

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
The Step Company		05/12/2005	CORPORATION: GEORGIA

RECEIVING PARTY DATA

Name:	Les Mills International Limited
Street Address:	150 Victoria Street West
Internal Address:	Level 2, Rainger House
City:	Auckland
State/Country:	NEW ZEALAND
Entity Type:	Limited Liability Company: NEW ZEALAND

PROPERTY NUMBERS Total: 29

Property Type	Number	Word Mark
Registration Number:	2891455	
Registration Number:	2891456	
Registration Number:	2449061	
Registration Number:	2509054	
Registration Number:	2501286	BODY ATTACK
Registration Number:	2507633	BODYATTACK
Registration Number:	2939800	BODYATTACK
Registration Number:	2885101	BODYCOMBAT
Registration Number:	2919771	BODYCOMBAT
Registration Number:	2414664	BODY FLOW
Registration Number:	2399306	BODY FLOW
Registration Number:	2899834	BODY FLOW
Registration Number:	2240232	BODY PUMP
Registration Number:	2180668	BODY PUMP

CH \$740.00 2891455

Registration Number:	2330199	BODY PUMP
Registration Number:	1896333	BODY PUMP
Registration Number:	2244245	BODY PUMP
Registration Number:	2901751	BODYPUMP
Registration Number:	2474965	BODY STEP
Registration Number:	2551536	BODYSTEP
Registration Number:	2899832	BODY STEP
Registration Number:	2584387	RPM
Registration Number:	2282302	THE ORIGINAL BARBELL CLASS
Serial Number:	78157731	BODYBEAT
Serial Number:	78157728	BODYBEAT
Serial Number:	78335767	BODY BEAT
Serial Number:	78307736	BODY COMBAT
Serial Number:	76368168	MELTDOWN
Serial Number:	78312967	RPM

CORRESPONDENCE DATA

Fax Number: (404)572-5145
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 404.572.4636
Email: trademarks@kslaw.com
Correspondent Name: Amanda Laura Nye
Address Line 1: 191 Peachtree Street
Address Line 2: 45th Floor
Address Line 4: Atlanta, GEORGIA 30303

DOMESTIC REPRESENTATIVE

Name: Amanda Laura Nye
Address Line 1: 191 Peachtree Street
Address Line 2: 45th Floor
Address Line 4: Atlanta, GEORGIA 30303

NAME OF SUBMITTER:	Amanda Laura Nye
Signature:	/Amanda Laura Nye/
Date:	05/24/2005

Total Attachments: 3
source=LesMills US Assign&Exhibit#page1.tif
source=LesMills US Assign&Exhibit#page2.tif
source=LesMills US Assign&Exhibit#page3.tif

TRADEMARK

REEL: 003090 FRAME: 0600

TRADEMARK ASSIGNMENT

WHEREAS, **The STEP Company**, a corporation of the State of Georgia, (hereinafter "Assignor"), has adopted, registered or applied for registration, and is using the trademarks described in Exhibit A attached hereto; and

WHEREAS, **Les Mills International Limited**, a New Zealand limited liability company, (hereinafter "Assignee") has acquired said trademarks, registrations, and applications therefor and all of the good will of the business symbolized by the trademarks;

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, said Assignor does hereby assign unto said Assignee all of its right, title, and interest in the trademarks, registrations, and applications listed on Exhibit A hereto, together with the good will of the business symbolized by the trademarks. Assignor further assigns unto Assignee, with all right, title, and interest in the trademarks, registrations, and applications listed on Exhibit A, the worldwide right to sue for infringements of the trademarks occurring prior to this Assignment.

ASSIGNOR

THE STEP COMPANY

By: 

Name: Richard T. Collins

Title: CEO

Date: 5/12/05













EXHIBIT A – U.S.			
MARK	STATUS	REG./APP. NO.	GOODS/SERVICES
	Registered	2,891,455	Clothing, namely T-shirts, sweatshirts, jackets, hats, pants, head scarves and shorts
	Registered	2,891,456	Health
	Registered	2,449,061	Health and physical fitness instruction
	Registered	2,509,054	Clothing, namely T-shirts, sweatshirts, jackets and hats
BODY ATTACK	Registered	2,501,286	Health and fitness instruction
BODY ATTACK	Registered	2,507,633	Clothing, namely shirts and hats
	Pending	78/314,142	Clothing, namely T-shirts, sweatshirts, jackets and hats
BODYBEAT	Allowed	78/157,731	Physical fitness instruction
BODYBEAT	Allowed	78/157,728	Clothing, namely T-shirts, sweatshirts, jackets and hats
	Pending	78/335,767	Clothing, namely T-shirts, sweatshirts, jackets and hats
BODYCOMBAT	Registered	2,885,101	Physical fitness instruction
BODYCOMBAT	Allowed	2,919,771	Clothing, namely T-shirts, sweatshirts, jackets and hats
	Pending	78/307,736	Clothing, namely T-shirts, sweatshirts, jackets and hats
BODY FLOW	Registered	2,414,664	Exercise instruction services
BODY FLOW	Registered	2,399,306	T-shirts and hats
	Registered	2,899,834	Clothing, namely, T-shirts, sweatshirts, jackets and hats
BODY PUMP	Registered	2,240,232	Physical fitness instruction
BODY PUMP	Registered	2,180,668	Clothing, namely, T-shirts, hats and warm-up suits
BODY PUMP	Registered	2,330,199	Exercise equipment, namely dumbbells and barbells
BODY PUMP	Registered	1,896,333	Exercise machines

EXHIBIT A – U.S.			
MARK	STATUS	REG./APP. NO.	GOODS/SERVICES
	Registered	2,244,245	Physical fitness instruction
	Registered	2,901,751	Clothing, namely T-shirts, sweatshirts, jackets and hats
BODY STEP	Registered	2,474,965	Physical fitness instruction
BODY STEP	Registered	2,551,536	Clothing, namely T-shirts, sweatshirts, jackets and hats
	Registered	2,899,832	Clothing, namely, T-shirts, sweatshirts, jackets and hats
MELTDOWN	Pending	76/368,168	Clothing, namely, T-shirts, sweatshirts, jackets and hats
RPM	Registered	2,584,387	Health and physical fitness instruction
	Pending	78/312,967	Clothing, namely T-shirts, sweatshirts, jackets and hats
THE ORIGINAL BARBELL CLASS	Registered	2,282,302	Physical fitness exercise instruction