

03/22/00

04-24-2000

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

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



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OPR/FINANCE 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
Effective Date
Month Day Year
1/1/2000
- Merger
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name FITNESS WAREHOUSE, INC.

Execution Date
Month Day Year
3/17/2000

Formerly _____

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

Receiving Party

Mark if additional names of receiving parties attached

Name HOIST FITNESS SYSTEMS, INC.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 9990 Empire Street

Address (line 2) Suite 130

Address (line 3) San Diego

California

92126

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

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.)

04/24/2000 JSHABAZZ 00000244 75736742

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01 FC:481
02 FC:482

40.00 OP
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Mail documents to be recorded with required cover sheet(s) information to:
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TRADEMARK
REEL: 002057 FRAME: 0391

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

619/238-0999

Name

Kathleen A. Pasulka

Address (line 1)

BROWN, MARTIN, HALLER & McCLAIN

Address (line 2)

1660 Union Street

Address (line 3)

San Diego, California 92101

Address (line 4)

Pages

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

#

3

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)

75/736,742

75/736,743

1,846,285

1,875,364

1,925,582

Number of Properties

Enter the total number of properties involved.

#

5

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

140.00

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:

#

02-4070

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.

Kathleen A. Pasulka

Name of Person Signing

Kathleen Pasulka

Signature

March 22, 2000

Date Signed

NUNC PRO TUNC ASSIGNMENT

WHEREAS, **FITNESS WAREHOUSE, INC.**, a California corporation, having a principal place of business at 9990 Empire Street, Suite 130, San Diego, California 92126, has adopted, used and is using the marks that are pending/registered in the U.S. Patent and Trademark Office, as follows:

Application No. 75/736,742 filed June 25, 1999 for
RADIAL INTERLOC

Application No. 75/736,743 filed June 25, 1999 for
RADIAL LOC

Registration No. 1,846,285 issued July 19, 1994 for
SILENT STEEL

Registration No. 1,875,364 issued January 25, 1995 for
CLUB QUALITY GUARANTEE and Design

Registration No. 1,925,582 issued October 10, 1995 for
HOIST DIAMOND GYM

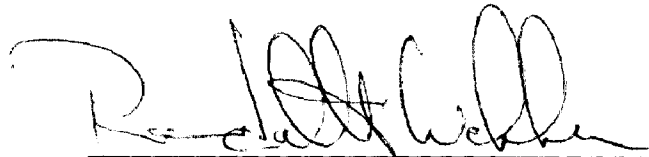
WHEREAS, **HOIST FITNESS SYSTEMS, INC.**, a California corporation, having a principal place of business at 9990 Empire Street, Suite 130, San Diego, California 92126, acquired said marks and the registrations and applications therefor on January 1, 2000.

NOW, THEREFORE, in keeping with said acquisition, **FITNESS WAREHOUSE, INC.**, hereby assigns, transfers and sets over unto **HOIST FITNESS SYSTEMS, INC.**, all right, title and interest in and to said marks, together with the goodwill of the business in connection with which the marks are used.

The Commissioner of Patents and Trademarks is requested to issue the Certificates of Registrations to said assignee for the above-identified applications.

FITNESS WAREHOUSE, INC.

Dated: 3/17/00



RANDALL T. WEBBER
Vice President

[ASNKHOIS00.B14]