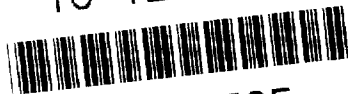


10-12-2000



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

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- Correction of PTO Error
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Conveyance Type

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

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
9 12 00

Name LUCILLE ROBERTS HEALTH CLUBS, INC.

Formerly []

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other []
- Citizenship/State of Incorporation/Organization []

Receiving Party

Mark if additional names of receiving parties attached

Name LUCILLE ROBERTS

DBA/AKA/TA []

Composed of []

Address (line 1) 4 East 80th Street

Address (line 2) []

Address (line 3) New York New York 10021
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 Assignment.)

FOR OFFICE USE ONLY

7/12/2000 40:49 00000431 1163.32 40.00 00

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 Lanning G. Bryer

Address (line 1) 26 West 61st Street

Address (line 2) New York, New York 10023

Address (line 3)

Address (line 4)

Correspondent Name and Address Area Code and Telephone Number (212) 708-1870

Name Lanning G. Bryer

Address (line 1) 26 West 61st Street

Address (line 2) New York, New York 10023

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)		
<u></u>	<u></u>	<u></u>	<u>1165132</u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>	<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>	<u></u>	<u></u>	<u></u>

Number of Properties Enter the total number of properties involved. # 1

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$ 40.00

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.) # 12-0425

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.

Lanning G. Bryer
Name of Person Signing

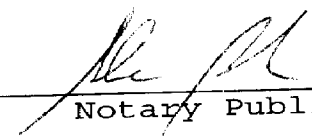
[Signature]
Signature

9/18/00
Date Signed

C O R P O R A T E A C K N O W L E D G M E N T

UNITED STATES OF AMERICA]
]]
STATE OF *New York*] SS:
]]
COUNTY OF *New York*]

On this *12* day of *September* 2000, before me personally appeared *Scott Robinson* to me known, who, being by me duly sworn, did depose and say that he/she is the *president* of the corporation described in and which executed the foregoing instrument; that he/she knows the seal of said corporation; that the said seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation and that he/she signed his/her name thereto by like order.



Notary Public

ASHER BRUKNER
NOTARY PUBLIC, State of New York
No. 44-4698513
Qualified in Rockland County
Commission Expires October 31, 20 *01*

[SEAL]

UNITED STATES OF AMERICA
POWER OF ATTORNEY

The undersigned hereby appoints, jointly and severally with full power of substitution:

STEPHEN A. GOLDSMITH
IAN JAY KAUFMAN
ROBERT ALPERT
LANNING G. BRYER
GEORGIA N. GOUNARIS

ALLAN S. PILSON
FREDERICK REICHWALD
DANIEL F. ZENDEL
JOSEPH J. VILLAPOL
MARY A. MOY

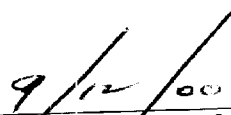
members of the Bar of the State of New York, c/o Ladas & Parry, 26 West 61st Street, New York, New York 10023, United States of America, to record assignments, mergers, consolidations, changes of name and changes of address and to take all action with respect to the following Trademark Registration or Application for Trademark Registration:

LUCILLE ROBERTS

No. 1165132
Dated: August 18, 1981



LUCILLE ROBERTS



[Date]

UNITED STATES OF AMERICA

A S S I G N M E N T

WHEREAS, LUCILLE ROBERTS HEALTH CLUBS, INC., a corporation organized under the laws of the State of New York, United States of America, located at 10 East 80th Street, New York, New York 10021, United States of America, [hereinafter called the ASSIGNOR] has adopted and used the following Trademark registered in the United States Patent and Trademark Office:

LUCILLE ROBERTS

No. 1165132

Dated: August 18, 1981


AND WHEREAS, LUCILLE ROBERTS, a citizen of the United States of America, residing at 4 East 80th Street, New York, New York 10021, United States of America, [hereinafter called the ASSIGNEE] is desirous of acquiring the right, title and interest in and to the said trademark and the registration thereof;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, the said ASSIGNOR by these presents does sell, assign and transfer unto the said ASSIGNEE, its successors and assigns, all right, title and interest in and to the said trademark and registration thereof, together with that part of the goodwill of the ASSIGNOR'S business connected with the use of and symbolized by the said trademark.

IN WITNESS WHEREOF, the said ASSIGNOR has hereunto executed this instrument this 1st day of ~~September~~ 2000.

LUCILLE ROBERTS HEALTH CLUBS, INC.

[Corporate Seal]


by _____ [Title]

[See over for Notarial Acknowledgment]

RECORDED: 09/25/2000

TRADEMARK
REEL: 002154 FRAME: 0297