

10-12-2006



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To the Director of the U. S. Patent and Trademark Office: Please record the attached documents on the new address(es) below.

FINANCE SECTION

1. Name of conveying party(ies):

GT Media, Inc

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation- State: Colorado
- Other _____

Citizenship (see guidelines) USA

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Urban Group Exercise

Internal

Address: _____

Street Address: 400 E 71st St, Suite 11D

City: New York

State: NY

Country: USA Zip: 10021

Association Citizenship _____

General Partnership Citizenship _____

Limited Partnership Citizenship _____

Corporation Citizenship _____

Other LLC Citizenship USA

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)

3. Nature of conveyance)/Execution Date(s) :

Execution Date(s) July 17, 2006

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other _____

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

76360006

B. Trademark Registration No.(s)

2789459

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

CABLE FLEX

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Jacobson & Colfin, P.C.

Internal Address: Bruce Colfin

Street Address: 60 Madison Ave, Suite 1026

City: New York

State: NY Zip: 10010

Phone Number: 212-691-5630

Fax Number: 212-645-5038

Email Address: the.firm@the.firm.com

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 40.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number _____

Authorized User Name _____

40.00 DP
0000429 76360006
10/11/2006 NJAH1
01 FC 1521

9. Signature:

Bruce Colfin
Signature
Name of Person Signing

10/6/06
Date

Total number of pages including cover sheet, attachments, and document: 3

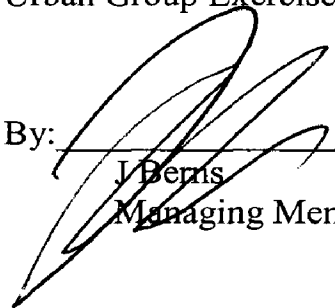
ASSIGNMENT OF MARK

Whereas GT Media, Inc., at 100 Park Avenue, New York, New York 10017, Assignor of the trademark CABLEFLEX (the "Mark"), is the registered owner of the Mark, registered with the United States Patent and Trademark Office, Registration No. 2789459 filed on January 17, 2002; and

Whereas Assignee Urban Group Exercise LLC (Assignee), of 400 East 71 St., Suite 11D, New York, NY 10021, has acquired the Mark and the registration thereof from GT Media, Inc., pursuant to that certain Stipulation and Settlement Agreement and ORDER dated June 12, 2006 filed with the U.S. Bankruptcy Court, Southern District of New York, Case No. 05-15167;

Now, therefore, for good and valuable consideration, receipt of which is hereby acknowledged, said GT Media, Inc., as Assignor, does hereby assign unto the said Urban Group Exercise LLC, as Assignee, all right, title and interest in and to the Mark, together with the good will of the business symbolized by the Mark, and the above-identified registration thereof.

Urban Group Exercise, LLC.

By:  (L.S.)

J. Berns
Managing Member

GT Media, Inc.

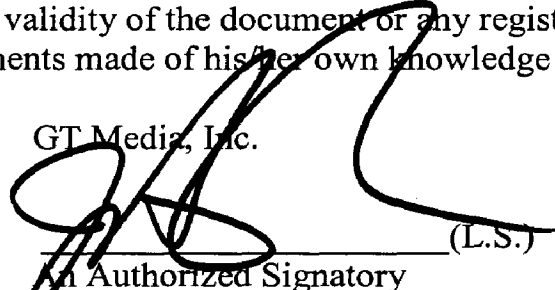
 (L.S.)

An Authorized Signatory
Jonathan Lieberman
VP, Business & Legal Affairs

**ASSIGNMENT OF MARK
CABLEFLEX
Reg. No. 2789459**

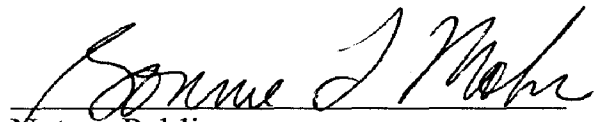
Declaration Pursuant to 37 C.F.R. §2.20

The undersigned being warned that willful false statements and the like are punishable by fine or imprisonment, or both, under 18 U.S.C. 1001, and that such willful false statements and the like may jeopardize the validity of the document or any registration resulting therefrom, declares that all statements made of his/her own knowledge are true.

GT Media, Inc.

_____(L.S.)
An Authorized Signatory
Jonathan Lieberman
VP, Business & Legal Affairs

State of New York)
) ss.:
County of New York)

On this 17th day of July, 2006, before me appeared J
Berns, Managing Member of Urban Group Exercise, LLC, the person who signed this
instrument, who acknowledged that he signed it as a free act on behalf of the identified
limited liability company.



Notary Public

Tm/cli/Cableflex.2789459

BONNIE L. MOHR
NOTARY PUBLIC, State of New York
No. 02MC6111834
Qualified in New York County
Commission Expires June 28, 2008

Jacobson & Colfin, P.C.

Attorneys at Law

Jeffrey E. Jacobson*

Bruce E. Colfin

Bonnie L. Mohr**

Of Counsel:

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Fax: (212) 645-5038

www.thefirm.com

email: thefirm@thefirm.com

*Also Member of D.C. Bar

**Also Member of N.J. Bar

October 6, 2006

Mail Stop Assignment Recordation Services
Director of the USPTO
PO Box 1450
Alexandria, VA 22313-1450

Re: CABLEFLEX Trademark Assignment
Registration No. 2789459

Dear Recordation Services:

Please file the enclosed trademark assignment for the above mark. A Recordation Form Cover Sheet and filing fee in the amount of forty (\$40.00) dollars have been enclosed for assignment.

Please contact this office if you require additional information.

Sincerely Yours,

Jacobson & Colfin, P.C.

Bruce E. Colfin

Encl.s

cc: Urban Exercise Group, LLC

BEC.zm

Ltrs/cblflex.915

1208 West Broadway, Hewlett, LI, 11557 • 516-295-7689

RECORDED: 10/10/2006

TRADEMARK
REEL: 003408 FRAME: 0179