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U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

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To the Honorable Commissioner of

attached original documents or copy thereof.

1. Name of conveying party(ies):

Sports & Fitness Clubs of America, Inc. a/k/a Sports and Fitness Clubs of America, Inc.

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State Ohio, Other

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

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

Execution Date: 4/25/97

2. Name and address of receiving party(ies)

Name: Q Clubs Inc.

Internal Address:

Street Address: 395 Springside Drive

City: Akron State: Ohio ZIP: 44333

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State Delaware, Other

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)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,654,074

Additional numbers attached? Yes No

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

Name: Sheila Beary Quinn

Internal Address:

Street Address: 161 N. Clark St.

Suite 3100

City: Chicago State: IL ZIP: 60601

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41) \$40.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

SHEILA QUINN Name of Person Signing

Sheila Quinn Signature

4/22/98 Date

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

05/14/98 TT013 0000000 1654074 01 FC:48

**ASSIGNMENT**

THIS ASSIGNMENT ("Assignment"), dated as of this 25 day of April, 1997, is entered into by Sports & Fitness Clubs of America, Inc., a/k/a Sports and Fitness Clubs of America, Inc., an Ohio corporation ("ASSIGNOR") for the benefit of Q Clubs Inc., a Delaware corporation ("ASSIGNEE").

WHEREAS, ASSIGNOR is the principal operating subsidiary of Assignee; and

WHEREAS, ASSIGNOR solely owns and controls the entire right, title and interest in and to the trademarks and service marks, and registrations related thereto, set forth on Exhibit A attached hereto and made a part hereof, (collectively, the "Trademarks"); and


WHEREAS, ASSIGNOR desires to convey all of its right, title and interest in and to the Trademarks to ASSIGNEE.

NOW, THEREFORE, for TEN DOLLARS (\$10.00) and other good and valuable consideration paid to the ASSIGNOR by said ASSIGNEE, ASSIGNOR hereby transfers, conveys, sets over and assigns to said ASSIGNEE, as the sole and exclusive property and for the sole use and behoof of said ASSIGNEE, ASSIGNOR's entire right, title and interest in and to the Trademarks, including, without limitation, (i) all renewals thereof, (ii) all income, royalties, damages and payments now or hereafter due and/or payable to ASSIGNOR with respect thereto, including, without limitation, payments under any licenses entered into in connection therewith and damages and payments for past or future infringements thereof, (iii) the right to sue for past, present and future infringements thereof, (iv) all rights corresponding thereto throughout the world, including all foreign registrations and applications; and (v) the goodwill of ASSIGNOR's business associated with the Trademarks.


ASSIGNOR hereby agrees to execute all other documents requested by ASSIGNEE to effectuate this Assignment

IN WITNESS WHEREOF, the ASSIGNOR has executed this Assignment on the date first written above.

SPORTS & FITNESS CLUBS OF AMERICA, INC.

By:   
Title: President

Subscribed and Sworn to before  
me on April 25, 1997.

  
Notary Public

My Commission expires 5-19-99

EAW 135066 . 1 April 21, 1997

TRADEMARK  
REEL: 1725 FRAME: 0687

**EXHIBIT A**  
**PROPRIETARY RIGHTS**

<u>FEDERAL TRADEMARK/SERVICE MARK</u>	<u>DATE OF REGISTRATION</u>	<u>REGISTRATION NO.</u>
Q THE SPORTS CLUB	August 13, 1991	1,654,074

EAW 135066 . I April 21, 1997

RECORDED: 05/04/1998

TRADEMARK  
REEL: 1725 FRAME: 0688