

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Termination and Release of Security Interest in U.S. Trademarks at Reem 001702 Frame 0952 and Reel 003319 Frame 0926		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
General Electric Capital Corporation, as Agent		05/30/2013	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Fitness International, LLC		
Street Address:	3161 Michelson Drive, Suite 600		
City:	Irvine		
State/Country:	CALIFORNIA		
Postal Code:	92612		
Entity Type:	LIMITED LIABILITY COMPANY: CALIFORNIA		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	1806464	L. A. FITNESS	
Registration Number:	1737197	L.A. WOMAN	
CORRESPONDENCE DATA			
Fax Number:	7044448857		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	7043432000		
Email:	twitcher@mcguirewoods.com		
Correspondent Name:	Terry L. Witcher, Paralegal		
Address Line 1:	McGuireWoods LLP		
Address Line 2:	201 N. Tryon Street, Suite 3000		
Address Line 4:	Charlotte, NORTH CAROLINA 28202		
ATTORNEY DOCKET NUMBER:	4452178-3702		
NAME OF SUBMITTER:	Terry L. Witcher, Paralegal		

OP \$65.00 1806464

Signature:	/s/ Terry L. Witcher
Date:	05/30/2013
Total Attachments: 3 source=GE Trademark Release 2#page1.tif source=GE Trademark Release 2#page2.tif source=GE Trademark Release 2#page3.tif	

**TERMINATION AND RELEASE OF SECURITY INTEREST IN  
U.S. TRADEMARKS**

U.S. Department of Commerce  
U.S. Patent and Trademark Office

THIS TERMINATION AND RELEASE OF SECURITY INTEREST IN U.S. TRADEMARKS (the "**Trademark Termination and Release**") dated as of May 30, 2013, is from GENERAL ELECTRIC CAPITAL CORPORATION, in its capacity as agent for the benefit of the lenders (the "**Agent**") pursuant to a Confirmatory Assignment of Security Interest (the "**Assignment**") dated as of May 1, 2006 between ANTARES CAPITAL CORPORATION (f/k/a Antares Leveraged Capital Corp.) (the "**Assignor**") and the Agent.

WITNESSETH:

WHEREAS, pursuant to that certain Second Amended and Restated Credit Agreement dated on or about May 1, 2006, the Agent succeeded of record to the rights held by the Assignor and acquired of record from the Assignor of all of Assignor's right, title and interest in, to and including certain collateral, including the Trademark Collateral (as hereinafter defined) (the "**Security Interest**") which was granted by Fitness International, LLC, a California limited liability company (the "**Debtor**"), to the Assignor under that certain Security Agreement dated February 18, 1998 and recorded in the Trademark Division of the United States Patent and Trademark Office on March 9, 1998 at Reel 001702, Frame 0952; and

WHEREAS, the Assignment was recorded in the Trademark Division of the United States Patent and Trademark Office on May 25, 2006 at Reel 003319, Frame 0926;

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

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Agent hereby agrees as follows:


1. **Definitions.** The term "**Trademark Collateral**", as used herein, shall mean all of the Debtor's right, title and interest of every kind and nature as of the date hereof in the "Security Interest" (as defined in the Assignment), including, without limitation, those items listed on Schedule I hereto.

2. **Release of Security Interest.** The Agent hereby terminates, releases and discharges its Security Interest in the Trademark Collateral without representation, warranty or recourse of any kind or nature.

[Remainder of page intentionally left blank.]

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

GENERAL ELECTRIC CAPITAL  
CORPORATION, as Agent

By:   
Name: Stephanie Krebs  
Title: Duly Authorized Signatory

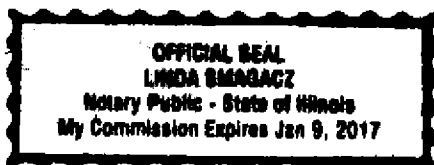
STATE OF Illinois  
COUNTY OF Cook

On this 29th day of May, 2013 before me personally appeared Stephanie Krebs, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity, and that by his/her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

  
Notary Public

My commission expires: 1/9/2017

(SEAL)



Fitness International, LLC  
Termination and Release of Trademark Security Agreement  
Signature Page

TRADEMARK  
REEL: 005038 FRAME: 0322

SCHEDULE I

<u>Type</u>	<u>Reg. No.</u>	
① Service Mark	#1,806,464	> U.S. Marks
② Service Mark	#1,737,197	
CA Service Mark	#038614	
CA Service Mark	#042251	
TN Trademark	#25,551,619	
GA Trademark	#S-12281	
GA Trademark	#S-12280	