

2/10/04

02-10-2004



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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
JPMorgan Chase Bank (f/k/a The Chase Manhattan Bank)

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: 24 Hour Fitness USA, Inc. (f/k/a 24 Hour Fitness, Inc.)
Internal
Address: _____

Street Address: 12647 Alcosta Blvd. 5th Fl.
City: San Ramon State: CA Zip: 94583

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State CA
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other - Release

Execution Date: January 21, 2004

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)
SEE ATTACHED SCHEDULE

B. Trademark Registration No.(s)
SEE ATTACHED SCHEDULE

Additional number(s) attached Yes No

6. Total number of applications and registrations involved: 7

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Penelope Agodoa

Internal Address: Federal Research Corporation

Street Address: 1030 15th Street, NW
Suite 920

City Washington State: DC Zip: 20005

7. Total fee (37 CFR 3.41).....\$ 190.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Danielle Schieber

Name of Person Signing

Danielle Schieber

Signature

1/20/04

Date

Total number of pages including cover sheet, attachments, and document: 7

02/11/2004 LNOELLER 00000045 75161148

01 FC:8521
02 FC:8522

40.00 OP
150.00 OP

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 002910 FRAME: 0762

SCHEDULE A

24 HOUR FITNESS USA, INC.

APPLICATION NO.	REGISTRATION NO.	
75/161,148	2,130,895	1
75/382,859	1,642,343	2
75/382,860	1,720,848	3
75/774,553	1,732,722	4
75/781,157	1,837,309	5
75/684,566	1,659,143	6
75/774,552	1,860,038	7

NOTICE OF RELEASE OF
SECURITY INTEREST IN TRADEMARKS

WHEREAS, pursuant to (1) a Termination Agreement dated as of December 1, 2003, among 24 Hour Fitness Worldwide, Inc., a Delaware corporation, the borrowing subsidiaries signatory thereto and JPMorgan Chase Bank, as administrative agent and (2) a U.S. Guarantee and Collateral Agreement dated as of December 1, 2003, among 24 Hour Fitness Worldwide, Inc., a Delaware corporation, each other domestic subsidiary listed on Schedule I thereto, and JPMorgan Chase Bank, as collateral agent, JPMorgan Chase Bank agreed as administrative agent and collateral agent for itself and various other lending institutions to terminate the prior security interest in all right, title and interest of JPMorgan Chase Bank (f/k/a The Chase Manhattan Bank) in and to the trademarks and applications listed on Schedule A hereto; and

WHEREAS, JPMorgan Chase Bank wishes to provide a document suitable for recording in the United States Patent and Trademark office for the purposes of recording the release, relinquishment and discharge of its security interest in the trademarks and applications listed on Schedule A hereto, whether or not they have been recorded at any reel and frames;

NOW, THEREFORE, in consideration of and in exchange for good and valuable consideration, JPMorgan Chase Bank hereby relinquishes, releases and discharges its security interest in the trademarks and applications listed on Schedule A hereto, whether or not they have been recorded at any reel and frames;

IN WITNESS WHEREOF, the parties have caused this Notice of Release of Security Interest in Trademarks to be duly executed as of January 21, 2004.

JPMORGAN CHASE BANK (f/k/a The
Chase Manhattan Bank), as administrative
agent and as collateral agent

By: Robert Anastasio
Vice President

Its: 

TRADEMARK

REEL: 002910 FRAME: 0764

SCHEDULE A

SPORTS AND FITNESS CLUBS OF AMERICA, INC.

APPLICATION NO.	REGISTRATION NO.
--	1971215

24 HOUR FITNESS USA, INC.

APPLICATION NO.	REGISTRATION NO.
75/161,148	2,130,895
75/382,859	1,642,343
75/382,860	1,720,848
75/774,553	1,732,722
75/781,157	1,837,309
75/684,566	1,659,143
75/774,552	1,860,038

Q CLUBS INC.

APPLICATION NO.	REGISTRATION NO.
75/566378	2281000

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