

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT												
NATURE OF CONVEYANCE:	Termination and Release of Security Interest in Trademark Rights (previously recorded at Reel 2967 Frame 0387)												
CONVEYING PARTY DATA													
<table border="1" style="width:100%; border-collapse: collapse;"> <thead> <tr> <th style="width:30%;">Name</th> <th style="width:30%;">Formerly</th> <th style="width:15%;">Execution Date</th> <th style="width:25%;">Entity Type</th> </tr> </thead> <tbody> <tr> <td>JPMorgan Chase Bank, N.A., as Collateral Agent</td> <td></td> <td>01/20/2006</td> <td>National Banking Association:</td> </tr> </tbody> </table>		Name	Formerly	Execution Date	Entity Type	JPMorgan Chase Bank, N.A., as Collateral Agent		01/20/2006	National Banking Association:				
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PROPERTY NUMBERS Total: 1													
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Property Type	Number	Word Mark											
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CORRESPONDENCE DATA													
Fax Number: (212)455-2502 <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> Phone: (212) 455-7609 Email: ksolomon@stblaw.com Correspondent Name: Kirstie Howard, Esq. Address Line 1: Simpson Thacher & Bartlett LLP Address Line 2: 425 Lexington Avenue Address Line 4: New York, NEW YORK 10017													
ATTORNEY DOCKET NUMBER:	509203/0069												
NAME OF SUBMITTER:	Kirstie Howard												
Signature:	/kh/												

OP \$40.00 2402805

Date:

02/06/2006

Total Attachments: 4

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

TERMINATION AND RELEASE, dated as of January 29, 2006, from JPMorgan Chase Bank, N.A., a national banking association, with its principal place of business located at P.O. Box 2558, Houston, Texas 77252, as Collateral Agent ("Agent") for certain banks and other financial institutions (the "Lenders"), to Bally Total Fitness Holding Corporation, a Delaware corporation (the "Grantor").

WITNESSETH:

WHEREAS, pursuant to the Guarantee and Collateral Agreement, dated as of November 18, 1997, as amended and restated as of October 14, 2004, made by the Grantor and certain of its subsidiaries in favor of the Agent (the "Collateral Agreement"), a security interest (the "Security Interest") was granted by the Grantor to the Agent in certain collateral, including the Trademark Collateral (as hereinafter defined);

WHEREAS, pursuant to that certain Grant of Security Interest in Trademark Rights dated as of October 14, 2004, among the Agent and the Grantor (the "Security Agreement"), the Grantor, by reference to the Collateral Agreement, reaffirmed its intent to grant a Security Interest to the Agent specifically in certain Trademark Collateral;

WHEREAS, the Security Agreement was recorded in the Trademark Division of the United States Patent and Trademark Office on November 2, 2004, at Reel 002967 and Frame 0387; and

WHEREAS, the Agent now desires to terminate and release the entirety of its Security Interest in specific 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:

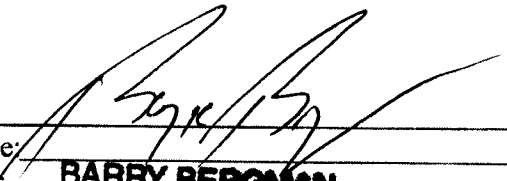
1. Definitions. The term "Trademark Collateral," as used herein, shall mean all of the Grantor's right, title and interest of every kind and nature as of the date hereof in the trademarks listed on Schedule A hereto.

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 the release of the security interest in the Trademark Collateral contemplated hereby.

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

JP MORGAN CHASE BANK, N.A.
as Collateral Agent

By: 
Name: _____
Title: **BARRY BERGMAN**
MANAGING DIRECTOR

Schedule A

U.S. TRADEMARK REGISTRATIONS AND APPLICATIONS

TRADEMARK	REGISTRATION OR SERIAL NUMBER
LIFE IS HARD BEAT IT UP	2,402,805

509203-0069-10657-NY02.2500347

RECORDED: 02/06/2006

**TRADEMARK
REEL: 003240 FRAME: 0829**