



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

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

1. Name of conveying party(ies): 12/13/01 Crunch World LLC Individual(s) Association General Partnership Limited Partnership Corporation-State Other Limited liability company Additional name(s) of conveying party(ies) attached? Yes No

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 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

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other Execution Date: December 10, 2001

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 2,510,773 Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Ronald S. Kadden Internal Address: Suite 4410 Street Address: 60 East 42nd Street City: New York State: NY Zip: 10165

6. Total number of applications and registrations involved: 1 7. Total fee (37 CFR 3.41): \$ 40.00 Enclosed Authorized to be charged to deposit account 8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature. Ronald S. Kadden Name of Person Signing Signature December 12, 2001 Date

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

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

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

