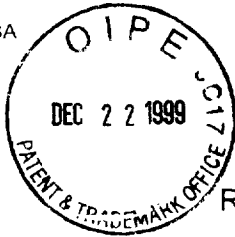


MSD

12.22.99



01-20-2000



101248451

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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 Change of Name
 - Other RELEASE OF SECURITY AGREEMENT
- Effective Date
Month Day Year
12 09 1999

Conveying Party

Mark if additional names of conveying parties attached

Name ATLANTIC BANK OF NEW YORK Execution Date
Month Day Year 12 09 1999

Formerly _____

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

Receiving Party

Mark if additional names of receiving parties attached

Name ERRICO, DONATO, JR.

DBA/AKA/TA _____

Composed of _____

Address (line 1) C/O EQUINOX HOLDINGS, INC.

Address (line 2) 895 BROADWAY

Address (line 3) NEW YORK NY 10003

City State/Country Zip Code

- Individual General Partnership Limited Partnership Corporation Association
 - Other _____
- 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.)

Citizenship/State of Incorporation/Organization UNITED STATES

01/19/2000 JSHABAZZ 00000069 796108

FOR OFFICE USE ONLY

01 FC:481 40.00 DP
02 FC:482 50.00 DP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002010 FRAME: 0265

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)

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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.

ERIC M. REUBEN, ESQ.

12/17/99

Name of Person Signing

Signature

Date Signed



**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

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

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

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional 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 the Assignment.)

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

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

Mark if additional numbers attached

Trademark Application Number(s)

Registration Number(s)

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ATLANTIC BANK OF NEW YORK
960 AVENUE OF THE AMERICAS
NEW YORK, NEW YORK 10001
212 695 5400
FACSIMILE: 212 563 2729
CABLE ADDRESS: MAINATLANT

December 9, 1999

Donato Errico, Jr.
Vito Errico
344 Amsterdam Avenue
New York, New York 10023

Re: "Equinox" Trademarks

Gentlemen:

Reference is made to (i) the Security Agreement, dated as of October 14, 1997 between Donato Errico, Jr. and Atlantic Bank of New York ("Atlantic Bank") and (ii) the Security Agreement, dated as of October 14, 1997 among Vito Errico, Donato Errico, Jr., and Atlantic Bank (collectively, the "Security Agreements"). Pursuant to the Security Agreements, Donato Errico, Jr. and Vito Errico granted to Atlantic Bank a lien on and security interest in their right, title and interest in and to the trademarks described in Exhibit A attached hereto (the "Trademarks").

By this letter, Atlantic Bank hereby agrees, acknowledges and confirms that, effective as of the date hereof, Atlantic Bank is releasing and does release any and all liens on and security interest in the Trademarks. Any rights that Atlantic Bank has or may have in and to the Trademarks under and pursuant to the Security Agreements are hereby terminated. Atlantic Bank consents to the filing of this letter with the U.S. Department of Commerce Patent and Trademark Office as evidence of the release of its security interests in the Trademarks.

Atlantic Bank further agrees to execute and deliver to Donato Errico, Jr. and Vito Errico at the expense of Messrs. Errico, and without any cost or expense to Atlantic Bank, any and all documents, instruments or agreements necessary to evidence this release including, but not limited to, UCC-3 Termination Statements.

ATLANTIC BANK OF NEW YORK

By: _____

Name: George N. Jarvis

Title: Senior Vice President

TRADEMARK
REEL: 002010 FRAME: 0268

EXHIBIT A

List of Trademarks and Service Marks

1. Trademark: EQUINOX (For Health Club Services) Reg. No. 1,796,108
2. Trademark: EQUINOX (For Spa Services) Reg. No. 1,900,162
3. Trademark: EQUINOX - Reg. No. 2,074,971