

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Release of Security Interest Recorded at Reel 3547, Frame 0532		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
General Electric Capital Corporation, as Administrative Agent		05/16/2008	CORPORATION:
RECEIVING PARTY DATA			
Name:	E&B Exercise LLC		
Street Address:	4 Executive Plaza		
Internal Address:	c/o E&B Giftware LLC		
City:	Yonkers		
State/Country:	NEW YORK		
Postal Code:	10701		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 13			
Property Type	Number	Word Mark	
Serial Number:	73723725	SPORTLINE	
Serial Number:	76128971	ZINGER	
Serial Number:	76564073	WALKING SHOP	
Serial Number:	76594882	GO WALKING	
Serial Number:	76589992	WALKING SHOP BY SPORTLINE	
Serial Number:	76615913	WALKING WORLD	
Serial Number:	76615912	WALKING ADVANTAGE	
Serial Number:	76624337	SPORTLINE	
Serial Number:	76642830	ADVANCE PENDULUM DESIGN	
Serial Number:	76642829	APD TECHNOLOGY	
Serial Number:	76665147	BODY ACTIVATED	
Serial Number:	76669091	APD ACCURATE	

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TRADEMARK
REEL: 003783 FRAME: 0765

Serial Number:	76670201	ABSOLUTE CRUNCH
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CORRESPONDENCE DATA

Fax Number: (404)572-5134

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

Phone: 404-572-4691

Email: jhannon@kslaw.com

Correspondent Name: James M. Hannon

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ATTORNEY DOCKET NUMBER:	09631.009128
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NAME OF SUBMITTER:	James M. Hannon
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Signature:	/James M. Hannon/
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Date:	05/19/2008
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Total Attachments: 5

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**TERMINATION AND RELEASE
OF SECURITY INTEREST IN TRADEMARKS**

THIS TERMINATION AND RELEASE dated as of May 16, 2008, from General Electric Capital Corporation (“GE Capital”), in its capacity as administrative agent (in such capacity, together with its successors and permitted assigns, the “Agent”) for the Lenders and L/C Issuers, (as defined in the Credit Agreement referred to below) to E&B Exercise LLC, a Delaware limited liability company (“Grantor”).

WITNESSETH:

WHEREAS, pursuant to a Trademark Security Agreement dated as of May 15, 2007 in favor of GE Capital (the “Trademark Collateral Agreement”), a security interest (the “Security Interest”) was granted by the Grantor to GE Capital in the Trademark Collateral (as defined in the Trademark Collateral Agreement);

WHEREAS, the Trademark Collateral Agreement was recorded in the United States Patent and Trademark Office, at Reel 3547, Frame 0532 on May 22, 2007; and

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

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

1. Definitions. All capitalized terms used but not otherwise defined herein have the meanings given to them in the Credit Agreement and the Trademark Collateral Agreement.

2. Release of Security Interest. GE Capital hereby terminates, releases, and discharges its Security Interest in the Trademark Collateral including the Trademark Collateral listed in Exhibit 1 attached hereto. Any and all right, title, or interest of the Agent in such Trademark Collateral and all proceeds thereof, including without limitation, the goodwill of the business connected with the use of, and symbolized by, the Trademark Collateral and any and all causes of action which may exist by reason of infringement of the Trademark Collateral, shall hereby cease and become void.

3. Further Assurances. The Agent hereby agrees 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 in the Trademark Collateral contemplated hereby.

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

GENERAL ELECTRIC CAPITAL
CORPORATION

as Agent

By:

Name:

K. C. Dally
K. C. Dally, General Counsel
Duly Authorized Signatory

EXHIBIT 1**1. REGISTERED TRADEMARKS**

Mark	Appl. #	Filing Date	Reg. #	Reg. Date	Current Owner of Record	Jurisdiction
SPORTLINE	76/723,725	4/21/1988	1,526,602	2/28/1989	E&B Exercise LLC	U.S.A.
ZINGER	76/128,971	9/14/2000	2,492,471	9/25/2001	E&B Exercise LLC	U.S.A.
WALKING SHOP	76/564,073	12/8/2003	3,098,558	5/30/2006	E&B Exercise LLC	U.S.A.
GO WALKING	76/594,882	6/1/2004	3,117,679	7/18/2006	E&B Exercise LLC	U.S.A.
WALKING SHOP BY SPORTLINE	76/589,992	5/3/2004	3,131,593	8/22/2006	E&B Exercise LLC	U.S.A.
WALKING WORLD	76/615,913	10/13/2004	3,167,132	11/7/2006	E&B Exercise LLC	U.S.A.
WALKING ADVANTAGE	76/615,912	10/13/2004	3,213,780	2/27/2007	E&B Exercise LLC	U.S.A.
WALKING ADVANTAGE	1256611	5/5/2005	TMA677147	11/16/2006	E&B Exercise LLC	Canada
GO WALKING	3948296	7/23/2004	3948296	11/4/2005	E&B Exercise LLC	European Union (CTM)
SPORTLINE & Design	4084521	10/21/2004	4084521	1/9/2006	E&B Exercise LLC	European Union (CTM)
WALKING SHOP BY SPORTLINE	3903821	6/28/2004	3903821	9/29/2005	E&B Exercise LLC	European Union (CTM)
SPORTLINE	164343	3/29/1993	453344	3/2/1994	E&B Exercise LLC	Mexico

Mark	Appl. #	Filing Date	Reg. #	Reg. Date	Current Owner of Record	Jurisdiction
SPORTLINE		10/31/1994	1511756	9/29/1995	E&B Exercise LLC	United Kingdom
SPORTLINE	0724927	3/18/1993	TMA443005	5/19/1995	E&B Exercise LLC	Canada
GO WALKING	1222935	7/8/2004	TMA655748	12/22/2005	E&B Exercise LLC	Canada

2. TRADEMARK APPLICATIONS

Mark	Appl. #	Filing Date	Reg. #	Reg. Date	Current Owner of Record	Jurisdiction
SPORTLINE	76/624,337	12/13/2004			E&B Exercise LLC	U.S.A.
ADVANCE PENDULUM DESIGN	76/642,830	7/14/2005			E&B Exercise LLC	U.S.A.
APD TECHNOLOGY	76/642,829	7/14/2005			E&B Exercise LLC	U.S.A.
	76/665,147	8/25/2006			E&B Exercise LLC	U.S.A.
APD ACCURATE	76/669,091	11/16/2006			E&B Exercise LLC	U.S.A.
ABSOLUTE CRUNCH	76/670,201	12/11/2006			E&B Exercise LLC	U.S.A.
SPORTLINE	1256610	5/5/2005			E&B Exercise LLC	Canada
WALKING SHOP BY SPORTLINE	1222937	7/8/2004			E&B Exercise LLC.	Canada

3. IP LICENSES

1. Merchandise License Agreement, dated April 20, 1998, between Bally Total Fitness Holding Corporation and Sports and Leisure Technology, Inc., as amended, for use of certain Bally marks in connection with the Licensed Products.
2. License Agreement, dated January 1, 2005, between Everlast Worldwide Inc. and Sports & Leisure Technology Corp. for use of the Everlast marks in connection with the Licensed Products.
3. Trademark License Agreement dated July 1, 2005 between Champion Athleticwear, a division of Sara Lee Corporation and Sportline, Inc. for use of certain C9 trademarks.
4. License Agreement for the United Kingdom and Republic of Ireland dated February 26, 2001, between Everlast Worldwide, Inc. and Sports & Leisure Technology Corp. for use of various Everlast, Everlast Choice of Champions and E (stylized) trademarks in connection with the Licensed Products.
5. License Agreement for the United States, Canada and (as amended) The Republic of South Africa dated February 26, 2001, between Everlast Worldwide, Inc. and Sports & Leisure Technology Corp., as amended, for use of various Everlast and Everlast Choice of Champions trademarks in connection with the Licensed Products.