

04-12-2001



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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

APR 2 2001

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 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)

City State/Country 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

04/1272001 610N11 00000023 76169245

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 75.00 OP

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Mail documents to be recorded with required cover sheet(s) information to:
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TRADEMARK
REEL: 002268 FRAME: 0499

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="76/169,245"/> | <input type="text" value="76/168,227"/> | <input type="text"/> | <input type="text" value="1,905,084"/> | <input type="text" value="1,568,568"/> | <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"/> | <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.

Kathleen A. Pasulka
Name of Person Signing


Signature

3-30-01
Date Signed

NUNC PRO TUNC ASSIGNMENT

WHEREAS, FITNESS WAREHOUSE, INC., a California corporation, having a principal place of business at 9990 Empire Street, Suite 130, San Diego, California 92126, adopted and used the following marks that are pending/registered in the U.S. Patent and Trademark Office, as follows:

Application No. 76/169,245 filed November 20, 2000 for
PRIME 8

Application No. 76/168,227 filed November 20, 2000 for
PRIME EIGHT

Registration No. 1,905,084 issued July 11, 1995 for
GLUTE MASTER

Registration No. 1,568,568 issued November 28, 1989 for
HOIST FITNESS SYSTEMS Stylized

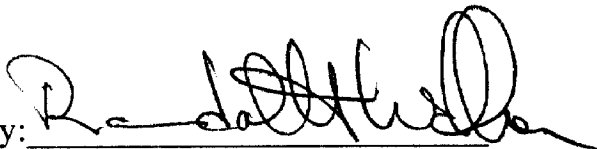
WHEREAS, HOIST FITNESS SYSTEMS, INC., a California corporation, having a principal place of business at 9990 Empire Street, Suite 130, San Diego, California 92126, for good and valuable consideration acquired and is now using the aforesaid marks.

NOW, THEREFORE, in keeping with said acquisition, FITNESS WAREHOUSE, INC., hereby assigns, transfers, and sets over unto HOIST FITNESS SYSTEMS, INC., all right, title, and interest in and to said marks, together with the goodwill of the business in connection with which the marks are used.

The Commissioner of Patents and Trademarks is requested to issue the Certificates of Registrations to said assignee for the above-identified applications.

FITNESS WAREHOUSE, INC., a
California corporation

Dated: 2/23/01

By: 
Randall T. Webber
Vice President