

07-29-2003

Form PTO-1594  
1-31-92

RE



U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

To the Honorable Commissioner of Patents 102509763

original documents or copy thereof.

1. Name of conveying party(ies): 7-22-03  
 TSI Holdings (IP), LLC

Individuals  Association  
 General Partnership  Limited Partnership

Corporation  
 Other - Delaware limited liability company

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

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

Name: Deutsche Bank Trust Company Americas

Internal Address:

Street Address: 31 West 52nd Street

City: New York State: NY Zip Code: 10019

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation \_\_\_\_\_  
 Other Collateral Agent

3. Nature of conveyance:

Assignment  Merger  
 Security Interest  Change of Name  
 Other

Execution Date: April 16, 2003

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

A. Trademark Application No.(s)

75/790841      75/781010  
75/781013      75/781007  
75/790840

Additional numbers attached?  Yes  No

Trademark Registration No.(s)

2262192	2464487	2182153	2370104
2325163	2227597	2225662	1806497
2212754	2227316	2333610	1801172
2456296	2224136	2343957	2260453
2464488	2690385	2239729	2606256
2396940	2548666		

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

Name: Helen Bruno, Senior Legal Assistant

Internal Address: White & Case LLP

Street Address: 1155 Avenue of the Americas

City: New York State: New York ZIP: 10036

6. Total number of applications and registrations involved 27

7. Total fee (37 CFR 3.41): ..... \$ 690.00

Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
23-1705

(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.*

Helen Bruno      [Signature]      July 22, 2003

Name of Person Signing      Signature      Date

Total number of pages comprising cover sheet: 9

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

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Mail documents to be recorded with required cover sheet information to:

**Mail Stop Assignment Recordation Services**  
**Director of US Patent and Trademark Office**  
**PO Box 1450**  
**Alexandria, VA 22313-1450**

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 FINANCE SECTION

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-

07/29/2003 6TON11 00000058 231705 75790841

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**TRADEMARK**  
**REEL: 002787 FRAME: 0682**

GRANT OF SECURITY INTEREST  
IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, TSI HOLDINGS (IP), LLC, a Delaware limited liability company (the "Grantor") with principal offices at 888 Seventh Avenue, New York, NY 10106, hereby grants to Deutsche Bank Trust Company Americas, as Collateral Agent, with principal offices at 31 West 52<sup>nd</sup> Street, New York, New York 10019 (the "Grantee"), a security interest in (i) all of the Grantor's right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) 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.

THIS GRANT 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 April 16, 2003 (as amended, modified or supplemented from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Grantee shall execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Marks acquired under this Grant.

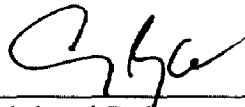
This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated 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.

\* \* \*


IN WITNESS WHEREOF, the undersigned have executed this Grant as of the

16<sup>th</sup> day of April, 2003

TSI HOLDINGS (IP), LLC, Grantor

By   
Name: Richard Pyle  
Title: Chief Financial Officer

DEUTSCHE BANK TRUST COMPANY  
AMERICAS,  
as Collateral Agent and Grantee

By   
Name: Mary Kay Coyle  
Title: Managing Director

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


On this 16<sup>th</sup> day of April, 2003, before me personally came Richard Pyle who, being by me duly sworn, did state as follows: that he is Chief Financial Officer of TSI HOLDINGS (IP), LLC, that he is authorized to execute the foregoing Grant on behalf of said limited liability corporation and that he did so by authority of the its sole member of said limited liability corporation.

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

NEERAV SHAH  
Notary Public, State of New York  
No. 01SH6080901  
Qualified in New York County  
Commission Expires Sept. 23, 2006

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

On this 16<sup>th</sup> day of April, 2003, before me personally came Mary Kay Coyle who, being by me duly sworn, did state as follows: that she is Managing Director of Deutsche Bank Trust Company Americas, that she is authorized to execute the foregoing Grant on behalf of said corporation and that she did so by authority of the Board of Directors of said corporation.

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

**NEERAV SHAH**  
Notary Public, State of New York  
No. 01SH6080901  
Qualified in New York County  
Commission Expires Sept. 23, 2006

**1. Marks and Applications:**

<u>Mark</u>	<u>Pending App. No.</u>	<u>Registered Reg. No.</u>	<u>Filed on/ Reg. Date</u>	<u>Goods/Services</u>	<u>Applicant/Registrant</u>
BOSTON SPORTS CLUB		2,262,192	7/20/99	Class 25: Clothing, namely T-shirts, tank tops, sweatshirts and hats. Class 41: Provision of health, fitness, racquet and athletic club services.	TSI Holdings (IP), LLC
BOSTON SPORTS CLUB & BSC DESIGN		2,325,163	3/7/00	Class 25: Clothing, namely T-shirts, tank tops, sweatshirts and hats. Class 41: Provision of health, fitness, racquet and athletic club services.	TSI Holdings (IP), LLC
BSC & DESIGN		2,212,754	12/22/98	Class 41: Provision of health, fitness, racquet and athletic club services.	TSI Holdings (IP), LLC
E2R		2,456,296	5/29/01	Class 5: Vitamins, nutritional supplements and nutritional powdered drink mixes for use as a meal replacement. Class 30: Ready-to-eat energy food bars.	TSI Holdings (IP), LLC
E2R	75/790,841		9/2/99	Class 25: Clothing, namely T-shirts, tank tops, sweatshirts and hats. Class 41: Provision of health, fitness, racquet and athletic club services.	TSI Holdings (IP), LLC
E2R	75/781,013		8/20/99	Class 32: Sport drinks and mineral water.	TSI Holdings (IP), LLC
E2R ENERGY, ENDURANCE, RECOVERY	75/790,840		9/2/99	Class 25: Clothing, namely T-shirts, tank tops, sweatshirts and hats. Class 41: Provision of health, fitness, racquet and athletic club services.	TSI Holdings (IP), LLC
E2R ENERGY, ENDURANCE, RECOVERY		2,464,488	6/26/01	Class 5: Vitamins, nutritional supplements and nutritional powdered drink mixes for use as a meal replacement. Class 30: Ready-to-eat energy food bars.	TSI Holdings (IP), LLC
E2R ENERGY, ENDURANCE, RECOVERY	75/781,010		8/20/99	Class 32: Sport drinks and mineral water.	TSI Holdings (IP), LLC
ENERGY, ENDURANCE, RECOVERY		2,464,487	6/26/01	Class 5: Vitamins, nutritional supplements and nutritional powdered drink mixes for use as a meal replacement. Class 30: Ready-to-eat energy food bars.	TSI Holdings (IP), LLC

Mark	Pending App. No.	Registered Reg. No.	Filed on/ Reg. Date	Goods/Services	Applicant/Registrant
ENERGY, ENDURANCE, RECOVERY	75/781,007		8/20/99	Class 32: Sport drinks and mineral water.	TSI Holdings (IP), LLC
NEW YORK SPORTS CLUB -JAPAN-		4,325,391	10/15/99	Class 25: Clothing, namely T-shirts, tank tops, sweatshirts and hats.	TSI Holdings (IP), LLC
NEW YORK SPORTS CLUB		2,227,597	3/2/99	Class 41: Provision of health, fitness, racquet and athletic club services.	TSI Holdings (IP), LLC
NEW YORK SPORTS CLUB AND NYSC DESIGN		2,227,316	3/2/99	Class 41: Provision of health, fitness, racquet and athletic club services.	TSI Holdings (IP), LLC
NEW YORK SPORTS CLUB and NYSC DESIGN		2,224,136	2/16/99	Class 25: Clothing, namely T-shirts, tank tops, sweatshirts and hats.	TSI Holdings (IP), LLC
NYSC (word mark)	78/351,348	1,599,312	12/19/01	Class 25: Clothing, namely T-shirts, tank tops, sweatshirts and hats. Class 41: Provision of health, fitness, racquet and athletic club services.	TSI Holdings (IP), LLC
NYSC & DESIGN		2,182,153	8/18/98	Class 41: Provision of health, fitness, racquet and athletic club services.	TSI Holdings (IP), LLC
NYSC & DESIGN		2,225,662	2/23/99	Class 25: Clothing, namely T-shirts, tank tops, sweatshirts and hats.	TSI Holdings (IP), LLC
PHILADELPHIA SPORTS CLUBS		2,333,610	3/21/00	Class 25: Clothing, namely T-shirts, tank tops, sweatshirts and hats.	TSI Holdings (IP), LLC
PHILADELPHIA SPORTS CLUBS & PSC DESIGN		2,343,957	4/18/00	Class 25: Clothing, namely T-shirts, tank tops, sweatshirts and hats. Class 41: Provision of health, fitness, racquet and athletic club services.	TSI Holdings (IP), LLC
PSC & DESIGN		2,239,729	4/13/99	Class 25: Clothing, namely T-shirts, tank tops, sweatshirts and hats. Class 41: Provision of health, fitness, racquet and athletic club services.	TSI Holdings (IP), LLC
THERE'S A MILLION REASONS TO JOIN		2,370,104	7/25/00	Class 41: Provision of health, fitness, racquet and athletic club services.	TSI Holdings (IP), LLC
TOWN SPORTS INTERNATIONAL		1,806,497	11/23/93	Class 41: Provision of health, fitness, racquet and athletic club services.	TSI Holdings (IP), LLC
TSI		1,801,172	10/26/93	Class 41: Provision of health, fitness, racquet and athletic club services.	TSI Holdings (IP), LLC
WASHINGTON SPORTS CLUBS		2,260,453	7/13/99	Class 25: Clothing, namely T-shirts, tank tops, sweatshirts and hats.	TSI Holdings (IP), LLC

Mark	Pending App. No.	Registered Reg. No.	Filed on/ Reg. Date	Goods/Services	Applicant/Registrant
WASHINGTON SPORTS CLUB and WSC DESIGN		2,606,256	8/13/02	Class 25: Clothing, namely T-shirts, tank tops, sweatshirts and hats. Class 41: Provision of health, fitness, racquet and athletic club services.	TSI Holdings (IP), LLC
WHERE YOU LIVE. WHERE YOU WORK		2,396,940	10/24/00	Class 41: Provision of health, fitness, racquet and athletic club services.	TSI Holdings (IP), LLC
WSC & DESIGN		2,548,666	3/19/02	Class 41: Provision of health, fitness, racquet and athletic club services.	TSI Holdings (IP), LLC

## 2. Internet Domain Name Registrations:

Domain	Date Created	Date Expires	Fee / Year	Vendor
AMILLIONREASONSTOJOIN.COM	1/3/2001	1/3/2003	\$35.00	Network Solutions
BOSTONSPORTSCLUB.COM	5/14/1998	5/14/2003	\$35.00	Network Solutions
BOSTONSPORTSCLUBS.COM	5/14/1998	5/14/2003	\$35.00	Network Solutions
BOSTONSPORTSCLUBSSUCK.COM	10/15/1998	10/15/2002	\$35.00	Network Solutions
BOSTONSPORTSCLUBSSUCKS.COM	10/15/1998	10/15/2002	\$35.00	Network Solutions
CLUBHIGHPOINT.COM	10/15/1998	10/15/2002	\$35.00	Network Solutions
MYREASONTOJOIN.COM	1/3/2001	1/3/2003	\$35.00	Network Solutions
MYSPTSCLUBS.COM	6/27/2000	6/27/2003	\$35.00	Network Solutions
MYSPTS.CO.COM	7/17/2001	7/17/2003	\$35.00	Network Solutions
MYSPTS.COMPANY.COM	7/18/2001	7/18/2003	\$35.00	Network Solutions
NYSC.COM	12/2/1995	12/3/2002	\$35.00	Network Solutions
NEWYORKSPORTSCLUB.COM	3/10/2000	3/10/2003	\$35.00	Network Solutions
NEWYORKSPORTSCLUBSSUCK.COM	10/15/1998	10/15/2002	\$35.00	Network Solutions
NEWYORKSPORTSCLUBSUCKS.COM	10/15/1998	10/15/2002	\$35.00	Network Solutions
NYSCSUCKS.COM	10/15/1998	10/15/2002	\$35.00	Network Solutions
NYSPTSCLUB.COM	10/19/2001	10/19/2003	\$35.00	Register.com
PHILADELPHIASPORTS.COM	5/14/1998	5/14/2003	\$35.00	Network Solutions
PHILADELPHIASPTSCLUB.COM	3/10/2000	3/10/2003	\$35.00	Network Solutions
PHILADELPHIASPTSUCKS.COM	10/15/1998	10/15/2004	\$35.00	Network Solutions
PSCSUCKS.COM	10/15/1998	10/15/2002	\$35.00	Network Solutions
SPORTSCLUBSFORKIDS.COM	10/31/2000	10/31/2002	\$35.00	Network Solutions
TOWN-SPORTS.COM	5/27/1998	5/27/2005	\$35.00	Network Solutions (accidentally renewed for 4 years)
TOWNSPORTSINTL.COM	5/27/1998	5/27/2003	\$35.00	Network Solutions
TSAG.COM	2/21/1997	2/21/2003	\$35.00	Network Solutions
WASHINGTONSPORTS.COM	8/3/1996	8/4/2003	\$35.00	Network Solutions
WASHINGTONSPORTSCLUB.COM	3/10/2000	3/10/2003	\$35.00	Network Solutions
WASHINGTONSPORTSSUCKS.COM	10/15/1998	10/15/2002	\$35.00	Network Solutions



Domain	Date Created	Date Expires	Fee / Year	Vendor
WASHINGTONSPORTSUCKS.COM	10/15/1998	10/15/2002	\$35.00	Network Solutions
WCSUCKS.COM	10/15/1998	10/15/2002	\$35.00	Network Solutions

**Regions Registered Not Open**

ATLANTASPORTSCLUB.COM	3/10/2000	3/10/2003	\$35.00	Network Solutions
CHICAGOSPORTSCLUB.COM	3/10/2000	3/10/2003	\$35.00	Network Solutions
MIAMISPORTSCLUB.COM	3/10/2000	3/10/2003	\$35.00	Network Solutions
TORONTOSPORTSCLUB.COM	3/10/2000	3/10/2003	\$35.00	Network Solutions