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
KIRK ROBERTS		11/15/2006	INDIVIDUAL: UNITED STATES

RECEIVING PARTY DATA

Name:	BOB ROBERTS	
Street Address:	4 East 80th Street	
City:	New York	
State/Country:	NEW YORK	
Postal Code:	10021	
Entity Type:	INDIVIDUAL: UNITED STATES	

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number: 2565156		LUCILLE ROBERTS FOR WOMEN BY WOMEN

CORRESPONDENCE DATA

Fax Number: (212)246-8959

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

Phone: 212-708-1870

Email: lbryer@ladas.com

Correspondent Name: Ladas & Parry LLP

Address Line 1: 26 West 61st Street

Address Line 4: New York, NEW YORK 10023

ATTORNEY DOCKET NUMBER:	NTMA 060814:753
NAME OF SUBMITTER:	Lanning G. Bryer
Signature:	/lgb/
Date:	12/08/2006

TRADEMARK REEL: 003440 FRAME: 0383

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TRADEMARK REEL: 003440 FRAME: 0384

UNITED STATES OF AMERICA

ASSIGNMENT

WHEREAS, **LUCILLE ROBERTS HEALTH CLUBS, INC.**, a corporation organized under the laws of the State of New York, United States of America, located at 8 East 80th Street, New York, New York 10021, United States of America, [hereinafter called the ASSIGNOR] has adopted and used the trademark registered in the United States Patent and Trademark Office:

MORE GYM.LESS MONEY.

No. 2015408 Dated: November 12, 1996

AND WHEREAS, **KIRK ROBERTS TRUST**, a Trust organized and existing under the laws of the State of Florida , United States of America, located at 4 East 80th Street, New York, New York 10021, United States of America, [hereinafter called the ASSIGNEE] is desirous of acquiring the right, title and interest in and to the said trademark and the registration thereof;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, the said ASSIGNOR by these presents does sell, assign and transfer unto the said ASSIGNEE, its successors and assigns, all right, title and interest in and to the said trademark and registration thereof, together with that part of the goodwill of the ASSIGNOR'S business connected with the use of and symbolized by the said trademark.

IN WITNESS WHEREOF, the said ASSIGNOR has hereunto executed this instrument this / / day of workers., 2006

[Corporate Seal]

By [Title]

[See over for Notarial Acknowledgment] TRADEMARK

REEL: 003440 FRAME: 0385

CORPORATE ACKNOWLEDGMENT

UNITED STATES OF AMERICA]

STATE OF MEW YORK]

COUNTY OF MEW YORK]

On this 14 day of November 2006, before me personally appeared Kirk Robert to me known, who, being by me duly sworn, did depose and say that he/she is the Vice President of the corporation described in and which executed the foregoing instrument; that he/she knows the seal of said corporation; that the said seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation and that he/she signed his/her name thereto by like order.

Motary/Public

ASHER/BRUKNER
NOTARY PUBLIC, State of New York
No. 01BR4698513
Qualified in New York County
Commission Expires October 31, 20

[SEAL]

ASSIGNOR

TRADEMARK REEL: 003440 FRAME: 0386

UNITED STATES OF AMERICA

POWER OF ATTORNEY

The undersigned hereby appoints, jointly and severally with full power of substitution:

ALLAN S. PILSON

ROBERT ALPERT

DANIEL F. ZENDEL

LANNING G. BRYER

JOSEPH J. VILLAPOL

DENNIS S. PRAHL

MARY A. MOY

NADIA K. DROUMBANIS

members of the Bar of the State of New York, c/o Ladas & Parry LLP, 26 West 61st Street, New York, New York 10023, United States of America, to record assignments, mergers, consolidations, changes of name and changes of address and to take all action with respect to the following Trademark Registration or Application for Trademark Registration:

MORE GYM.LESS MONEY.

No. 2015408

Dated: November 12, 1996

By [Title]

TRADEMARK

RECORDED: 12/08/2006