

REC

09-07-2001

Docket No.:

TF



23632.030

Tab settings

101835565

To the Honorable Commissioner of Patents and Trademarks, 101835565, ed original documents or copy thereof.

1. Name of conveying party(ies):

Neal Spruce

9.31.01

- Individual(s)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: October 1, 2000

2. Name and address of receiving party(ies):

Name: 24 Hour Fitness Acquisition Corp.

Internal Address: _____

Street Address: 5020 Franklin Drive

City: Pleasanton State: CA ZIP: 94588

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State CA
- Other

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

76/066969

B. Trademark Registration No.(s)

Additional numbers Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Jennifer S. Fryhling, Esq.

Internal Address: _____

c/o Manatt, Phelps & Phillips, LLP

Street Address: 1001 Page Mill Road

Building 2

City: Palo Alto State: CA ZIP: 94304

6. Total number of applications and registrations involved:.....

1

7. Total fee (37 CFR 3.41):.....\$ 140.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

50-1847

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.

Name of Person Signing

Signature

August 31, 2001

Date

Total number of pages including cover sheet, attachments, and

TRADEMARK

REEL: 002362 FRAME: 0947

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.

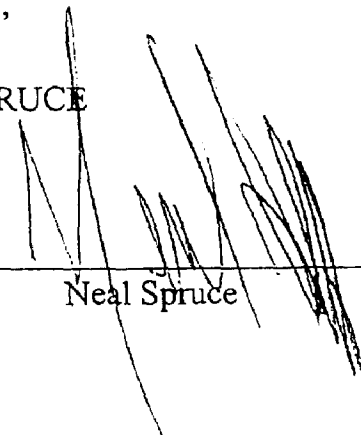
NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Assignor hereby assigns, transfers and conveys to the Assignee all rights, title and interests in and to the Trademark and the registration thereof together with the business which is 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
TDR	76/066969	May 9, 2000

IN WITNESS WHEREOF, the parties have executed this Assignment as of the date first given above.

"Assignor"

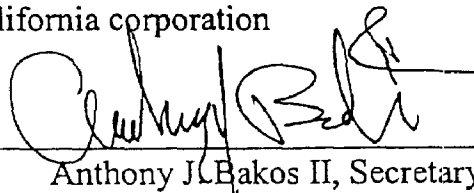
NEAL SPRUCE

By: 

Neal Spruce

"Assignee"

24 HOUR FITNESS ACQUISITION CORP.,
a California corporation

By: 

Anthony J. Bakos II, Secretary

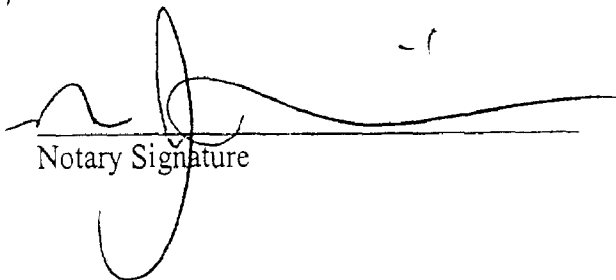
[ACKNOWLEDGMENT ON NEXT PAGE]

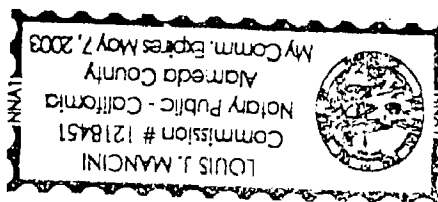
ACKNOWLEDGMENT

STATE OF CALIFORNIA)
) ss.
County of ALAMEDA)

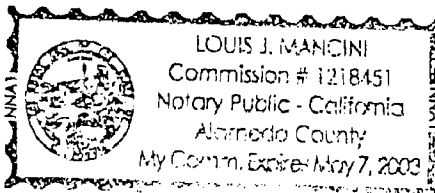
On 9-27-00 before me, LOUIS J. MANCINI, a Notary Public in and for said State, personally appeared NEAL SPROCC, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is sub-scribed to the within instrument and acknowledged to me that she executed the 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 76/066969

Witness my hand and Official Seal. (Seal)


Notary Signature

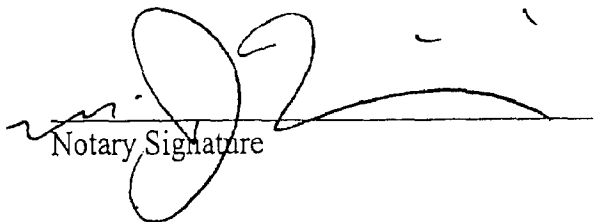


STATE OF CALIFORNIA)
) ss.
County of ALAMEDA)



On 9-27-00 before me, LOUIS J. MANCINI, a Notary Public in and for said State, personally appeared ANTHONY S. 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 76/066969

Witness my hand and Official Seal. (Seal)


Notary Signature

