

02-20-2001



101614543

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

FEB - 9 2001

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

2-9-01

- 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
- Merger
- Change of Name
- Other

Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

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)

- 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

02/16/2001 DBYRNE 00000097 75325373

FOR OFFICE USE ONLY

1040E

01 FC:481 40.00 OP
02 FC:482 1000.00 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: 002237 FRAME: 0761

Domestic Representative Name and Address

Enter for the first Receiving Party only.

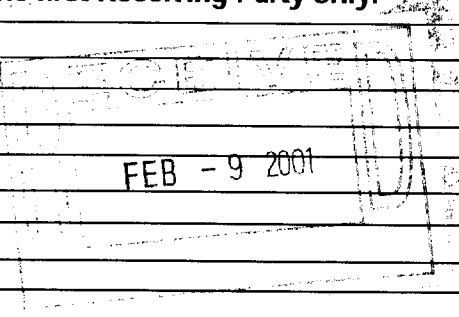
Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)



Correspondent Name and Address

Area Code and Telephone Number

212-819-8830

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="75325373"/>	<input type="text" value="75059389"/>	<input type="text" value="75394413"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75757969"/>	<input type="text" value="75976436"/>	<input type="text" value="75389617"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75059391"/>	<input type="text" value="75976375"/>	<input type="text" value="75282917"/>	<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

c/m 1104031-0239

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.

John Scheibeler, Esq.
White & Case Reg. No. 35,346

Handwritten signature of John Scheibeler in black ink.

2/7/2001

Name of Person Signing

Signature

Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name Equinox Holdings, Inc.

FEB - 9 2001

12 15 2000

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization Delaware

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name Bankers Trust Company

DBA/AK/A/T/A

Composed of

Address (line 1) 130 Liberty Street

Address (line 2)

Address (line 3) New York

NY/USA

10006

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization New York

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)

Registration Number(s)

75223374	75064108	74682483
75215917	75063961	74682482
75117750	75059390	74676647
75116395	75020787	74626707
75104520	75010775	74626706
75104519	74802244	74597633
75088057	74715627	74590702

**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
12 15 2000

Name Equinox Holdings, Inc. FEB - 9 2001

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization Delaware

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name Bankers Trust Company

DBA/AKA/TA

Composed of

Address (line 1) 130 Liberty Street

Address (line 2)

Address (line 3) New York NY/USA 10006
City State/Country Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization New York

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)

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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)

74581962	74284250	
74323844	74197463	
74319221	75757970	
74319220	74682484	
74314159		
74313909		
74313902		

**GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Equinox Holdings, Inc., a Delaware corporation (the "Grantor") with principal offices at 895 Broadway, New York, NY 10003, hereby assigns and grants to Bankers Trust Company, as Collateral Agent, with principal offices at 130 Liberty Street, New York, New York 10006 (the "Grantee"), a security interest in (i) all of the Grantor's right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.


THIS GRANT is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the Security Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of December 15, 2000 (as amended from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Grantee shall execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Marks acquired under this Grant.

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.


IN WITNESS WHEREOF, the undersigned have executed this Grant as of the

15 day of December, 2000.

EQUINOX HOLDINGS, INC., Grantor


By 
Name: *MARC MAGLIACANO*
Title: *Secretary*

BANKERS TRUST COMPANY,
as Collateral Agent and Grantee

By 
Name: *JUNE GEORGE*
Title: *DIRECTOR*

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)


On this 15 day of December, 2000, before me personally came Marc
Magliacano who, being by me duly sworn, did state as follows: that s/he is
Secretary of Equinox Holdings, Inc., that s/he is authorized to execute the foregoing
Grant on behalf of said corporation and that s/he did so by authority of the Board of Directors of
said corporation.


Notary Public

SARA E. ROTHERMEL
Notary Public, State of New York
No. 01RO6049704
Qualified in New York County
Commission Expires Oct. 23, 2002

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 15 day of December, 2000 before me personally came June
George who, being by me duly sworn, did state as follows: that s/he is
Director of Bankers Trust Company, that s/he is authorized to execute the
foregoing Grant on behalf of said bank and that s/he did so by authority of the [Board of
Directors] of said bank.


Notary Public

SARA E. ROTHERMEL
Notary Public, State of New York
No. 01RO6049704
Qualified in New York County
Commission Expires Oct. 23, 2002

SCHEDULE A

Trademark	Registration Number	Registration Date	Serial Number
EVOLUTION OF FITNESS	N/A	N/A	75325373
EQ TV	N/A	N/A	75757969
E-STRETCH	N/A	N/A	75059391
E-MAX	N/A	N/A	75059389
EQUINOX	N/A	N/A	75976436
EQUINOX FITNESS CLUB	N/A	N/A	75976375
EQUINOX	N/A	N/A	75394413
GET RESULTS	N/A	N/A	75389617
PEAK SYSTEMS	N/A	N/A	75282917
EQUINOX	N/A	N/A	75223374
PEAK	N/A	N/A	75215917
POWER BOX	2055339	April 22, 1997	75117750
POWER STRIKE	2055315	April 22, 1997	75116395
EQUINOX	N/A	N/A	75104520
EQUINOX	N/A	N/A	75104519
EQUINOX	N/A	N/A	75088057
URBAN SPA	N/A	N/A	75064108
STRIDING	N/A	N/A	75063961
E-CLIPS	N/A	N/A	75059390
EQUINOX SUB-CULTURE	N/A	N/A	75020787
EQUINOX URBAN SPORT	N/A	N/A	75010775
EQUINOX	1903842	July 4, 1995	74802244
EQUINOX	2074971	July 1, 1992	74715627
EQUINOX	2104559	October 14, 1992	74682483
EQUINOX ENERGY WEAR E	N/A	N/A	74682482
NUTRIBAR	2231275	March 3, 1999	74676647
EQUINOX	N/A	N/A	74626707
EQUINOX	2090336	August 26, 1997	74626706
EQUINOX LOGO	N/A	N/A	74597633
EXERCISE INTELLIGENCE	1966381	April 9, 1996	74590702
EQUINOX FITNESS CLUB	N/A	N/A	74581962

Trademark	Registration Number	Registration Date	Serial Number
EQUINOX	[2049342]*	April 1, 1997	74323844
Equinox Fitness & Education	N/A	N/A	74319221
EQUINOX	N/A	N/A	74319220
EQUINOX PHYSICAL THERAPY	N/A	N/A	74314159
EQUINOX	2006462	October 8, 1996	74313909
EQUINOX	N/A	N/A	74313902
EQUINOX	1900162	June 13, 1993	74284250
EQUINOX	1796108	September 28, 1993	74197463
EQUINOX	N/A	N/A	75757970
URBAN SPA	N/A	N/A	74682484

* Please confirm reg. no.