

09-18-2000



101459958

8.16.00

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 # 002081 Frame # 0142

Conveyance Type

- Assignment  License
- Security Agreement  Nunc Pro Tunc Assignment  
Effective Date  
Month Day Year  
\_\_\_\_\_
- Merger
- Change of Name
- Other \_\_\_\_\_

Conveying Party

Mark if additional names of conveying parties attached

Name Gold's Gym Enterprises, Inc.

Execution Date  
Month Day Year  
08241999

Formerly \_\_\_\_\_

2068399

- 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 Gold's Gym Licensing, Inc.

DBA/AKA/TA \_\_\_\_\_

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

Address (line 1) 2841 Hartland Road

Address (line 2) Suite 402

Address (line 3) Falls Church

Virginia

22043

City

State/Country

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 Delaware

09/18/2000 DMSUYEN 00000342 2068399

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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, D.C. 20231

**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"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2068399"/>	<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.

Cathleen Kirby



8/16/2000

Name of Person Signing

Signature

Date Signed

06-01-2000



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S-31-00

### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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#### Submission Type

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Reel #  Frame #

#### Conveyance Type

- Assignment  License
- Security Agreement  Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other

Effective Date  
Month Day Year  
**8/24/99**

#### Conveying Party

Mark if additional names of conveying parties attached

Name **Gold's Gym Enterprises, Inc.**

Execution Date  
Month Day Year  
**8/24/99**

Formerly

**1203098**

- 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 **Gold's Gym Licensing, Inc.**

DBA/AKA/TA

Composed of

Address (line 1) **2841 Hartland Road**

Address (line 2) **Suite 402**

Address (line 3) **Falls Church**

**Virginia**

**22043**

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

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.)

05/31/2000 JSHABAZZ 00000074 1203098

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01 FC:481  
02 FC:482

40.00 OP  
925.00 OP

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Commissioner of Patents and Trademarks, Box Assignments TRADEMARK 20231

REEL: 002136 FRAME: 0760

**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**

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**Trademark Application Number(s)**

**Registration Number(s)**

SEE	ATTACHED	SCHEDULE
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

SEE	ATTACHED	SCHEDULE A-1
SEE	ATTACHED	SCHEDULE A-1
SEE	ATTACHED	SCHEDULE A-1

**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.

Elizabeth J. Burns  
Name of Person Signing

Elizabeth J. Burns  
Signature

10-15-99  
Date Signed

**SCHEDULE A-1****GOLD'S GYM DOMESTIC TRADEMARKS****U.S. Trademark Registrations**

<i>Mark</i>	<i>Reg. No.</i>	<i>Date Registered</i>
GOLD'S GYM	1,203,098	07/27/82
GOLD'S GYM	1,210,685	09/28/82
GOLD'S GYM	1,211,211	10/05/82
GOLD'S GYM	1,214,046	10/26/82
Design (Old Man)	1,227,849	02/15/83
GOLDS CLASSIC	1,269,466	03/06/84
THE MECCA OF BODYBUILDING	1,312,678	01/01/85
GOLD'S	1,402,824	07/29/86
GOLD'S	1,404,419	08/05/86
GOLD'S	1,543,662	06/13/89
GOLD'S GYM	1,564,470	11/07/89
Design (New Man)	1,835,743	05/10/94
GOLD'S GYM and Design (New Man)	1,845,939	07/19/94
GOLD'S GYM and Design (New Man)	1,968,266	04/16/96
GOLD'S GYM	1,972,588	05/07/96
Design (Old Man)	2,002,430	09/24/96
Design (New Man)	2,026,517	12/31/96
GOLD'S GYM	2,051,443	04/08/97

<i>Mark</i>	<i>Reg. No.</i>	<i>Date Registered</i>
GOLD'S GYM	2,053,953	04/22/97
Design (New Man)	2,058,263	04/29/97
Design (New Man)	2,062,562	05/20/97
GOLD'S GYM	2,068,400	06/10/97
Design (New Man)	2,068,339	06/10/97
GOLD'S GYM	2,072,479	06/17/97
Design (New Man)	2,096,382	09/16/97
SERIOUS FITNESS FOR EVERY BODY	2,107,225	10/21/97
SERIOUS FITNESS	2,167,409	06/23/98
SERIOUS FITNESS FOR EVERY BODY	2,167,410	06/23/98
SERIOUS FITNESS FOR EVERY BODY	2,212,372	12/22/98
SERIOUS FITNESS FOR EVERY BODY	2,212,364	12/22/98
SERIOUS FITNESS	2,218,229	01/19/99

**U.S. Trademark Applications**

<i>Mark</i>	<i>Serial No.</i>	<i>Filing Date</i>
Design (New Man)	75/511,407	06/30/98
GOLD'S GYM	75/511,408	06/30/98
SERIOUS FITNESS FOR EVERY BODY	75/501,945	06/10/98
SERIOUS FITNESS FOR EVERY BODY	75/501,944	06/10/98
SERIOUS FITNESS FOR EVERY BODY	75/530,952	07/30/98

SERIOUS FITNESS FOR EVERY BODY	75/530,077	08/03/98
SERIOUS FITNESS FOR EVERY BODY	75/530,076	08/03/98

ASSIGNMENT OF TRADEMARKS - United States

THIS ASSIGNMENT OF TRADEMARKS - United States (the "Assignment") is made and entered into, effective the 21<sup>st</sup> day of August 1999, by and between Gold's Gym Enterprises, Inc., a California Corporation ("Assignor"), and Gold's Gym Licensing, Inc., a Delaware Corporation ("Assignee"), in favor of Assignee.

WHEREAS, Assignor owned the United States trademark registrations and applications to register trademarks identified and set forth in Schedule A-1 attached hereto (collectively, the "Gold's Gym United States Trademarks"), and the goodwill of the business associated therewith and any causes of action relating thereto;

WHEREAS, it was the intention of the parties that Assignor should assign to Assignee the Assignor's entire right, title and interest in and to the Gold's Gym United States Trademarks;

WHEREAS, pursuant to the Contribution Agreement by and between Assignor and Assignee (among others), as of August 24, 1999, Assignor undertook to transfer to Assignee all right, title and interest encompassed hereby and Assignor does hereby willingly comply with such undertaking.



NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound, Assignor hereby assigns, transfers and delivers to Assignee the entire right, title and interest of Assignor in and to the Gold's Gym United States Trademarks including all common law rights connected therewith, together with the goodwill associated therewith, the registrations and applications to register therefor and the right to sue for past infringement thereon, if any there may be.

Assignor hereby authorizes and requests the United States Commissioner of Patents and Trademarks to record Assignee as the owner of the Gold's Gym United States Trademarks and to issue to Assignee, in lieu of Assignor, in accordance with this instrument, all future certificates, notices and any other documents bearing on the Gold's Gym United States Trademarks. To the extent required by 15 U.S.C. § 1060 when read in conjunction with 15 U.S.C. § 1051(b), with respect to any applications to register trademarks covered hereby, Assignee is a successor to that portion of the business of Assignor pertinent to the marks so affected.

Assignor agrees to bear all fees and costs related to any recordation of this Assignment.

This instrument shall inure to the benefit of Assignee and its successors and assigns and shall be binding upon Assignor and its successors and assigns.

IN WITNESS WHEREOF, Assignor and Assignee have duly executed the

Assignment effective as of the date first above-written.

GOLD'S GYM ENTERPRISES, INC.

GOLD'S GYM LICENSING, INC.

By: [Signature]

By: [Signature]

Title: C.F.O.

Title: president & ceo

Sworn to before me and  
subscribed in my presence

Sworn to before me and  
subscribed in my presence

this 24 day of

this 24 day of

August, 1999.

August, 1999.

Elizabeth G Burns  
NOTARY PUBLIC

Elizabeth G Burns  
NOTARY PUBLIC

