

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	NUNC PRO TUNC ASSIGNMENT
EFFECTIVE DATE:	12/18/1995

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
BallyTotal Fitness Corporation	FORMERLY Health & Tennis Corporation of America	02/01/2005	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Bally Total Fitness Holding Corporation
Street Address:	8700 W. Bryn Mawr
Internal Address:	2nd Floor
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60631
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2011172	NO SWEAT PRICING

CORRESPONDENCE DATA

Fax Number: (312)655-1501
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 312-655-1500
 Email: jakdocket@welshkatz.com
 Correspondent Name: Julie A. Katz
 Address Line 1: 120 S. Riverside Plaza, 22nd Floor
 Address Line 4: Chicago, ILLINOIS 60606

NAME OF SUBMITTER:	Julie A. Katz
Signature:	/jak/

CH \$40.00 2011172

Date:

08/16/2005

Total Attachments: 1

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TRADEMARK ASSIGNMENT

WHEREAS, Health & Tennis Corporation of America, now known as Bally Total Fitness Corporation ("Assignor"), a Delaware corporation with a principal place of business at 8700 W. Bryn Mawr, 2nd Floor, Chicago, Illinois 60631, has registered the mark NO SWEAT PRICING (the "Mark"); and

WHEREAS, Bally's Health & Tennis Corporation, now known as Bally Total Fitness Holding Corporation ("Assignee"), a Delaware corporation with a principal place of business at 8700 W. Bryn Mawr, 2nd Floor, Chicago, Illinois 60631; and

WHEREAS, Assignor owns a federal registration for the Mark on the Principal Register of the United States Patent and Trademark Office in connection with the services identified therein, Registration No. 2,011,172, registered on October 22, 1996; and

WHEREAS, Assignee desires to acquire the Mark and the above identified registration;

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee all right, title and interest in and to the Mark, together with the goodwill symbolized by the Mark, and the registration thereof, *nunc pro tunc*, effective as of December 18, 1995.

BALLY TOTAL FITNESS CORPORATION
(formerly known as Health & Tennis Corporation of America)

Linda B. Motz
Linda B. Motz
Title: Assistant Secretary

Date effective as of: December 18, 1995

SUBSCRIBED and SWORN to before me this 11th of February, 2005.

Elizabeth A Hippman
Notary Public



My Commission Expires: 9-16-07