

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: 20

Property Type	Number	Word Mark
Registration Number:	3081645	A<<
Registration Number:	2762569	ACCIDENTAL EXERCISER
Registration Number:	2765270	ACCIDENTAL EXERCISER
Registration Number:	2762567	ACCIDENTAL EXERCISER
Registration Number:	2762568	ACCIDENTAL EXERCISER
Registration Number:	2936205	APEX
Registration Number:	2702445	APEX FITNESS GROUP
Registration Number:	2703428	APEX FITNESS GROUP
Registration Number:	2702444	APEX FITNESS GROUP
Registration Number:	3045062	APEX FIT
Registration Number:	3004281	APEX FIX
Registration Number:	3004280	APEX FIX
Registration Number:	3034722	APEX LEAN
Registration Number:	2997642	APEX MAX

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Registration Number:	2701627	APEX TRAINING SYSTEM
Registration Number:	2854464	BCAA RECOVERY
Registration Number:	2475729	ERGOGEN LABS
Registration Number:	2715551	ERGOGEN LABS
Registration Number:	2484996	ERGOGEN LABS
Registration Number:	2521827	TDR

CORRESPONDENCE DATA

Fax Number: (650)213-0260

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 6508121300

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 ASSIGN #2
NAME OF SUBMITTER:	Kristin N. Falco, Paralegal
Signature:	/Kristin Falco/
Date:	09/18/2006

Total Attachments: 5

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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”):

Trademark:	Application or Registration Number:	International Classes:	Jurisdiction:
A (and Design) 	3081645	5, 9	US
ACCIDENTAL EXERCISER	2762569	9	US
ACCIDENTAL EXERCISER	2765270	41	US
ACCIDENTAL EXERCISER	2762567	41, 42	US
ACCIDENTAL EXERCISER	2762568	16	US
APEX (and Design) 	2936205	5, 9, 16, 35, 41, 44	US

Trademark:	Application or Registration Number:	International Classes:	Jurisdiction:
APEX FITNESS GROUP (and Design) 	2702445	9	US
APEX FITNESS GROUP (and Design) 	2703428	35	US
APEX FITNESS GROUP (and Design) 	2702444	16	US
APEX FITNESS GROUP (and Design) 	App No. 1059171	Services	Canada
APEX FITNESS GROUP (and Design) 	Reg No. 002985034	9, 35, 41, 42, 44	European Community

Trademark:	Application or Registration Number:	International Classes:	Jurisdiction:
APEX FITNESS GROUP (and Design) 	Reg No. 001658756	5, 16, 35, 39, 41, 42	European Community
APEX FITNESS GROUP VIRTUAL GYM	Reg No. 002069623	35, 41, 42	European Community
APEX FIT (and Design) 	3045062	5	US
APEX FIX (and Design) 	3004281	29	US
APEX FIX (and Design) 	3004280	30	US
APEX LEAN (and Design) 	3034722	5	US
APEX MAX (and Design) 	2997642	5	US

Trademark:	Application or Registration Number:	International Classes:	Jurisdiction:
APEX TRAINING SYSTEM (and Design) 	2701627	35	US
BCAA RECOVERY	2854464	5	US
ERGOGEN LABS	2475729	5	US
ERGOGEN LABS	2715551	9	US
ERGOGEN LABS (and Design) 	2484996	5	US
TDR	2521827	16	US

AND WHEREAS Assignor has filed applications for all of the Trademarks listed above in their respective International Classes and jurisdictions, and in some cases the pending applications have matured into registrations (“**Applications and/or Registrations**”);

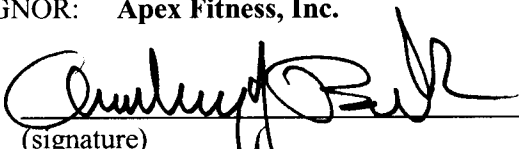
AND WHEREAS Assignor desires to assign the Trademarks and their corresponding Applications and/or Registrations to Assignee;

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 corresponding Applications and/or Registrations, and in and to all the business goodwill inherent in the Trademarks and in the corresponding Applications and/or Registrations to Assignee.

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