

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|------------------------------|--|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | Corrected Assignment to correct Entity Type for Conveying & Receiving Parties in assignment recorded 3/24/04 at Reel/Frame 002816/0191 (Notice of Recordation attached) Assigns the entire interest and the goodwill |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|------------------------------------|----------|----------------|-------------------------------------|
| Starmark Northwest Management, LLC | | 03/17/2004 | Limited Liability Company: DELAWARE |

RECEIVING PARTY DATA

| | |
|--------------------------|-------------------------------------|
| Name: | Starmark Holdings, LLC |
| Street Address: | 1700 Broadway |
| Internal Address: | Suite 1600 |
| City: | Denver |
| State/Country: | COLORADO |
| Postal Code: | 80202 |
| Entity Type: | Limited Liability Company: DELAWARE |

PROPERTY NUMBERS Total: 1

| Property Type | Number | Word Mark |
|----------------------|---------|----------------------------------|
| Registration Number: | 2181329 | NEW ENERGY BEL AIR ATHLETIC CLUB |

CORRESPONDENCE DATA

Fax Number: (303)223-0959
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 303-223-1159
 Email: ekunkle@bhf-law.com
 Correspondent Name: Elizabeth L. Kunkle
 Address Line 1: 410 Seventeenth Street
 Address Line 2: Twenty-Second Floor
 Address Line 4: Denver, COLORADO 80202

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|--------------------------------|---------------------|
| ATTORNEY DOCKET NUMBER: | 99001.3 |
| NAME OF SUBMITTER: | Elizabeth L. Kunkle |

OP \$40.00 2181329

Total Attachments: 4

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TRADEMARK ASSIGNMENT

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03/24/2004
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|------------------|----------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
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|-----------------------|--|
| NATURE OF CONVEYANCE: | ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL |
|-----------------------|--|

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|---------------------------------------|----------|----------------|-------------------------------------|
| Starmark Northwest Management, L.L.C. | | 03/17/2004 | Limited Liability Company: COLORADO |

RECEIVING PARTY DATA

| | |
|-------------------|-------------------------------------|
| Name: | Starmark Holdings, L.L.C. |
| Street Address: | 1700 Broadway |
| Internal Address: | Suite 1600 |
| City: | Denver |
| State/Country: | COLORADO |
| Postal Code: | 80202 |
| Entity Type: | Limited Liability Company: COLORADO |

PROPERTY NUMBERS Total: 1

| Property Type | Number | Word Mark |
|----------------------|---------|----------------------------------|
| Registration Number: | 2181329 | NEW ENERGY BEL AIR ATHLETIC CLUB |

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 Address Line 1: 410 Seventeenth Street
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 Address Line 4: Denver, COLORADO 80202

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|-------------------------|---------|
| ATTORNEY DOCKET NUMBER: | 6839.63 |
|-------------------------|---------|

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| NAME OF SUBMITTER: | Elizabeth L. Kunkle |
|--------------------|---------------------|

Total Attachments: 1
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TRADEMARK ASSIGNMENT

This Trademark Assignment ("Assignment") is effective this ___ day of March, 2004, by and between Starmark Northwest Management, L.L.C., a Delaware limited liability company with a principal place of business at 1700 Broadway, Suite 1600, Denver, Colorado, 80290 ("Assignor") and Starmark Holdings, L.L.C., a Delaware limited liability company with a principal place of business at 1700 Broadway, Suite 1600, Denver, Colorado, 80290 ("Assignee").

WHEREAS, Assignor is the owner of the entire right, title, and interest to the mark NEW ENERGY BEL AIR ATHLETIC CLUB & Design, subject of U.S. Trademark Registration No. 2181329, registered for use with "health club," and all common law rights therein (the "Mark"); and

WHEREAS, Assignor wishes to assign and Assignee wishes to acquire the entire right, title, and interest to the Mark, and all common law rights and rights of registration and renewal thereof, together with the goodwill of the business associated with and symbolized by said Mark.

NOW THEREFORE, for consideration in the amount of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does sell, assign, and set over to Assignee, the entire right, title, and interest to the Mark, and all common law rights and rights of registration and renewal thereof, together with the goodwill of the business associated with and symbolized by said Mark.

STARMARK NORTHWEST MANAGEMENT, L.L.C.



Eddie D. Williams, President

Date: March 17, 2004.

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