

11-20-2000



101522071

MWP
11-09-00

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 # Frame #

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

Execution Date
Month Day Year
10012000

Name

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

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership Corporation Association
- Corporation Association
- Other

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.)

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

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

TRADEMARK
REEL: 002179 FRAME: 0294

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="76091509"/>	<input type="text" value="76091508"/>	<input type="text" value="76091504"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="76091507"/>	<input type="text" value="76066969"/>	<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.

Jeanine DeBacker

Name of Person Signing

Signature

11/26/2000

Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

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

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

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

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Corporation Association

Other

Citizenship/State of Incorporation/Organization

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Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Mark if additional numbers attached

Trademark Application Number(s)

Registration Number(s)

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ASSIGNMENT OF TRADEMARK

THIS ASSIGNMENT is made effective as of October 1, 2000, by and between NEAL SPRUCE (the "Assignor") and 24 HOUR FITNESS ACQUISITION CORP., a California corporation (the "Assignee").

WHEREAS, the Assignor intends to use the trademark listed below and has filed an intent to use application to register the mark with the United States Patent and Trademark Office (the "Trademark"); and

WHEREAS, the Assignee wishes to acquire all of Assignor's rights in and to the Trademark and the business connected with the Trademark and the good will associated therewith.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Assignor hereby assigns, transfers and conveys to the Assignee all rights, title and interests in and to the Trademark and the registration thereof together with the business which is symbolized by the Trademark and with the right to recover for damages and profits and all other remedies for past infringements thereof.

Trademark	Application Serial Number	Filing Date
APEX FITNESS GROUP VIRTUAL GYM and design	76/091509	July 19, 2000

IN WITNESS WHEREOF, the parties have executed this Assignment as of the date first given above.

"Assignor"

NEAL SPRUCE

By: _____

Neal Spruce

"Assignee"

24 HOUR FITNESS ACQUISITION CORP.,
a California corporation

By: _____

Anthony J. Bakos II, Secretary

[ACKNOWLEDGMENT ON NEXT PAGE]

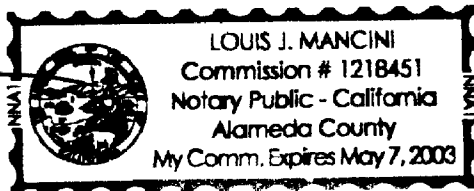
ACKNOWLEDGMENT

STATE OF CALIFORNIA)
) ss.
County of ALAMEDA)

On 9-27-00 before me, LOUIS J. MANCINI, a Notary Public in and for said State, personally appeared NEAL SPRUCE, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is sub-scribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument she, or the entity upon behalf of which she acted, executed the instrument. ASSIGNMENT OF TRADEMARK 76/091509

Witness my hand and Official Seal. (Seal)

[Handwritten Signature]
Notary Signature



STATE OF CALIFORNIA)
) ss.
County of ALAMEDA)

On 9-27-00 before me, LOUIS J. MANCINI, a Notary Public in and for said State, personally appeared ANTHONY J. BAKOS II, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is sub-scribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument she, or the entity upon behalf of which she acted, executed the instrument. ASSIGNMENT OF TRADEMARK 76/091509

Witness my hand and Official Seal. (Seal)

[Handwritten Signature]
Notary Signature

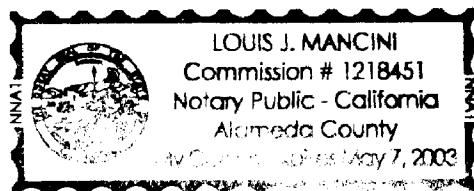


EXHIBIT T(7)
TO
ASSET PURCHASE AGREEMENT BETWEEN
24 HOUR FITNESS ACQUISITION CORP.
AND
APEX FITNESS, INC

ASSIGNMENT OF TRADEMARK

THIS ASSIGNMENT is made effective as of October 1, 2000, by and between NEAL SPRUCE (the "Assignor") and 24 HOUR FITNESS ACQUISITION CORP., a California corporation (the "Assignee").

WHEREAS, the Assignor has adopted and used the trademark listed below and has made application to register the mark with the United States Patent and Trademark Office (the "Trademark"); and

WHEREAS, the Assignee wishes to acquire all of Assignor's rights in and to the Trademark and the good will associated therewith.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Assignor hereby assigns, transfers and conveys to the Assignee all rights, title and interests in and to the Trademark and the registration thereof together with the good will of the business which is symbolized by the Trademark and with the right to recover for damages and profits and all other remedies for past infringements thereof.

Trademark	Application Serial Number	Filing Date
ERGOGEN LABS and design	76/091508	July 19, 2000

IN WITNESS WHEREOF, the parties have executed this Assignment as of the date first given above.

"Assignor"

NEAL SPRUCE

By: _____

Neal Spruce

"Assignee"

24 HOUR FITNESS ACQUISITION CORP.,
a California corporation

By: _____

Anthony J. Bakos II, Secretary

[ACKNOWLEDGMENT ON NEXT PAGE]

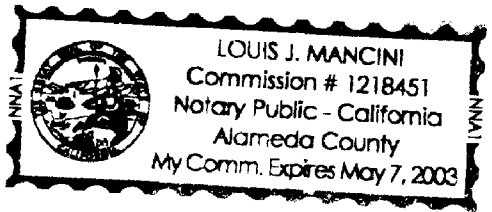
ACKNOWLEDGMENT

STATE OF CALIFORNIA)
) ss.
County of ALAMEDA)

On 9-27-00 before me, LOUIS J. MANCINI, a Notary Public in and for said State, personally appeared NEAL SPRUCE, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is sub-scribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument she, or the entity upon behalf of which she acted, executed the instrument. *Assignment of Trademark 76/091508*

Witness my hand and Official Seal. (Seal)

[Handwritten Signature]
Notary Signature

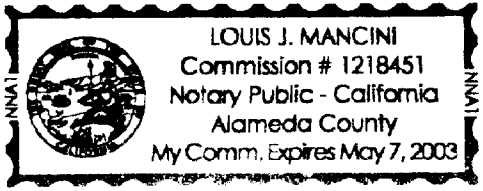


STATE OF CALIFORNIA)
) ss.
County of ALAMEDA)

On 9-27-00 before me, LOUIS J. MANCINI, a Notary Public in and for said State, personally appeared ANTHONY J. BAKO II, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is sub-scribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument she, or the entity upon behalf of which she acted, executed the instrument. *Assignment of Trademark 76/091508*

Witness my hand and Official Seal. (Seal)

[Handwritten Signature]
Notary Signature



ASSIGNMENT OF TRADEMARK

THIS ASSIGNMENT is made effective as of October 1, 2000, by and between NEAL SPRUCE (the "Assignor") and 24 HOUR FITNESS ACQUISITION CORP., a California corporation (the "Assignee").

WHEREAS, the Assignor intends to use the trademark listed below and has filed an intent to use application to register the mark with the United States Patent and Trademark Office (the "Trademark"); and

WHEREAS, the Assignee wishes to acquire all of Assignor's rights in and to the Trademark and the business connected with the Trademark and the good will associated therewith.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Assignor hereby assigns, transfers and conveys to the Assignee all rights, title and interests in and to the Trademark and the registration thereof together with the business which is symbolized by the Trademark and with the right to recover for damages and profits and all other remedies for past infringements thereof.

Trademark	Application Serial Number	Filing Date
APEX FITNESS GROUP VIRTUAL GYM	76/091504	July 19, 2000

IN WITNESS WHEREOF, the parties have executed this Assignment as of the date first given above.

"Assignor"

NEAL SPRUCE

By: _____

Neal Spruce

"Assignee"

24 HOUR FITNESS ACQUISITION CORP.,
a California corporation

By: _____

Anthony J. Bakos II, Secretary

[ACKNOWLEDGMENT ON NEXT PAGE]

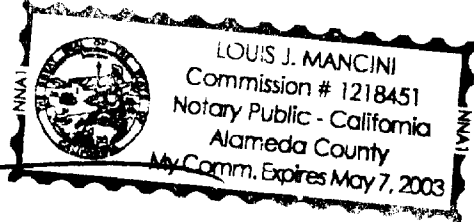
ACKNOWLEDGMENT

STATE OF CALIFORNIA)
) ss.
County of ALAMEDA)

On 7-27-00 before me, LOUIS J. MANCINI, a Notary Public in and for said State, personally appeared NENA SPRUCE, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is sub-scribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument she, or the entity upon behalf of which she acted, executed the instrument. ASSIGNMENT OF TRADEMARK 76/091504

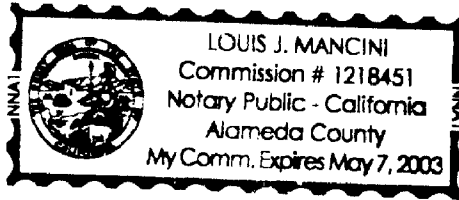
Witness my hand and Official Seal.

(Seal)



[Signature]
Notary Signature

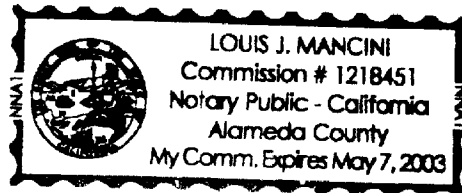
STATE OF CALIFORNIA)
) ss.
County of ALAMEDA)



On 7-27-00 before me, LOUIS J. MANCINI, a Notary Public in and for said State, personally appeared ANTHONY J. BAKOS II, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is sub-scribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument she, or the entity upon behalf of which she acted, executed the instrument. ASSIGNMENT OF TRADEMARK 76/091504

Witness my hand and Official Seal.

(Seal)



[Signature]
Notary Signature

ASSIGNMENT OF TRADEMARK

THIS ASSIGNMENT is made effective as of October 1, 2000, by and between NEAL SPRUCE (the "Assignor") and 24 HOUR FITNESS ACQUISITION CORP., a California corporation (the "Assignee").

WHEREAS, the Assignor has adopted and used the trademark listed below and has made application to register the mark with the United States Patent and Trademark Office (the "Trademark"); and

WHEREAS, the Assignee wishes to acquire all of Assignor's rights in and to the Trademark and the good will associated therewith.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Assignor hereby assigns, transfers and conveys to the Assignee all rights, title and interests in and to the Trademark and the registration thereof together with the good will of the business which is symbolized by the Trademark and with the right to recover for damages and profits and all other remedies for past infringements thereof.

Trademark	Application Serial Number	Filing Date
ERGOGEN LABS	76/091507	July 19, 2000

IN WITNESS WHEREOF, the parties have executed this Assignment as of the date first given above.

"Assignor"

NEAL SPRUCE

By: _____

Neal Spruce

"Assignee"

24 HOUR FITNESS ACQUISITION CORP.,
a California corporation

By: _____

Anthony J. Bakos, Secretary

[ACKNOWLEDGMENT ON NEXT PAGE]

ACKNOWLEDGMENT

STATE OF CALIFORNIA)
County of Alameda) ss.

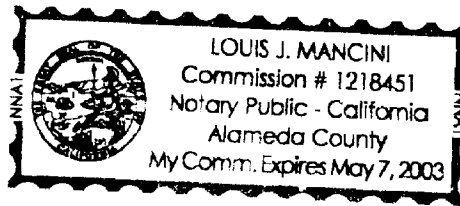
On 9-27-00 before me, Louis J. Mancini a Notary Public in and for said State, personally appeared NEAL SPRUCE personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is sub-scribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument she, or the entity upon behalf of which she acted, executed the instrument.

761091507 - assignment of Trademark

Witness my hand and Official Seal.

(Seal)

Louis J. Mancini
Notary Signature



STATE OF CALIFORNIA)
County of Alameda) ss.

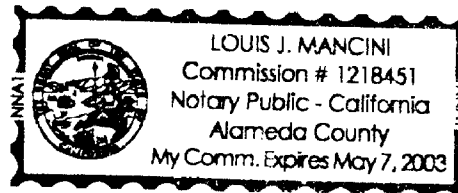
On 9-27-00 before me, Louis J. Mancini, a Notary Public in and for said State, personally appeared Anthony J. Bakos personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is sub-scribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument she, or the entity upon behalf of which she acted, executed the instrument.

761091507 - assignment of Trademark

Witness my hand and Official Seal.

(Seal)

Louis J. Mancini
Notary Signature



ASSIGNMENT OF TRADEMARK

THIS ASSIGNMENT is made effective as of October 1, 2000, by and between NEAL SPRUCE (the "Assignor") and 24 HOUR FITNESS ACQUISITION CORP., a California corporation (the "Assignee").

WHEREAS, the Assignor intends to use the trademark listed below and has filed an intent to use application to register the mark with the United States Patent and Trademark Office (the "Trademark"); and

WHEREAS, the Assignee wishes to acquire all of Assignor's rights in and to the Trademark and the business connected with the Trademark and the good will associated therewith.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Assignor hereby assigns, transfers and conveys to the Assignee all rights, title and interests in and to the Trademark and the registration thereof together with the business which is symbolized by the Trademark and with the right to recover for damages and profits and all other remedies for past infringements thereof.

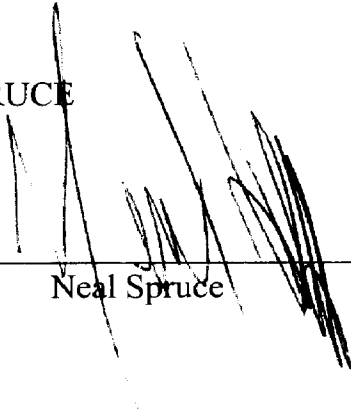
Trademark	Application Serial Number	Filing Date
TDR	76/066969	May 9, 2000

IN WITNESS WHEREOF, the parties have executed this Assignment as of the date first given above.

"Assignor"

NEAL SPRUCE

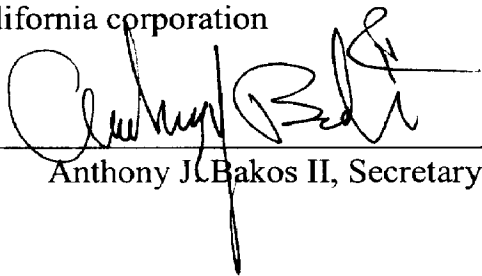
By: _____
Neal Spruce



"Assignee"

24 HOUR FITNESS ACQUISITION CORP.,
a California corporation

By: _____
Anthony J. Bakos II, Secretary



[ACKNOWLEDGMENT ON NEXT PAGE]

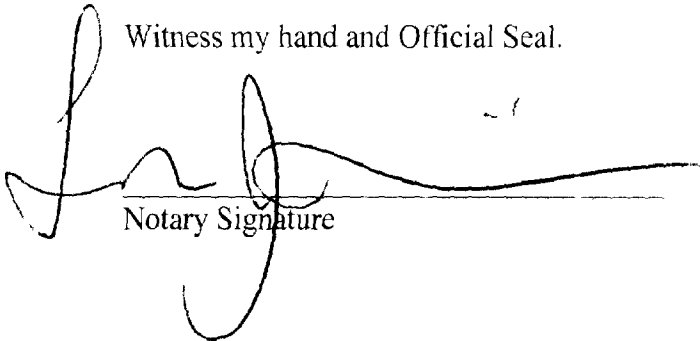
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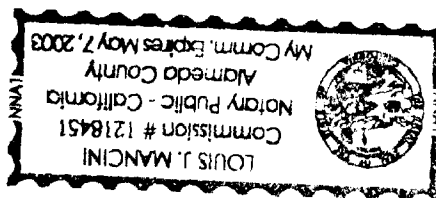
STATE OF CALIFORNIA)
) ss.
County of ALAMEDA)

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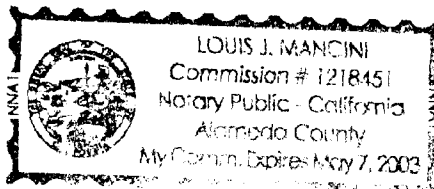
Witness my hand and Official Seal.

(Seal)


Notary Signature



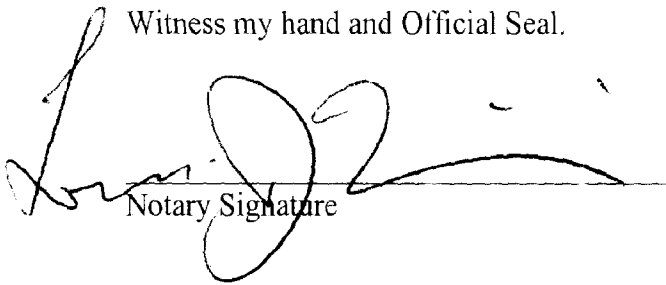
STATE OF CALIFORNIA)
) ss.
County of ALAMEDA)

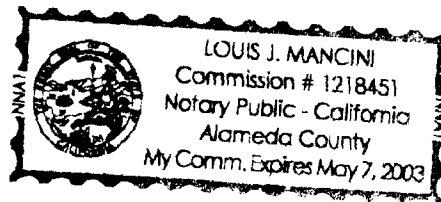
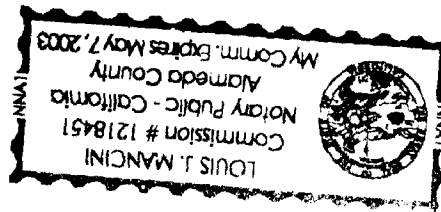


On 9-27-00 before me, LOUIS J. MANCINI, a Notary Public in and for said State, personally appeared ANDREW J. BAKER II, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is sub-scribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument she, or the entity upon behalf of which she acted, executed the instrument. ASSIGNMENT OF TRADEMARK 76/066969

Witness my hand and Official Seal.

(Seal)


Notary Signature



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