

12-29-2000



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

DEC 12 2000

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

12-12-00

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 TRADEMARK COLLATERAL RELEASE AND CONSENT TO ASSIGNMENT

Conveying Party

Mark if additional names of conveying parties attached

Name THE BANK OF NEW YORK, as Administrative Agent

Execution Date
Month Day Year
11 07 00

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____

Citizenship/State of Incorporation/Organization NEW YORK

Receiving Party

Mark if additional names of receiving parties attached

Name DONATO ERRICO, JR.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 895 BROADWAY

Address (line 2) _____

Address (line 3) NEW YORK
City

NY
State/Country

10003
Zip Code

- Individual General Partnership Limited Partnership
- 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 UNITED STATES

12/28/2000 GTON11 00000320 74319220

FOR OFFICE USE ONLY

01 FC:401
02 FC:402

40.00 OP
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: 0836

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

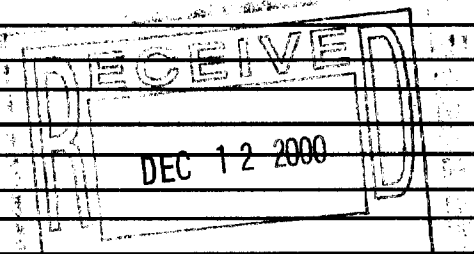
Name

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="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

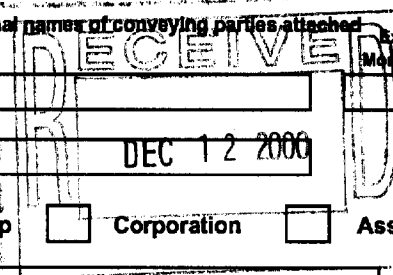
Limited Partnership

Corporation

Association

Other

Citizenship State of Incorporation/Organization



Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

VITO ERRICO

DBA/AKATA

Composed of

Address (line 1)

895 BROADWAY

Address (line 2)

Address (line 3)

NEW YORK

NY

10003

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 the Assignment.)

Corporation

Association

Other

Citizenship/State of Incorporation/Organization

UNITED STATES

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)

75/223374

75/325373

75/389617

75/394413

75/757969

Registration Number(s)

2090336

2104559

2231275

TRADEMARK COLLATERAL RELEASE AND
CONSENT TO ASSIGNMENT

Reference is made to (i) the First Amended and Restated Credit Agreement (the "Credit Agreement"), dated as of February 28, 2000, among Equinox Holdings, Inc. (the "Company"), the Lenders party thereto and The Bank of New York, as Administrative Agent and Issuing Bank (the "Administrative Agent") and (ii) the First Amended and Restated Trademark Security Agreement (the "Trademark Security Agreement"), dated February 28, 2000, between Donato Errico, Jr. and Vito Errico (the "Erricos") and the Administrative Agent (together with the Erricos, the "Parties"). Capitalized terms used but not otherwise defined herein shall have the respective meanings as set forth in the Trademark Security Agreement.

WHEREAS, the trademarks listed on Schedule A hereto (the "Trademarks") are owned by the Erricos;

WHEREAS, the Company is the exclusive licensee of the Trademarks;

WHEREAS, the Erricos wish to assign to the Company the ownership of the Trademarks (the "Assignment");

WHEREAS, the Erricos granted to the Administrative Agent, in connection with the Credit Agreement, a security interest in the Trademarks pursuant to the Trademark Security Agreement;

WHEREAS, the Erricos are required to obtain the Administrative Agent's consent to the Assignment pursuant to Section 4 of the Trademark Security Agreement;

WHEREAS, in furtherance of the Assignment, the Parties have agreed to terminate the Trademark Security Agreement; and

WHEREAS, upon the completion of the Assignment, the Trademarks will become subject to the First Amended and Restated Security Agreement, dated as of February 28, 2000, among the Company, the affiliate guarantors named therein, the subsidiary guarantors named therein and the Administrative Agent (the "General Security Agreement").

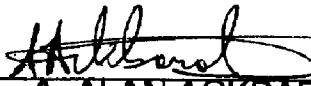
Now therefore, the parties hereto agree as follows:


1. The Administrative Agent hereby consents to the Assignment in accordance with Section 4 of the Trademark Security Agreement and agrees and acknowledges that (i) its Security Interest granted under (and as defined in) the Trademark Security Agreement is hereby terminated and released; (ii) the Administrative Agent has no further interest whatsoever in the Trademarks, pursuant to the Trademark Security Agreement or otherwise (except as provided in paragraph 2 below); and (iii) the Erricos have no further obligations under the Trademark Security Agreement. Any rights that the Administrative Agent has or may have in and to the Trademarks under and pursuant to the Trademark Security Agreement are hereby terminated.

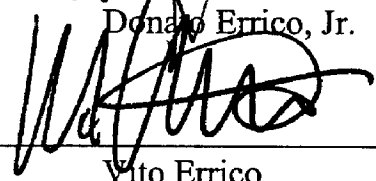
2. The Company acknowledges that, upon the completion of the Assignment, (i) the Trademarks will become subject to the General Security Agreement without any further action on the part of the Administrative Agent and (ii) the Company shall execute an agreement substantially in the form of the Trademark Security Agreement, which agreement shall be filed with the United States Patent and Trademark Office.
3. The Parties hereby agree that the Trademark Security Agreement shall be and hereby is terminated as of the date hereof.
4. The Administrative Agent agrees promptly to execute a UCC termination statement to reflect termination of its Security Interest and, at the Erricos' request and expense, to take such other action and execute and deliver such assignments, releases and other instruments as may be necessary or proper to reassign and reconvey to and re-vest in the Erricos the entire right, title and interest to the Trademarks previously granted, assigned, transferred and conveyed to the Administrative Agent pursuant to the Trademark Security Agreement, as fully as if the Trademark Security Agreement had not been made.
5. The Administrative Agent consents to the filing of this Trademark Collateral Release and Consent to Assignment with the U.S. Department of Commerce Patent and Trademark Office as evidence of the release of its security interests in the Trademarks.

Dated as of November 7, 2000.

THE BANK OF NEW YORK

By: 
Name: A. ALAN ACKBARALI
Title: Vice President




Donato Errico, Jr.


Vito Errico

ACKNOWLEDGED:

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

#	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