

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Trademark Release

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Deutsche Bank Trust Company Americas, as collateral agent		04/11/2011	Banking Corporation: NEW YORK

**RECEIVING PARTY DATA**

<b>Name:</b>	TSI Holdings (IP), LLC
<b>Street Address:</b>	5 Penn Plaza
<b>Internal Address:</b>	4th floor
<b>City:</b>	New York
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10001
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE

**PROPERTY NUMBERS Total: 27**

Property Type	Number	Word Mark
Registration Number:	3176466	BETTER.
Registration Number:	2262192	BOSTON SPORTS CLUB
Registration Number:	2325163	BSC BOSTON SPORTS CLUB
Registration Number:	2212754	BSC
Registration Number:	3357678	COMPANIESGETFIT
Registration Number:	3345217	COMPANIESGETFIT.COM
Registration Number:	2227597	NEW YORK SPORTS CLUBS
Registration Number:	2227316	NYSC NEW YORK SPORTS CLUBS
Registration Number:	2224136	NYSC NEW YORK SPORTS CLUBS
Registration Number:	3320465	NO SWEAT FITNESS FOR THE REST OF US
Registration Number:	2690385	NYSC
Registration Number:	2182153	NYSC
Registration Number:	2225662	NYSC

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Registration Number:	2333610	PHILADELPHIA SPORTS CLUBS
Registration Number:	2343957	PSC PHILADELPHIA SPORTS CLUB
Registration Number:	2239729	PSC
Registration Number:	3053462	SPORTS CLUBS FOR KIDS
Registration Number:	3053486	SPORTS CLUBS FOR KIDS
Registration Number:	2370104	THERE'S A MILLION REASONS TO JOIN
Registration Number:	1806497	TOWN SPORTS INTERNATIONAL
Registration Number:	3035330	TOWN SPORTS INTERNATIONAL HEALTH DEVELOPMENT
Registration Number:	3008637	TRAIN YOUR HEAD
Registration Number:	1801172	TSI
Registration Number:	2260453	WASHINGTON SPORTS CLUBS
Registration Number:	2606256	WSC WASHINGTON SPORTS CLUBS
Registration Number:	2396940	WHERE YOU LIVE. WHERE YOU WORK.
Registration Number:	2548666	WSC

**CORRESPONDENCE DATA**

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ATTORNEY DOCKET NUMBER:	1111779-0471
NAME OF SUBMITTER:	Frances B. Cutajar
Signature:	/Frances B. Cutajar/
Date:	06/23/2011

Total Attachments: 3  
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**TRADEMARK RELEASE**

TRADEMARK RELEASE, effective as of this 11th day of April, 2011, given by Deutsche Bank Trust Company Americas, as Collateral Agent (“Agent”) with principal offices at 60 Wall Street, New York, NY 10005, to TSI Holdings (IP), LLC, a Delaware limited liability company (“Grantor”), with principal offices at 5 Penn Plaza, 4th Fl., New York, NY 10001, as follows:

**W I T N E S S E T H**

WHEREAS, the Grantor has heretofore granted to the Agent a security interest in certain U.S. trademarks, trademark registrations and trademark applications more particularly set forth on Schedule A attached hereto (the “Marks”) to secure the Obligations (as defined in that certain Security Agreement, dated as of February 27, 2007, between the Agent and the Grantor (the “Security Agreement”)); and

WHEREAS, the Agent wishes to release and restore all right, title and interest in and to the Marks to the Grantor and to dissolve any and all Liens and encumbrances respecting the Marks.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Agent hereby releases, discharges, quit claims and relinquishes unto the Grantor the security interest in the Trademarks set forth on Schedule A granted to Agent by the Grantor pursuant to the Security Agreement, which security interest was duly recorded on March 14, 2007, at Reel 3499, Frame 0231 in the United States Patent and Trademark Office.

IN WITNESS WHEREOF, the undersigned, by and through its authorized officer,  
has caused this instrument to be executed under seal on the date first written above.

DEUTSCHE BANK TRUST COMPANY  
AMERICAS, as Collateral Agent

By: Carin Keegan  
Name: Carin Keegan  
Title: Director

By: E. Landaeta  
Name: Enrique Landaeta  
Title: Vice President

*Signature page to Town Sports IP Release*

Trademarks

Mark	Registered Reg. No.	Filed on/ Reg. Date
BETTER.	3,176,466	11/28/06
BOSTON SPORTS CLUB	2,262,192	7/20/99
BOSTON SPORTS CLUB & BSC DESIGN	2,325,163	3/7/00
BSC & DESIGN	2,212,754	12/22/98
COMPANIESGETFIT	3,357,678	12/18/07
COMPANIESGETFIT.COM	3,345,217	11/27/07
NEW YORK SPORTS CLUB	2,227,597	3/2/99
NEW YORK SPORTS CLUB AND NYSC DESIGN	2,227,316	3/2/99
NEW YORK SPORTS CLUB and NYSC DESIGN	2,224,136	2/16/99
NO SWEAT FITNESS FOR THE REST OF US (Design)	3,320,465	10/23/07
NYSC (word mark)	2,690,385	2/25/03
NYSC & DESIGN	2,182,153	8/18/98
NYSC & DESIGN	2,225,662	2/23/99
PHILADELPHIA SPORTS CLUBS	2,333,610	3/21/00
PHILADELPHIA SPORTS CLUBS & PSC DESIGN	2,343,957	4/18/00
PSC & DESIGN	2,239,729	4/13/99
SPORTS CLUB FOR KIDS	3,053,462	1/31/06
SPORTS CLUB FOR KIDS (Design)	3,053,486	1/31/06
THERE'S A MILLION REASONS TO JOIN	2,370,104	7/25/00
TOWN SPORTS INTERNATIONAL	1,806,497	11/23/93
TOWN SPORTS INTERNATIONAL HEALTH DEVELOPMENT (Design)	3,035,330	12/27/05
TRAIN YOUR HEAD	3,008,637	10/25/05
TSI	1,801,172	10/26/93
WASHINGTON SPORTS CLUBS	2,260,453	7/13/99
WASHINGTON SPORTS CLUB and WSC DESIGN	2,606,256	8/13/02
WHERE YOU LIVE. WHERE YOU WORK	2,396,940	10/24/00
WSC & DESIGN	2,548,666	3/19/02