

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	TRADEMARK SECURITY AGREEMENT

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Bally Total Fitness Holding Corporation		09/01/2009	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	Wells Fargo Foothill, LLC, as Agent
Street Address:	2450 Colorado Avenue, Suite 3000W
City:	Santa Monica
State/Country:	CALIFORNIA
Postal Code:	90404
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

**PROPERTY NUMBERS Total: 85**

Property Type	Number	Word Mark
Registration Number:	1673918	BALLY'S TOTAL FITNESS
Registration Number:	2030899	B
Registration Number:	1992150	BALLY TOTAL FITNESS
Registration Number:	1973721	B BALLY TOTAL FITNESS
Registration Number:	2020345	B BALLY TOTAL FITNESS
Registration Number:	2168352	B
Registration Number:	2783443	BALLY TOTAL FITNESS
Registration Number:	2783442	BALLY TOTAL FITNESS NUTRITIONALS
Registration Number:	2416928	B BALLY TOTAL FITNESS
Registration Number:	2672535	BALLY TOTAL FITNESS
Registration Number:	3123889	BALLY TOTAL FITNESS
Registration Number:	2751802	B BALLY TOTAL FITNESS
Registration Number:	1156690	SCANDINAVIAN HEALTH SPAS

CH \$2140.00 1673918

Registration Number:	2426244	RAPID RESULTS
Registration Number:	2720103	RAPID RESULTS
Registration Number:	2730263	REAL PEOPLE. REAL RESULTS.
Registration Number:	2731318	BALLY BOOT CAMP FIRST CLASS RESULTS.
Registration Number:	2582192	BALLYFITNESS.COM
Registration Number:	2782692	ROCKET SCIENCE
Registration Number:	3029648	BFIT COMMUNITIES
Registration Number:	2803390	ENERGY DRINK E BLAST B BALLY TOTAL FITNESS
Registration Number:	2861779	MEMBER VALUES
Registration Number:	2917971	BALLY TOTAL FITNESS
Registration Number:	2846657	BFIT COMMUNITIES
Registration Number:	2853448	BLAST ENERGY SUPPLEMINTS
Registration Number:	2875602	THE PAIN IN YOUR BUTT WORKOUT
Registration Number:	2934079	BTF-X
Registration Number:	2906278	BALLY TOTAL FITNESS
Registration Number:	2961011	BLAST B BALLY TOTAL FITNESS
Registration Number:	2953473	SHAPE-UP SWEEPSTAKES
Registration Number:	2977581	FIT.STYLE
Registration Number:	2977582	YOUR MIND YOUR BODY YOUR LIFE
Registration Number:	1762176	SHAPE YOUR LIFE
Registration Number:	2995907	EVERY BODY NEEDS SOMETHING
Registration Number:	2993236	B TOTAL FITNESS
Registration Number:	2217664	BFIT
Registration Number:	3146750	B BALLY TOTAL FITNESS
Registration Number:	3054721	BUILT TO FIT
Registration Number:	3188168	BUILD YOUR OWN MEMBERSHIP
Registration Number:	3446802	NST
Registration Number:	3157440	MAKE IT PERSONAL
Registration Number:	3157441	WE'RE MAKING IT PERSONAL
Registration Number:	3320498	MEET YOUR POTENTIAL
Registration Number:	3219807	B BALLY TOTAL FITNESS
Registration Number:	3428389	CLUB BALLY MEMBER REWARDS
Registration Number:	3433137	SHAPE UP CHICAGO
Registration Number:	3357795	B
Registration Number:	3428612	B BALLY TOTAL FITNESS

Registration Number:	3357794	B
Registration Number:	3209250	DISCOVER THE FINANCIAL POWER OF FITNESS
Registration Number:	3209251	TURNING PHYSICAL FITNESS INTO FINANCIAL INDEPENDENCE
Serial Number:	78971793	BALLY TOTAL FITNESS
Registration Number:	3514366	BALLY TOTAL FITNESS
Registration Number:	3509268	TOTAL RESULTS WEIGHT LOSS SOLUTION
Registration Number:	3489388	NST MUSCLE COMPLEX
Registration Number:	3612944	NST HI-PRO SHOT
Registration Number:	3595348	TOTAL RESULTS GROUP WEIGHT LOSS
Registration Number:	3502317	NST NITRIC FUSION
Registration Number:	3559570	NST NUTRITION SPORTS TECHNOLOGY
Serial Number:	77279515	ROOM TO BREATHE
Serial Number:	77413596	BEST START
Serial Number:	77485051	TOTAL RESULTS ULTIMATE SOLUTION
Serial Number:	75665710	1-800-FITNESS
Serial Number:	74679133	1-800-WORKOUT
Serial Number:	75150077	B TRIM
Registration Number:	2533193	BFIT
Registration Number:	2840454	BFIT
Registration Number:	2464838	BFIT BABY CLUB
Registration Number:	2912905	BFIT GEAR
Registration Number:	2518918	BFIT-RX
Registration Number:	2339487	BLEAN
Registration Number:	2742835	CLICK TO GET FIT
Registration Number:	2300075	EXCELTRAINING
Registration Number:	2302269	KWANDO
Registration Number:	2456429	POWERBALL
Registration Number:	2380507	POWERFLEX
Registration Number:	2470323	SNACK RIGHT
Registration Number:	1657665	THE 30 MINUTE WORKOUT
Registration Number:	2515782	THE FITNESS FORMULA
Registration Number:	1724335	THE VERTICAL CLUB
Registration Number:	1666141	VERTICAL CLUB
Registration Number:	1734972	VERTICAL CLUB

Serial Number:	77766398	RAPID RESULTS
Registration Number:	1773050	VERTICAL CLUB
Serial Number:	74211513	SHAPE YOUR LIFE

**CORRESPONDENCE DATA**

Fax Number: (949)720-0182  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Email: trademark@buchalter.com  
 Correspondent Name: Sandra P. Thompson  
 Address Line 1: 18400 Von Karman Avenue, Suite 800  
 Address Line 4: Irvine, CALIFORNIA 92612

ATTORNEY DOCKET NUMBER:	F6384-1301
NAME OF SUBMITTER:	Sandra P. Thompson
Signature:	/spt/
Date:	09/01/2009

**Total Attachments: 28**  
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## TRADEMARK SECURITY AGREEMENT

This TRADEMARK SECURITY AGREEMENT (this "Trademark Security Agreement") is made this 1<sup>st</sup> day of September, 2009, among Grantors listed on the signature pages hereof (collectively, jointly and severally, "Grantors" and each individually "Grantor"), and WELLS FARGO FOOTHILL, LLC, a Delaware limited liability company, in its capacity as Agent for the Lender Group, the Bank Product Providers, and as collateral agent for the Term Debt Lenders (in such capacities, together with its successors and assigns in such capacities, "Agent").

### WITNESSETH:

WHEREAS, pursuant to that certain Credit Agreement, dated as of August 19, 2009 (as amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement"), among BALLY TOTAL FITNESS HOLDING CORPORATION, as borrower ("Borrower"), the lenders party thereto as "Lenders" and Agent, the Lender Group is willing to make certain financial accommodations available to Borrower pursuant to the terms and conditions thereof;

WHEREAS, the members of the Lender Group are willing to make the financial accommodations to Borrower as provided for in the Credit Agreement, and the Term Debt Lenders are willing to make financial accommodations to Borrower as provided for in the Term Loan Agreement, but only upon the condition, among others, that Grantors shall have executed and delivered to Agent, for the benefit of Lender Group, the Bank Product Providers, and the Term Debt Lenders, that certain Security Agreement, dated as of August 19, 2009 (including all annexes, exhibits or schedules thereto, as from time to time amended, restated, supplemented or otherwise modified, the "Security Agreement"); and

WHEREAS, pursuant to the Security Agreement, Grantors are required to execute and deliver to Agent, for the benefit of Lender Group, the Bank Product Providers, and the Term Debt Lenders this Trademark Security Agreement;

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each Grantor hereby agrees as follows:

1. DEFINED TERMS. All capitalized terms used but not otherwise defined herein have the meanings given to them in the Security Agreement or, if not defined therein, in the Credit Agreement.

2. GRANT OF SECURITY INTEREST IN TRADEMARK COLLATERAL. Each Grantor hereby unconditionally grants, assigns, and pledges to Agent, for the benefit of each member of the Lender Group, each of the Bank Product Providers, and each Term Debt Lender, to secure the Secured Obligations, a continuing security interest (referred to in this Trademark Security Agreement as the "Security Interest") in all of such Grantor's right, title and interest in, to and under the following, whether presently existing or hereafter created or acquired (collectively, the "Trademark Collateral");

(a) all of its Trademarks and Trademark Intellectual Property Licenses to which it is a party including those referred to on Schedule I;

(b) all goodwill of the business connected with the use of, and symbolized by, each Trademark and each Trademark Intellectual Property License; and

(c) all products and proceeds (as that term is defined in the Code) of the foregoing, including any claim by such Grantor against third parties for past, present or future (i) infringement or dilution of any Trademark or any Trademarks exclusively licensed under any Intellectual Property License, including

right to receive any damages, (ii) injury to the goodwill associated with any Trademark, or (iii) right to receive license fees, royalties, and other compensation under any Trademark Intellectual Property License.

3. **SECURITY FOR OBLIGATIONS.** This Trademark Security Agreement and the Security Interest created hereby secures the payment and performance of all the Secured Obligations, whether now existing or arising hereafter. Without limiting the generality of the foregoing, this Trademark Security Agreement secures the payment of all amounts which constitute part of the Obligations (as defined under the Credit Agreement or Term Loan Agreement, as applicable) and would be owed by Grantors, or any of them, to Agent, the Lender Group, the Bank Product Providers, the Term Debt Lenders, or any of them, whether or not they are unenforceable or not allowable due to the existence of an Insolvency Proceeding involving any Grantor.

4. **SECURITY AGREEMENT.** The Security Interest granted pursuant to this Trademark Security Agreement is granted in conjunction with the security interests granted to Agent, for the benefit of the Lender Group, the Bank Product Providers and the Term Debt Lenders, pursuant to the Security Agreement. Each Grantor hereby acknowledges and affirms that the rights and remedies of Agent with respect to the Security Interest in the Trademark Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein. To the extent there is any inconsistency between this Trademark Security Agreement and the Security Agreement, the Security Agreement shall control.

5. **AUTHORIZATION TO SUPPLEMENT.** If any Grantor shall obtain rights to any new trademarks, the provisions of this Trademark Security Agreement shall automatically apply thereto. Grantors shall give prompt notice in writing to Agent with respect to any such new trademarks or renewal or extension of any trademark registration in accordance with Sections 6(g)(iv) and 6(g)(vi) of the Security Agreement. Without limiting Grantors' obligations under this Section, Grantors hereby authorize Agent unilaterally to modify this Trademark Security Agreement by amending Schedule I to include any such new trademark rights of Grantors. Notwithstanding the foregoing, no failure to so modify this Trademark Security Agreement or amend Schedule I shall in any way affect, invalidate or detract from Agent's continuing security interest in all Collateral, whether or not listed on Schedule I.

6. **COUNTERPARTS.** This Trademark Security Agreement may be executed in any number of counterparts and by different parties on separate counterparts, each of which, when executed and delivered, shall be deemed to be an original, and all of which, when taken together, shall constitute but one and the same Trademark Security Agreement. Delivery of an executed counterpart of this Trademark Security Agreement by telefacsimile or other electronic method of transmission shall be equally as effective as delivery of an original executed counterpart of this Trademark Security Agreement. Any party delivering an executed counterpart of this Trademark Security Agreement by telefacsimile or other electronic method of transmission also shall deliver an original executed counterpart of this Trademark Security Agreement but the failure to deliver an original executed counterpart shall not affect the validity, enforceability, and binding effect of this Trademark Security Agreement.


7. **CONSTRUCTION.** Unless the context of this Trademark Security Agreement or any other Loan Document (as defined under the Credit Agreement or Term Loan Agreement, as applicable) clearly requires otherwise, references to the plural include the singular, references to the singular include the plural, the terms "includes" and "including" are not limiting, and the term "or" has, except where otherwise indicated, the inclusive meaning represented by the phrase "and/or." The words "hereof," "herein," "hereby," "hereunder," and similar terms in this Trademark Security Agreement or any other Loan Document refer to this Trademark Security Agreement or such other Loan Document, as the case may be, as a whole and not to any particular provision of this Trademark Security Agreement or such other Loan Document, as the case may be. Section, subsection, clause, schedule, and exhibit references herein are to this Agreement unless otherwise specified. Any reference in this Trademark Security Agreement or in any other Loan Document to any agreement, instrument, or document shall include all alterations, amendments, changes, extensions,

modifications, renewals, replacements, substitutions, joinders, and supplements, thereto and thereof, as applicable (subject to any restrictions on such alterations, amendments, changes, extensions, modifications, renewals, replacements, substitutions, joinders, and supplements set forth herein). Any reference herein or in any other Loan Document (as defined under the Credit Agreement or Term Loan Agreement, as applicable) to the satisfaction or repayment in full of the Obligations (as defined under the Credit Agreement or Term Loan Agreement, as applicable) shall mean the repayment in full in cash (or cash collateralization in accordance with the terms of the Credit Agreement or the Term Loan Agreement, as applicable) of all Obligations (as defined under the Credit Agreement or Term Loan Agreement, as applicable) other than unasserted contingent indemnification Obligations (as defined under the Credit Agreement or Term Loan Agreement, as applicable) and other than any Bank Product Obligations that, at such time, are allowed by the applicable Bank Product Providers to remain outstanding and that are not required by the provisions of the Credit Agreement to be repaid or cash collateralized. Any reference herein to any Person shall be construed to include such Person's successors and assigns. Any requirement of a writing contained herein or in any other Loan Document (as defined under the Credit Agreement or Term Loan Agreement, as applicable) shall be satisfied by the transmission of a Record and any Record so transmitted shall constitute a representation and warranty as to the accuracy and completeness of the information contained therein.

8. **CONTROLLING LAW.** This Agreement is to be governed and construed in accordance with the laws of the State of New York, without regard to the conflict of laws principles thereof.

[SIGNATURE PAGE FOLLOWS]

**BALLY TOTAL FITNESS HOLDING  
CORPORATION**  
a Delaware corporation

By:   
Name: William G. Parsani  
Title: Sr. Vice President



**ACKNOWLEDGED AND ACCEPTED BY:**

**WELLS FARGO FOOTHILL, LLC,**  
as Collateral Agent

By:   
Name: Juan Barrera  
Title: Vice President

**U.S. TRADEMARKS ( 9565 ) W/IMAGE**

8/17/2009

Client-Matter	Country	Status	Trademark	Application Number / Date	Registration Number / Date	Next Renewal
9565-109	United States	Registered	BALLY'S TOTAL FITNESS	74/800,026 2/22/1990	1,673,918 1/28/1992	1/28/2012

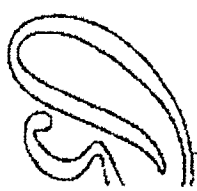
Owner: BALLY TOTAL FITNESS HOLDING CORPORATION  
 Expiration Date: 1/28/2012

Class(es)/Goods: Class 041  
 HEALTH AND FITNESS CLUB SERVICES

9565-111	United States	Registered	B (STYLIZED)	74/640,369 2/24/1995	2,030,899 1/14/1997	1/14/2017
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Owner: BALLY TOTAL FITNESS HOLDING CORPORATION  
 Expiration Date: 1/14/2017

Class(es)/Goods: Class 41  
 HEALTH CLUB SERVICES



9565-112	United States	Registered	BALLY TOTAL FITNESS	74/640,187 2/24/1995	1,992,150 8/6/1996	8/6/2016
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Owner: BALLY TOTAL FITNESS HOLDING CORPORATION  
 Expiration Date: 8/6/2016

Class(es)/Goods: Class 041  
 41-HEALTH CLUB SERVICES

9565-113	United States	Registered	B (STYLIZED) BALLY TOTAL FITNESS (DESIGN)	74/655,244 4/3/1995	1,973,721 5/14/1996	5/14/2016
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Owner: BALLY TOTAL FITNESS HOLDING CORPORATION  
 Expiration Date: 5/14/2016

Class(es)/Goods: Class 041  
 41-HEALTH CLUB SERVICES



U.S. TRADEMARKS ( 9565 ) W/IMAGE

8/17/2009

Client-Matter	Country	Status	Trademark	Application Number / Date	Registration Number / Date	Next Renewal
9565-114	United States	Registered	B (STYLIZED) BALLY TOTAL FITNESS	74/689,601 6/16/1995	2,020,345 12/3/1996	12/3/2016

Owner: BALLY TOTAL FITNESS HOLDING CORPORATION

Expiration Date: 12/3/2016



BALLY  
TOTAL  
FITNESS

Class(es)/Goods: Class 041

41-HEALTH CLUB SERVICES

9565-118	United States	Registered	B (STYLIZED)	75/169,129 9/20/1996	2,168,352 6/23/1998	6/23/2018
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Owner: BALLY TOTAL FITNESS HOLDING CORPORATION

Expiration Date: 6/23/2018



Class(es)/Goods: Class 005

5- NUTRITIONAL SUPPLEMENTS AND VITAMINS

9565-119	United States	Registered	BALLY TOTAL FITNESS	75/157,797 8/29/1996	2,783,443 11/18/2003	11/18/2013
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Owner: BALLY TOTAL FITNESS HOLDING CORPORATION

Expiration Date: 11/18/2013

Class(es)/Goods: Class 005

NUTRITIONAL SUPPLEMENTS AND VITAMINS

9565-120	United States	Registered	BALLY TOTAL FITNESS NUTRITIONALS	75/157,749 8/29/1996	2,783,442 11/18/2003	11/18/2013
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Owner: BALLY TOTAL FITNESS HOLDING CORPORATION

Expiration Date: 11/18/2013

Class(es)/Goods: Class 5

NUTRITIONAL SUPPLEMENTS AND VITAMINS

**U.S. TRADEMARKS ( 9565 ) W/IMAGE**

8/17/2009

Client-Matter	Country	Status	Trademark	Application Number / Date	Registration Number / Date	Next Renewal
9565-121	United States	Registered	B (STYLIZED) BALLY TOTAL FITNESS (DESIGN)	75/660,563 3/15/1999	2,416,928 1/2/2001	1/2/2011

Owner: BALLY TOTAL FITNESS HOLDING CORPORATION  
Expiration Date: 1/2/2011



Class(es)/Goods: Class 005  
5-NUTRITIONAL SUPPLEMENTS AND VITAMINS; NUTRITIONAL DRINKS IN THE FORM OF LIQUID AND POWDERED DRINKS AND DRINK MIXES; NUTRITIONAL MEAL REPLACEMENT DRINKS AND MEAL REPLACEMENT DRINK MIXES

9565-122	United States	Registered	BALLY TOTAL FITNESS	75/769,429 8/6/1999	2,672,535 1/7/2003	1/7/2013
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Owner: BALLY TOTAL FITNESS HOLDING CORPORATION  
Expiration Date: 1/7/2013

Class(es)/Goods: Class 9	PRE-RECORDED AUDIO AND VIDEO TAPES FEATURING EXERCISE, HEALTH AND WELLNESS					
9565-123	United States	Registered	BALLY TOTAL FITNESS	75/799,114 9/10/1999	3,123,889 8/1/2006	8/1/2016

Owner: BALLY TOTAL FITNESS HOLDING CORPORATION  
Expiration Date: 8/1/2016

Class(es)/Goods: Class 29  
FOOD PRODUCTS NAMELY WHEY-BASED FOODS, DAIRY-BASED FOODS, NAMELY ICE CREAM, MILK, CHEESE, VEGETABLE-BASED FOODS, NAMELY VEGETABLE CHIPS, SNACK DIPS, DAIRY-BASED DIPS, BEAN DIPS, FISH, FRUIT-BASED FOODS, NAMELY CHIPS, TRAIL MIX, SNACK BARS, FROZEN FRUIT BARS, PROCESSED BEE POLLEN, FOR FOOD, SOY-BASED FOOD BEVERAGE FOR USE AS A MILK SUBSTITUTE, DRIED AND CANNED SOY BEANS, YOGURT-BASED FOODS NAMELY BEVERAGES, CANNED AND DRIED FRUITS AND VEGETABLES AND PACKAGED ENTREES OF MEAT, FISH, POULTRY, OR VEGETABLES

Class 30  
FOOD PRODUCTS NAMELY HERBAL-BASED FOODS, NAMELY BEVERAGES, TEAS, AND PROCESSED HERBS, SOY-BASED ICE CREAM SUBSTITUTE, SOY SAUCE, CEREAL-BASED READY TO EAT FOOD BARS AND SNACKS, FOOD FLAVORINGS, BREAD-CRACKER-COOKIE COMBINATION PACKAGES, SHAKES, BAKERY GOODS, GRAIN-BASED FOODS AND BEVERAGES, CANDY, CHOCOLATE, COFFEE, ICE CREAM, FROZEN YOGURT, PASTA, RICE CAKES,

Class 32  
SYRUPS AND POWDERS FOR BEVERAGES, NAMELY, SOFT DRINKS, FRUIT DRINKS AND SPORT DRINKS

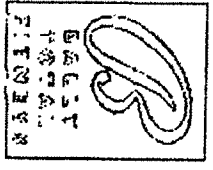
**U.S. TRADEMARKS ( 9565 ) W/IMAGE**

8/17/2009

Client-Matter	Country	Status	Trademark	Application Number/Date	Registration Number/Date	Next Renewal
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9565-127	United States	Registered	B AND BALLY TOTAL FITNESS LOGO	76/240,897 4/13/2001	2,751,802 8/19/2003	8/19/2013
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Owner: BALLY TOTAL FITNESS HOLDING CORPORATION  
Expiration Date: 8/19/2013



Class(es)/Goods: Class 28  
EXERCISE EQUIPMENT, NAMELY, TORSO TIGHTNER MACHINES, EXERCISE WHEELS, YOGA MATS, PILATES BANDS, PILATES AND YOGA BALANCE WALKING BALLS, DOOR KNOB ROPE EXERCISERS, BODY EXERCISERS WITH DOOR ANCHORS, MASSAGE BALLS, TWIST BOARDS, JUMP ROPES, JUMP ROPES WITH CALORIE COUNTERS, MEDICINE BALLS, STRETCH BANDS, HAND GRIPS, STRETCH EXPANDERS, LIFTING STRAPS, ADJUSTABLE ANKLE/WRIST WEIGHTS WITH REMOVABLE PLATES, DUMBBELLS, COMBO SINGLE WHEEL AND SLIMMER BELTS, ROWING ACTION EXERCISERS, WORKOUT AND LIFTING GLOVES, MAGNETIC KNEE, HIP AND THIGH BELTS, MAGNETIC ANKLE, WRIST AND ELBOW BELTS, MAGNETIC WAIST BELTS, AND BARBELL NECK PROTECTORS

9565-142	United States	Registered	SCANDINAVIA HEALTH SPAS	73/169,394 5/8/1978	1,156,690 6/2/1981	6/2/2011
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Owner: BALLY TOTAL FITNESS HOLDING CORPORATION  
Expiration Date: 6/2/2011

Class(es)/Goods: Class 041  
41-EDUCATIONAL AND ENTERTAINMENT SERVICES IN THE NATURE OF PROVIDING COUNSELLING IN THE DEVELOPMENT OF PHYSICAL FITNESS AND DIETARY PROGRAMS TAILORED TO THE NEEDS OF OTHERS AND FOR PROVIDING PHYSICAL EXERCISE AND HEALTH CLUB FACILITIES

9565-157	United States	Registered	RAPID RESULTS	75/696,023 5/3/1999	2,426,244 2/6/2001	2/6/2011
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Owner: BALLY TOTAL FITNESS HOLDING CORPORATION  
Expiration Date: 2/6/2011

Class(es)/Goods: Class 041  
41-HEALTH CLUB SERVICES FEATURING A MEMBERSHIP PROGRAM COMBINING SUPERVISED EXERCISE, NUTRITIONAL INFORMATION AND SUPPLEMENTS

9565-207	United States	Registered	RAPID RESULTS	78/076,874 8/1/2001	2,720,103 5/27/2003	5/27/2013
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Owner: BALLY TOTAL FITNESS HOLDING CORPORATION  
Expiration Date: 5/27/2013

Class(es)/Goods: Class 5  
VITAMINS AND NUTRITIONAL SUPPLEMENTS

**U.S. TRADEMARKS ( 9565 ) W/IMAGE**

8/17/2009

Client-Matter	Country	Status	Trademark	Application Number / Date	Registration Number / Date	Next Renewal
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9565-225	United States	Registered	REAL PEOPLE REAL RESULTS.	76/312,336 9/10/2001	2,730,263 6/24/2003	6/24/2013
			Owner: BALLY TOTAL FITNESS HOLDING CORPORATION		Expiration Date:	6/24/2013

Class(es)/Goods: Class 41  
HEALTH CLUB SERVICES

9565-252	United States	Registered	BALLY BOOT CAMP FIRST CLASS RESULTS AND DESIGN	76/320,187 10/1/2001	2,731,318 7/1/2003	7/1/2013
			Owner: BALLY TOTAL FITNESS HOLDING CORPORATION		Expiration Date:	7/1/2013



Class(es)/Goods: Class 41  
HEALTH AND FITNESS CLUB SERVICES

9565-254	United States	Registered	BALLYFITNESS.COM	76/321,486 10/4/2001	2,582,192 6/18/2002	6/18/2012
			Owner: BALLY TOTAL FITNESS HOLDING CORPORATION		Expiration Date:	6/18/2012

Class(es)/Goods: Class 041  
41 - HEALTH CLUB SERVICES

9565-268	United States	Registered	ROCKET SCIENCE	76/338,021 11/15/2001	2,782,692 11/11/2003	11/11/2013
			Owner: BALLY TOTAL FITNESS HOLDING CORPORATION		Expiration Date:	11/11/2013

Class(es)/Goods: Class 5  
NUTRITIONALLY FORTIFIED ENERGY DRINK BEVERAGE

**U.S. TRADEMARKS ( 9565 ) W/IMAGE**

8/17/2009

Client-Matter	Country	Status	Trademark	Application Number / Date	Registration Number / Date	Next Renewal
9565-340	United States	Registered	BFIT COMMUNITIES	76/371,903 2/15/2002	3,029,648 12/13/2005	12/13/2015
		Owner:	BALLY TOTAL FITNESS HOLDING CORPORATION			Expiration Date: 12/13/2015
		Class(es)/Goods:	Class 36 PHILANTHROPIC SERVICES CONCERNING DONATION OF MONEY Class 41 CHARITABLE SERVICES, NAMELY, PROVIDING DONATIONS OF EXERCISE EQUIPMENT FOR CHARITABLE PURPOSES			
9565-373	United States	Registered	BLAST AND DESIGN	76/434,195 7/25/2002	2,803,390 1/6/2004	1/6/2014
		Owner:	BALLY TOTAL FITNESS HOLDING CORPORATION			Expiration Date: 1/6/2014
		Class(es)/Goods:	Class 32 ENERGY SPORTS DRINKS Class 5 NUTRITIONALLY FORTIFIED ENERGY DRINK BEVERAGES			
9565-422	United States	Registered	MEMBER VALUES	78/184,598 11/13/2002	2,861,779 7/6/2004	7/6/2014
		Owner:	BALLY TOTAL FITNESS HOLDING CORPORATION			Expiration Date: 7/6/2014
		Class(es)/Goods:	Class 35 ADMINISTRATION OF A DISCOUNT PROGRAM FOR ENABLING PARTICIPANTS TO OBTAIN DISCOUNTS ON GOODS AND SERVICES			
9565-430	United States	Registered	BALLY TOTAL FITNESS	78/162,591 9/10/2002	2,917,971 1/11/2005	1/11/2015
		Owner:	BALLY TOTAL FITNESS HOLDING CORPORATION			Expiration Date: 1/11/2015
		Class(es)/Goods:	Class 28 EXERCISE EQUIPMENT, NAMELY, STATIONARY UPRIGHT EXERCISE BICYCLES, STATIONARY RECUMBENT EXERCISE BICYCLES, TREADMILLS AND ELLIPTICAL EXERCISE MACHINES			

**U.S. TRADEMARKS ( 9565 ) W/IMAGE**

8/17/2009

Client-Matter	Country	Status	Trademark	Application Number / Date	Registration Number / Date	Next Renewal
9565-443	United States	Registered	BFIT COMMUNITIES	78/176,677 10/21/2002	2,846,657 5/25/2004	5/25/2014

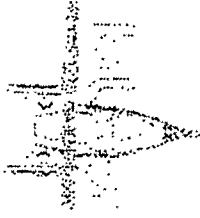
Owner: BALLY TOTAL FITNESS HOLDING CORPORATION  
Expiration Date: 5/25/2014

Class(es)/Goods: Class 41  
CHARITABLE SERVICES, NAMELY PROVIDING THE USE OF HEALTH CLUB FACILITIES FOR CHARITABLE PURPOSES

9565-445	United States	Registered	BLAST ENERGY SUPPLEMENTS AND ROCKET DESIGN	78/178,140 10/24/2002	2,853,448 6/15/2004	6/15/2014
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Owner: BALLY TOTAL FITNESS HOLDING CORPORATION  
Expiration Date: 6/15/2014

Class(es)/Goods: Class 5  
NUTRITIONAL SUPPLEMENTS



9565-448	United States	Registered	PAIN IN THE BUTT WORKOUT	78/178,399 10/25/2002	2,875,602 8/17/2004	8/17/2014
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Owner: BALLY TOTAL FITNESS HOLDING CORPORATION  
Expiration Date: 8/17/2014

Class(es)/Goods: Class 41  
HEALTH CLUB SERVICES

9565-477	United States	Registered	BTF-X	78/235,891 4/9/2003	2,934,079 3/15/2005	3/15/2015
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Owner: BALLY TOTAL FITNESS HOLDING CORPORATION  
Expiration Date: 3/15/2015

Class(es)/Goods: Class 5  
VITAMINS AND NUTRITIONAL SUPPLEMENTS

9565-485	United States	Registered	BALLY TOTAL FITNESS	78/242,267 4/25/2003	2,906,278 11/30/2004	11/30/2014
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Owner: BALLY TOTAL FITNESS HOLDING CORPORATION  
Expiration Date: 11/30/2014

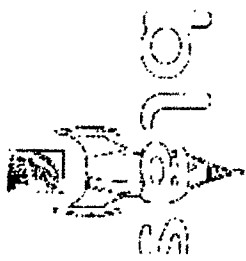
Class(es)/Goods: Class 16  
MAGAZINES IN THE FIELDS OF FITNESS, HEALTH AND LIFESTYLES



**U.S. TRADEMARKS ( 9565 ) W/IMAGE**

8/17/2009

Client-Matter	Country	Status	Trademark	Application Number / Date	Registration Number / Date	Next Renewal
9565-490	United States	Registered	BLAST AND ROCKET DESIGN	78259,313 6/6/2003	2,961,011 6/7/2005	6/7/2015
		Owner:	BALLY TOTAL FITNESS HOLDING CORPORATION		Expiration Date:	6/7/2015
		Class(es)/Goods:	Class 5 NUTRITIONAL SUPPLEMENTS AND NUTRITIONAL SUPPLEMENT PROTEIN BARS			



9565-495	United States	Registered	SHAPE-UP SWEEPSTAKES	78261,380 7/12/2003	2,953,473 5/17/2005	5/17/2015
		Owner:	BALLY TOTAL FITNESS HOLDING CORPORATION		Expiration Date:	5/17/2015

9565-499	United States	Registered	FIT STYLE	76536,197 8/12/2003	2,977,581 7/26/2005	7/26/2015
		Owner:	BALLY TOTAL FITNESS HOLDING CORPORATION		Expiration Date:	7/26/2015

9565-501	United States	Registered	YOUR MIND YOUR BODY YOUR LIFE	76536,198 8/12/2003	2,977,582 7/26/2005	7/26/2015
		Owner:	BALLY TOTAL FITNESS HOLDING CORPORATION		Expiration Date:	7/26/2015

9565-503	United States	Registered	SHAPE YOUR LIFE	74211,513 10/8/1991	1,762,176 3/30/1993	3/30/2013
		Owner:	BALLY TOTAL FITNESS HOLDING CORPORATION		Expiration Date:	

Class(es)/Goods: Class 41  
HEALTH CLUB SERVICES

**U.S. TRADEMARKS ( 9565 ) W/IMAGE**

8/17/2009

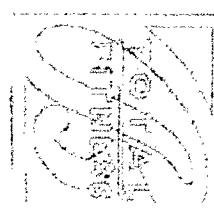
Client-Matter	Country	Status	Trademark	Application Number / Date	Registration Number / Date	Next Renewal
9565-515	United States	Registered	EVERY BODY NEEDS SOMETHING	78/319,462 10/28/2003	2,995,907 9/13/2005	9/13/2015

Owner: BALLY TOTAL FITNESS HOLDING CORPORATION  
Expiration Date: 9/13/2015

Class(es)/Goods: Class 41  
HEALTH CLUB SERVICES

9565-517	United States	Registered	B TOTAL FITNESS AND DESIGN	78/320,358 10/29/2003	2,993,236 9/6/2005	9/6/2015
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Owner: BALLY TOTAL FITNESS HOLDING CORPORATION  
Expiration Date: 9/6/2015



Class(es)/Goods: Class 28  
EXERCISE EQUIPMENT, NAMELY, TORSO TIGHTNER MACHINES, EXERCISE WHEELS, YOGA MATS, PILATES BANDS, PILATES AND YOGA BALANCE WALKING BALLS, DOOR KNOB ROPE EXERCISERS, BODY EXERCISERS WITH DOOR ANCHORS, MASSAGE BALLS, TWIST BOARDS, JUMP ROPES, JUMP ROPES WITH CALORIE COUNTERS, MEDICINE BALLS, STRETCH BANDS, HAND GRIPS, STRETCH EXPANDERS, LIFTING STRAPS, ADJUSTABLE ANKLE/WRIST WEIGHTS WITH REMOVABLE PLATES, DUMBBELLS, COMBO SINGLE WHEEL AND SLIMMER BELTS, ROWING ACTION EXERCISERS, WORKOUT AND LIFTING GLOVES, MAGNETIC KNEE, HIP AND THIGH BELTS, MAGNETIC ANKLE, WRIST AND ELBOW BELTS, MAGNETIC WAIST BELTS, AND BARBELL NECK PROTECTORS

Class 41  
HEALTH CLUB SERVICES

9565-523	United States	Registered	BFIT	75/179,791 10/10/1996	2,217,664 1/12/1999	1/12/2019
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Owner: BALLY TOTAL FITNESS HOLDING CORPORATION  
Expiration Date: 1/12/2019

Class(es)/Goods: Class 41  
HEALTH CLUB SERVICES

TRADEMARK

REEL: 004055 FRAME: 0339

**U.S. TRADEMARKS ( 9565 ) W/IMAGE**

8/17/2009

Client-Matter	Country	Status	Trademark	Application Number / Date	Registration Number / Date	Next Renewal
9565-587	United States	Registered	B BALLY TOTAL FITNESS AND DESIGN	78/551,006 1/20/2005	3,146,750 9/19/2006	9/19/2016

Owner: BALLY TOTAL FITNESS HOLDING CORPORATION  
Expiration Date: 9/19/2016



Class(es)/Goods: Class 28

EXERCISE EQUIPMENT, NAMELY, TORSO TIGHTNER MACHINES, EXERCISE WHEELS, YOGA MATS, PILATES BANDS, PILATES AND YOGA BALANCE WALKING BALLS, DOOR KNOB ROPE EXERCISERS, BODY EXERCISERS WITH DOOR ANCHORS, MASSAGE BALLS, TWIST BOARDS, JUMP ROPES, JUMP ROPES WITH CALORIE COUNTERS, MEDICINE BALLS, STRETCH BANDS, HAND GRIPS, STRETCH EXPANDERS, LIFTING STRAPS, ADJUSTABLE ANKLE/WRIST WEIGHTS WITH REMOVABLE PLATES, DUMBBELLS, COMBINATION SINGLE WHEEL AND SLIMMER BELTS, ROWING ACTION EXERCISERS, WORKOUT AND LIFTING GLOVES, WEIGHTLIFTING AND EXERCISE EQUIPMENT, NAMELY, MAGNETIC KNEE, HIP AND THIGH BELTS, MAGNETIC ANKLE, WRIST AND ELBOW BELTS, MAGNETIC WAIST BELTS, AND BARBELL NECK PROTECTORS

Class 41  
HEALTH CLUB SERVICES

Class 5

NUTRITIONAL SUPPLEMENTS AND VITAMINS; NUTRITIONAL SUPPLEMENT DRINKS IN THE FORM OF LIQUID AND POWDERED DRINKS AND DRINK MIXES; MEAL REPLACEMENT NUTRITION BARS; NUTRITIONAL SUPPLEMENT IN THE NATURE OF FORTIFIED ENERGY DRINK BEVERAGES; NUTRITIONAL MEAL REPLACEMENT DRINKS AND MEAL REPLACEMENT DRINK MIXES

9565-591	United States	Registered	BUILT TO FIT	78/560,213 2/3/2005	3,054,721 1/31/2006	1/31/2016
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Owner: BALLY TOTAL FITNESS HOLDING CORPORATION  
Expiration Date: 1/31/2016

Class(es)/Goods: Class 44

PROVIDING WEIGHT LOSS AND NUTRITION PLANNING SERVICES

9565-598	United States	Registered	BUILD YOUR OWN MEMBERSHIP	78/619,019 4/28/2005	3,188,168 12/19/2006	12/19/2016
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Owner: BALLY TOTAL FITNESS HOLDING CORPORATION  
Expiration Date: 12/19/2016

Class(es)/Goods: Class 41

HEALTH CLUB SERVICES, NAMELY PROVIDING INSTRUCTION AND EQUIPMENT IN THE FIELD OF PHYSICAL EXERCISE

9565-609	United States	Registered	NST	78/851,641 3/31/2006	3,446,802 6/10/2008	6/10/2018
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Owner: BALLY TOTAL FITNESS HOLDING CORPORATION  
Expiration Date: 6/10/2018

Class(es)/Goods: Class 5

CONCENTRATED LIQUID HEALTH SUPPLEMENT

**U.S. TRADEMARKS ( 9565 ) W/IMAGE**

8/17/2009

Client-Matter	Country	Status	Trademark	Application Number/ Date	Registration Number/ Date	Next Renewal
9565-611	United States	Registered	MAKE IT PERSONAL	78/705,207 9/1/2005	3,157,440 10/17/2006	10/17/2016
		Owner:	BALLY TOTAL FITNESS HOLDING CORPORATION		Expiration Date:	10/17/2016
		Class(es)/Goods:	Class 41 HEALTH CLUB SERVICES, NAMELY, PROVIDING INSTRUCTION AND EQUIPMENT IN THE FIELD OF PHYSICAL EXERCISE			
9565-612	United States	Registered	WERE MAKING IT PERSONAL	78/705,210 9/1/2005	3,157,441 10/17/2006	10/17/2016
		Owner:	BALLY TOTAL FITNESS HOLDING CORPORATION		Expiration Date:	10/17/2016
		Class(es)/Goods:	Class 41 HEALTH CLUB SERVICES, NAMELY, PROVIDING INSTRUCTION AND EQUIPMENT IN THE FIELD OF PHYSICAL EXERCISE			
9565-618	United States	Registered	MEET YOUR POTENTIAL	78/723,978 9/30/2005	3,320,498 10/23/2007	10/23/2017
		Owner:	BALLY TOTAL FITNESS HOLDING CORPORATION		Expiration Date:	10/23/2017
		Class(es)/Goods:	Class 41 HEALTH CLUB SERVICES, NAMELY, PROVIDING INSTRUCTION AND EQUIPMENT IN THE FIELD OF PHYSICAL EXERCISE			
9565-628	United States	Registered	NEW ROUND B BALLY TOTAL FITNESS LOGO	78/815,387 2/15/2006	3,219,807 3/20/2007	3/20/2017
		Owner:	BALLY TOTAL FITNESS HOLDING CORPORATION		Expiration Date:	3/20/2017



**BALLY**  
TOTAL FITNESS

Class(es)/Goods: Class 41  
HEALTH CLUB SERVICES

U.S. TRADEMARKS ( 9565 ) W/IMAGE

8/17/2009

Client/Matter	Country	Status	Trademark	Application Number/Date	Registration Number/Date	Next Renewal
9565-629	United States	Registered	CLUB BALLY MEMBER REWARDS	78/782,606 12/29/2005	3,428,389 5/13/2008	5/13/2018

Owner: BALLY TOTAL FITNESS HOLDING CORPORATION  
 Expiration Date: 5/13/2018

Client/Matter	Country	Status	Trademark	Application Number/Date	Registration Number/Date	Next Renewal
9565-635	United States	Registered	SHAPE UP CHICAGO	78/863,018 4/17/2006	3,433,137 5/20/2008	5/20/2018

Class(es)/Goods: Class 35  
 HEALTH CLUB REWARDS PROGRAM, NAMELY, PROMOTING THE SALE AND USE OF HEALTH CLUB MEMBERSHIPS THROUGH THE ADMINISTRATION OF AN INCENTIVE REWARDS PROGRAM FOR CUSTOMERS  
 Owner: BALLY TOTAL FITNESS HOLDING CORPORATION  
 Expiration Date: 5/20/2018

Client/Matter	Country	Status	Trademark	Application Number/Date	Registration Number/Date	Next Renewal
9565-641	United States	Registered	B IN CIRCLE DESIGN	78/878,020 5/5/2006	3,357,795 12/18/2007	12/18/2017

Class(es)/Goods: Class 41  
 HEALTH CLUB SERVICES, NAMELY, PROVIDING INSTRUCTION AND EQUIPMENT IN THE FIELD OF PHYSICAL EXERCISE  
 Owner: BALLY TOTAL FITNESS HOLDING CORPORATION  
 Expiration Date: 12/18/2017



Class(es)/Goods: Class 41  
 HEALTH CLUB SERVICES

Client/Matter	Country	Status	Trademark	Application Number/Date	Registration Number/Date	Next Renewal
9565-643	United States	Registered	B BALLY TOTAL FITNESS IN CIRCLE DESIGN LOGO	78/878,029 5/5/2006	3,428,612 5/13/2008	5/13/2018

Owner: BALLY TOTAL FITNESS HOLDING CORPORATION  
 Expiration Date: 5/13/2018



Class(es)/Goods: Class 28  
 EXERCISE EQUIPMENT, NAMELY, TORSO TIGHTNER MACHINES, EXERCISE WHEELS, YOGA MATS, PILATES BANDS, PILATES AND YOGA BALANCE WALKING BALLS, DOOR KNOB ROPE EXERCISERS, BODY EXERCISERS WITH DOOR ANCHORS, MASSAGE BALLS, TWIST BOARDS, JUMP ROPES, JUMP ROPES WITH CALORIE COUNTERS, MEDICINE BALLS, STRETCH BANDS, HAND GRIPS, STRETCH EXPANDERS, LIFTING STRAPS, ANKLEWRIST WEIGHTS, DUMBBELLS, SLIMMER BELTS, ROWING ACTION EXERCISERS, WORKOUT AND LIFTING GLOVES, THIGH TONERS, ABDOMINAL EXERCISERS, INFLATABLE EXERCISE BALLS AND WEIGHTED BALLS, WEIGHT LIFTING BELTS, NAMELY MAGNETIC KNEE, HIP AND THIGH BELTS, MAGNETIC ANKLE, WRIST AND ELBOW BELTS, MAGNETIC WAIST BELTS

**U.S. TRADEMARKS (9565) W/IMAGE**

8/17/2009

Client-Matter	Country	Status	Trademark	Application Number / Date	Registration Number / Date	Next Renewal
9565-644	United States	Registered	B BALLY TOTAL FITNESS AND DESIGN	78/878,014 5/5/2006	3,357,794 12/18/2007	12/18/2017

Owner: BALLY TOTAL FITNESS HOLDING CORPORATION  
 Expiration Date: 12/18/2017



**Class(es)/Goods: Class 28**

EXERCISE EQUIPMENT, NAMELY, TORSO TIGHTNER MACHINES, EXERCISE WHEELS, YOGA MATS, PILATES BANDS, PILATES AND YOGA BALANCE WALKING BALLS, DOOR KNOB ROPE EXERCISERS, BODY EXERCISERS WITH DOOR ANCHORS, MASSAGE BALLS, TWIST BOARDS, JUMP ROPES, JUMP ROPES WITH CALORIE COUNTERS, MEDICINE BALLS, STRETCH BANDS, HAND GRIPS, STRETCH EXPANDERS, LIFTING STRAPS, ANKLE/WRIST WEIGHTS, DUMBBELLS, SLIMMER BELTS, ROWING ACTION EXERCISERS, WORKOUT AND LIFTING GLOVES, THIGH TONERS, ABDOMINAL EXERCISERS, INFLATABLE EXERCISE BALLS AND WEIGHTED BALLS; WEIGHT LIFTING BELTS, NAMELY MAGNETIC KNEE, HIP AND THIGH BELTS, MAGNETIC ANKLE, WRIST AND ELBOW BELTS, MAGNETIC WAIST BELTS

9565-646	United States	Registered	DISCOVER THE FINANCIAL POWER OF FITNESS	78/904,890 6/9/2006	3,209,250 2/13/2007	2/13/2017
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Owner: BALLY TOTAL FITNESS HOLDING CORPORATION  
 Expiration Date: 2/13/2017

**Class(es)/Goods: Class 35**

FRANCHISE SERVICES, NAMELY, OFFERING TECHNICAL AND BUSINESS MANAGEMENT ASSISTANCE IN THE ESTABLISHMENT AND OPERATION OF HEALTH AND FITNESS CLUBS

9565-647	United States	Registered	TURNING PHYSICAL FITNESS INTO FINANCIAL INDEPENDENCE	78/904,922 6/9/2006	3,209,251 2/13/2007	2/13/2017
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Owner: BALLY TOTAL FITNESS HOLDING CORPORATION  
 Expiration Date: 2/13/2017

**Class(es)/Goods: Class 35**

FRANCHISE SERVICES, NAMELY, OFFERING TECHNICAL AND BUSINESS MANAGEMENT ASSISTANCE IN THE ESTABLISHMENT AND OPERATION OF HEALTH AND FITNESS CLUBS

9565-678	United States	Pending	BALLY TOTAL FITNESS	78/971,793 9/11/2006	op-	
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Owner: BALLY TOTAL FITNESS HOLDING CORPORATION  
 Expiration Date:

**Class(es)/Goods: Class 25**

CLOTHING, NAMELY, MEN'S, WOMEN'S AND CHILDREN'S POLO SHIRTS, PANTS, VESTS, SOCKS, SHORTS, SPORTS BRAS, TANK TOPS, UNDERWEAR, SWEATPANTS, T-SHIRTS, SWEATSHIRTS, JACKETS, HATS AND BANDANNAS

**U.S. TRADEMARKS ( 9565 ) W/IMAGE**

8/17/2009

Client-Matter	Country	Status	Trademark	Application Number / Date	Registration Number / Date	Next Renewal
9565-679	United States	Registered	BALLY TOTAL FITNESS	78/971,712 9/11/2006	3,514,366 10/7/2008	10/7/2018
<p><b>Owner:</b> BALLY TOTAL FITNESS HOLDING CORPORATION</p> <p><b>Expiration Date:</b> 10/7/2018</p>						
<p><b>Class(es)/Goods:</b> Class 18 KNAPSACKS, GYM BAGS AND TOTE BAGS RELATED TO FITNESS, SPORTS OR ATHLETICS</p>						
9565-686	United States	Registered	TOTAL RESULTS WEIGHT LOSS SOLUTION	77/078,149 1/8/2007	3,509,268 9/30/2008	9/30/2018
<p><b>Owner:</b> BALLY TOTAL FITNESS HOLDING CORPORATION</p> <p><b>Expiration Date:</b> 9/30/2018</p>						
<p><b>Class(es)/Goods:</b> Class 41 HEALTH CLUB SERVICES, NAMELY, PROVIDING INSTRUCTION AND EQUIPMENT IN THE FIELD OF PHYSICAL EXERCISE</p> <p><b>Class 44</b> CONSULTING TO INDIVIDUALS AND COMMUNITIES ENGAGED IN GROUP WEIGHT LOSS PROGRAMS</p>						
9565-688	United States	Registered	NST MUSCLE COMPLEX	77/091,066 1/25/2007	3,489,388 8/19/2008	8/19/2018
<p><b>Owner:</b> BALLY TOTAL FITNESS HOLDING CORPORATION</p> <p><b>Expiration Date:</b> 8/19/2018</p>						
<p><b>Class(es)/Goods:</b> Class 5 NUTRITIONAL SUPPLEMENTS, NUTRITIONAL SUPPLEMENT ENERGY BARS FOR USE AS A MEAL SUBSTITUTE, AND NUTRITIONAL SUPPLEMENT ENERGY DRINKS</p>						
9565-690	United States	Registered	NST HI-PRO SHOT	77/091,076 1/25/2007	3,612,944 4/28/2009	4/28/2019
<p><b>Owner:</b> BALLY TOTAL FITNESS HOLDING CORPORATION</p> <p><b>Expiration Date:</b> 4/28/2019</p>						
<p><b>Class(es)/Goods:</b> Class 5 NUTRITIONAL SUPPLEMENTS, NUTRITIONAL SUPPLEMENT ENERGY BARS FOR USE AS A MEAL SUBSTITUTE, AND NUTRITIONAL SUPPLEMENT ENERGY DRINKS</p>						

**U.S. TRADEMARKS ( 9565 ) W/IMAGE**

8/17/2009

Client-Matter	Country	Status	Trademark	Application Number / Date	Registration Number / Date	Next Renewal
9565-691	United States	Registered	TOTAL RESULTS GROUP WEIGHT LOSS	77/079,738 1/10/2007	3,595,348 3/24/2009	3/24/2019

Owner: BALLY TOTAL FITNESS HOLDING CORPORATION

Expiration Date: 3/24/2019

Class(es)/Goods: Class 41

HEALTH CLUB SERVICES, NAMELY, PROVIDING INSTRUCTION AND EQUIPMENT IN THE FIELD OF PHYSICAL EXERCISE

Class 44

CONSULTING IN THE NATURE OF NUTRITIONAL COUNSELING IN THE FIELD OF WEIGHT LOSS

9565-695	United States	Registered	NST NITRIC FUSION	77/107,566 2/14/2007	3,502,317 9/16/2008	9/16/2018
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Owner: BALLY TOTAL FITNESS HOLDING CORPORATION

Expiration Date: 9/16/2018

Class(es)/Goods: Class 5

NUTRITIONAL SUPPLEMENTS, NUTRITIONAL SUPPLEMENT ENERGY BARS FOR USE AS A MEAL SUBSTITUTE, AND NUTRITIONAL SUPPLEMENT ENERGY DRINKS

9565-706	United States	Registered	NST NUTRITION SPORTS TECHNOLOGY AND DESIGN	77/186,261 5/21/2007	3,559,570 1/13/2009	1/13/2019
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Owner: BALLY TOTAL FITNESS HOLDING CORPORATION

Expiration Date: 1/13/2019

Class(es)/Goods: Class 5

NUTRITIONAL SUPPLEMENTS, NUTRITIONAL SUPPLEMENT ENERGY BARS FOR USE AS A MEAL SUBSTITUTE AND NUTRITIONAL SUPPLEMENT ENERGY DRINKS



9565-707	United States	Pending	ROOM TO BREATHE	77/279,515 9/14/2007		
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Owner: BALLY TOTAL FITNESS HOLDING CORPORATION

Expiration Date:

Class(es)/Goods: Class 41  
HEALTH CLUB SERVICES

TRADEMARK

REEL: 004055 FRAME: 0345



**U.S. TRADEMARKS ( 9565 ) W/IMAGE**

8/17/2009

Client/Matter	Country	Status	Trademark	Application Number / Date	Registration Number / Date	Next Renewal
9565-727	United States	Pending	BEST START	77/413,596 3/5/2008		
Owner: BALLY TOTAL FITNESS HOLDING CORPORATION						
Expiration Date:						
Class(es)/Goods: Class 41						
HEALTH CLUB SERVICES, NAMELY PROVIDING INSTRUCTION AND EQUIPMENT IN THE FIELD OF PHYSICAL EXERCISE						
9565-729	United States	Pending	TOTAL RESULTS ULTIMATE SOLUTIONS	77/485,051 5/28/2008		
Owner: BALLY TOTAL FITNESS HOLDING CORPORATION						
Expiration Date:						
Class(es)/Goods: Class 41						
HEALTH CLUB AND WEIGHT LOSS SERVICES						
9565-747	United States	Registered	1-800-FITNESS	75/665,710 3/22/1999	2,374,747 8/8/2000	8/8/2010
Owner: BALLY TOTAL FITNESS HOLDING CORPORATION						
Expiration Date: 8/8/2010						
Class(es)/Goods: Class 41						
HEALTH CLUB SERVICES						
9565-748	United States	Registered	1-800-WORKOUT	74/679,133 5/23/1995	1,973,571 5/7/1996	5/7/2016
Owner: BALLY TOTAL FITNESS HOLDING CORPORATION						
Expiration Date:						
Class(es)/Goods: Class 41						
HEALTH CLUB SERVICES						
9565-749	United States	Registered	B TRIM	75/150,077 8/14/1996	2,077,581 7/8/1997	7/8/2017
Owner: BALLY TOTAL FITNESS HOLDING CORPORATION						
Expiration Date:						
Class(es)/Goods: Class 5						
NUTRITIONAL SUPPLEMENTS; DIETARY SUPPLEMENTS						

**U.S. TRADEMARKS ( 9565 ) W/IMAGE**

8/17/2009

Client/Matter	Country	Status	Trademark	Application Number/Date	Registration Number/Date	Next Renewal
9565-750	United States	Registered	BFIT	75/179,827 10/9/1996	2,533,193 1/29/2002	1/29/2012

Owner: BALLY TOTAL FITNESS HOLDING CORPORATION

Expiration Date: 1/29/2012

Class(es)/Goods: Class 5

NUTRITIONAL SUPPLEMENTS AND VITAMINS

9565-751	United States	Registered	BFIT	75/466,362 4/10/1998	2,840,454 5/11/2004	5/11/2014
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Owner: BALLY TOTAL FITNESS HOLDING CORPORATION

Expiration Date: 5/11/2014

Class(es)/Goods: Class 28

EXERCISE EQUIPMENT, NAMELY, HAND-HELD AND PORTABLE EXERCISE EQUIPMENT, JUMP ROPES, ANKLE WEIGHTS, WRIST WEIGHTS, LEG WEIGHTS, FREE WEIGHTS, HANDGRIPS, STRETCH BANDS, SLIMMER BELTS, WORKOUT BELTS, WEIGHT LIFTING GLOVES, PEDOMETERS, CHINNING BARS, HIP CYCLES, PUSHUP STANDS, SIT UP BARS, WRIST WRAPS, AEROBIC BANDS, READING RACKS, LIFTING STANDS, BAR BELL PADS, BODY FAT GAGES, EXERCISE WHEELS, SUPPORT SUSPENDER BELTS, AEROBIC STEPS, AEROBIC SLIDES, PORTABLE ABDOMINAL TRAINERS, PORTABLE THIGH TRAINERS, MAGNETIC BELTS, TENSION BARS, CHEST EXPANDERS, RUNNING WEIGHTS, DUMBBELL TREES, ROWERS, SQUEEZE BALLS, PLATFORMS, MATS, TABLES, BENCHES, AND ACCESSORIES FOR USE THEREWITH

9565-752	United States	Registered	BFIT BABY CLUB	75/494,393 6/2/1998	2,464,838 7/3/2001	7/3/2011
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Owner: BALLY TOTAL FITNESS HOLDING CORPORATION

Expiration Date: 7/3/2011

Class(es)/Goods: Class 41

HEALTH CLUB SERVICES; EXERCISE CLASSES FOR PREGNANT WOMEN; PROVIDING INFORMATION ABOUT EXERCISES RECOMMENDED FOR PREGNANT WOMEN

9565-753	United States	Registered	BFIT GEAR	78/275,169 7/16/2003	2,912,905 12/21/2004	12/21/2014
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Owner: BALLY TOTAL FITNESS HOLDING CORPORATION

Expiration Date: 12/21/2014

Class(es)/Goods: Class 28

EXERCISE EQUIPMENT, NAMELY, HAND-HELD AND PORTABLE EXERCISE EQUIPMENT, JUMP ROPES, ANKLE WEIGHTS, WRIST WEIGHTS, LEG WEIGHTS, FREE WEIGHTS, HANDGRIPS, STRETCHBANDS, SLIMMER BELTS, WORKOUT BELTS, WEIGHT LIFTING GLOVES, PEDOMETERS, CHINNING BARS, HIP CYCLES, PUSHUP STANDS, SIT UP BARS, WRIST WRAPS, AEROBIC BANDS, READING RACKS, LIFTING STANDS, BAR BELL PADS, BODY FAT GAGES, EXERCISE WHEELS, SUPPORT SUSPENDER BELTS, AEROBIC STEPS, AEROBIC SLIDES, PORTABLE ABDOMINAL TRAINERS, PORTABLE THIGH TRAINERS, MAGNETIC BELTS, TENSION BARS, CHEST EXPANDERS, RUNNING WEIGHTS, DUMBBELL TREES, ROWERS, SQUEEZE BALLS; EXERCISE PLATFORMS, EXERCISE MATS, EXERCISE TABLES, EXERCISE BENCHES, AND PARTS THEREFOR

**U.S. TRADEMARKS ( 9565 ) W/IMAGE**

8/17/2009

Client-Matter	Country	Status	Trademark	Application Number / Date	Registration Number / Date	Next Renewal
9565-754	United States	Registered	BFIT-RX	75/252,001 3/5/1997	2,518,918 12/18/2001	12/18/2011
				Owner: BALLY TOTAL FITNESS HOLDING CORPORATION Expiration Date: 12/18/2011		
Class(es)/Goods: Class 5 MEAL REPLACEMENT DRINK IN LIQUID AND POWDER; VITAMIN SUPPLEMENTS						
9565-755	United States	Registered	BLEAN	75/203,790 11/25/1996	2,339,487 4/11/2000	4/11/2010
				Owner: BALLY TOTAL FITNESS HOLDING CORPORATION Expiration Date: 4/11/2010		
Class(es)/Goods: Class 5 NUTRITIONAL SUPPLEMENTS AND VITAMINS						
9565-756	United States	Registered	CLICK TO GET FIT	76/074,355 6/21/2000	2,742,835 7/29/2003	7/29/2013
				Owner: BALLY TOTAL FITNESS HOLDING CORPORATION Expiration Date: 7/29/2013		
Class(es)/Goods: Class 41 HEALTH CLUB SERVICES; PROVIDING ONLINE NEWS, INFORMATION AND AUDIO, VIDEO, TEXT, GRAPHICS, STILL IMAGES, AND MOVING PICTURES ON A WIDE VARIETY OF TOPICS, NAMELY, HEALTH, FITNESS AND EXERCISE						
9565-757	United States	Registered	EXCELTRAINING	75/618,805 1/11/1999	2,300,075 12/14/1999	12/14/2009
				Owner: BALLY TOTAL FITNESS HOLDING CORPORATION Expiration Date: 12/14/2009		
Class(es)/Goods: Class 41 EDUCATION SERVICES, NAMELY, PROVIDING CLASSES IN THE FIELD OF FITNESS INSTRUCTION FOR FITNESS PROFESSIONALS						
9565-758	United States	Registered	KWANDO	75/636,803 2/9/1999	2,302,269 12/21/1999	12/21/2009
				Owner: BALLY TOTAL FITNESS HOLDING CORPORATION Expiration Date: 12/21/2009		
Class(es)/Goods: Class 41 HEALTH CLUB AND EDUCATIONAL SERVICES, NAMELY, CONDUCTING EXERCISE CLASSES						

**U.S. TRADEMARKS ( 9565 ) W/IMAGE**

8/17/2009

Client-Matter	Country	Status	Trademark	Application Number / Date	Registration Number / Date	Next Renewal
9565-759	United States	Registered	POWERBALL	75/872,616 12/15/1999	2,456,429 5/29/2001	5/29/2011
		Owner:	BALLY TOTAL FITNESS HOLDING CORPORATION			Expiration Date: 5/29/2011
		Class(es)/Goods:	Class 41 HEALTH CLUB SERVICES; EXERCISE CLASSES			
9565-760	United States	Registered	POWERFLEX	75/575,164 10/22/1998	2,380,507 8/29/2000	8/29/2010
		Owner:	BALLY TOTAL FITNESS HOLDING CORPORATION			Expiration Date: 8/29/2010
		Class(es)/Goods:	Class 41 HEALTH CLUB SERVICES, NAMELY, CONDUCTING CLASSES FOR AEROBICS, WEIGHT TRAINING AND BODY SCULPTING			
9565-761	United States	Registered	SHAPE YOUR LIFE	74/211,513 10/8/1991	1,762,176 3/30/1993	3/30/2013
		Owner:	BALLY TOTAL FITNESS HOLDING CORPORATION			Expiration Date:
		Class(es)/Goods:	Class 41 HEALTH CLUB SERVICES			
9565-762	United States	Registered	SNACK RIGHT	75/693,802 4/29/1999	2,470,323 7/17/2001	7/17/2011
		Owner:	BALLY TOTAL FITNESS HOLDING CORPORATION			Expiration Date: 7/17/2011
		Class(es)/Goods:	Class 5 NUTRITIONAL SUPPLEMENTS AND NUTRITIONAL SUPPLEMENT PROTEIN BARS			
9565-763	United States	Registered	THE 30 MINUTE WORKOUT	74/049,234 4/16/1990	1,657,665 9/17/1991	9/17/2011
		Owner:	BALLY TOTAL FITNESS HOLDING CORPORATION			Expiration Date:
		Class(es)/Goods:	Class 41 HEALTH CLUB SERVICES			

U.S. TRADEMARKS ( 9565 ) W/IMAGE

8/17/2009

Client-Matter	Country	Status	Trademark	Application Number / Date	Registration Number / Date	Next Renewal
9565-764	United States	Registered	THE FITNESS FORMULA	75/876,013 12/20/1999	2,515,782 12/4/2001	12/4/2011
		Owner:	BALLY TOTAL FITNESS HOLDING CORPORATION		Expiration Date:	12/4/2011
		Class(es)/Goods:	Class 35 RETAIL STORE SERVICES FEATURING EXERCISE EQUIPMENT, CLOTHING, AND HEALTH AND FITNESS PRODUCTS, NAMELY, NUTRITIONAL PRODUCTS AND FITNESS ACCESSORIES			
9565-765	United States	Registered	THE VERTICAL CLUB	74/174,748 6/10/1991	1,724,335 10/13/1992	10/13/2012
		Owner:	BALLY TOTAL FITNESS HOLDING CORPORATION		Expiration Date:	
		Class(es)/Goods:	Class 41 HEALTH CLUB SERVICES INCLUDING RACQUETBALL, TENNIS, SQUASH, SWIMMING, TRACK, JOGGING, SAUNA, STEAM BATH, CALISTHENICS, GYMNASTICS, AEROBICS, RESISTANCE APPARATUS TRAINING AND BODY BUILDING, DANCING, EXERCISE BICYCLING, TANNING, AND FACILITIES, INSTRUCTION AND TRAINING THEREFOR			
9565-766	United States	Registered	VERTICAL CLUB	74/104,800 10/9/1990	1,666,141 11/26/1991	11/26/2011
		Owner:	BALLY TOTAL FITNESS HOLDING CORPORATION		Expiration Date:	
		Class(es)/Goods:	Class 41 PROVIDING FACILITIES FOR RACQUETBALL, TENNIS AND SQUASH			
9565-767	United States	Registered	VERTICAL CLUB	74/262,099 4/3/1992	1,734,972 11/24/1992	11/24/2012
		Owner:	BALLY TOTAL FITNESS HOLDING CORPORATION		Expiration Date:	
		Class(es)/Goods:	Class 25 ATHLETIC AND SPORTS WEAR GARMENTS FOR MEN AND WOMEN; NAMELY, T-SHIRTS, SPORTS SHIRTS, WARM-UP SUITS, TENNIS CLOTHING; NAMELY, SKIRTS, SHIRTS AND PANTS FOR MEN AND WOMEN			
9565-777	United States	Pending	RAPID RESULTS	77/766,398 6/23/2009		
		Owner:	BALLY TOTAL FITNESS HOLDING CORPORATION		Expiration Date:	
		Class(es)/Goods:	Class 42 HEALTH CLUB SERVICES, FEATURING A MEMBERSHIP PROGRAM COMBINING SUPERVISED EXERCISE, NUTRITIONAL INFORMATION AND SUPPLEMENTS Class 5 VITAMINS AND NUTRITIONAL SUPPLEMENTS			

**U.S. TRADEMARKS ( 9565 ) W/IMAGE**

8/17/2009

Client-Matter	Country	Status	Trademark	Application Number / Date	Registration Number / Date	Next Renewal
9565-999	United States	Registered	VERTICAL CLUB AND DESIGN	74/290,857 7/6/1992	1,773,050 5/25/1993	5/25/2013

Expiration Date:



Class(es)/Goods: Class 25  
 ATHLETIC AND SPORTS WEAR GARMENTS FOR MEN AND WOMEN; NAMELY, T-SHIRTS, SPORTS SHIRTS, WARM-UP SUITS, TENNIS CLOTHING FOR MEN AND WOEN

85 case(s)

TRADEMARK

REEL: 004055 FRAME: 0351