

**TRADEMARK ASSIGNMENT**

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<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
LUCILLE ROBERTS HEALTH CLUBS, INC.		11/15/2006	CORPORATION: NEW YORK
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	BOB ROBERTS		
<b>Street Address:</b>	4 East 80th Street		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10021		
<b>Entity Type:</b>	INDIVIDUAL: UNITED STATES		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	1324009	LUCILLE ROBERTS	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(212)246-8959		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	212-708-1870		
<b>Email:</b>	lbryer@ladas.com		
<b>Correspondent Name:</b>	Ladas & Parry LLP		
<b>Address Line 1:</b>	26 West 61st Street		
<b>Address Line 4:</b>	New York, NEW YORK 10023		
<b>ATTORNEY DOCKET NUMBER:</b>	NTMA 050708:753		
<b>NAME OF SUBMITTER:</b>	Lanning G. Bryer		
<b>Signature:</b>	/lgb/		
<b>Date:</b>	12/08/2006		

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Total Attachments: 3

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UNITED STATES OF AMERICA

A S S I G N M E N T

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 80<sup>th</sup> Street, New York, New York 10021, United States of America, [hereinafter called the ASSIGNOR] has adopted and used the following trademark registered in the United States Patent and Trademark Office:

**LUCILLE ROBERTS**

**No. 1324009**

**Dated: March 12, 1985**

AND WHEREAS, **BOB ROBERTS**, a citizen of the United States of America, residing at 4 East 80<sup>th</sup> 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;

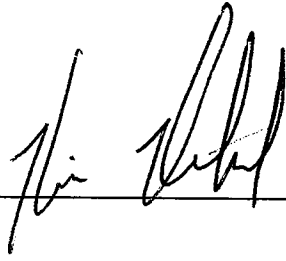
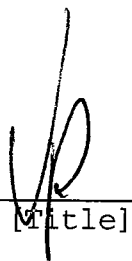
NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, the said ASSIGNOR by these presents does sell, assign and transfer unto the said ASSIGNEE, its successors and assigns, all right, title and interest in and to the said trademark and registration thereof, 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 15<sup>th</sup> day of November, 2006

**LUCILLE ROBERTS HEALTH CLUBS, INC.**

[Corporate Seal]

By \_\_\_\_\_

   
[Title]

[See over for Notarial Acknowledgment]

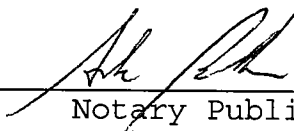
**TRADEMARK**  
**REEL: 003440 FRAME: 0413**

C O R P O R A T E    A C K N O W L E D G M E N T

UNITED STATES OF AMERICA ]  
] ]  
STATE OF NEW YORK ] SS:  
] ]  
COUNTY OF NEW YORK ]

On this 15 day of NOVEMBER 2006 before me personally appeared KIRK ROBERTSON to me known, who, being by me duly sworn, did depose and say that he/she is the

V.P. 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.

  
\_\_\_\_\_  
Notary Public

ASHER BRUKNER  
NOTARY PUBLIC, State of New York  
No. 01BR4698513  
Qualified in New York County  
Commission Expires October 31, 2009

[SEAL]

ASSIGNOR

TRADEMARK  
REEL: 003440 FRAME: 0414

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:

LUCILLE ROBERTS

No. 1324009

Dated: March 12, 1985

  
\_\_\_\_\_  
BOB ROBERTS

11/15/06  
\_\_\_\_\_  
[Date]

TRADEMARK