

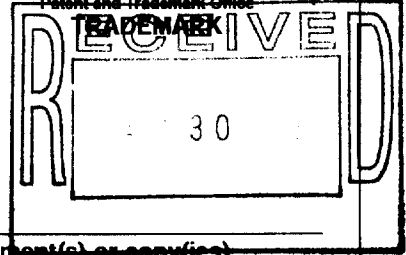
09-03-1999



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RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

U.S. Department of Commerce  
Patent and Trademark Office



8/30/99

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)  
Document ID #
- Correction of PTO Error  
Reel #  Frame #
- Corrective Document  
Reel #  Frame #

Conveyance Type

- Assignment  License
- Security Agreement  Nunc Pro Tunc Assignment
- Merger  Effective Date  
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name  Execution Date   
Month Day Year

Formerly

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)     
City State/Country Zip Code

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other
- Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

09/02/1999 DMSUYEN 00000214 180579 75710055  
01 FC:481 40.00 CH

FOR OFFICE USE ONLY

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

(781) 401-7028

Name

Debra S. Serota

Address (line 1)

Reebok International Ltd.

Address (line 2)

100 Technology Center Drive

Address (line 3)

Stoughton, MA 02072

Address (line 4)

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments.

#

1

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

75/710,055		


**Number of Properties**

Enter the total number of properties involved.

#

1

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

40.00

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

180579

Authorization to charge additional fees:

Yes

No

**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. Charges to deposit account are authorized, as indicated herein.

Debra S. Serota

Name of Person Signing

Signature

Date Signed

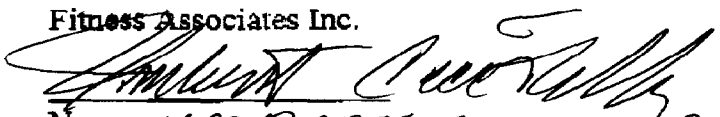
TRADEMARK ASSIGNMENT

WHEREAS, Fitness Associates Inc. (hereinafter "FAI"), a California corporation, having its principal place of business at 3110 Pennsylvania Ave., Santa Monica, California 90404 has adopted, used and is using the trademark REEBOK STRENGTH CYCLE (hereinafter the "Trademark") in connection with licensed REEBOK fitness equipment, and has certain title and interest in and to the Trademark and the goodwill of the business symbolized by the Trademark and is the owner of U.S. trademark application serial no. 75/710,055 for the Trademark .

WHEREAS, Reebok International Limited (hereinafter "Reebok"), a United Kingdom corporation, having its principal place of business at Moor Lane Mill, Moor Lane, Lancaster, LA1 1GF England is desirous of acquiring all rights, title and interest FAI may have acquired in and to the Trademark, including but not limited to any registered, common law or other unregistered rights in the Trademark, together with the goodwill of the business symbolized by the Trademark;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, FAI hereby assigns unto Reebok all rights, title and interest FAI may have acquired in and to the Trademark, including any trademark registrations and any common law or other unregistered rights in the Trademark, and the goodwill of the business symbolized by the Trademark, together with any existing rights of action for infringement of said Trademark.

Date: 8/6/99

Fitness Associates Inc.  
  
Name: UMBERTO CICCOLINA  
Title: PRESIDENT