

03-22-1999

ET

Docket No.:

1191-UA, UH, UK-UM

FORM PTO-7394 (Modified) (Rev. 6-93) OMB No. 0651-0011 (exp. 4/94) Copyright 1994-97 LegalStar TM05/REV03



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Tab settings

To the Honorable Commissioner of Pat

the attached original documents or copy thereof.

MRD 3-5-99

1. Name of conveying party(ies):

Maurice Pincoffs Company, Inc.

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

Additional names(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):

Name: Fitness Quest, Inc.

Internal Address:

Street Address: 1400 Raff Road, SW

City: Canton State: OH ZIP: 44750

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

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) Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

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

Execution Date: February 8, 1999

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

Schedule A

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Name: Joseph A. Sebolt

Internal Address: SAND & SEBOLT

Aston Park Professional Centre

Suite 194

Street Address: 4801 Dressler Road, NW

City: Canton State: OH ZIP: 44718

6. Total number of applications and registrations involved:

5

7. Total fee (37 CFR 3.41): \$ 140.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

19-0083

03-05-1999

U.S. Patent & TMO/c/TM Mail Rpt Dt. #40

DO NOT USE THIS SPACE

03/19/1999 DNGUYEN 00000154 75422589

01 FC:481 02 FC:482

40.00 OP 100.00 OP

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Joseph A. Sebolt

Name of Person Signing

Signature

3-3-99

Date

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

4

TRADEMARK

REEL: 1870 FRAME: 0298

ASSIGNMENT OF U.S. TRADEMARKS

WHEREAS, MAURICE PINCOFFS COMPANY, INC., a Texas Corporation, having a business address of 2040 North Loop West, Houston, Texas, 77018, is the owner of the entire right, title and interest of the sundry trademarks set forth on attached Schedule A.

WHEREAS, FITNESS QUEST, INC., a Delaware Corporation, having a business address of 1400 Raff Road, S.W., Canton, Ohio 44750, is desirous of purchasing the entire right, title and interest in, to and under said trademarks including the goodwill of the business symbolized by the trademarks, and the corresponding registrations thereof, set forth on Schedule A.

NOW, THEREFORE, in consideration of the premises and of One Dollar (\$1.00) and of other good and valuable consideration, the sufficiency of which is hereby expressly acknowledged, MAURICE PINCOFFS COMPANY, INC. by these presents hereby assigns, transfers, conveys and sets over unto said FITNESS QUEST, INC., its successors, assigns and legal representatives, the entire rights, title and interest in, to and under said trademarks throughout the world and the corresponding registrations thereof, set forth on Schedule A, together with the goodwill of the business in connection with which said trademarks were and are used, and all rights incident thereto;

Said MAURICE PINCOFFS COMPANY, INC. hereby releases, assigns and transfers unto said FITNESS QUEST, INC. its successors, assigns and legal representatives, all rights, title and interest, claims and demands whatsoever said MAURICE PINCOFFS COMPANY, INC. had in, to and by, under and through, said trademarks/service marks and corresponding registrations thereof, set forth on

Schedule A, including all claims for any and all past infringement thereof and the right to sue therefor;

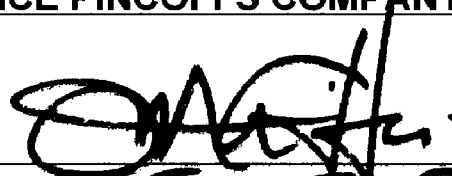
ALL OF THE SAME to be held and enjoyed by said FITNESS QUEST, INC. for its use and behoof and for its successors, assigns and legal representatives as fully and entirely as the same would have been held and enjoyed by MAURICE PINCOFFS COMPANY, INC. had this Assignment not been made.

Executed at Houston, Texas, this 8th day of February, 1999.

Witness:

Dianne Nelson

MAURICE PINCOFFS COMPANY, INC.


Name: John I. Gorman
Title: CEO

SCHEDULE A

ASSIGNED TRADEMARKS

<u>TRADEMARK</u>	<u>SERIAL NO.</u>	<u>FILING DATE</u>
INTEGRITY	75/422,589	January 23, 1998
EDGE FITNESS	75/413,075	January 2, 1998
MP FITNESS	75/413,074	January 2, 1998
LE SHAPE	75/449,799	March 13, 1998
CORNER GYM	75/449,798	March 13, 1998