

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
BANK OF AMERICA, N.A., as Administrative Agent		10/16/2009	National Banking Association:

RECEIVING PARTY DATA

Name:	GGI HOLDINGS, LLC
Street Address:	125 E. John Carpenter Freeway, Suite 1300
City:	Irving
State/Country:	TEXAS
Postal Code:	75062
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

Name:	GOLD'S GYM LICENSING LLC
Street Address:	125 E. John Carpenter Freeway, Suite 1300
City:	Irving
State/Country:	TEXAS
Postal Code:	75062
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

Name:	GOLD'S GYM INTERNATIONAL, INC.
Street Address:	125 E. John Carpenter Freeway, Suite 1300
City:	Irving
State/Country:	TEXAS
Postal Code:	75062
Entity Type:	CORPORATION: DELAWARE

Name:	GOLD'S HOLDING CORP.
Street Address:	125 E. John Carpenter Freeway, Suite 1300
City:	Irving
State/Country:	TEXAS

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 REEL: 004081 FRAME: 0913**

Postal Code:	75062
Entity Type:	CORPORATION: DELAWARE

Name:	GBG, INC.
Street Address:	125 E. John Carpenter Freeway, Suite 1300
City:	Irving
State/Country:	TEXAS
Postal Code:	75062
Entity Type:	CORPORATION: VIRGINIA

Name:	GOLD'S GYM FRANCHISING LLC
Street Address:	125 E. John Carpenter Freeway, Suite 1300
City:	Irving
State/Country:	TEXAS
Postal Code:	75062
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

Name:	GOLD'S GYM MERCHANDISING LLC
Street Address:	125 E. John Carpenter Freeway, Suite 1300
City:	Irving
State/Country:	TEXAS
Postal Code:	75062
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

Name:	GOLD'S TEXAS GP, INC.
Street Address:	125 E. John Carpenter Freeway, Suite 1300
City:	Irving
State/Country:	TEXAS
Postal Code:	75062
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 26

Property Type	Number	Word Mark
Registration Number:	3065344	BODY SUCCESS
Registration Number:	1404419	GOLD'S
Registration Number:	1543662	GOLD'S
Registration Number:	1402824	GOLD'S
Registration Number:	1203098	GOLD'S GYM
Registration Number:	1211211	GOLD'S GYM

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Registration Number:	1214046	GOLD'S GYM
Registration Number:	2068400	GOLD'S GYM
Registration Number:	1564470	GOLD'S GYM
Registration Number:	1210685	GOLD'S GYM
Registration Number:	2053953	GOLD'S GYM
Registration Number:	1845939	GOLD'S GYM
Registration Number:	1968266	GOLD'S GYM
Registration Number:	3008816	IT ALL STARTS HERE
Registration Number:	3107941	IT ALL STARTS HERE
Registration Number:	1835743	
Registration Number:	2062562	
Registration Number:	2068399	
Registration Number:	2096382	
Registration Number:	2002430	
Registration Number:	3124602	RESULTS FOR EVERY BODY
Registration Number:	2167409	SERIOUS FITNESS
Registration Number:	2212364	SERIOUS FITNESS FOR EVERY BODY
Registration Number:	2167410	SERIOUS FITNESS FOR EVERY BODY
Registration Number:	2297838	SERIOUS FITNESS FOR EVERY BODY
Registration Number:	1312678	THE MECCA OF BODYBUILDING

CORRESPONDENCE DATA

Fax Number: (214)661-4691
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 214.953.6691
Email: b.k.drinkwater@bakerbotts.com
Correspondent Name: B.K. Drinkwater, c/o Baker Botts L.L.P.
Address Line 1: 2001 Ross Avenue, Suite 600
Address Line 4: Dallas, TEXAS 75201

ATTORNEY DOCKET NUMBER:	002642.2430
NAME OF SUBMITTER:	B.K. Drinkwater
Signature:	/B.K. Drinkwater/
Date:	10/21/2009

Total Attachments: 4
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RELEASE OF SECURITY INTEREST IN TRADEMARKS

Reference is made to that certain Security Agreement dated as of October 1, 2004 (the "Security Agreement"; capitalized terms used and not otherwise defined herein have the meanings specified in the Security Agreement), by and among GGI Holdings, LLC, a Delaware limited liability company (the "Company"), Gold's Gym Licensing LLC, a Delaware limited liability company, Gold's Gym International, Inc., a Delaware corporation, Gold's Holding Corp., a Delaware corporation, GBG, Inc., a Virginia corporation, Gold's Gym Franchising LLC, a Delaware limited liability company, Gold's Gym Merchandising LLC, a Delaware limited liability company and Gold's Texas GP, Inc., a Delaware corporation, each with an address of 125 E. John Carpenter Freeway, Suite 1300, Irving, TX 75062, in favor of Bank of America, N.A., as Administrative Agent for the ratable benefit of each Secured Lender (in such capacity, the "Administrative Agent"), which was recorded in the United States Patent & Trademark Office on October 15, 2004 against the U.S. Trademarks at Reel/Frame 003065/0252.

In consideration of the full and final payment of the Secured Obligations and any other indebtedness secured thereby, the Administrative Agent hereby terminates the Security Agreement and releases its lien on and security interest in the Collateral consisting of Intellectual Property, together with the goodwill associated therewith, arising under the Security Agreement and as more specifically described on Schedule 1 attached hereto and incorporated herein. The Administrative Agent hereby authorizes and requests the Commissioner of Patents and Trademarks of the United States to record this release of the security interest in the Collateral consisting of Intellectual Property described on Schedule 1 and each part thereof.

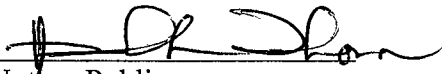
Dated effective as of the 30th day of September, 2009.

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

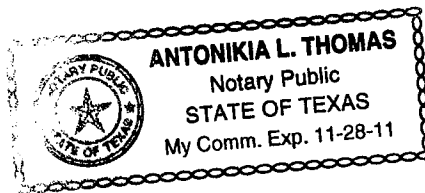
By: 
Name: Alan Tapley
Title: Officer

STATE OF TEXAS)
) ss.
COUNTY OF DALLAS)

This instrument was acknowledged before me this 16th day of October, 2009, by ALAN TARKEY, the OFFICER of Bank of America, N.A., a national banking association, on behalf of said national banking association.


Notary Public

My Commission Expires: 11-28-11



SCHEDULE 1
to Release of Security Interest in Trademarks

TRADEMARKS

<u>Owner</u>	<u>Country</u>	<u>Title</u>	<u>Appln. No.</u>	<u>Filing Date</u>	<u>Reg. No.</u>	<u>Issue Date</u>
Gold's Gym Licensing LLC	US	BODY SUCCESS	78/480764	09-Sep-2004	3065344	07-Mar-2006
Gold's Gym Licensing LLC	US	GOLD'S	73/575077	23-Dec-1985	1404419	05-Aug-1986
Gold's Gym Licensing LLC	US	GOLD'S	73/758131	17-Oct-1988	1543662	13-Jun-1989
Gold's Gym Licensing LLC	US	GOLD'S	73/575041	23-Dec-1985	1402824	29-Jul-1986
Gold's Gym Licensing LLC	US	GOLD'S GYM	73/259618	25-Apr-1980	1203098	27-Jul-1982
Gold's Gym Licensing LLC	US	GOLD'S GYM	73/259617	25-Apr-1980	1211211	05-Oct-1982
Gold's Gym Licensing LLC	US	GOLD'S GYM	73/259889	28-Apr-1980	1214046	26-Oct-1982
Gold's Gym Licensing LLC	US	GOLD'S GYM	74/690386	19-Jun-1995	2068400	10-Jun-1997
Gold's Gym Licensing LLC	US	GOLD'S GYM	73/781077	16-Feb-1989	1564470	07-Nov-1989
Gold's Gym Licensing LLC	US	GOLD'S GYM	73/259566	25-Apr-1980	1210685	28-Sep-1982
Gold's Gym Licensing LLC	US	GOLD'S GYM	74/690375	19-Jun-1995	2053953	22-Apr-1997
Gold's Gym Licensing LLC	US	GOLD'S GYM and New Man Design	74/354098	01-Feb-1993	1845939	19-Jul-1994
Gold's Gym Licensing LLC	US	GOLD'S GYM and New Man Design	74/656423	05-Apr-1995	1968266	16-Apr-1996
Gold's Gym Licensing LLC	US	It All Starts Here	78/472465	24-Aug-2004	3008816	25-Oct-2005
Gold's Gym Licensing LLC	US	It All Starts Here	78/472461	24-Aug-2004	3107941	20-Jun-2006
Gold's Gym Licensing LLC	US	New Man Design	74/354542	01-Feb-1993	1835743	10-May-1994

Gold's Gym Licensing LLC	US	New Man Design	74/690387	19-Jun-1995	2062562	20-May-1997
Gold's Gym Licensing LLC	US	New Man Design	74/690378	19-Jun-1995	2068399	10-Jun-1997
Gold's Gym Licensing LLC	US	New Man Design	74/701270	14-Jul-1995	2096382	16-Sep-1997
Gold's Gym Licensing LLC	US	Old man design	74/659408	04-Apr-1995	2002430	24-Sep-1996
Gold's Gym Licensing LLC	US	Results for Every Body	78/472472	24-Aug-2004	3124602	01-Aug-2006
Gold's Gym Licensing LLC	US	Serious Fitness	75/286592	05-May-1997	2167409	23-Jun-1998
Gold's Gym Licensing LLC	US	Serious Fitness for Every Body	75/284947	01-May-1997	2212364	22-Dec-1998
Gold's Gym Licensing LLC	US	Serious Fitness for Every Body	75/286598	05-May-1997	2167410	23-Jun-1998
Gold's Gym Licensing LLC	US	Serious Fitness for Every Body	75/530952	30-Jul-1998	2297838	07-Dec-1999
Gold's Gym Licensing LLC	US	The Mecca of Bodybuilding	73/405302	09-Dec-1982	1312678	01-Jan-1985

Release of Security Interest in Trademarks - Schedule 1

RECORDED: 10/21/2009

**TRADEMARK
REEL: 004081 FRAME: 0920**