



TRADEMARK

12-07-1999

Docket No.:

DEPT. OF COMMERCE



101182068

Tab settings → → →

08-12-1999

To the Honorable

U.S. Patent & TMOfo/TM Mail RptDt. #31

Trademark

See attached original documents or copy thereof.

1. Name of conveying party(ies):

Town Sports International, Inc.

- Individual(s)
- General Partnership
- Corporation-State New York (CORRECTION)
- Other
- Association
- Limited Partnership

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

3. Nature of conveyance: --CORRECTION--

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

Execution Date: December 10, 1996

2. Name and address of receiving party(ies):

Name: Bankers Trust Company

Internal Address: One Bankers Trust Company

Street Address: 130 Liberty Street

City: New York State: NY ZIP: 10006

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State banking
- 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 registration numbers(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,846,800 1,608,657
1,806,497
1,801,172

Additional numbers attached? Yes No

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

Name: Maxroy Mitchell, Esq.

Internal Address: White & Case

Street Address: 1155 Avenue of the Americas

City: New York State: NY ZIP: 10036

6. Total number of applications and registrations involved:.....

4

7. Total fee (37 CFR 3.41):.....\$ \$115.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

08/19/1999 MTHA11 00000022 1846800

DO NOT USE THIS SPACE

01 FC:481 40.00 OP
02 FC:482 75.00 OP

115E
NO SPEC
Fee

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.

Maxroy Mitchell

Name of Person Signing

Signature

8/9/99

Date

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

6

08-01-1997

RECEIVED

JUL 29 1997 DEPARTMENT OF COMMERCE

100500766

Form 10-1994

EET Y

RECEIPT ACCOUNT

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Town Sports International Inc. *7-22-97*

Individuals Association
 General Partnership Limited Partnership
 Corporation-State Delaware
 Other

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

2. Name and address of receiving party(ies):
Name: Bankers Trust Company
 Internal Address: One Bankers Trust Plaza
 Street Address: 13 Liberty Street
 City: New York State: NY ZIP: 10006

3. Nature of conveyance:
 Assignment Security Merger
 Security Agreement Change of Name
 Other Interest

Execution Date: December 10, 1996

Individual citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation - Banking
 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 registration number(s):
 A. Trademark Application No.(s)

Additional numbers attached? Yes No

Trademark Registration No.(s) 1,846,800

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Michelle Papini
 Internal Address: White & Case
 Room 2623
 (MARK ROY MITCHELL (WANTS))
 Street Address: 1155 Avenue of the Americas
 City: New York State: NY ZIP: 10018

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41): \$ 115.00
 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.

Michelle Papini
Name of Person Signing

Michelle Papini
Signature

JUN 21, 1997
Date

Total number of pages comprising cover sheet: 1

OMB No. 0651-0011 (exp. 4/94)

08/01/1997 TTOM11 00000065 1846800
 01 FC:481 40.00 DP
 02 FC:482 75.00 DP

**GRANT OF SECURITY INTEREST
IN TRADEMARKS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, TOWN SPORTS INTERNATIONAL, INC., a New York corporation ("the Grantor") with principal offices at 888 Seventh Avenue, Suite 1801, New York, New York 10106, hereby assigns and grants to Bankers Trust Company, as Collateral Agent (the "Grantee") with principal offices at One Bankers Trust Plaza, 130 Liberty Street, New York, New York 10006, a security interest in (i) all of the Assignor's right, title and interest in and to the trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, in each case together with (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) of the Marks, (iii) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same, and (iv) the goodwill of the business with which the Marks are associated.

THIS GRANT, effective as of December 10, 1996, is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the Security Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of December 10, 1996 (as amended from time to time, the "Security Agreement"). Upon the occurrence of the termination of the Security Agreement pursuant to the terms thereof, the Assignee shall, upon such satisfaction, execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Marks acquired under this Grant.

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are without prejudice to, and are in addition to, those set forth in the Security Agreement, all of the terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

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TRADEMARK
REEL: 001963 FRAME: 0971

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the 10th day of December, 1996.

TOWN SPORTS INTERNATIONAL, INC.,
as Grantor,

By [Signature]
Title: EVF/CFO

BANKERS TRUST COMPANY,
as Collateral Agent and Grantee

By [Signature]
Title: VP.

0000E1B4.W51

Trademarks and Trademark Applications Owned by
TOWN SPORTS INTERNATIONAL INC.

<u>MARK</u>	<u>REG. NO.</u>	<u>REG. DATE</u>
LBS LEAN BODY SYSTEMS and design	1,846,800	07/26/94
TOWN SPORTS INTERNATIONAL	1,806,497	11/23/93
TSI	1,801,172	10/26/93
NEW YORK SPORTS CLUB	1,608,657	07/31/90

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this ____ day of _____, 1997, before me personally came Richard Pyle who, being by me duly sworn, did state as follows: that [s]he is VP/CFO of Town Sports International, Inc., that [s]he is authorized to execute the foregoing Grant on behalf of said corporation and that [s]he did so by authority of the Board of Directors of said corporation.

Valerie Dexter
Notary Public

VALERIE DEXTER
Notary Public, State of New York
No. 01DES014066
Qualified in New York County
Commission Expires July 15, 1997

0000E194.W51

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 15th day of March, 1997, before me personally came Tim Morris who, being by me duly sworn, did state as follows: that he is VICE PRESIDENT of BANKERS TRUST COMPANY, that he is authorized to execute the foregoing Grant on behalf of said company and that he did so by authority of said company.

Sandra L. West
Notary Public

SANDRA L. WEST
Notary Public, State of New York
No. 31-4942401
Qualified in New York County
Commission Expires September 19 1998