

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT														
NATURE OF CONVEYANCE:	Termination of Patent and Trademark Security Agreement previously recorded at Reel 4460 Frame 0693														
CONVEYING PARTY DATA															
<table border="1"> <thead> <tr> <th>Name</th> <th>Formerly</th> <th>Execution Date</th> <th>Entity Type</th> </tr> </thead> <tbody> <tr> <td>Bank of America, N.A.</td> <td></td> <td>12/21/2012</td> <td>National Association: UNITED STATES</td> </tr> </tbody> </table>				Name	Formerly	Execution Date	Entity Type	Bank of America, N.A.		12/21/2012	National Association: UNITED STATES				
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Bank of America, N.A.		12/21/2012	National Association: UNITED STATES												
RECEIVING PARTY DATA															
<table border="1"> <tr> <td>Name:</td> <td>Western Athletic Clubs, LLC</td> </tr> <tr> <td>Street Address:</td> <td>One Lombard Street</td> </tr> <tr> <td>City:</td> <td>San Francisco</td> </tr> <tr> <td>State/Country:</td> <td>CALIFORNIA</td> </tr> <tr> <td>Postal Code:</td> <td>94111</td> </tr> <tr> <td>Entity Type:</td> <td>LIMITED LIABILITY COMPANY: DELAWARE</td> </tr> </table>				Name:	Western Athletic Clubs, LLC	Street Address:	One Lombard Street	City:	San Francisco	State/Country:	CALIFORNIA	Postal Code:	94111	Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE
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PROPERTY NUMBERS Total: 1															
<table border="1"> <thead> <tr> <th>Property Type</th> <th>Number</th> <th>Word Mark</th> </tr> </thead> <tbody> <tr> <td>Serial Number:</td> <td>77708630</td> <td>INVEST IN YOU</td> </tr> </tbody> </table>				Property Type	Number	Word Mark	Serial Number:	77708630	INVEST IN YOU						
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Serial Number:	77708630	INVEST IN YOU													
CORRESPONDENCE DATA															
<p>Fax Number: 3128622200  <i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i></p> <p>Phone: 312-862-2000        Email: dgasiorowski@kirkland.com        Correspondent Name: Kirkland &amp; Ellis LLP        Address Line 1: 300 North LaSalle Street        Address Line 2: c/o Donna Gasiorowski, Sr. Legal Asst.        Address Line 4: Chicago, ILLINOIS 60654</p>															
ATTORNEY DOCKET NUMBER:	14254-3 DRG														
NAME OF SUBMITTER:	Donna Gasiorowski														

Signature:	/Donna Gasiorowski/
Date:	12/26/2012
Total Attachments: 3 source=USPTO Release - Western Athletic Clubs#page1.tif source=USPTO Release - Western Athletic Clubs#page2.tif source=USPTO Release - Western Athletic Clubs#page3.tif	

## TERMINATION OF PATENT AND TRADEMARK SECURITY AGREEMENT

This Termination of Patent and Trademark Security Agreement (this Termination"), dated as of December 21, 2012, is executed by Bank of America, N.A. (the "Secured Party") in favor of Western Athletic Clubs, LLC, a Delaware limited liability company (the "Company").

### RECITALS

WHEREAS, W.A. Holding Company, LLC, a Delaware limited liability company (the "Borrower") and Secured Party entered in that certain Credit Agreement, dated as of January 24, 2011 (as amended, modified, renewed or extended from time to time, the "Credit Agreement"); and

WHEREAS, in connection with the Credit Agreement, Company and Secured Party entered into that certain Patent and Trademark Security Agreement dated as of January 24, 2011 (the "Security Agreement"); and

WHEREAS, pursuant to the Security Agreement, Company granted to Secured Party a security interest in certain "Collateral" including certain patents and trademarks; and

WHEREAS, the Credit Agreement and the Security Agreement have been terminated.

NOW, THEREFORE, Secured Party agrees as follows:

1. Secured Party is executing and delivering this Termination as further evidence of the termination of the Security Agreement.

2. Secured Party claims no right, title or interest whatsoever in or to any of the "Collateral" described in the Security Agreement, and, accordingly, Secured Party expressly terminates its security interest in the patents and trademarks listed on Exhibit A hereto, which security interest was evidenced by the recordation of the Security Agreement with the United States Patent and Trademark Office on January 25, 2011, in Reel/Frame 004460/0693.

*[Signature page follows]*

IN WITNESS WHEREOF, this Termination is executed as of the first date written above.

**BANK OF AMERICA, N.A.**

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Address:

BANK OF AMERICA, N.A.

Fifth Avenue Plaza

800 5<sup>th</sup> Avenue

Seattle, WA 98104-3716

Mail Code: WA1-50117-32

Attention: Tiffany Shin

Facsimile: (415) 343-0561

Electronic Mail: Tiffany.Shin@baml.com

Exhibit A

to Termination of Patent and Trademark Security Agreement

**Western Athletic Clubs, LLC**

Issued U.S. Patents

<u>Patent No.</u>	<u>Issue Date</u>	<u>Inventor</u>	<u>Title</u>
None			

Pending U.S. Patent Applications

<u>Serial No.</u>	<u>Filing Date</u>	<u>Inventor</u>	<u>Title</u>
None			

U.S. Trademarks

<u>Registration No.</u>	<u>Registration Date</u>	<u>Registered Owner</u>	<u>Mark</u>
None			

Pending U.S. Trademark Applications

<u>Application No.</u>	<u>Filing Date</u>	<u>Applicant</u>	<u>Mark</u>
77708630	April 7, 2009	Western Athletic Clubs, LLC	INVEST IN YOU