

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|------------------------|----------|----------------|--|
| T.R. WORLD GYM-IP, LLC | | 12/30/2008 | LIMITED LIABILITY COMPANY: NEW HAMPSHIRE |

RECEIVING PARTY DATA

| | |
|------------------------|-------------------------------------|
| Name: | WORLD GYM INTERNATIONAL IP, LLC |
| Street Address: | 1901 AVENUE OF THE STARS STE 1100 |
| City: | LOS ANGELES |
| State/Country: | CALIFORNIA |
| Postal Code: | 90067 |
| Entity Type: | LIMITED LIABILITY COMPANY: DELAWARE |

PROPERTY NUMBERS Total: 13

| Property Type | Number | Word Mark |
|----------------------|----------|------------------------------------|
| Serial Number: | 77323564 | 1440 ALL AXCESS |
| Serial Number: | 77331655 | 1440 ALL AXCESS |
| Serial Number: | 77331631 | ALL AXCESS |
| Serial Number: | 77024020 | WORLD GYM |
| Serial Number: | 77331621 | W WORLD GYM 1440 ALL AXCESS |
| Registration Number: | 1911887 | WORLD |
| Registration Number: | 1791584 | WORLD GYM |
| Registration Number: | 2499267 | WORLD GYM |
| Registration Number: | 2268311 | WORLD GYM |
| Registration Number: | 1856427 | WORLD GYM FITNESS CENTERS |
| Registration Number: | 1354193 | WORLD GYM |
| Registration Number: | 1783000 | WORLD GYM |
| Registration Number: | 3351427 | AN INTELLIGENT APPROACH TO FITNESS |

OP \$340.00 77323564

CORRESPONDENCE DATA

Fax Number: (603)668-2970
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 603-668-6560
Email: jhobbs@gtp.com
Correspondent Name: Teresa C. Tucker
Address Line 1: 55 South Commercial St.
Address Line 4: Manchester, NEW HAMPSHIRE 03101

| | |
|-------------------------|------------------|
| ATTORNEY DOCKET NUMBER: | WGI003 |
| NAME OF SUBMITTER: | Teresa C. Tucker |
| Signature: | /tct/ |
| Date: | 01/14/2009 |

Total Attachments: 10

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ASSIGNMENTS OF INTANGIBLE ASSETS

THIS ASSIGNMENT OF INTANGIBLE ASSETS ("Assignment") is by and between World Gym International IP, LLC, a Delaware limited liability company (the "Assignee"), and T.R. World Gym - IP, LLC, New Hampshire limited liability company with its principal place of business at 113 Crosby Road, Unit 15, Dover, New Hampshire (the "Assignor").

WHEREAS, contemporaneous with the execution of this Assignment, Assignor and Assignee are executing an Asset Purchase Agreement to which this Assignment is referenced and attached;

WHEREAS, Assignor is the owner of all right, title and interest in and to the trademarks and the corresponding registrations and/or applications for registration set forth on Exhibit 1 (collectively, the "Trademarks"), together with the goodwill of the business connected with and symbolized by the Trademarks; and

WHEREAS, Assignee desires to acquire all right, title and interest in and to the Trademarks.

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are acknowledged, the parties hereby agree as set forth below.

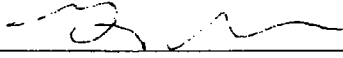
Assignor hereby sells, assigns, transfers and conveys to Assignee the entire right, title, interest in and to all of its intellectual property including without limitation its Trademarks in the United States and all jurisdictions outside the United States, together with the goodwill of the business connected with and symbolized by the Trademarks (including, without limitation, the right to renew any registrations included in the Trademarks, the right to apply for trademark registrations within or outside the United States based in whole or in part upon the Trademarks, and any priority right that may arise from the Trademarks), the same to be held and enjoyed by Assignee as fully and entirely as said interest could have been held and enjoyed by Assignor had this sale, assignment, transfer and conveyance not been made.

Assignor authorizes the Commissioner of Trademarks of the United States and other empowered officials of the United States Patent and Trademark Office and in any applicable jurisdictions outside the United States to record the transfer of the registrations and/or applications for registration set forth on Exhibit 1 to Assignee as assignee of Assignor's entire right, title and interest therein. Assignor agrees to further execute any documents reasonably necessary to effect this assignment or to confirm Assignee's ownership of the Trademarks.

This Trademark Assignment Agreement may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts taken together shall constitute one and the same instrument. Each counterpart may be delivered by facsimile transmission, which transmission shall be deemed delivery of an originally executed document.

IN WITNESS WHEREOF, the parties hereto have executed this Trademark Assignment Agreement in their respective names by their respective duly authorized officers on the date first above written.

ASSIGNOR



By: Marc Grondahl
Title: Manager

STATE OF NEW HAMPSHIRE :
:
COUNTY OF STRAFFORD :

On this 30th day of December, 2008, before me, a Notary Public in and for the State and County aforesaid, personally appeared Marc Grondahl, known by me to be the person of the above name, duly authorized to execute this Assignment on behalf of T.R World Gym – IP, L.L.C. and who signed and executed the foregoing instrument on behalf of T.R. World Gym – IP, LLC.

Given under my hand and seal of office this 30th day of December, 2008.

My commission expires:

3 - 24 - 2009

Cynthia Hix

Notary Public
2 Hoyt Pond Rd.

Madbury, NH 03823
Address



ASSIGNEE

World Gym International IP, L.L.C

By: Joyce J. Camilleri
Title: Manager

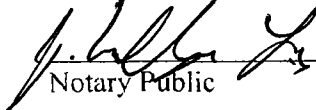
STATE OF CALIFORNIA :
:
COUNTY OF Los ANGELES :

On this 30 day of December, 2008, before me, a Notary Public in and for the State and County aforesaid, personally appeared JOYCE J. CAMMILLERI, known by me to be the person of the above name and an officer of WORLD GYM INTL. PLLC, duly authorized to execute this Assignment on behalf of WORLD GYM INTL. PLLC, and who signed and executed the foregoing instrument on behalf of WORLD GYM INTL. PLLC

Given under my hand and seal of office this 30 day of DEC., 2008.

My commission expires:

01-02-2012


Notary Public

122A E. FOOTHILL BLVD ARCADIA CA 91006
Address

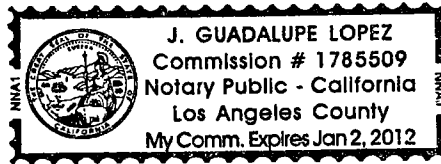


Exhibit 1 to Assignment of Intangible Assets

| Trademark | Country | Status | Application / Registration Date | Application/ Registration No. |
|------------------------------------|--------------------------|------------|---------------------------------|-------------------------------|
| 1440 ALL AXCESS | United States | Published | 07-Nov-2007 | 77/323,564 |
| 1440 ALL AXCESS, stylized | United States | Published | 16-Nov-2007 | 77/331,655 |
| ALL AXCESS | United States | Published | 16-Nov-2007 | 77/331,631 |
| AN INTELLIGENT APPROACH TO FITNESS | United States | Registered | 11-Dec-2007 | 3,351,427 |
| W - WORLD GYM LOGO | Australia | Registered | 20-Nov-2006 | 909942 |
| W - WORLD GYM LOGO (class 16) | Barbados | Pending | 16-Jan-2007 | |
| W - WORLD GYM LOGO (class 25) | Barbados | Pending | 16-Jan-2007 | |
| W - WORLD GYM LOGO (class 41) | Barbados | Pending | 16-Jan-2007 | |
| W - WORLD GYM LOGO | Brazil | Pending | 15-Jan-2007 | 828,930,996 |
| W - WORLD GYM LOGO (class 16) | Brazil | Pending | 15-Jan-2007 | 828,931,003 |
| W - WORLD GYM LOGO (class 25) | Brazil | Pending | 15-Jan-2007 | 828,930,988 |
| W - WORLD GYM LOGO | Canada | Pending | 09-Jan-2007 | 1,330,702 |
| W - WORLD GYM LOGO | China (Peoples Republic) | Registered | 20-Nov-2006 | 909942 |
| W - WORLD GYM LOGO (class 16) | Costa Rica | Pending | 29-Nov-2006 | 2006-11121 |
| W - WORLD GYM LOGO (class 41) | Costa Rica | Pending | 29-Nov-2006 | 2006-11119 |
| W - WORLD GYM LOGO (class 25) | Costa Rica | Pending | 29-Nov-2006 | 2006-11120 |

Exhibit 1 to Assignment of Intangible Assets

| Trademark | Country | Status | Application / Registration Date | Application/ Registration No. |
|----------------------------------|--|------------|---------------------------------|-------------------------------|
| W - WORLD GYM LOGO (class 25) | Egypt | Pending | 10-Oct-2007 | 207872 |
| W - WORLD GYM LOGO (class 41) | Egypt | Pending | 10-Oct-2007 | 207873 |
| W - WORLD GYM LOGO (class 16) | Egypt | Pending | 10-Oct-2007 | 207871 |
| W - WORLD GYM LOGO (class 41) | El Salvador | Registered | 01-Oct-2008 | 18 |
| W - WORLD GYM LOGO (class 25) | El Salvador | Registered | 29-Oct-2008 | 57 |
| W - WORLD GYM LOGO (class 16) | El Salvador | Pending | 29-Nov-2006 | 2006-063122 |
| W - WORLD GYM LOGO | European Community (CTM) | Published | 20-Nov-2006 | A0006473 |
| W - WORLD GYM LOGO (class 16) | Guatemala | Registered | 05-March-2008 | 155,205 |
| W - WORLD GYM LOGO (class 41) | Guatemala | Registered | 12-March-2008 | 155,442 |
| W - WORLD GYM LOGO (class 25) | Guatemala | Registered | 07-Nov-2007 | 153,092 |
| W - WORLD GYM LOGO | India | Pending | 01-Dec-2006 | 1509487 |
| W - WORLD GYM LOGO | Madrid Protocol (International Registration) | Registered | 20-Nov-2006 | 909942 |
| W - WORLD GYM LOGO | Republic of Korea | Pending | 20-Nov-2006 | A0006473 |
| W - WORLD GYM LOGO (class 41) | Mexico | Registered | 29-Aug-2008 | 1057776 |
| W - WORLD GYM LOGO (class 25) | Mexico | Registered | | 1065511 |
| W - WORLD GYM LOGO (class 16) | Mexico | Registered | 22-Jun-2007 | 988968 |
| W - WORLD GYM LOGO | Norway | Registered | 31-Aug-2007 | 909942 |
| W - WORLD GYM | Pakistan | Pending | 11-May-2007 | 236213 |

Exhibit I to Assignment of Intangible Assets

| Trademark | Country | Status | Application / Registration Date | Application/ Registration No. |
|--|--------------------------|------------|---------------------------------|-------------------------------|
| LOGO (class 25) | | | | |
| W - WORLD GYM LOGO (class 41) | Pakistan | Pending | 11-May-2007 | 236214 |
| W - WORLD GYM LOGO (class 16) | Pakistan | Pending | 11-May-2007 | 236212 |
| W - WORLD GYM LOGO | Russia | Pending | 20-Nov-2006 | A0006473 |
| W - WORLD GYM LOGO | Switzerland | Pending | 20-Nov-2006 | A0006473 |
| W - WORLD GYM LOGO | Taiwan | Registered | 21-Nov-2006 | 1283145 |
| W - WORLD GYM LOGO | Trinidad & Tobago | Pending | 13-Dec-2006 | 38,062 |
| W - WORLD GYM LOGO (class 25) | United Arab Emirates | Published | 28-March-2007 | 92,339 |
| W - WORLD GYM LOGO (class 41) | United Arab Emirates | Pending | 28-March-2007 | 92,340 |
| W - WORLD GYM LOGO (class 16) | United Arab Emirates | Published | 28-March-2007 | 92,338 |
| W - WORLD GYM LOGO | United States | Published | 18-Oct-2006 | 77/024,020 |
| W WORLD GYM 1440 ALL AXCESS, plus design | United States | Published | 16-Nov-2007 | 77/331,621 |
| WORLD | United States | Registered | 15-August-1995 | 1,911,887 |
| WORLD GYM | Canada | Registered | 28-June-1985 | TMA304250 |
| WORLD GYM | Canada | Registered | 16-March-1990 | TMA366900 |
| WORLD GYM (class 41) | South Africa | Registered | 09-March-1999 | 96/3573 |
| WORLD GYM (class 35) | South Africa | Registered | 09-March-1999 | 96/3572 |
| WORLD GYM (class 25) | South Africa | Registered | 18-May-1988 | 86/6718 |
| WORLD GYM | Taiwan | Registered | 16-April-2002 | 163070 |
| WORLD GYM | United States | Registered | 07-September-1993 | 1,791,584 |
| WORLD GYM APE LOGO | Canada | Registered | 02-July-2006 | TMA496875 |
| WORLD GYM APE LOGO | China | Registered | 20-June-2002 | 1794306 |
| WORLD GYM APE LOGO | European Community (CTM) | Registered | 16-August-1999 | 133496 |

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| Trademark | Country | Status | Application / Registration Date | Application/ Registration No. |
|--|-------------------------|------------|------------------------------------|----------------------------------|
| WORLD GYM APE LOGO | Germany | Registered | 06-August-1982 | 39832441 |
| WORLD GYM APE LOGO | India | Registered | 26-November-1997 | 779701 |
| WORLD GYM APE LOGO | Indonesia | Registered | 29-January-1996 | 380174 |
| WORLD GYM APE LOGO | Qatar | Registered | 15-June-2008 | 18845 |
| WORLD GYM APE LOGO | United Arab Emirates | Registered | 25-May-2007 | 80519 |
| WORLD GYM APE LOGO (class 41) | United States | Registered | 23-October-2001 | 2,499,267 |
| WORLD GYM APE LOGO (class 25) | United States | Registered | 10-August-1999 | 2,268,311 |
| WORLD GYM FITNESS CENTER LOGO | Argentina | Registered | 15-July-1998 | 1,674,648 |
| WORLD GYM FITNESS CENTER LOGO | Bolivia | Registered | 20-February-2004 | 92304-C |
| WORLD GYM FITNESS CENTER LOGO | Brazil | Registered | 25-August-1998 | 819,010, 278 |
| WORLD GYM FITNESS CENTER LOGO | Hong Kong | Registered | 24-January-1997 | B940/1997 |
| WORLD GYM FITNESS CENTER LOGO | Indonesia | Registered | 04-August-1997 | 377630 |
| WORLD GYM FITNESS CENTER LOGO | Mexico | Registered | | 620521 |
| WORLD GYM FITNESS CENTER LOGO | Peru | Registered | 22-January-2004 | 034248 |
| WORLD GYM FITNESS CENTER LOGO | Singapore | Registered | 27-September-1994 | T9408364C |
| WORLD GYM FITNESS CENTER LOGO | United States | Registered | 27-September-1994 | 1,856,427 |
| WORLD GYM FITNESS CENTER, plus design | Mexico | Registered | 16-December-1999 | 644943 |
| WORLD GYM, plus | Argentina | Registered | 15-July-1998 | 1,674,649 |

Exhibit 1 to Assignment of Intangible Assets

| Trademark | Country | Status | Application / Registration Date | Application/ Registration No. |
|--|--------------------------------|------------|------------------------------------|----------------------------------|
| design | | | | |
| WORLD GYM, plus design | Australia | Registered | 07-December-1988 | 501,005 |
| WORLD GYM, plus design (class 28) | Australia | Registered | 07-December-1988 | 501,006 |
| WORLD GYM, plus design (class 25) | Australia | Registered | 07-December-1988 | 501,007 |
| WORLD GYM, plus design | Benelux | Registered | 18-January-1996 | 586330 |
| WORLD GYM, plus design | Benelux | Registered | 10-September-1986 | 422097 |
| WORLD GYM, plus design (class 25) | Bolivia | Registered | 20-February-2004 | 93203-C |
| WORLD GYM, plus design (class 41) | Bolivia | Registered | 20-February-2004 | 93204-C |
| WORLD GYM, plus design | Brazil | Registered | 18-April-2006 | 822,566,982 |
| WORLD GYM, plus design | Canada | Registered | 18-May-1990 | TMA368794 |
| WORLD GYM, plus design (Classes 25 & 41) | China (Peoples Republic) | Pending | 02-September-2005 | 4873822 |
| WORLD GYM, plus design (Class 41) | China (Peoples Republic) | Pending | 02-September-2005 | 4873823 |
| WORLD GYM, plus design (Class 41) | China (Peoples Republic) | Registered | 21-June-2002 | 1794306 |
| WORLD GYM, plus design (class 41) | Egypt | Registered | 14-July-2002 | 123276 |
| WORLD GYM, plus design (class 25) | Egypt | Registered | 1-July-2002 | 123275 |
| WORLD GYM, plus design | El Salvador | Registered | 09-August-2000 | 00038 |
| WORLD GYM, plus design | European Community (CTM) | Registered | 01-April-2006 | 133496 |
| WORLD GYM, plus design (class 41) | Germany | Registered | 01-March-1982 | 1,029,941 |
| WORLD GYM, plus design (class 28) | Germany | Registered | 27-May-1989 | 1,147,154 |
| WORLD GYM, plus design (class 41) | Germany | Registered | 16-August-1989 | 1,183,199 |

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| Trademark | Country | Status | Application / Registration Date | Application/ Registration No. |
|-----------------------------------|--------------------------|------------|---------------------------------|-------------------------------|
| WORLD GYM, plus design | Guatemala | Registered | 21-June-2001 | 111227 |
| WORLD GYM, plus design | Hong Kong | Registered | 13-November-1996 | B10317/1996 |
| WORLD GYM, plus design | India | Pending | 18-July-2006 | 1470937 |
| WORLD GYM, plus design (class 41) | Japan | Registered | 22-November-2002 | 4,624,140 |
| WORLD GYM, plus design (class 24) | Japan | Registered | 25-December-1989 | 2,196,380 |
| WORLD GYM, plus design (class 25) | Japan | Registered | 31-May-1991 | 2,308,669 |
| WORLD GYM, plus design (class 25) | Japan | Registered | 30-September-1994 | 2,696,053 |
| WORLD GYM, plus design (class 25) | Japan | Registered | 31-July-1994 | 2,709,036 |
| WORLD GYM, plus design (class 41) | China (Peoples Republic) | Registered | 02-June-2004 | 0101502 |
| WORLD GYM, plus design | Peru | Registered | 10-September-1998 | 048588 |
| WORLD GYM, plus design | Romania | Registered | 13-January-1999 | 40322 |
| WORLD GYM, plus design | Russia | Registered | 14-June-2002 | 214687 |
| WORLD GYM, plus design (class ?) | Sweden | Registered | 11-August-1999 | 214451 |
| WORLD GYM, plus design (class ?) | Sweden | Registered | 11-December-2001 | 179320 |
| WORLD GYM, plus design (class ?) | Sweden | Registered | 16-December-1998 | 212689 |
| WORLD GYM, plus design | Switzerland | Registered | 20-October-1989 | 379808 |
| WORLD GYM, plus design | Taiwan | Registered | 15-June-2002 | 1002753 |
| WORLD GYM, plus design (class 5) | Thailand | Registered | 03-December-2002 | 14899 |
| WORLD GYM, plus design (class 16) | Thailand | Registered | 03-December-2002 | 11731 |
| WORLD GYM, plus design | Trinidad & Tobago | Registered | 12-June-2008 | 37578 |

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| Trademark | Country | Status | Application / Registration Date | Application/ Registration No. |
|--|----------------|---------------|--|--|
| WORLD GYM, plus design (class 41) | United Kingdom | Registered | 13-November-1995 | 1584450 |
| WORLD GYM, plus design (class 28) | United Kingdom | Registered | 13-April-2007 | 2435302 |
| WORLD GYM, plus design (class 25) | United States | Registered | 13-August-1985 | 1,354,193 |
| WORLD GYM, plus design (class 41) | United States | Registered | 20-July-1993 | 1,783,000 |
| WORLD GYM, plus design | Venezuela | Registered | 09-February-2005 | P-259057 |