Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings ⇔ ⇔ ♥ ▼ ▼	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.	
1. Name of conveying party(ies): Crunch World LLC Individual(s) General Partnership Corporation-State Other Limited liability company	2. Name and address of receiving party(ies) Name: _ Crunch Fitness International, Inc. Internal Address: Street Address: _11 East 26th Street City: _ New York State: _ NY _ Zip: _10010 Individual(s) citizenship
Additional name(s) of conveying party(ies) attached? Yes No 3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other Execution Date: December 10, 2001	Association General Partnership Limited Partnership Corporation-State New York Other If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No
4. Application number(s) or registration number(s): A. Trademark Application No.(s)	B. Trademark Registration No.(s) 2,510,773
Name and address of party to whom correspondence concerning document should be mailed:	6. Total number of applications and registrations involved:
Name:Ronald S. Kadden Internal Address:_Suite 4410	7. Total fee (37 CFR 3.41)\$ Enclosed Authorized to be charged to deposit account
Street Address: 60 East 42nd Street City: New York State: NY Zip: 10165	8. Deposit account number:
DO NOT USE THIS SPACE	
9. Signature. Ronald S. Kadden Name of Person Signing December 12, 2001 Signature Signature Date Total number of pages including cover sheet, attachments, and document	

40.00 Final decuments to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

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ASSIGNMENT

WHEREAS, CRUNCH WORLD LLC, a limited liability company organized and existing under the laws of the State of New York, located and doing business at 11 East 26th Street, New York, New York 10010 (hereinafter the "Assignor") is the owner in the United States of the trademark CRUNCH & Design for nutritional supplements in the nature of food bars, and carbonated and non-carbonated soft drinks, and powders used in the preparation of carbonated and non-carbonated soft drinks, and United States Registration No. 2,510,773, dated November 20, 2001, covering said CRUNCH & Design trademark for said goods; and

WHEREAS, CRUNCH FITNESS INTERNATIONAL, INC., a corporation organized and existing under the laws of the State of New York, located and doing business at 11 East 26th Street, New York, New York 10010 (hereinafter the "Assignee") is desirous of acquiring the said CRUNCH & Design trademark for the said goods, and United States Registration No. 2,510,773;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby assign to Assignee all right, title and interest in and to the trademark CRUNCH & Design for nutritional supplements in the nature of food bars, and carbonated and non-carbonated soft drinks, and powders used in the preparation of carbonated and non-carbonated soft drinks, and United States Registration No. 2,510,773, dated November 20, 2001, covering said CRUNCH & Design trademark for said goods, together with the good will of the business connected with the use of and symbolized by the said

-1-

CRUNCH & Design trademark, and all Assignor's rights to damages or profits, due or accrued, arising out of past infringement of the said CRUNCH & Design trademark or injury to the said good will, and the right to sue for and recover the same in the Assignee's own name.

IN WITNESS WHEREOF, this assignment has been executed this day of December, 2001

CRUNCH WORLD LLC

Ву

Name: Douglas Levine

Title: Manager

STATE OF NEW YORK)
: SS.

COUNTY OF NEW YORK)

On this 10th day of December, 2001, before me personally came DOUGLAS LEVINE, to me known, who, being by me duly sworn, did depose and say that he is Manager of CRUNCH WORLD LLC, the limited liability company described in and which executed the foregoing instrument; that the execution of the foregoing instrument by him was duly authorized according to the operating agreements; that he executed the instrument on behalf of said limited liability company pursuant to said authorization and that he signed his name thereto by like authority.

Notary Public

MELANIE CONCEPCION
Notary Public, State of New York
Qualified in Dutchess County
Reg.# 01CO5027681

Reg # 01C05027681 2002 Commission Expires May 16,