

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Q Clubs Inc.		12/09/2003	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	24 Hour Fitness USA, Inc.
Street Address:	12647 Alcosta Boulevard, Suite 500
City:	San Ramon
State/Country:	CALIFORNIA
Postal Code:	94583
Entity Type:	CORPORATION: CALIFORNIA

PROPERTY NUMBERS Total: 3		
Property Type	Number	Word Mark
Registration Number:	2281000	Q THE SPORTS CLUB
Registration Number:	2315591	Q THE SPORTS CLUB
Registration Number:	2307330	Q 4 KIDS

CORRESPONDENCE DATA	
Fax Number:	(650)213-0260
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	(650)812-1300
Email:	patrademarks@manatt.com
Correspondent Name:	Manatt, Phelps & Phillips, LLP
Address Line 1:	1001 Page Mill Road, Building 2
Address Line 4:	Palo Alto, CALIFORNIA 94304

ATTORNEY DOCKET NUMBER:	23632.030
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NAME OF SUBMITTER:	Charlotte C. Carberry, Paralegal
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TRADEMARK

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TRADEMARK ASSIGNMENT

This Trademark Assignment ("Assignment") is made on this 9th day of December, 2003 ("Effective Date"), by and between Q Clubs Inc., a Delaware corporation with a principal place of business located at 12647 Alcosta Boulevard, Suite 500, San Ramon, California 94583 ("Assignor"); and 24 Hour Fitness USA, Inc., a California corporation with a principal place of business located at 12647 Alcosta Boulevard, Suite 500, San Ramon, California 94583 ("Assignee").

WHEREAS, Assignor owns and is using the following trademarks ("Trademarks"), and is the owner of their corresponding United States trademark registrations ("the Registrations"):

Trademark	U.S. Reg. No.	Reg. Date
Q THE SPORTS CLUB & stylized Q design	2,281,000	September 28, 1999
Q THE SPORTS CLUB & palm trees with building inside Q design	2,315,591	February 8, 2000
Q FOR KIDS	2,307,330	January 11, 2000

AND WHEREAS Assignor desires to assign the Trademarks and the Registrations to Assignee, and Assignee desires to accept the assignment of the Trademarks and Registrations;

NOW, THEREFORE, Assignor and Assignee agree to the following terms and conditions.

1. Assignment. Assignor hereby assigns to Assignee, effective as of the date of this Assignment, all its right, title and interest in and to the Trademarks and in and to the Registrations, and all the business goodwill inherent in the Trademarks and in the Registrations.

2. Warranties. Assignor warrants and represents that it has complete ownership rights in the Trademarks and in the Registrations and full authority to make this Assignment.

3. Counterparts. This Assignment may be executed in one or more counterparts, each of which shall be deemed an original and all of which shall be taken together and deemed to be one instrument.

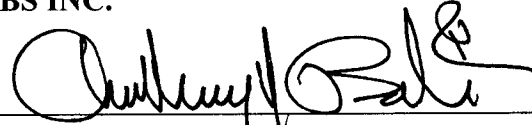
4. Entire Assignment. This Assignment sets forth the entire understanding and agreement of the parties and supersedes any and all oral or written agreements or understandings between the parties as to the subject matter of this Assignment. This Assignment may be changed only by a writing signed by both parties. Neither party is relying upon any warranties, representations, assurances, or inducements not expressly set forth herein.

IN WITNESS WHEREOF, Assignor and Assignee have each caused this Assignment to be duly executed and delivered as of the date first written above.

ASSIGNOR:

Q CLUBS INC.

By:



Anthony J. Bakos, II
Executive Vice President and General Counsel

Date:

12/9/03

ASSIGNEE:

24 HOUR FITNESS USA, INC.

By:



Anthony J. Bakos, II
Executive Vice President and General Counsel

Date:

12/9/03