

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM298904

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	RELEASE BY SECURED PARTY		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
JPMorgan Chase Bank		03/18/2014	Collateral Agent: NEW YORK
RECEIVING PARTY DATA			
Name:	24 Hour Fitness USA, Inc.		
Street Address:	12647 Alcosta Boulevard, Suite 500		
City:	San Ramon		
State/Country:	CALIFORNIA		
Postal Code:	94583		
Entity Type:	CORPORATION: CALIFORNIA		
PROPERTY NUMBERS Total: 21			
Property Type	Number	Word Mark	
Registration Number:	2395501	24 HOUR FITNESS	
Registration Number:	2684457	24 HOUR FITNESS ACTIVE	
Registration Number:	2477323	24 HOUR FITNESS	
Registration Number:	2130895	24 HOUR FITNESS	
Registration Number:	2499844	24 HOUR FITNESS SPORT	
Registration Number:	2766955	24CYCLE	
Registration Number:	2395153	24HOURFITNESS.COM	
Registration Number:	1659143	FAMILY FITNESS CENTERS	
Registration Number:	2785019	FIT:PERKS	
Registration Number:	2350909	GROUP X	
Registration Number:	2769358	GROUP XPEDITION	
Registration Number:	2549894	24 HOUR FITNESS	
Registration Number:	2633150	24 HOUR FITNESS	
Registration Number:	2703428	APEX FITNESS GROUP	
Registration Number:	2701627	APEX TRAINING SYSTEM	
Registration Number:	2926364	24 HOUR FITNESS EXPRESS	
Registration Number:	3083119	24 HOUR FITNESS ULTRA-SPORT	
Registration Number:	2838792	FUEL UP	
Registration Number:	2891438	XPRESS ZONE	
Registration Number:	2854464	BCAA RECOVERY	
TRADEMARK			

CH \$540.00 2395501

Property Type	Number	Word Mark
Registration Number:	2936205	APEX

CORRESPONDENCE DATA

Fax Number: 4158828220

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 415-882-8200

Email: sftrademarks@klgates.com, sharoni.finkelstein@klgates.com, eve.gornall@klgates.com, rizalina.florencio@klgates.com

Correspondent Name: Susan E. Hollander, Esq., K&L Gates LLP

Address Line 1: 4 Embarcadero Center, Suite 1200

Address Line 4: San Francisco, CALIFORNIA 94111

ATTORNEY DOCKET NUMBER:	1402044.00001 SECURITY RE
NAME OF SUBMITTER:	Sharoni S. Finkelstein
SIGNATURE:	/Sharoni S. Finkelstein/
DATE SIGNED:	03/21/2014

Total Attachments: 9

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**TERMINATION AND RELEASE OF SECURITY INTEREST
IN TRADEMARK RIGHTS**

TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARK RIGHTS (this "Termination and Release"), dated as of March 18, 2014, from JPMorgan Chase Bank, as Collateral Agent (the "Agent") for the Secured Parties, 24 Hour Fitness International, Inc., 24 Hour Fitness United States, Inc., 24 Hour Fitness USA, Inc., 24 Hour Fitness Worldwide, Inc., Apex Fitness, Inc., Q Clubs Inc., Sports & Fitness Clubs of America, Inc. ("Grantors").

WITNESSETH:

WHEREAS, pursuant to (i) the US Collateral and Guarantee Agreement made by the Grantors (as defined therein) in favor of the Agent (the "Security Agreement") and (ii) that certain "Grant of Security Interest in Trademarks" dated as of December 1, 2003 among the Agent and Grantors (the "IP Security Agreement"), the Grantors granted to the Agent for the benefit of the Agent and the other Secured Parties, a security interest (the "Security Interest") in certain collateral, including the Trademark Collateral (as hereinafter defined);

WHEREAS, the IP Security Agreement was recorded in the United States Patent and Trademark Office on January 20, 2004 at Reel 2916 and Frame 0109; and

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 adequacy of which are hereby acknowledged, and upon the terms set forth in this Termination and Release, the Agent hereby states as follows:

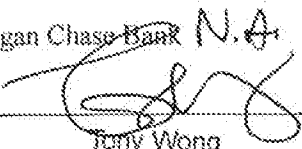
1. Definitions. The term "Trademark Collateral," as used herein, shall mean all of the Grantors' right, title and interest in, to and under the Trademarks listed on Schedule A hereto, including the right to receive all Proceeds therefrom. Unless otherwise defined herein or the context otherwise requires, terms used in this Termination and Release, including the preamble and the recitals, have the meanings provided or provided by reference in the Security Agreement.

2. Release of Security Interest. The Agent hereby terminates, releases and discharges its Security Interest in the Trademark Collateral, and any right, title or interest of the Agent in such 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, confirm or otherwise reflect the release of the Security Interest contemplated hereby.

[signature page follows]

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

JPMorgan Chase Bank N.A.
By: 
Name: Tony Wong
Title: Vice President

SCHEDULE A

[See attached.]

TRADEMARKS

24 Hour Fitness USA, Inc.:

Mark	Registration No.
24 Hour Equipment & Design (trademark)	2,375,100
24 Hour Fitness & Design (Corporate Logo) (Trademark, Service Mark)	2,395,501
24 Hour Fitness Active	2,684,457
24 Hour Fitness and Design (color) (Service Mark)	2,477,323
24 Hour Fitness Mark	2,130,895
24 Hour Fitness Sport & Design (Service Mark)	2,511,877
24 Hour Fitness Sport (Service Mark)	2,499,844
24 Hour Fitness Team Sports and Design (new logo)	2,746,286
24 Hour Group X Exercise & Design (Service Mark)	2,452,556
24 Hour Team Sports (Service Mark)	2,445,891
24CYCLE	2,766,955
24HILO	2,782,034
24HourFitness.com (Service Mark)	2,395,153

Mark	Registration No.
24STEP	2,782,033
CARDIOXTRA	2,766,954
Change A Life	2,486,093
DOUBLE-UP XTRA	2,786,639
Family Fitness Centers (Service Mark, words)	1,659,143
FIT:PERKS	2,785,019
Fuel Station (Service Mark)	2,610,698
Group X (Service Mark)	2,350,909
GROUP XPEDITION	2,769,358
Hart's (Service Mark)	2,471,756
Hart's Athletic Clubs (Design)	2,561,394
Hart's Athletic Clubs (Service Mark)	2,471,757
It's The Way We Make You Feel	2,644,200
New Corporate Logo	2,549,894
New Corporate Logo	2,633,150
Q 4 Kids	2,307,330
Q The Sports Club	2,281,000
Q The Sports Club	2,315,591
re: fresh a day spa (stylized) (service mark)	2,474,429
Sporting Club by 24 Hour Fitness & Design (Service Mark)	2,401,933

Mark	Registration No.
Sporting Club by 24 Hour Fitness (Service Mark)	2,453,165
STEPXTRA	2,764,465
TEAMSPORTS	2,734,724
Twenty Four 24 Hour 5 Components to Fitness & Design (Service Mark)	2,438,137
U 24 Hour Twenty Four Hour Fitness University & Design (Service Mark)	2,525,659

Apex Fitness, Inc.:

Mark	Registration No.
Accidental Exerciser	2,765,270
Accidental Exerciser	2,762,569
Accidental Exerciser	2,762,568
Accidental Exerciser	2,762,567
Apex Fitness and Nutrition Analysis Systems (& Design)	1,932,876
Apex Fitness Group and Design	2,702,445
Apex Fitness Group and Design	2,702,444
Apex Fitness Group and Design	2,703,428
Apex Training System (& Design)	2,701,627
Ergogen Labs	2,475,729

Mark	Registration No.
Ergogen Labs (& Design)	2,484,996
Ergogen Labs (& Design)	2,715,551
TDR	2,521,827

TRADEMARK APPLICATIONS

24 Hour Fitness USA, Inc.:

Mark	Application No.
24 Hour & Design (Ball Logo)	75,161,148
24 Hour Fitness Express	78,304,368
24 Hour Fitness Quik Stop	78,304,360
24 Hour Fitness Ultra Sport	76,200,767 (204-252-US)
24SPLASH	78,193,632
ABXPRESS	78,193,601
Fuel Up	78,255,449
LEGXPRESS	78,193,621
Quik Stop	78,304,362
STEPXPRESS	78,193,623
XPRESS ZONE	78,319,276

Apex Fitness, Inc.:

Mark	Application No.
Apex Fit	78,255,331
Apex Fitness Group Virtual Gym	76,091,504
Apex Fitness Group Virtual Gym (& Design)	76,901,509

Mark	Application No.
Apex Fix	78,255,339
Apex Fix	78,255,360
Apex Lean	78,255,358
Apex Max	78,255,352
BCAA Recovery	76,383,823
Ergogen Labs (& Design)	76,422,069
New Apex Logo	78,346,264
T2	76,242,939
T2 Lean	76,255,462
TDR	76,066,969