

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Termination of Patent and Trademark Security Agreement as previously recorded at Reel 4460 Frame 0704		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Bank of America, N.A.		12/21/2012	National Association: UNITED STATES
RECEIVING PARTY DATA			
Name:	Bay Club Peninsula, LLC		
Street Address:	One Lombard Street		
City:	San Francisco		
State/Country:	CALIFORNIA		
Postal Code:	94111		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	75425069	PACIFIC ATHLETIC CLUB	
Serial Number:	77925143		
CORRESPONDENCE DATA			
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>			
Phone:	312-862-2000		
Email:	dgasiorowski@kirkland.com		
Correspondent Name:	Kirkland & Ellis LLP		
Address Line 1:	300 N. LaSalle Street		
Address Line 2:	c/o Donna Gasiorowski, Sr. Legal Asst.		
Address Line 4:	Chicago, ILLINOIS 60654		
ATTORNEY DOCKET NUMBER:	14254-3 DRG		
NAME OF SUBMITTER:	Donna Gasiorowski		

CH \$65.00 75425069

Signature:	/Donna Gasiorowski/
Date:	12/26/2012
Total Attachments: 3 source=USPTO Release - Bay Club Peninsula#page1.tif source=USPTO Release - Bay Club Peninsula#page2.tif source=USPTO Release - Bay Club Peninsula#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 Bay Club Peninsula, 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 004460/0704.

[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 5th Avenue

Seattle, WA 98104-3716

Mail Code: WA1-50117-32

Attention: Tiffany Shin

Facsimile: (415) 343-0561

Electronic Mail: Tiffany.Shin@bami.com

Exhibit A

to Termination of Patent and Trademark Security Agreement

Bay Club Peninsula, 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>
75425069	Jan. 22, 1998	Bay Club Peninsula, LLC	PACIFIC ATHLETIC CLUB

Pending U.S. Trademark Applications

<u>Application No.</u>	<u>Filing Date</u>	<u>Applicant</u>	<u>Mark</u>
77925143	Feb. 1, 2010	Bay Club Peninsula, LLC	(design only)