

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Bally Total Fitness Corporation		08/17/2009	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Bally Total Fitness Holding Corporation		
<b>Street Address:</b>	8700 West Bryn Mawr		
<b>City:</b>	Chicago		
<b>State/Country:</b>	ILLINOIS		
<b>Postal Code:</b>	60631		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	1973571	1-800-WORKOUT	
Registration Number:	1657665	THE 30 MINUTE WORKOUT	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(312)321-4299		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	312-321-4200		
<b>Email:</b>	officeactions@brinkshofer.com		
<b>Correspondent Name:</b>	Scott J. Slavick		
<b>Address Line 1:</b>	P.O. Box 10395		
<b>Address Line 4:</b>	Chicago, ILLINOIS 60610		
<b>ATTORNEY DOCKET NUMBER:</b>	9565		
<b>NAME OF SUBMITTER:</b>	Scott J. Slavick		
<b>Signature:</b>	/Scott J. Slavick/		
<b>Date:</b>	08/17/2009		

CH \$65.00 1973571

Total Attachments: 1  
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**Service Mark Assignment**

WHEREAS, Bally Total Fitness Corporation, a Delaware Corporation, with its principal place of business at 8700 West Bryn Mawr, Chicago, Illinois 60631 ("Assignor"), has adopted, owns and is using the following service marks for which Assignor owns the following identified federal registrations for the services identified therein ("the Marks"):

Service Mark	Registration No.	Registration Date
1-800-WORKOUT	1,973,571	May 7, 1996
THE 30 MINUTE WORKOUT	1,657,665	September 17, 1991

WHEREAS, Bally Total Fitness Holding Corporation, a Delaware Corporation, with its principal place of business at 8700 West Bryn Mawr, Chicago, Illinois 60631 ("Assignee"), desires to acquire the Marks and the above-referenced Registrations thereof;

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 each of the Marks, together with the goodwill of the business symbolized by the Marks, and the registrations thereof.

Bally Total Fitness Corporation

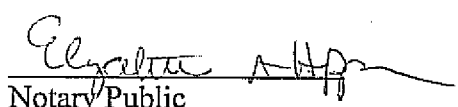
By: 

Name: Kathleen Boege

Title: Senior VP, Secretary

Dated effective as of August 17, 2009

SUBSCRIBED and SWORN to before me this 17<sup>th</sup> day of August, 2009.

  
Notary Public

My Commission Expires: 9-16-11

