

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Apex Fitness, Inc.		09/11/2006	CORPORATION:
RECEIVING PARTY DATA			
Name:	24 Hour Fitness USA, Inc.		
Street Address:	12647 Alcosta Blvd., Suite 500		
City:	San Ramon		
State/Country:	CALIFORNIA		
Postal Code:	94583		
Entity Type:	CORPORATION: CALIFORNIA		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Serial Number:	78540369	BODYBUGG	
Serial Number:	78540368	BODYBUGG	
Serial Number:	78851695	APEX FITNESS GROUP VIRTUAL GYM	
Serial Number:	78851685	APEX FITNESS GROUP VIRTUAL GYM	
CORRESPONDENCE DATA			
Fax Number:	(650)812-0260		
	<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:	Susan E. Hollander, Esq.		
Address Line 1:	1001 Page Mill Road, Bldg 2		
Address Line 4:	Palo Alto, CALIFORNIA 94304		
ATTORNEY DOCKET NUMBER:	23632-033 APEX ASSIGNMENT		
NAME OF SUBMITTER:	Kristin N. Falco, Paralegal		

CH \$115.00 78540369

Signature:

/Kristin Falco/

Date:

09/18/2006

Total Attachments: 2


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TRADEMARK ASSIGNMENT
to
24 HOUR FITNESS USA, INC.

This Trademark Assignment is made on this 11th day of September, 2006 (“**Effective Date**”), Apex Fitness, Inc. a California corporation with a principal place of business at 12647 Alcosta Boulevard, Suite 500, San Ramon, California 94583 (“**Assignor**”) to 24 Hour Fitness USA, Inc., a California corporation with a principal place of business at 12647 Alcosta Boulevard, Suite 500, San Ramon, California 94583 (“**Assignee**”).

WHEREAS, Assignor has adopted the following trademarks (“**Trademarks**”) and has filed corresponding applications for obtaining federal registration of these trademarks in the United States Patent and Trademark Office (“**Applications**”):

Trademark:	Goods/Services:	U.S. App. Serial No.:	Filing Date:
BODYBUGG	Class 42: Temporary use of on-line non-downloadable software for personal weight management	78/540369	December 30, 2004
BODYBUGG	Class 9: Armbands that incorporate electronic apparatus, namely, microprocessors for detecting, storing and reporting human physiological and environmental parameters	78/540368	December 30, 2004
APEX FITNESS GROUP VIRTUAL GYM	Class 42: Rendering online interactive fitness services which allow users to create fitness programs; providing information in the field of nutrition, fitness, and bodybuilding; consultation services with fitness trainers	78/851695	March 31, 2006
APEX FITNESS GROUP VIRTUAL GYM (and Design) 	Class 42: Rendering online interactive fitness services which allow users to create fitness programs; providing information in the field of nutrition, fitness, and bodybuilding; consultation services with fitness trainers	78/851685	March 31, 2006

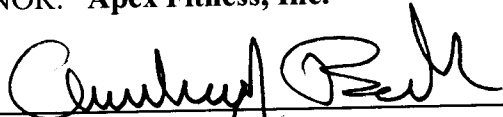
AND WHEREAS Assignor desires to assign the Trademarks and the Applications to Assignee because Assignee is a successor to that portion of Assignor's business to which the Trademarks pertain, and that business is ongoing and existing;

NOW, THEREFORE, Assignor makes the following assignment:

Assignment. Assignor hereby assigns, transfers, and conveys, as of the Effective Date, all of Assignor's right, title and interest in and to the Trademarks, in and to the Applications, and in and to all the business goodwill inherent in the Trademarks and in the Applications to Assignee, who is a successor to that portion of Assignor's business to which the Trademarks pertain, and that business is ongoing and existing.

IN WITNESS WHEREOF, Assignor has caused this Trademark Assignment to be duly executed and delivered as of the Effective Date, and Assignee has acknowledged the execution and delivery.

ASSIGNOR: Apex Fitness, Inc.

By: 
(signature)
Anthony J. Bakos II
(name)
Secretary
(title)
Date: 9/11/06