

*M.S. Shore*  
*8.23.99*

RE  
TF

08-26-1999



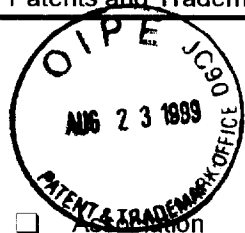
Docket No.:

T6060-0004

Tab settings

101127455

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.



1. Name of conveying party(ies):

Town Sports International, Inc.

- Individual(s)
- General Partnership
- Corporation-State New York
- Other

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

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

Name: TSI Holdings (IP), Inc.

Internal Address:

Street Address: 888 Seventh Avenue

City: New York State: NY ZIP: 10106

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

Execution Date: July 28, 1999

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

A. Trademark Application No.(s)

75/353,259  
75/353,260

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: Michael S. Shore, Legal Assistant

Internal Address: Patterson, Belknap, Webb & Tyler LLP

Street Address: 1133 Avenue of the Americas

City: New York State: NY ZIP: 10036

6. Total number of applications and registrations involved:.....

2

7. Total fee (37 CFR 3.41):.....\$ \$65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

16-0633

DO NOT USE THIS SPACE

08/25/1999 DC0ATES 00000142 160633 75353259

01 FC:401 40.00 CH  
02 FC:402 25.00 CH

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.

Michael S. Shore, Legal Assistant

Name of Person Signing

Signature

August 17, 1999

Date

Total number of pages including cover sheet, attachments, and document: 2

ASSIGNMENT OF TRADEMARK/SERVICE MARK RIGHTS

WHEREAS Town Sports International, Inc., a New York corporation, with its principal place of business at 888 Seventh Avenue, New York, New York 10106 ("Assignor"), is the owner of all right, title and interest in and to the following trademarks: (1) "PHILADELPHIA SPORTS CLUB," Serial No. 75/353,259, filed on September 8, 1997 and (2) "PSC PHILADELPHIA SPORTS CLUB," Serial No. 75/ 353,260, filed on September 8, 1997 (hereinafter referred to collectively as the "Marks");


WHEREAS TSI Holdings (IP), Inc., a Delaware corporation, with its principal place of business at 888 Seventh Avenue, New York, New York 10106 ("Assignee"), is desirous of acquiring all rights, title and interest in and to the Marks and the registrations or applications associated with them, together with the goodwill of the business symbolized by the Marks and their respective registrations or applications;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor hereby transfers and assigns to Assignee, its successors and assigns, the entire right, title and interest in and to the Marks together with the goodwill of the business symbolized by and associated with the Marks, and together with the right to sue for and recover damages for past infringement of the Marks and to stand in place of Assignor in all matters related thereto.

Effective as of July 28, 1999.

Town Sports International, Inc.,  
a New York corporation

By:



Alexander Alimanestianu  
Executive Vice President