

MRD

RW

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

05-08-2000

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



2000 JAN -3 AM 10:18

101349734

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
 - Merger
 - Change of Name
 - Other _____
- Effective Date
Month Day Year
11 22 1999

Conveying Party

Mark if additional names of conveying parties attached

Name The Sports Club Company, Inc.

Execution Date
Month Day Year
11 22 1999

Formerly _____

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

Receiving Party

Mark if additional names of receiving parties attached

Name Spectrum Club Holding Company

DBA/AKATA _____

Composed of _____

Address (line 1) 11150 Santa Monica Boulevard

Address (line 2) Suite 1200

Address (line 3) Los Angeles
City

California
State/Country

90025
Zip Code

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

01/31/2000 DNGUYEN 00000003 74314379

FOR OFFICE USE ONLY

01 FC:481

40.00 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, DC 20503

REEL: 002067 FRAME: 0599

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="74/314,379"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<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.

Name of Person Signing Signature Date Signed

ASSIGNMENT OF TRADEMARK

For good and valuable consideration and/or first-issue common stock of SCHC, the receipt and adequacy of which are hereby acknowledged, The Sports Club Company, Inc., a Delaware corporation ("Contributor"), does hereby assign, grant, bargain, sell, convey and transfer to Spectrum Club Holding Company, a California corporation ("SCHC"), all of Contributor's right, title, interest, privileges and benefits now or hereafter existing in and to the trademark listed on Schedule A attached hereto (the "Trademark"), together with the goodwill of the business symbolized by and associated with each of the Trademark, and all rights to damages and profits, due or accrued, arising out of past infringements of any of the Trademark, and the right to sue for and recover the same.

The Assignment of Trademark is being executed and delivered as of

November 22, 1999.

THE SPORTS CLUB COMPANY, INC.

By: [Signature]
Name: John M. Gibbons
Title: CEO

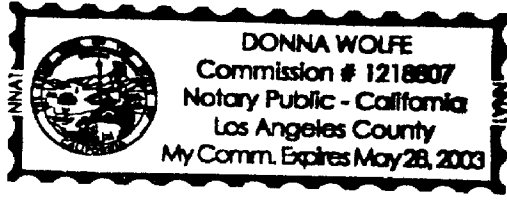
STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)

On November 22, 1999, before me, Donna Wolfe, Notary Public, personally appeared John M. Gibbons, proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Signature of Notary

[Signature: Donna Wolfe]



SCHEDULE A

ASSIGNMENT OF TRADEMARK

TRADEMARK AND APPLICATIONS RELATED THERETO

TRADEMARK	CLASS OF GOODS/ SUBJECT MATTER	COUNTRY/ JURISDICTION	REGISTRATION/ APPLICATION SERIAL #	DATE OF REGISTRATION FILING APPLICATION	EXPIRATION DATE
SPECTRUM CLUB	41	U.S.	74-314,379	9-7-1992	10-18-2004