

MRD 6-15-00

07-14-2000



101404170

Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Old PBGI, Inc.  
f/k/a Powerhouse Bodybuilding Gym, Inc.  
28988 Salem Road  
Farmington Hills, MI 48334

2. Name and address of receiving party(ies): Powerhouse Marks, LLC  
Second Floor  
24396 Halsted Road  
Farmington Hills, MI 48335

3. Nature of conveyance:  Assignment  
 Change of Name  
 Merger  
 Security Agreement  
 Other: \_\_\_\_\_

Execution Date: May 21, 1999

Additional name(s) and address(es) attached?  Yes  No

RECEIVED  
JUN 15 PM 2:39  
COMM/FINANCE

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

A. Trademark Application No.(s) B. Trademark Registration No.(s)  
SEE ATTACHED SHEET

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed: John F. Buckert, Esq.  
Dykema Gossett PLLC  
Suite 300  
39577 Woodward Avenue  
Bloomfield Hills, MI 48304-2820  
(248) 203-0752

6. Total number of applications and registrations involved: 7

7. Total fee (37 CFR 3.41) \$ 190.00  
 Enclosed  
 Authorized to be charged to account.

8. Deposit Account Number: 04-2223  
(Attach duplicate copy of this page is using deposit account)

DO NOT USE THIS SPACE

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.

John F. Buckert \_\_\_\_\_ June 13, 2000  
Name Signature Date

Total number of pages comprising cover sheet: 2

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

07/14/2000 DMSUYEN 00000115 042223 74437998 Commissioner of Patents and Trademarks  
Box Assignments  
Washington, DC 20231

01 FC:481 40.00 CH  
02 FC:482 150.00 CH

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

**TRADEMARK**  
**REEL: 002101 FRAME: 0119**

<b>Trademark</b>	<b>Application No.</b>	<b>Reg. No.</b>	<b>Reg. Date</b>
DESIGN (Powerhouse logo)	74/437,998	1,841,902	06/28/1994
MISS GALAXY & DESIGN	74/376,664	2,030,449	01/14/1997
POWERHOUSE (word mark)	74/439,811	1,840,536	06/21/1994
POWERHOUSE GALAXY & DESIGN	74/710,871	1,973,140	05/07/1996
POWERHOUSE GYM & BODYBUILDER DESIGN	350,790	1,255,385	10/25/1983
POWERHOUSE GYM & DESIGN	503,655	1,337,259	05/21/1985
SIMPLY THE BEST	74/703,260	1,998,863	09/03/1996

BH01\ 256648.1  
ID\ JFBU

## TRADEMARK ASSIGNMENT

WHEREAS, Powerhouse Bodybuilding Gym, Inc., a corporation created and existing under the laws of the State of Michigan, is the sole and exclusive owner, owns, has used and is using the trade names, domain names, trademarks, service marks, as well as U.S. trademarks, U.S. trademark applications, state trademark registrations and applications for state trademark registrations, foreign trademarks and foreign trademark applications identified herein:

WHEREAS, Powerhouse Marks, L.L.C., a Michigan limited liability company having a place of business at 24385 Halsted Road, Farmington Hills, MI 48335, is desirous of acquiring the right, title and interest in, and to the trade names, domain names, trademarks and service marks and the good will of the business associated therewith, as well as all U.S. trademarks, U.S. trademark applications, state trademark registrations and applications for state trademark registrations, foreign trademarks and foreign trademark applications listed herein:

NOW, THEREFORE, TO ALL WHOM IT MAY CONCERN:

BE IT KNOWN, that for and in consideration of the sum of money to Powerhouse Bodybuilding Gym, Inc. in hand paid or to be paid by said Powerhouse Marks, L.L.C., and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, said Powerhouse Bodybuilding Gym, Inc., by these presents has sold, assigned, transferred and set over, and does hereby sell, assign, transfer and set over to said Powerhouse Marks, L.L.C., the full and exclusive rights, title and interest in and to the trade names, domain names, trademarks and service marks used and/or filed in the United States, its territorial possessions and all foreign countries, and in and to any and all divisions, amendments and/or renewals of the trade names, domain names, trademarks, and service marks, U.S. trademark applications, state trademark registration and applications for state registration, foreign trademarks and foreign trademark applications, together with the good will of the business in association with which the aforementioned marks, which have been or shall be filed in the United States, its territorial possessions and/or any foreign countries, and all rights, together with all priority rights under any of the international conventions, unions, agreements, acts and treaties, including all future conventions, unions, agreements, acts and treaties of all kinds in all countries of the world with respect to the foregoing, all the aforementioned trade names, domain names, trademarks and service marks and rights thereto held and enjoyed by said Powerhouse Marks, L.L.C. for its own use and enjoyment, and for the use and enjoyment of its successors, assigns or other legal representatives, to the end of the term or terms for which said marks, trade names and domain names are or may be granted or renewed as fully and entirely as the same would have been held and enjoyed by said Powerhouse Bodybuilding Gym, Inc., a Michigan corporation, if this assignment and sale had not been made; together with all claims for damages or injunctive relief by reason of past infringements of said marks, trade names, and domain names described herein, with the right to sue for, and collect the same for its own use

and behoof and for the use and behoof of its successors, assigns or other legal representatives.

**U.S. AND FOREIGN TRADEMARKS/TRADE NAMES & DOMAIN NAME  
AS OF FEBRUARY, 1999**

*See "Exhibit A" attached hereto and incorporated herein.*

And, said Powerhouse Bodybuilding Gym, Inc. hereby authorizes and requests the Commissioner of Patents and Trademarks to issue any and all trademark registrations and trademark registration renewals thereof to said Powerhouse Marks, L.L.C. and its successors, assigns or other legal representatives, as assignee of the entire interest, and hereby covenants that Powerhouse Bodybuilding Gym, Inc. has full right to convey the entire interest herein assigned, and that it has not executed, and will not execute, any agreement in conflict herewith.

Powerhouse Bodybuilding Gym, Inc. agrees that upon request by Powerhouse Marks, L.L.C. or its successors, assigns or other legal representatives that Powerhouse Bodybuilding Gym, Inc. or its successors assigns or other legal representatives, shall do all other legal acts reasonably necessary to carry out the intent of this assignment at the assignee's expense and request, as well as provide such other material, information, or assistance as assignee or its successors, assigns or other legal representatives may consider necessary.

This Assignment shall be binding on the parties, their successors, assigns, or other legal representatives, and all others acting by, through, with or under their direction, and those in priority therewith.

IN TESTIMONY WHEREOF, Powerhouse Bodybuilding Gym, Inc. has caused these presents to be signed by a Director thereunto duly authorized, this 21 day of May, 1999. to be effective January 1, 1999.

**POWERHOUSE BODYBUILDING GYM, INC.**

By:  \_\_\_\_\_

Title: Pres: \_\_\_\_\_

State of Michigan

County of Oakland

On May 21, 1999 before me,  
William Dabish, President

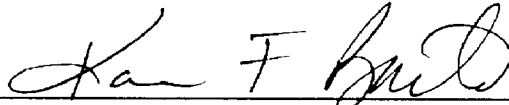
NAME, TITLE OF OFFICER E.G., "JANE DOE, NOTARY PUBLIC"

personally appeared  
William Dabish

NAME(S) OF SIGNER(S)

personally known to me; or 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 person or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal,



Signature of Notary Public

10295.82144.203870

NOTARY PUBLIC  
William Dabish, Notary Public  
10295.82144.203870  
Notary Seal Expires Sept. 22, 1999

# EXHIBIT A

**Country:** AU Australia

<b>Trademark</b>	<b>Status</b>	<b>Application Number</b>	<b>Filing Date</b>	<b>Registration Number</b>	<b>Registration Date</b>
POWERHOUSE GYM AND BODY BUILDER DESIGN	Abandoned	546514	23-Nov-1990		

**Classes:** 25

POWERHOUSE GYM AND CIRCLE DESIGN	Registered	546513	23-Nov-1990	A546513	25-Feb-1993
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**Classes:** 41

**Country:** AT Austria

<b>Trademark</b>	<b>Status</b>	<b>Application Number</b>	<b>Filing Date</b>	<b>Registration Number</b>	<b>Registration Date</b>
POWERHOUSE GYM AND CIRCLE DESIGN	Registered	131864	28-Mar-1990	131864	31-Jul-1990

**Classes:** 25, 41

Filed in the name of Powerhouse Body Building Gym, Inc.

**Country:** BX Benelux

<b>Trademark</b>	<b>Status</b>	<b>Application Number</b>	<b>Filing Date</b>	<b>Registration Number</b>	<b>Registration Date</b>
POWERHOUSE GYM (words only)	Registered	737008	09-Nov-1989	471143	09-Nov-1989

**Classes:** 25, 41

Filed in the name of Powerhouse Body Building Gym, Inc.

**Country:** CA Canada

<b>Trademark</b>	<b>Status</b>	<b>Application Number</b>	<b>Filing Date</b>	<b>Registration Number</b>	<b>Registration Date</b>
POWERHOUSE GYM AND BODY BUILDER DESIGN	Registered	572607	12-Nov-1986	360835	27-Oct-1989

**Classes:** no class system

POWERHOUSE GYM AND CIRCLE DESIGN	Registered	572603	12-Nov-1986	339011	08-Apr-1988
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**Classes:** no class system

**Country: DK Denmark**

<b>Trademark</b>	<b>Status</b>	<b>Application Number</b>	<b>Filing Date</b>	<b>Registration Number</b>	<b>Registration Date</b>
POWERHOUSE GYM (words only)	Registered	02570/1990	27-Mar-1990	00006/1995	06-Jan-1995

**Classes: 25, 41**

**Country: EG Egypt**

<b>Trademark</b>	<b>Status</b>	<b>Application Number</b>	<b>Filing Date</b>	<b>Registration Number</b>	<b>Registration Date</b>
MISS GALAXY and design	Pending	116141	11-Jul-1998		

**Classes: 16**

MISS GALAXY and design	Pending	116133	11-Jul-1998		
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**Classes: 41**

POWERHOUSE (word mark)	Pending	116142	11-Jul-1998		
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**Classes: 16**

POWERHOUSE (word mark)	Pending	116137	11-Jul-1998		
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**Classes: 25**

POWERHOUSE (word mark)	Pending	116131	11-Jul-1998		
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**Classes: 41**

POWERHOUSE GALAXY and design	Pending	116136	11-Jul-1998		
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**Classes: 25**

POWERHOUSE GALAXY and design	Pending	116130	11-Jul-1998		
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**Classes: 41**

POWERHOUSE GYM (Arabic)	Pending	116139	11-Jul-1998		
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**Classes: 25**

POWERHOUSE GYM (Arabic)	Pending	116134	11-Jul-1998		
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**Classes: 41**

POWERHOUSE GYM AND BODY BUILDER DESIGN	Pending	116024	04-Jul-1998		
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**Classes: 5**

Country: EG Egypt

Trademark	Status	Number	Application Date	Filing Number	Registration Date
POWERHOUSE GYM AND BODY BUILDER DESIGN Classes: 9	Pending		116025	04-Jul-1998	
POWERHOUSE GYM AND BODY BUILDER DESIGN Classes: 16	Pending		116026	04-Jul-1998	
POWERHOUSE GYM AND BODY BUILDER DESIGN Classes: 21	Pending		116027	04-Jul-1998	
POWERHOUSE GYM AND BODY BUILDER DESIGN Classes: 25	Pending		116028	04-Jul-1998	
POWERHOUSE GYM AND BODY BUILDER DESIGN Classes: 28	Pending		116029	04-Jul-1998	
POWERHOUSE GYM AND BODY BUILDER DESIGN Classes: 32	Pending		116030	04-Jul-1998	
POWERHOUSE GYM AND BODY BUILDER DESIGN Classes: 35	Pending		116031	04-Jul-1998	
POWERHOUSE GYM AND BODY BUILDER DESIGN Classes: 41	Pending		116032	04-Jul-1998	
POWERHOUSE GYM AND BODY BUILDER DESIGN Classes: 42	Pending		116033	04-Jul-1998	
POWERHOUSE GYM AND CIRCLE DESIGN Classes: 25	Pending		116138	11-Jul-1998	



**Country: EG Egypt**

<b>Trademark</b>	<b>Status</b>	<b>Application Number</b>	<b>Filing Date</b>	<b>Registration Number</b>	<b>Registration Date</b>
POWERHOUSE GYM AND CIRCLE DESIGN	Pending	116132	11-Jul-1998		

**Classes: 41**

SIMPLY THE BEST	Pending	116140	11-Jul-1998		
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**Classes: 25**

SIMPLY THE BEST	Pending	116135	11-Jul-1998		
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**Classes: 41**

**Country: EU European Community**

<b>Trademark</b>	<b>Status</b>	<b>Application Number</b>	<b>Filing Date</b>	<b>Registration Number</b>	<b>Registration Date</b>
POWERHOUSE GYM AND BODY BUILDER DESIGN	Pending	624197	03-Sep-1997		

**Classes: 32, 5, 16, 28, 35**

Filed in the name of Powerhouse Gyms International, Inc.

**Country: FR France**

<b>Trademark</b>	<b>Status</b>	<b>Application Number</b>	<b>Filing Date</b>	<b>Registration Number</b>	<b>Registration Date</b>
POWERHOUSE GYM (words only)	Registered	158170	02-Oct-1989	1553310	02-Oct-1989

**Classes: 16, 41**

Filed in the name of Powerhouse Body Building Gym, Inc.

**Country: DE Germany**

<b>Trademark</b>	<b>Status</b>	<b>Application Number</b>	<b>Filing Date</b>	<b>Registration Number</b>	<b>Registration Date</b>
POWERHOUSE GYM (words only)	Registered	P38612/41	02-Oct-1989	1182462	25-Nov-1991

**Classes: 41, 25**

Filed in the name of Powerhouse Body Building Gym, Inc.

**Country: IT Italy**

<b>Trademark</b>	<b>Status</b>	<b>Application Number</b>	<b>Filing Date</b>	<b>Registration Number</b>	<b>Registration Date</b>
POWERHOUSE GYM AND CIRCLE DESIGN	Registered	49961-C/89	29-Sep-1989	562632	04-Mar-1992

**Classes: 25, 41**

Filed in the name of Powerhouse Body Building Gym, Inc.

Country: JP Japan

Trademark	Status	Application Number	Filing Date	Registration Number	Registration Date
POWERHOUSE (word mark)	Registered	6/66462	06-Jul-1994	3354691	24-Oct-1997
Classes: 41					
POWERHOUSE GYM AND BODY BUILDER DESIGN	Registered	6/66463	06-Jul-1994	4019466	27-Jun-1997
Classes: 41					
POWERHOUSE GYM AND BODY BUILDER DESIGN	Abandoned	46401/89	21-Apr-1989		
Classes: 17					

Country: MY Malaysia

Trademark	Status	Application Number	Filing Date	Registration Number	Registration Date
POWERHOUSE (word mark)	Pending	97/08592	26-Jun-1997		
Classes: 25					

Country: NO Norway

Trademark	Status	Application Number	Filing Date	Registration Number	Registration Date
POWERHOUSE GYM AND BODY BUILDER DESIGN	Registered	901697	28-Mar-1990	155105	11-Feb-1993
Classes: 25					
POWERHOUSE GYM AND CIRCLE DESIGN	Registered	901698	28-Mar-1990	151465	16-Jul-1992
Classes: 41					

Country: ZA South Africa

Trademark	Status	Application Number	Filing Date	Registration Number	Registration Date
POWERHOUSE GYM AND CIRCLE DESIGN	Registered	89/7483	17-Aug-1989	89/7483	17-Aug-1989
Classes: 41					

Country: ES Spain

Trademark	Status	Application Number	Filing Date	Registration Number	Registration Date
POWERHOUSE GYM AND CIRCLE DESIGN	Registered	1563734	20-Apr-1990	1563734	02-Feb-1994

Classes: 41

Country: SE Sweden

Trademark	Client	Status	Application Number	Filing Date	Registration Number	Registration Date
POWERHOUSE GYM (words only)		Registered	90/3186	30-Mar-1990	235796	05-Jun-1992

Classes: 25, 41

Country: CH Switzerland

Trademark	Status	Application Number	Filing Date	Registration Number	Registration Date
POWERHOUSE GYM (words only)	Registered	2408/1990.5	27-Mar-1990	380677	27-Mar-1990

Classes: 25

Filed in the name of Powerhouse Body Building Gym, Inc.

Country: GB United Kingdom

Trademark	Status	Application Number	Filing Date	Registration Number	Registration Date
POWERHOUSE GYM AND BODY BUILDER DESIGN	Registered	1381688	21-Apr-1989	A1381688	21-Apr-1989

Classes: 25

POWERHOUSE GYM AND CIRCLE DESIGN	Registered	1381685	21-Apr-1989	B1381685	21-Apr-1989
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Classes: 41

Country: US United States of America

Trademark	Status	Application Number	Filing Date	Registration Number	Registration Date
DESIGN (powerhouse logo)	Registered	74/437998	20-Sep-1993	1841902	28-Jun-1994
MISS GALAXY and design	Registered	74/376664	07-Apr-1993	2030449	14-Jan-1997

Classes: 25, 41

Country: US United States of America

Trademark	Status	Application Number	Filing Date	Registration Number	Registration Date
POWER HOUSE NATURAL REFRESHING ENERGY (and design)	Abandoned	74/672113	10-May-1995		
<b>Classes: 32</b>					
POWERHOUSE (word mark)	Registered	74/439811	24-Sep-1993	1840536	21-Jun-1994
<b>Classes: 16, 25, 41</b>					
POWERHOUSE GALAXY and	Registered	74/710871	02-Aug-1995	1973140	07-May-1996
<b>Classes:41</b>					
POWERHOUSE GYM AND BODY BUILDER DESIGN	Registered	350790	18-Feb-1982	1255385	25-Oct-1983
<b>Classes: 25</b>					
POWERHOUSE GYM AND	Registered	503655	15-Oct-1984	1337259	21-May-1985
<b>Classes: 41</b>					
POWERHOUSE LOGO - bottled water	Abandoned	74/651481	24-Mar-1995		
<b>Classes: 32</b>					
POWERLINE	Abandoned	75/007019	17-Oct-1995		
<b>Classes: 16</b>					
SIMPLY THE BEST	Registered	74/703260	19-Jul-1995	1998863	03-Sep-1996
<b>Classes: 41</b>					
THE NEW LEADER IN SERIOUS FITNESS	Abandoned	75/005284	13-Oct-1995		
<b>Classes: 41</b>					
INTERNET DOMAIN NAME					
<a href="http://www.powerhousegyms.com">www.powerhousegyms.com</a>					

10295 82144.196268

RECORDED: 06/15/2000

TRADEMARK  
REEL: 002101 FRAME: 0130