

02-12-2003



2-13-03

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102363243

PBW&T File No.: T6060-004

TRADEMARKS RECORDATION COVER SHEET

1. Name of conveying party: TSI Holdings (IP), Inc. 888 Seventh Avenue New York, New York 10106  State of Incorporation - Delaware  Additional names(s) of conveying party(ies) attached? No		2. Name and Address of receiving party:  TSI Holdings (IP), LLC 888 Seventh Avenue New York, New York 10106  State of Incorporation - Delaware  If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes/No (Designation must be a separate document from Assignment)  Additional name(s) & address(es) attached? No	
3. Nature of conveyance:  Change of Name  Execution Date: December 23, 2002		4. A. Trademark Application No.(s) Serial No. 76/351,348 filed December 19, 2001  B. Trademark Registration No.(s) Reg. No. 2,262,192 registered July 20, 1999	
Additional numbers attached? Yes			
5. Name and address of party to whom correspondence concerning document should be mailed:  Allison Rutledge-Parisi, Esq. PATTERSON, BELKNAP, WEBB & TYLER LLP 1133 Avenue of the Americas New York, New York 10036-6710 Attn.: IP Department		6. Total number of documents involved: 2  7. Total fee (37 CFR 3.41): \$565.00 PBW&T Check No. 125502  In the event the actual fee is greater than the payment submitted or is inadvertently not enclosed or if any additional fee due is not paid, the Patent and Trademark Office is authorized to charge the underpayment to Deposit Account No. 16-0633.	
<b>DO NOT USE THIS SPACE</b>			
8. <i>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.</i>			
Allison Rutledge-Parisi			February 12, 2003
Name of Person Signing		Signature	Date
Total number of pages including cover sheet, attachments, and document: 8			

Express Label No.: EL 779602613 US

02/13/2003 6TON11 00000080 76351348

01 FC:8521 40.00 OP  
02 FC:8522 525.00 OP

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TRADEMARK  
REEL: 002669 FRAME: 0825

## SCHEDULE A

MARK	APPLN NO.	APPLN DATE	REGISTRATION NO.	REGISTRATION DATE
BOSTON SPORTS CLUB & BSC DESIGN			2,325,163	03/07/2000
BSC & DESIGN			2,212,754	12/22/1998
E2R			2,456,296	05/29/2001
E2R ENERGY, ENDURANCE, RECOVERY			2,464,488	06/26/2001
ENERGY, ENDURANCE, RECOVERY			2,464,487	06/26/2001
NEW YORK SPORTS CLUBS			2,227,597	03/02/1999
NEW YORK SPORTS CLUBS AND NYSC DESIGN			2,227,316	03/02/1999
NEW YORK SPORTS CLUBS AND NYSC DESIGN			2,224,136	02/16/1999
NYSC AND DESIGN			2,182,153	08/18/1998
NYSC AND DESIGN			2,225,662	02/23/1999
PHILADELPHIA SPORTS CLUBS			2,333,610	03/21/2000
PHILADELPHIA SPORTS CLUBS & PSC DESIGN			2,343,957	04/18/2000
PSC AND DESIGN			2,239,729	04/13/1999
THERE'S A MILLION REASONS TO JOIN			2,370,104	07/25/2000
TOWN SPORTS INTERNATIONAL			1,806,497	11/23/1993
TSI			1,801,172	10/26/1993
WASHINGTON SPORTS CLUBS			2,260,453	07/13/1999
WASHINGTON SPORTS CLUBS AND WSC DESIGN			2,606,256	08/13/2002
WHERE YOU LIVE. WHERE YOU WORK.			2,396,940	10/24/2000
WSC & DESIGN			2,548,666	03/19/2002

**CERTIFICATE OF CONVERSION TO LIMITED LIABILITY COMPANY  
OF  
TSI HOLDINGS (IP), INC.**

**Under Section 18-214 of the Del. Limited Liability Company Act**

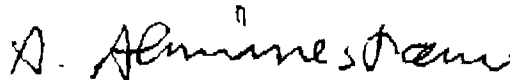
This Certificate of Conversion to Limited Liability Company of TSI Holdings (IP), Inc., dated as of December 23, 2002, is being duly executed and filed by Alexander A. Alimanestianu, as secretary, to convert the corporation to a limited liability company under the Delaware Limited Liability Company Act (6 Del. C. § 18-101, et seq.).

FIRST. The converting corporation was incorporated in Delaware on April 4, 1994.

SECOND. The name of the converting corporation immediately prior to the filing of this certificate was TSI HOLDINGS (IP), INC.

THIRD. The name of the limited liability company, as set forth in its Certificate of Formation, is TSI HOLDINGS (IP), LLC.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion to Limited Liability Company as of the date first above written.



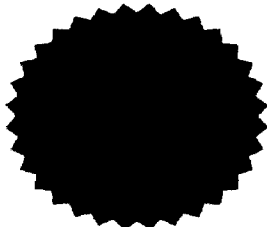
Name: Alexander A. Alimanestianu  
Title: Secretary

# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "TSI HOLDINGS (IP), LLC" FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF DECEMBER, A.D. 2002, AT 12 O'CLOCK P.M.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

2391722 8100V

AUTHENTICATION: 2251212

030085690

DATE: 02-10-03

TRADEMARK  
REEL: 002669 FRAME: 0828

**CERTIFICATE OF FORMATION  
OF  
TSI HOLDINGS (IP), LLC**

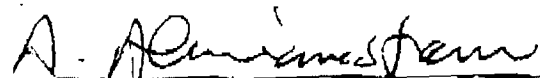
**Under Section 18-201 of the Del. Limited Liability Company Act**

This Certificate of Formation of TSI Holdings (IP), LLC, dated as of December 23, 2002, is being duly executed and filed by Alexander A. Alimanestianu, as secretary, to form a limited liability company under the Delaware Limited Liability Company Act (6 Del. C. § 18-101, et seq.).

FIRST. The name of the limited liability company formed hereby is TSI HOLDINGS (IP), LLC.

SECOND. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of the date first above written.



Name: Alexander A. Alimanestianu  
Title: Secretary/Authorized Person

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 12:00 PM 12/23/2002  
020795532 - 2391722

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DEC-23-2002 12:14

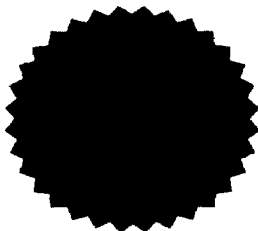
**TRADEMARK  
REEL: 002669 FRAME: 0829**

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "TSI HOLDINGS (IP), INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "TSI HOLDINGS (IP), INC." TO "TSI HOLDINGS (IP), LLC", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF DECEMBER, A.D. 2002, AT 12 O'CLOCK P.M.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

2391722 8100V

AUTHENTICATION: 2251212

030085690

DATE: 02-10-03

RECORDED: 02/12/2003

TRADEMARK  
REEL: 002669 FRAME: 0830