

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 Reel 003307 Frame 0270																																
CONVEYING PARTY DATA																																	
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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>																																	

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Address Line 4: Charlotte, NORTH CAROLINA 28202

ATTORNEY DOCKET NUMBER:

4452178-3702

NAME OF SUBMITTER:

Terry L. Witcher, Paralegal

Signature:

/s/ Terry L. Witcher

Date:

05/30/2013

Total Attachments: 4

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**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 Trademark Security Agreement (the "*Security Agreement*") dated as of May 1, 2006 between L.A. FITNESS INTERNATIONAL, LLC, a California limited liability company (the "*Debtor*"), and the Agent.

WITNESSETH:

WHEREAS, pursuant to the Security Agreement a security interest (the "*Security Interest*") was granted by the Debtor to the Agent in certain collateral, including the Trademark Collateral (as hereinafter defined); and

WHEREAS, the Security Agreement was recorded in the Trademark Division of the United States Patent and Trademark Office on May 11, 2006 at Reel 003307, Frame 0270;

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 Trademark Collateral (as described in the Security Agreement), 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: [Signature]
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.

[Signature]
Notary Public

My commission expires: 11/9/2017



(SEAL)



Schedule 1

TRADEMARKS

U.S. Trademark Registrations

MARKER	TYPE	SERIAL NO.	REG. NO.	REGISTRATION DATE	DESCRIPTION OF GOODS	DOCKET NO.
1 LA. FITNESS	Use-Based	74/039,303	1,806,464	11/23/1993	Health club services (Class 041)	D-3081
2 LA FITNESS	Use-Based	75/665,303	2,326,358	3/7/2000	Health club services (Class 041)	D-7289
3 LA FITNESS	Use-Based	75/692,994	2,852,260	6/15/2004	Athletic sporting goods, namely knee pads for athletic use, athletic wrist supports, and weightlifting gloves and belts	D-7288
4 	Use-Based	76/493,465	2,902,071	11/9/2004	Health club services and personal training services, namely strength and conditioning training	03-11699
5 	Use-Based	76/977,729	3,007,720	October 18, 2005	Health club services, namely, providing equipment and facilities for physical exercise and personal physical fitness instruction in the areas of strength and conditioning	05-15747
6 LA WOMAN	Use-Based	75/608009	2323742	February 29, 2000	Health and fitness centers	
7 YOGABEAT	Use-Based	76/404335	2683477	February 4, 2003	Educational services, namely, conducting classes in the field of fitness, health and yoga	


Foreign Trademark Registrations

(see next page)

HOLDER MARK COUNTRY REGISTRATION NUMBER REGISTRATION DATE
 NONE

CHI:1707311.2

U.S. Trademark Applications

<u>MARK</u>	<u>TYPE</u>	<u>SERIAL NO.</u>	<u>DESCRIPTION OF GOODS</u>	<u>BUCKET NO.</u>
EXERCISE YOUR OPTIONS	Intent-to-Use	76/604,169	Health club services and personal training services, namely strength and conditioning training	04-13801
	Intent-to-Use	76/492,088	Nutritional counseling	03-11665

Foreign Trademark Applications

<u>HOLDER</u>	<u>MARK</u>	<u>COUNTRY</u>	<u>APPLICATION NUMBER</u>	<u>APPLICATION DATE</u>
NONE				

Trademark Licenses

<u>LICENSED MARKS</u>	<u>NAME OF AGREEMENT</u>	<u>PARTIES</u>	<u>DATE OF AGREEMENT</u>
NONE			