

FORM PTO-1618A  
Expires 06/30/99  
OMB 0651-0027

U.S. Department of Commerce  
Patent and Trademark Office  
**TRADEMARK**

### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

<b>Submission Type</b>		<b>Conveyance Type</b>	
<input type="checkbox"/> New	<input type="checkbox"/> Resubmission (Non-Recordation) Document ID # _____	<input type="checkbox"/> Assignment	<input type="checkbox"/> License
<input type="checkbox"/> Correction of PTO Error Reel # _____ Frame # _____	<input type="checkbox"/> Corrective Document Reel # _____ Frame # _____	<input type="checkbox"/> Security Agreement	<input type="checkbox"/> Nunc Pro Tunc Assignment
		<input type="checkbox"/> Merger	Effective Date Month Day Year <b>11 12 98</b>
		<input checked="" type="checkbox"/> Change of Name	
		<input type="checkbox"/> Other _____	

**Conveying Party**  Mark if additional names of conveying parties attached

Name FCA, Ltd. Execution Date  
Month Day Year **11 12 98**

Formerly \_\_\_\_\_

Individual  General Partnership  Limited Partnership  Corporation  Association

Other \_\_\_\_\_

Citizenship/State of Incorporation/Organization Minnesota

**Receiving Party**  Mark if additional names of receiving parties attached

Name LIFE TIME FITNESS, Inc.

DBA/AK/A/T/A \_\_\_\_\_

Composed of \_\_\_\_\_

Address (line 1) 6442 City West Parkway

Address (line 2) Suite 325

Address (line 3) Eden Prairie Minnesota - USA 55344  
City State/Country Zip Code

Individual  General Partnership  Limited Partnership  Corporation  Association

Other \_\_\_\_\_

Citizenship/State of Incorporation/Organization Minnesota

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.)

FOR OFFICE USE ONLY

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**TRADEMARK**  
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**TRADEMARK**

**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

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages**

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

#

**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)		
<input type="text" value="75/145,637"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,140,172"/>	<input type="text" value="2,128,353"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,255,837"/>	<input type="text" value="2,199,734"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,077,538"/>	<input type="text"/>	<input type="text"/>

**Number of Properties**

Enter the total number of properties involved.

#

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

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:

#

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.

R.M. Berman

Name of Person Signing

RMBerman

Signature

3/7/00

Date Signed

**MINUTES OF A MEETING OF THE BOARD OF DIRECTORS  
OF FCA, LTD.**

**November 12, 1998**

A special meeting of the Board of Directors of FCA, Ltd., a Minnesota corporation (the "Company") was convened at 7:30 AM on November 12, 1998, at the Company's executive offices, pursuant to notice duly given. Present in person were directors Bahram Akradi, John H. Bullion, Stephen R. Sefton and Jay D. Goldberg. Also attending were Shaun P. Nugent, the Company's Chief Financial Officer and Glenda R. Blair of the Company. Mr. Akradi served as Chairman of the meeting. A quorum being present, Mr. Akradi called the meeting to order, and Mr. Nugent served as secretary for the meeting.

**1. Approval of Minutes of the September 29, 1998 Meeting**

Upon motion duly made and seconded, the Board of Directors unanimously approved the minutes of the September 29, 1998 meeting of the Board.

**2. Review of Operating Results**

Mr. Nugent presented a review of the operating results for the September financial period and responded to questions by the Board. No formal action was taken.

**3. Development Discussion**

Mr. Akradi updated the Board on the various ongoing projects and informed them of the Company's personnel needs connected to these projects. He answered questioned and the discussion ended without any formal action taken.

**4. Series B Preferred Stock**

Mr. Nugent presented an outline of key terms and conditions for the Series B Preferred Stock transaction. A lengthy discussion followed. No formal action was taken at this time.

**5. Approval of Name Change to LIFE TIME FITNESS, Inc.**

Mr. Nugent gave an explanation to the Board for changing the name of the Company. Upon motion duly made and seconded, the following resolution was passed unanimously:

RESOLVED, that the name of the Company be changed from FCA, Ltd. to LIFE TIME FITNESS, Inc. and that management should take all steps necessary to effect this change.

**6. Approval of 4 to 1 Stock Split**

Mr. Nugent presented details to the Board for a split of Company stock and upon motion duly made and seconded, the following resolution was passed unanimously:

RESOLVED, that the Company effect a 4 to 1 stock split of its Common Stock and management shall take all steps necessary to execute this resolution.

**7. Approval of 1998 Stock Option Plan**

Mr. Nugent outlined the 1998 Stock Option Plan. After discussion and upon motion duly made and seconded the following resolution was passed unanimously:

RESOLVED, that the LIFE TIME FITNESS, Inc. 1998 Stock Option Plan be approved.

**8. Special Shareholders Meeting**

To allow for a Special Shareholders Meeting to be held, the following motions were duly made and seconded and the following resolutions were passed unanimously:

RESOLVED, that a Special Meeting of the Shareholders of the Company be scheduled for Tuesday, December 8, 1998 at 1:00 p.m. Minneapolis time (the "Special Meeting").

RESOLVED FURTHER, that the Special Meeting be held at the Company's executive offices in Suite 300.

RESOLVED FURTHER, that the business to be carried out at the Special Meeting and to be listed as such in the notice of meeting shall be for all holders of the Company's common stock to vote to approve the Name Change, the Stock Split and the Stock Option Plan for the Company.

RESOLVED FURTHER, that the record date for the determination of those shareholders entitled to receive notice of and to vote at the Special Meeting is hereby set at 10 a.m. Minneapolis time on Friday, November 13, 1998.

RESOLVED FURTHER, that the officers of the Company are hereby authorized and directed to solicit proxies on behalf of the Board of Directors seeking the approval of the Name Change, the Stock Split and the Stock Option Plan for the Company.

RESOLVED FURTHER, that the officers of the Company are hereby authorized and directed to prepare and distribute to the shareholders, in a timely manner, a notice of Special Meeting, proxy materials and all other documents necessary for the conduct of the Special Meeting and the solicitation of proxies in connection therewith.

RESOLVED FURTHER, that Glenda Blair is hereby appointed to act as judge of election and Shaun Nugent is hereby appointed to act as Chairman for the Special Meeting.

9. **Next Meeting**

The date for the next regular Board meeting is December 15, 1998 at 7:30 a.m.

10. **Adjournment**

There being no further business to come before the meeting, upon motion duly made and seconded, the directors voted unanimously that the meeting be adjourned at 10:25 AM.



Shaun P. Nugent  
Secretary