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Form PTO-1594 (Rev. 03/01) R  
OMB No. 0651-0027 (exp. 5/31/2002)  
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U.S. DEPARTMENT OF COMMERCE  
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies):</p> <p>Neal Spruce</p> <p><input checked="" type="checkbox"/> Individual(s)      <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership      <input type="checkbox"/> Limited Partnership  <input type="checkbox"/> Corporation-State  <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies)</p> <p>Name: <u>24 Hour Fitness Acquisition Corp.</u>  Internal  Address: _____</p> <p>Street Address: <u>5020 Franklin Drive</u>  City: <u>Pleasanton</u> State: <u>CA</u> Zip: <u>94588</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____  <input type="checkbox"/> Association _____  <input type="checkbox"/> General Partnership _____  <input type="checkbox"/> Limited Partnership _____  <input checked="" type="checkbox"/> Corporation-State <u>California</u>  <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No  (Designations must be a separate document from assignment)  Additional name(s) &amp; address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input checked="" type="checkbox"/> Assignment      <input type="checkbox"/> Merger  <input type="checkbox"/> Security Agreement      <input type="checkbox"/> Change of Name  <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>9/27/00</u></p>	

<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s)</p> <p>76/091,504</p>	<p>B. Trademark Registration No.(s)</p>
<p>Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Jennifer S. Fryhling, Esq.</u>  Internal Address: _____  <u>c/o Manatt, Phelps &amp; Phillips, LLP</u>  _____</p> <p>Street Address: <u>1001 Page Mill Road</u>  <u>Building 2</u>  _____</p> <p>City: <u>Palo Alto</u> State: <u>CA</u> Zip: <u>94304</u></p>	<p>6. Total number of applications and registrations involved: ..... <span style="border: 1px solid black; padding: 2px;">1</span></p> <p>7. Total fee (37 CFR 3.41).....\$ <u>40.00</u></p> <p><input type="checkbox"/> Enclosed  <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number:  <u>50-1847</u></p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>
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DO NOT USE THIS SPACE

9. 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.*

Jennifer S. Fryhling, Esq.            August 31, 2001  
Name of Person Signing      Signature      Date

Total number of pages including cover sheet, attachments, and document: 3

09/06/2001 TDIAZ1 00000180 501847 76091504 Commissioner of Patent & Trademarks, Box Assignments  
Washington, D.C. 20231

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TRADEMARK  
REEL: 002362 FRAME: 0944

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]

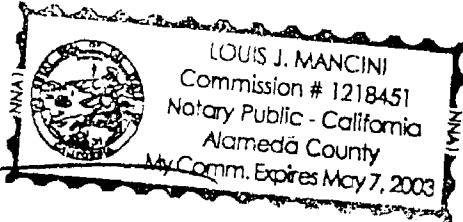
ACKNOWLEDGMENT

STATE OF CALIFORNIA )  
 ) ss.  
County of ALAMEDA )

On 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 76/091504

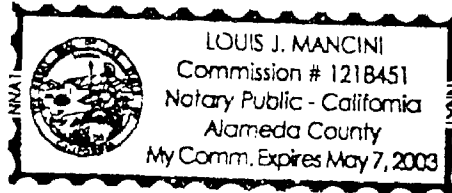
Witness my hand and Official Seal.

(Seal)



[Signature]  
Notary Signature

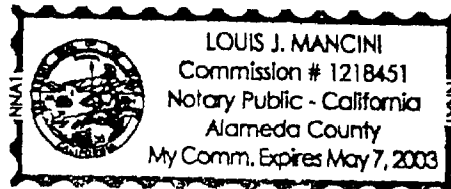
STATE OF CALIFORNIA )  
 ) ss.  
County of ALAMEDA )



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 76/091504

Witness my hand and Official Seal.

(Seal)



[Signature]  
Notary Signature