

Form PTO-1594 (Rev. 03/01) **RECORDATION FORM COVER SHEET** U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office  
 OMB No. 0651-0027 (exp. 5/31/2002) **TRADEMARKS ONLY**

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

1. Name of conveying party(ies):  
 DNS Sports Limited Liability Co.

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

Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and address of receiving party(ies)  
 Name: Equinox Holdings, Inc.  
 Internal Address: \_\_\_\_\_  
 Street Address: 895 Broadway  
 City: New York State: NY Zip: 10003

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State Delaware  
 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: June 23, 2004

4. Application number(s) or registration number(s):  
 A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1,246,474

Additional number(s) attached  Yes  No

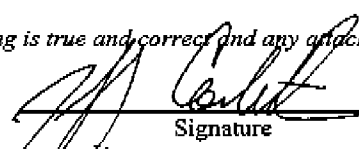
5. Name and address of party to whom correspondence concerning document should be mailed:  
 Name: Nixon Peabody LLP  
 Internal Address: Suite 900  
 Street Address: 401 9th Street, N.W.  
 City: Washington State: D.C. Zip: 20004-2128

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:  
19-2380  
 (Attach duplicate copy of this page if paying by deposit account)

**DO NOT USE THIS SPACE**

9. Statement and signature.  
*To the best of my knowledge and belief, the foregoing is true and correct and any attached copy is a true copy of the original document.*  
Jeffrey L. Costellia            July 9, 2004  
 Name of Person Signing      Signature      Date

Total number of pages including cover sheet, attachments, and document: 2

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

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Form PTO-1594 (Rev. 03/01)		RECORDATION FORM COVER SHEET		U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office	
OMB No. 0651-0027 (exp. 5/31/2002)		TRADEMARKS ONLY			
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.					
1. Name of conveying party(ies): DNS Sports Limited Liability Co.  <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation-State <input checked="" type="checkbox"/> Other <u>Colorado Limited Liability Company</u> Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			2. Name and address of receiving party(ies) Name: <u>Equinox Holdings, Inc.</u> Internal Address: _____ Street Address: <u>895 Broadway</u> City: <u>New York</u> State: <u>NY</u> Zip: <u>10003</u> <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>Delaware</u> <input type="checkbox"/> Other _____ <small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designation must be a separate document from assignment) Additional name(s) &amp; address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</small>		
3. Nature of conveyance: <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ Execution Date: <u>June 23, 2004</u>			4. Application number(s) or registration number(s): A. Trademark Application No.(s) _____ B. Trademark Registration No.(s) <u>1,246,474</u>  Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Nixon Peabody LLP</u> Internal Address: <u>Suite 500</u>  Street Address: <u>401 9th Street, N.W.</u>  City: <u>Washington</u> State: <u>D.C.</u> Zip: <u>20004-2128</u>			6. Total number of applications and registrations involved: ..... <input type="text" value="1"/> 7. Total fee (37 CFR 3.41) ..... \$40.00 <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account. 8. Deposit account number: <u>19-2380</u> <small>(Attach duplicate copy of this page if paying by deposit account)</small>		
DO NOT USE THIS SPACE					
9. Statement and signature. <i>To the best of my knowledge and belief, the foregoing is true and correct and any attached copy is a true copy of the original document.</i> <u>Jeffrey L. Costello</u> _____ <u>July 9, 2004</u> Name of Person Signing      Signature      Date Total number of pages including cover sheet, attachments, and document: <input type="text" value="2"/>					

CPI \$40.00 192-840 12-240-72

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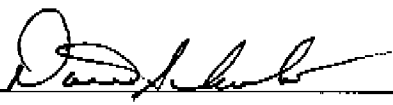
Trademark Assignment

WHEREAS, DNS Sports Limited Liability Co., a Colorado limited liability company having an office at 6072 Fox Hill Drive, Longmont, Colorado 80501 (hereinafter "DNS"), is the owner of U.S. Trademark Registration No. 1,246,474 (hereinafter "the Registration"), the trademark EQUINOX therein (hereinafter "the Mark"), the common-law rights associated with the Mark (hereinafter "the Common-Law Rights"), and the goodwill associated with the Mark (hereinafter "the Goodwill");

AND WHEREAS, Equinox Holdings, Inc., a Delaware Corporation having an office at 895 Broadway, New York, New York 10003 (hereinafter "Equinox") desires to acquire the Registration, the Mark, the Common-Law Rights, and the Goodwill; and

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, DNS does hereby assign unto Equinox all of DNS' right, title, and interest in and to the Registration, the Mark, the Common-Law Rights, and the Goodwill, along with the right to sue and collect damages for past and future infringements.

DNS SPORTS LIMITED LIABILITY CO.

  
Name: David H. Schubert  
Title: Managing Director  
Date: 16-23-04

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