2982165	GAZELLE FREESTYLE SUPERTRAINER
Registration Number:	3036606	COMFORM
Registration Number:	2979590	LUMB-AIR
Registration Number:	3021831	GAZELLE
Serial Number:	78328352	FITNESSQUEST
Registration Number:	2647703	INTEGRITY

CORRESPONDENCE DATA

Fax Number: (734)930-2494

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

900106885

**TRADEMARK
 REEL: 003779 FRAME: 0751**

OP \$240.00 78419635

Phone: 734-761-3780
Email: asujek@bodmanllp.com
Correspondent Name: Angela Alvarez Sujek - Bodman LLP
Address Line 1: 201 S. Division Street, Suite 400
Address Line 4: Ann Arbor, MICHIGAN 48104

ATTORNEY DOCKET NUMBER:	FITNESS QUEST
NAME OF SUBMITTER:	Angela Alvarez Sujek
Signature:	/Angela Alvarez Sujek/
Date:	05/19/2008

Total Attachments: 6

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RELEASE OF SECURITY INTEREST

This **RELEASE OF SECURITY INTEREST** dated as of April 23, 2008, from JWC Fund III Co-Invest, L.L.C. and J.W. Childs Equity Partners III, L.P. (the "Secured Parties").

WITNESSETH:

WHEREAS, Fitness Quest Inc. and, its parent, Fitness Holdings, Inc. and certain of its subsidiaries, Quest Direct, Inc., Quest Fulfillment Services, Inc., Quest Media Production & Services, Inc., and Quest Sales & Services, Inc. (collectively, the "Quest Companies") granted a lien over their assets to the Security Parties pursuant to certain security agreements;

WHEREAS, the Secured Parties have previously agreed to terminate all liens for their benefit over the assets of the Quest Companies; including any liens over any trademarks, copyrights, patents or other intellectual property interests;

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, and upon the terms set forth in this Release of Security Interest, the Secured Parties hereby agree as follows:

1. Definitions: The term "Released Collateral," as used herein, shall mean all of the Secured Parties' liens over all the assets of the Quest Companies, including the trademarks, copyrights, and patents listed on the attached Exhibit A.

2. Release of Security Interest and Guaranty. The Secured Parties hereby terminate, release, discharge, quitclaim and relinquish (in each case without recourse and without any representation or warranty) their respective security interests in the Released Collateral, and any right, title or interest of the Secured Parties in such Released Collateral shall hereby cease and become void.

3. Further Assurances. The Quest Companies, or any designee, including, without limitation, Comerica Bank and its counsel, is hereby authorized to file any releases of lien filings which evidence the liens over the Released Collateral granted to Secured Parties.

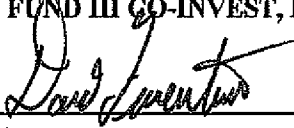
4. Effectiveness. This Release of Security Interest shall become effective as of the date hereof.

5. Counterparts; Copy. This Release of Security Interest may be executed in any number of counterparts each of which shall be an original with the same effect as if the signatures hereto were upon the same instrument. Delivery of an executed counterpart of a signature page to this Release of Security Interest by facsimile transmission or via email shall be effective as delivery of an original manually executed counterpart of this Release of Security Interest, whether or not the original is still in existence.

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IN WITNESS WHEREOF, each of the undersigned has executed this Release of Security Interest by its duly authorized officer as of the date first above written.

JWC FUND III CO-INVEST, L.L.C.

By: 
Name: _____
Title: _____

J.W. CHILDS EQUITY PARTNERS III, L.P.

By: J.W. Childs Advisors III, L.P.,
General Partner

By: J.W. Childs Associates, L.P.,
General Partner

By: J.W. Childs Associates, Inc.,
General Partner

By: 
David Fiorentino
Vice President

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EXHIBIT A

PATENTS

PATENT NO.	DESCRIPTION	OWNER
6,110,079	Kick-boxing exercise device	Fitness Quest, Inc.
5,759,139	Lunge poles	Fitness Quest, Inc.
5,154,678	Combined exercise platform	Fitness Quest, Inc.
D510965	Reversible pedal for an exercise apparatus	Fitness Quest, Inc.
D342298	Exercise platform	Fitness Quest Inc.
10/758448	Variably configured exercise device	Fitness Quest Inc.
10/758447	Variably configured exercise device	Fitness Quest Inc.
10/750433	Reversible foot pedal for an exercise apparatus and method therefore	Fitness Quest Inc.

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EXHIBIT A, CONT.

TRADEMARKS

MARK	REG./ SERIAL NO.	OWNER
Z GLIDER	78/465728	Fitness Quest Inc.
HEALTHY DOSE	78/419635	Fitness Quest Inc.
GAZELLE FREESTYLE XTREME	3,018,630	Fitness Quest, Inc.
DNA SPORTS NUTRITION	78/349812	Fitness Quest, Inc.
GAZELLE FREESTYLE SUPERTRAINER	2,982,165	Fitness Quest, Inc.
EZ GLIDER	78/346829	Fitness Quest Inc.
COMFORM	3,036,606	Fitness Quest Inc.
LUMB-AIR	2,979,590	Fitness Quest Inc.
GAZELLE	3,021,831	Fitness Quest, Inc.
FITNESS QUEST	78/328352	Fitness Quest, Inc.
INTEGRITY	2,647,703	Fitness Quest, Inc.
CORNER GYM	2,278,988	Fitness Quest, Inc.

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EXHIBIT A, CONT.

COPYRIGHTS

REG. NO.	TITLE	OWNER
TX4180749	Ab isolator workout instruction manual	Fitness Quest, Inc.
TX2601438	Abdomenizer	Fitness Quest, Inc.
TX2601438	Abdomenizer	Fitness Quest, Inc.
PA804092	Abs only machine video	Fitness Quest, Inc.
TX4709621	David Dikeman's command performance instruction guide	Fitness Quest, Inc. d.b.a. ValveQuest
TX4702893	David Dikeman's command performance field training system instruction guide	Fitness Quest, Inc. d.b.a. Value Quest
TX4686942	David Dikeman's command performance field training cards	Fitness Quest, Inc. d.b.a. Valve Quest
TX2288368	Easy Glider	Fitness Quest, Inc.
TX4693997	Field training system instruction guide	Fitness Quest, Inc. d.b.a. ValveQuest
TX5412134	Tony Little's Gazelle Freestyle 10 different workouts Web advertisement	Fitness Quest, Inc.
PA1049574	Tony Little's gazelle freestyle infomercial advertisement	Fitness Quest, Inc.
PA1049575	Tony Little's gazelle freestyle owners manual, trainer video and box art	Fitness Quest, Inc.
TXu528133	Jane Fonda's Lower body system personal training guide	Fitness Quest, Inc.
TXu534338	Jane Fonda II owner's manual	Fitness Quest, Inc.
PA881600	Slam Man aerobic boxing trainer instructional video	Fitness Quest, Inc.
TX4756455	Slam Man Owner's Manual	Fitness Quest, Inc.

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EXHIBIT A, CONT.

COPYRIGHTS, CONT.

REG. NO.	TITLE	OWNER
VA915421	Slam man aerobic boxing sculpture	Fitness Quest, Inc.
TX2118999	The Original GutBuster : flatten your stomach in just minutes a day!	Fitness Quest, Inc.
PA804092	Tony Little's abs only machine	Fitness Quest, Inc.
TX5412135	Tony Little's Gazelle Freestyle	Fitness Quest, Inc.
TX5412136	Tony Little's Gazelle Freestyle	Fitness Quest, Inc.
TX5134715	Torso Track	Fitness Quest, Inc.
TX5134713	Total Gym 1000	Fitness Quest, Inc.
TX5134714	Total Gym	Fitness Quest, Inc.
PA1119885	Zumba advanced	Fitness Quest, Inc.
PA1128764	Zumba beginners	Fitness Quest, Inc.
PA1119891	Zumba rapido	Fitness Quest, Inc.
PA1127545	Zumba steps	Fitness Quest, Inc.

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