



RECORDAT

11-22-1999

Docket No.:

TRADI



08-11-1999

101178991

Tab setting

U.S. Patent & TMOfo/TM Mail Rcpt Dt. #11

To the

nts and Trademarks: Please review

Final documents or copy thereof.

1. Name of conveying party(ies):

Town Sports International, Inc.

*CORR.
8-11-99*

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

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

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

Name: Bankers Trust Company

Internal Address: One Bankers Trust Company

Street Address: 130 Liberty Street

City: New York State: NY ZIP: 10006

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State banking
- 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: --CORRECTION--

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

Execution Date: December 10, 1996

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,846,800 1,608,657
1,806,497
1,801,172

Additional numbers attached? Yes No

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

Name: Maxroy Mitchell, Esq.

Internal Address: White & Case

Street Address: 1155 Avenue of the Americas

City: New York State: NY ZIP: 10036

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

4

7. Total fee (37 CFR 3.41):.....\$ \$115.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

08/19/1999 NTHAI1 00000022 1846800

DO NOT USE THIS SPACE

01 FC:481 40.00 OP
02 FC:482 75.00 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.

Maxroy Mitchell
Name of Person Signing

[Signature]
Signature

8/9/99
Date

Total number of pages including cover sheet, attachments, and document: 6

**GRANT OF SECURITY INTEREST
IN TRADEMARKS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, TOWN SPORTS INTERNATIONAL, INC., a New York corporation ("the Grantor") with principal offices at 888 Seventh Avenue, Suite 1801, New York, New York 10106, hereby assigns and grants to Bankers Trust Company, as Collateral Agent (the "Grantee") with principal offices at One Bankers Trust Plaza, 130 Liberty Street, New York, New York 10006, a security interest in (i) all of the Assignor's right, title and interest in and to the trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, in each case together with (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) of the Marks, (iii) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same, and (iv) the goodwill of the business with which the Marks are associated.

THIS GRANT, effective as of December 10, 1996, is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the Security Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of December 10, 1996 (as amended from time to time, the "Security Agreement"). Upon the occurrence of the termination of the Security Agreement pursuant to the terms thereof, the Assignee shall, upon such satisfaction, execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Marks acquired under this Grant.

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are without prejudice to, and are in addition to, those set forth in the Security Agreement, all of the terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

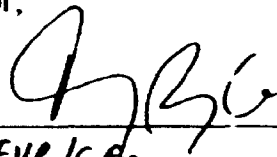
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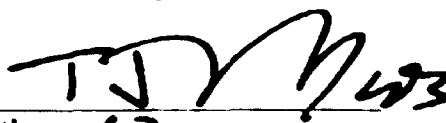
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IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the 10th day of December, 1996.

TOWN SPORTS INTERNATIONAL, INC.,
as Grantor,

By 
Title: EVP/CFO

BANKERS TRUST COMPANY,
as Collateral Agent and Grantee

By 
Title: VP.

0000E1B4.W51

TRADEMARK
REEL: 1617 FRAME: 0881

TRADEMARK
REEL: 001961 FRAME: 0624

Trademarks and Trademark Applications Owned by
TOWN SPORTS INTERNATIONAL INC.

<u>MARK</u>	<u>REG. NO.</u>	<u>REG. DATE</u>
LBS LEAN BODY SYSTEMS and design	1,846,800	07/26/94
TOWN SPORTS INTERNATIONAL	1,806,497	11/23/93
TSI	1,801,172	10/26/93
NEW YORK SPORTS CLUB	1,608,657	07/31/90

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TRADEMARK
REEL: 1617 FRAME: 0882

TRADEMARK
REEL: 001961 FRAME: 0625

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this _____ day of _____, 1997, before me personally came Richard Pyle who, being by me duly sworn, did state as follows: that [s]he is VP/CFO of Town Sports International, Inc., that [s]he is authorized to execute the foregoing Grant on behalf of said corporation and that [s]he did so by authority of the Board of Directors of said corporation.

Valerie Dexter
Notary Public

VALERIE DEXTER
Notary Public, State of New York
No. 01DE014066
Qualified in New York County
Commission Expires July 15, 1997

0000E194.W51

TRADEMARK
REEL: 1617 FRAME: 0883

TRADEMARK
REEL: 001961 FRAME: 0626

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 15th day of March, 1997, before me personally came Tim Morris who, being by me duly sworn, did state as follows: that he is VICE PRESIDENT of BANKERS TRUST COMPANY, that he is authorized to execute the foregoing Grant on behalf of said company and that he did so by authority of said company.

Sandra L. West
Notary Public

SANDRA L WEST
Notary Public, State of New York
No. 31-4942401
Qualified in New York County
Commission Expires September 19 1998

RECORDED: 07/22/1997

TRADEMARK
REEL: 1617 FRAME: 0884

TRADEMARK
REEL: 001961 FRAME: 0627

GRANT OF SECURITY INTEREST
IN TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, TOWN SPORTS INTERNATIONAL, INC., a New York corporation ("the Grantor") with principal offices at 888 Seventh Avenue, Suite 1801, New York, New York 10106, hereby assigns and grants to Bankers Trust Company, as Collateral Agent (the "Grantee") with principal offices at One Bankers Trust Plaza, 130 Liberty Street, New York, New York 10006, a security interest in (i) all of the Assignor's right, title and interest in and to the trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, in each case together with (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) of the Marks, (iii) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same, and (iv) the goodwill of the business with which the Marks are associated.

THIS GRANT, effective as of December 10, 1996, is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the Security Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of December 10, 1996 (as amended from time to time, the "Security Agreement"). Upon the occurrence of the termination of the Security Agreement pursuant to the terms thereof, the Assignee shall, upon such satisfaction, execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Marks acquired under this Grant.

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are without prejudice to, and are in addition to, those set forth in the Security Agreement, all of the terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

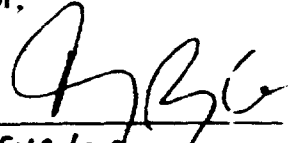
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TRADEMARK
REEL: 1617 FRAME: 0880


TRADEMARK
REEL: 001961 FRAME: 0628

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the 10th day of December, 1996.

TOWN SPORTS INTERNATIONAL, INC.,
as Grantor,

By 
Title: EVP / CFO

BANKERS TRUST COMPANY,
as Collateral Agent and Grantee

By 
Title: VP.

0000E1B4.W51

TRADEMARK
REEL: 1617 FRAME: 0881

TRADEMARK
REEL: 001961 FRAME: 0629

Trademarks and Trademark Applications Owned by
TOWN SPORTS INTERNATIONAL INC.

<u>MARK</u>	<u>REG. NO.</u>	<u>REG. DATE</u>
LBS LEAN BODY SYSTEMS and design	1,846,800	07/26/94
TOWN SPORTS INTERNATIONAL	1,806,497	11/23/93
TSI	1,801,172	10/26/93
NEW YORK SPORTS CLUB	1,608,657	07/31/90

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TRADEMARK
REEL: 1617 FRAME: 0882

TRADEMARK
REEL: 001961 FRAME: 0630

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this ____ day of _____, 1997, before me personally came
Richard Pyle who, being by me duly sworn, did state as follows: that [s]he is
VP / CFO of Town Sports International, Inc., that [s]he is authorized to execute
the foregoing Grant on behalf of said corporation and that [s]he did so by authority of
the Board of Directors of said corporation.

Valerie Dexter
Notary Public

VALERIE DEXTER
Notary Public, State of New York
No. 01DE014066
Qualified in New York County
Commission Expires July 15, 1997

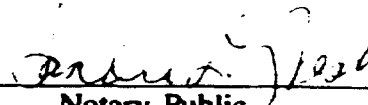
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TRADEMARK
REEL: 1617 FRAME: 0883

TRADEMARK
REEL: 001961 FRAME: 0631

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 15th day of March, 1997, before me personally came Tim Morris who, being by me duly sworn, did state as follows: that he is VICE PRESIDENT of BANKERS TRUST COMPANY, that he is authorized to execute the foregoing Grant on behalf of said company and that he did so by authority of said company.



Notary Public

SANDRA L. WEST
Notary Public, State of New York
No. 31-4942401
Qualified in New York County, 1997
Commission Expires September 19 1998

RECORDED: 07/22/1997

TRADEMARK
REEL: 1617 FRAME: 0884

RECORDED: 08/11/1999

TRADEMARK
REEL: 001961 FRAME: 0632