

11-04-1998

SHEET

U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

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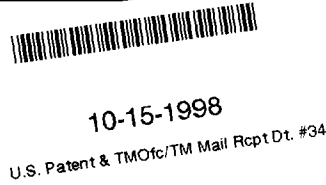
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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

The Step Company  
2250 Newmarket Parkway,  
Marietta, Georgia 30067



- Individual(s)
- General Partnership
- Corporation-State Georgia
- Other \_\_\_\_\_

- Association
- Limited Partnership

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

3. Nature of conveyance:

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

Execution Date: October 8, 1998

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

Name: Bally Total Fitness Holding Corporation

Internal Address: \_\_\_\_\_

Street Address: 8700 West Bryn Mawr, 2nd Floor

City: Chicago State: IL ZIP: 60631

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

If assignee is not domiciled in the United States, a domestic designation is  Yes  N  
(Designations must be a separate document from Additional name(s) & address(es)  Yes  N

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,832,336

Additional numbers  Yes  No

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

Name: Julie A. Katz, Esq.

Internal Address: \_\_\_\_\_

Street Address: 120 South Riverside Plaza, 22nd Floor

City: Chicago State: IL ZIP: 60606

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:

23-0920

(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.

Julie A. Katz

Name of Person Signing

Signature

October 5, 1998

Date

Total number of pages including cover sheet, attachments, and

2

TRADEMARK

REEL: 1807 FRAME: 0760

11/03/1998 MARKING 00000115 182346 40.00 OP 01 FC-481

**ASSIGNMENT**

WHEREAS, THE STEP COMPANY, a Georgia corporation having a principal place of business at 2250 Newmarket Parkway, Suite 130, Marietta, Georgia 30067, has adopted and used the "POWER FLEX" trademark (hereinafter the "Mark") for exercise devices, namely resistance bands in the nature of a stretchable cord with a handle for use in aerobic exercise, and has registered the Mark Registration No. 1.832.336 (hereinafter the "Registration") in the United States Patent and Trademark Office; and

WHEREAS, BALLY TOTAL FITNESS HOLDING CORPORATION, a Delaware corporation having a principal place of business at 8700 West Bryn Mawr, 2<sup>nd</sup> Floor, Chicago, Illinois 60631 is desirous of acquiring the Mark and Registration; and

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged The Step Company does hereby assign, sell and transfer to Bally Total Fitness Holding Corporation the entire right, title and interest in, to and under the Mark and the Registration, together with the goodwill of the business connected with the use of and symbolized by the Mark, and all claims for the past infringement of the Mark and Registration.

THE STEP COMPANY

By: *Richard P. Boggs*  
Name: RICHARD P. BOGGS  
Title: President

State of Georgia

ss. \_\_\_\_\_  
County of Cobb

On this 8<sup>th</sup> day of October, 1998, personally appeared before me, Richard P. Boggs known by me to be an officer of The Step Company, and he acknowledged that he had executed the foregoing Assignment on behalf of The Step Company pursuant to authority duly given to him by The Step Company.

Notary Public

*Jane L. Hogan*  
NOTARY PUBLIC  
MY COMMISSION EXPIRES \_\_\_\_\_

Notary Public, Cobb County, Georgia.  
My Commission Expires February 24, 2002.