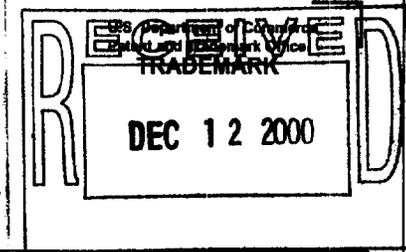


12-29-2000



101566541



12-12-00

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

Name DONATO ERRICO, JR.

Execution Date
Month Day Year
11 07 00

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____

Citizenship/State of Incorporation/Organization UNITED STATES

Receiving Party

Mark if additional names of receiving parties attached

Name EQUINOX HOLDINGS, INC.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 895 BROADWAY

Address (line 2) _____

Address (line 3) NEW YORK NEW YORK 10003
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 DELAWARE

FOR OFFICE USE ONLY

12/28/2000 GT0N11 00000319 74319220

01 FC:401 40.00 OP
02 FC:402 625.00 OP

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: 002202 FRAME: 0828

Domestic Representative Name and Address Enter for the first Receiving Party only

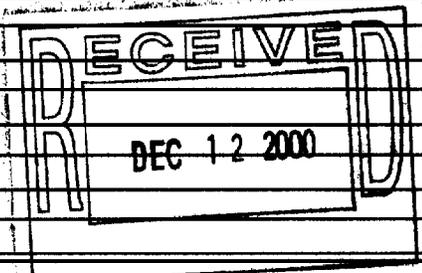
Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)



Correspondent Name and Address Area Code and Telephone Number (212) 238-3102

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="74/319220"/>	<input type="text" value="74/597633"/>	<input type="text" value="74/682482"/>	<input type="text" value="1796108"/>	<input type="text" value="1900162"/>	<input type="text" value="1903842"/>
<input type="text" value="75/059390"/>	<input type="text" value="75/063961"/>	<input type="text" value="75/088057"/>	<input type="text" value="1966381"/>	<input type="text" value="2006462"/>	<input type="text" value="2049342"/>
<input type="text" value="75/104519"/>	<input type="text" value="75/104520"/>	<input type="text" value="75/215917"/>	<input type="text" value="2055315"/>	<input type="text" value="2055339"/>	<input type="text" value="2074971"/>

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

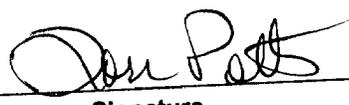
Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.) #

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.

LORI POTTS  12/06/00
 Name of Person Signing Signature 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/AK/A/T/A

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

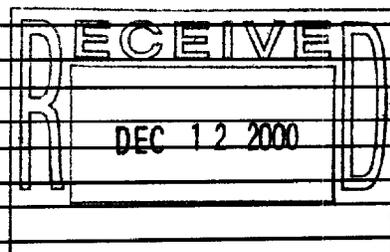
Zip Code

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 the Assignment.)

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)

<input type="text" value="75/223374"/>	<input type="text" value="75/325373"/>	<input type="text" value="75/389617"/>
<input type="text" value="75/394413"/>	<input type="text" value="75/757969"/>	<input type="text"/>
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<input type="text"/>	<input type="text"/>	<input type="text"/>

Registration Number(s)

<input type="text" value="2090336"/>	<input type="text" value="2104559"/>	<input type="text" value="2231275"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
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<input type="text"/>	<input type="text"/>	<input type="text"/>

TRADEMARK ASSIGNMENT

This TRADEMARK ASSIGNMENT (this "Assignment"), dated as of November 7, 2000, is by Donato Errico, Jr., an individual, and Vito Errico, an individual (each an "Assignor," together the "Assignors"), in favor of Equinox Holdings, Inc., a Delaware corporation (the "Assignee"), for its benefit.

WITNESSETH:

WHEREAS, Assignors own all right, interest and title to and in the trademarks, trade names, slogans, logos and/or domain names listed in the attached Schedule A (the "Trademarks") and the registrations and pending applications associated therewith, together with (i) the past, present and future goodwill of the business symbolized by or affiliated with such Trademarks, (ii) all rights, powers, privileges and immunities arising or accrued from the Trademarks, including all causes of action for past, present and future infringements based on such Trademarks and (iii) all the benefits of any trademark applications comprised in the Trademarks, such that upon registration of such trademark applications this Assignment shall vest the same in Assignee, together with the goodwill of the business relating to the goods and/or services in respect of which such trademark applications are pending (collectively, the "Trademark Rights"); and

WHEREAS, Assignee desires to acquire the Trademark Rights;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignors and Assignee hereby agree as follows:

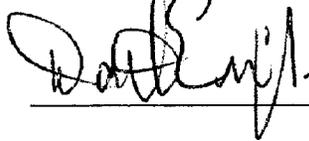
1. Assignment. In consideration of the sum of U.S.\$10.00 (TEN DOLLARS) now paid by Assignee to Assignors, the receipt whereof Assignors hereby acknowledges, Assignors hereby sell, assign, transfer and set over to Assignee the entire right, title and interest of Assignors in and to the Trademark Rights, the same to be held and enjoyed by Assignee as fully and entirely as the same would have been held and enjoyed by Assignors if this Assignment had not been made. This Assignment is intended to be an absolute assignment and not by way of security.
2. Representations. Assignors hereby represent and warrant that (i) Assignors are the sole and exclusive owners of the entire right, title and interest in and to the Trademark Rights and have full power to enter into this Assignment, (ii) the Trademark Rights are free of any liens, encumbrances or other claims of third parties including, but not limited to, any licenses, (iii) the Trademark Rights do not infringe upon any rights of third parties and (iv) the Trademark Rights are valid and enforceable.
3. Further Assurances. Assignors agree to execute and deliver such other documents and to take all such other actions as Assignee, its successors and assigns may reasonably request to effect the terms of this Assignment and to execute and deliver any and all affidavits, testimonies, declarations, oaths, samples, exhibits, specimens and other documentation as may be reasonably required to effect the terms of this Assignment.

4. Governing Law. This Assignment shall be governed by and construed in accordance with the domestic laws of the State of New York, without giving effect to its conflict of law provisions.

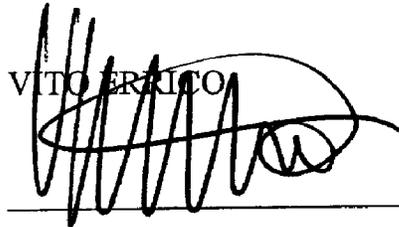
IN WITNESS WHEREOF, each of Assignors and Assignee have executed this Assignment as of the day and year first above written.

ASSIGNORS

DONATO ERRICO, JR.

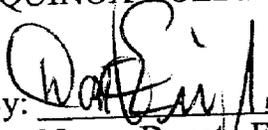


VITO ERRICO



ASSIGNEE

EQUINOX HOLDINGS, INC.

By: 

Name: Donato Errico, Jr.
Title: President

Equinox Trademarks

#	Trademark	Type of Mark	Status	Applicant/Owner	Intl. Class(es)	Date of First Use	Registration Number	Serial Number
1	EVOLUTION OF FITNESS	Typed drawing	PENDING: 4 th extension of time to file SOU granted	1) D. Errico 2) V. Errico	41	Intent to Use	N/A	75325373
2	EQ TV	Typed drawing	PENDING: Notice of Allowance given	1) D. Errico 2) V. Errico	41	Intent to Use	N/A	75757969
3	E-STRETCH	Typed drawing	ABANDONED: no SOU filed	1) D. Errico 2) V. Errico	41	Intent to Use	N/A	75059391
4	E-MAX	Typed drawing	ABANDONED: no SOU filed	1) D. Errico 2) V. Errico	41	Intent to Use	N/A	75059389
5	EQUINOX	Typed drawing	ABANDONED: no SOU filed	1) D. Errico 2) V. Errico	9, 41	Intent to Use	N/A	75976436
6	EQUINOX FITNESS CLUB	Design plus words, letters, and/or numbers	ABANDONED: no SOU filed	1) D. Errico 2) V. Errico	5, 9, 41, 42	Intent to Use	N/A	75976375
7	EQUINOX	Typed drawing	PENDING: 2 nd extension of time to file SOU granted	1) D. Errico 2) V. Errico	41	Intent to Use	N/A	75394413
8	GET RESULTS	Typed drawing	PENDING: 3 rd extension of time to file SOU granted	1) D. Errico 2) V. Errico	41	Intent to Use	N/A	75389617
9	PEAK SYSTEMS	Typed drawing	ABANDONED: abandoned after ex parte appeal	1) D. Errico 2) V. Errico	3	Intent to Use	N/A	75282917
10	EQUINOX	Typed drawing	PENDING: Office action with suspension inquiry has been mailed	1) D. Errico 2) V. Errico	25	Intent to Use	N/A	75223374
11	PEAK	Typed drawing	PENDING: 5 th extension of time to file SOU has been granted	1) D. Errico 2) V. Errico	5	Intent to Use	N/A	75215917
12	POWER BOX	Typed drawing	REGISTERED	1) D. Errico 2) V. Errico	41	May 15, 1996	2055339	75117750
13	POWER STRIKE	Typed drawing	REGISTERED	1) D. Errico 2) V. Errico	41	May 15, 1996	2055315	75116395
14	EQUINOX	Typed drawing	PENDING: Office action with a suspension inquiry has been mailed	1) D. Errico 2) V. Errico	3	Intent to Use	N/A	75104520
15	EQUINOX	Typed drawing	PENDING: Office action with suspension	1) D. Errico 2) V. Errico	41, 42	Dec. 31, 1994	N/A	75104519

#	Trademark	Type of Mark	Status	Applicant/Owner	Intl. Class(es)	Date of First Use	Registration Number	Serial Number
			inquiry mailed					
16	EQUINOX	Typed drawing	PENDING: 5 th request for extension of time to file SOU granted	1) D. Errico 2) V. Errico	28	Intent to Use	N/A	75088057
17	URBAN SPA	Typed drawing	ABANDONED: abandoned after an ex parte appeal.	1) D. Errico 2) V. Errico	42	Intent to Use	N/A	75064108
18	STRIDING	Typed drawing	PENDING 5 th request for extension of time to file SOU granted	1) D. Errico 2) V. Errico	41	Intent to Use	N/A	75063961
19	E-CLIPS	Typed drawing	PENDING: 4 th request for extension of time to file SOU granted	1) D. Errico 2) V. Errico	41	Intent to Use	N/A	75059390
20	EQUINOX SUB-CULTURE	Typed drawing	ABANDONED: No SOU filed after Notice of Allowance issued	1) D. Errico 2) V. Errico	42	Intent to Use	N/A	75020787
21	EQUINOX URBAN SPORT	Typed drawing	ABANDONED: No SOU filed after Notice of Allowance issued	1) D. Errico 2) V. Errico	42	Intent to Use	N/A	75010775
22	EQUINOX	Typed drawing	REGISTERED	1) D. Errico 2) V. Errico	41	September 1, 1992	1903842	74802244
23	EQUINOX	Design plus words, letters, and/or numbers	REGISTERED	1) D. Errico 2) V. Errico	16	March 31, 1995	2074971	74715627
24	EQUINOX	Typed drawing	REGISTERED	1) D. Errico 2) V. Errico	42	December 31, 1991	2104559	74682483
25	EQUINOX ENERGY WEAR E	Design plus words, letters, and/or numbers	SUSPENDED: Further action on application has been suspended	1) D. Errico 2) V. Errico	25	December 31, 1991	N/A	74682482
26	NUTRIBAR	Typed drawing	REGISTERED	1) D. Errico 2) V. Errico	42	December 31, 1991	2231275	74676647
27	EQUINOX	Typed drawing	ABANDONED: failed to respond to Office Action	1) D. Errico 2) V. Errico	42	December 31, 1994	N/A	74626707
28	EQUINOX	Typed drawing	REGISTERED	1) D. Errico 2) V. Errico	39	December 31, 1994	2090336	74626706
29	EQUINOX LOGO	Typed drawing	SUSPENDED: further action on application has been suspended	1) D. Errico 2) V. Errico	25	December 31, 1991	N/A	74597633
30	EXERCISE INTELLIGENCE	Typed drawing	REGISTERED	1) D. Errico 2) V. Errico	41	September 1, 1993	1966381	74590702

A-2

[New York #271195 v1]

TRADEMARK
REEL: 002202 FRAME: 0834

#	Trademark	Type of Mark	Status	Applicant/Owner	Intl. Class(es)	Date of First Use	Registration Number	Serial Number
31	EQUINOX FITNESS CLUB	Design plus words, letters, and/or numbers	ABANDONED: abandoned after ex parte appeal	1) D. Errico 2) V. Errico	20, 21	Intent to Use	N/A	74581962
32	EQUINOX	Design plus words, letters, and/or numbers	REGISTERED	1) D. Errico 2) V. Errico	16	October 1, 1991	2049342	74323844
33	Equinox Fitness & Education	Typed drawing	ABANDONED: No SOU filed after Notice of Allowance issued	1) D. Errico 2) V. Errico	9	Intent to Use	N/A	74319221
34	EQUINOX	Typed drawing	SUSPENDED: Office action suspending further action on application mailed	1) D. Errico 2) V. Errico	20, 21, 25	Intent to Use	N/A	74319220
35	EQUINOX PHYSICAL THERAPY	Typed drawing	ABANDONED: No SOU filed after Notice of Allowance issued	1) D. Errico 2) V. Errico	42	Intent to Use	N/A	74314159
36	EQUINOX	Typed drawing	REGISTERED:	1) D. Errico 2) V. Errico	3, 5	September 1, 1995	2006462	74313909
37	EQUINOX	Typed drawing	ABANDONED: No SOU filed after Notice of Allowance issued	1) D. Errico 2) V. Errico	41	Intent to Use	N/A	74313902
38	EQUINOX	Typed drawing	REGISTERED	1) D. Errico 2) V. Errico	42	December 31, 1991	1900162	74284250
39	EQUINOX	Typed drawing	REGISTERED	1) D. Errico 2) V. Errico	41	June, 1991	1796108	74197463
40	EQUINOX	Typed drawing	ABANDONED: Misassigned S.N.	1) D. Errico 2) V. Errico	29, 30, 32	N/A	N/A	75757970
41	URBAN SPA	Typed drawing	ABANDONED: Misassigned S.N.	1) D. Errico 2) V. Errico	42	December 31, 1991	N/A	74682484