

11-09-2004

DEPARTMENT OF COMMERCE
Patents and Trademark Office

RECOF
TR



102877947

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

11.4.04

1. Name of conveying party(ies)/Execution Date(s):
Union Bank

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

Citizenship (see guidelines) National Banking

Execution Date(s) October 22, 2004

Additional names of conveying parties attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Release of Security Agreement
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Gold's Gym Licensing, Inc.

Internal

Address: Suite 402

Street Address: 2841 Hartland Road

City: Falls Church

State: VA

Country: US

Zip: 22043

- Association
- General Partnership
- Limited Partnership
- Corporation
- Other

Citizenship Delaware
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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,203,098; 1,211,211; 1,214,046

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: Sanford E. Warren, Jr.

Internal Address: Winstead Sechrest & Minick P.C.

Street Address: P.O. Box 50784

City: Dallas

State: Texas

Zip: 75201

Phone Number:

Fax Number: 214.745.5890

Email Address:

6. Total number of applications and registrations involved:

3

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 90.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 23-2426

Authorized User Name Sanford E. Warren, Jr.

9. Signature:

Signature

Sanford E. Warren, Jr.

Name of Person Signing

November 4, 2004

Date

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

5

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

Express Mail Label
No. EV 507 272 687 US
TRADEMARK

REEL: 003073 FRAME: 0924

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RELEASE OF SECURITY INTEREST

THIS RELEASE OF SECURITY INTEREST (this "Release") is executed as of this 22nd day of October 2004, by UNION BANK for itself and each secured party to the Security Agreement (the "Lender").

WHEREAS, Gold's Gym Licensing, Inc., a corporation organized under the laws of the State of Delaware, by assignment from Gold's Gym Enterprises, Inc., with a business address of 2841 Hartland Road, Suite 402, Falls Church, Virginia 22043 (hereinafter referred to as the "Borrower"), and the Lenders entered into that certain Security Agreement dated as of December 22, 1988 (as may have been amended through the date hereof, the "Security Agreement").

WHEREAS, pursuant to the terms and conditions of the Security Agreement, Lender was granted a security interest in all of Borrower's interest in the collateral more specifically described on Exhibit A attached hereto ("Collateral").

Such Security Agreement was filed with the United States Patent and Trademark Office on January 25, 1989, and recorded against the Trademark Collateral on Reel/Frame 0633/0949.

WHEREAS, the Lender has received consideration for a full and complete release of the security interest in and liens in the Collateral, and now wishes to release such security interest and liens in the Collateral.

NOW THEREFORE, Lender represents and agrees as follows:

1. Lender hereby releases, cancels and terminates all of its right, title and interest in and to the Collateral, including its security interest in and liens on the Collateral and all other rights with respect to the Collateral, and conveys and assigns any and all right, title and interest that it may have in and to the Collateral to Borrower.

2. Lender represents that it has not exercised any of the rights with respect to the Collateral available to it under the Security Agreement. Lender represents and warrants that it has not sold, licensed, conveyed or otherwise alienated any rights in and to the Collateral, and that it has not practiced or sublicensed any of the Collateral.

3. Without limiting the generality of the foregoing, this Release is intended to and shall forever terminate the irrevocable rights in the Collateral conveyed to Lender and reconvey such rights to Borrower.

Lender agrees that hereafter it will not take any action with respect to the Collateral.

IN WITNESS WHEREOF, the Administrative Agent has caused this Release to be duly executed by its officer thereunto duly authorized as of the date hereof.

UNION BANK

By: *William Walton*

Name: William W. Walton

Title: Assistant Vice President

STATE OF

COUNTY OF San Diego

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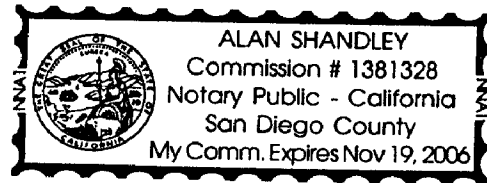
On the 22nd day of October, 2004, before me personally came William Walton to me known, who, being by me duly sworn, did depose and say that he or she is the Administrative Agent of Union Bank, the entity described in and which executed the foregoing instrument; and that he or she signed on behalf of said entity.

[Signature]
Notary Public

My commission expires:

11/19/2004

[SEAL]



By: DA. Schnabel

Name: David A. Schnabel

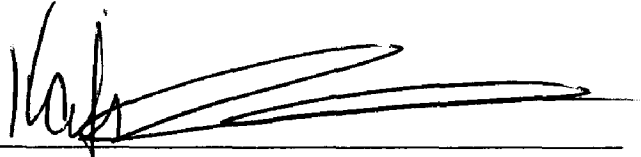
Title: Vice President

STATE OF TEXAS

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COUNTY OF DALLAS

On the 26th day of October, 2004, before me personally came David A. Schnabel to me known, who, being by me duly sworn, did depose and say that he ~~is~~ ~~is~~ is the Vice President of Gold's Gym Licensing, LLC, the entity described in and which executed the foregoing instrument; and that he ~~is~~ ~~is~~ signed on behalf of said entity.



Notary Public

My commission expires:

April 6, 2008



[SEAL]

EXHIBIT A

MARK	Registration No.	Registration Date
GOLD'S GYM	1,203,098	05/04/1982
GOLD'S GYM	1,211,211	07/13/1982
GOLD'S GYM	1,214,046	08/03/1982

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