

**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>
iVisionary Fitness Holdings, LLC		12/20/2010	LIMITED LIABILITY COMPANY: ALABAMA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Gold's Gym Licensing LLC		
<b>Street Address:</b>	125 East John Carpenter Freeway		
<b>Internal Address:</b>	Suite 1300		
<b>City:</b>	Irving		
<b>State/Country:</b>	TEXAS		
<b>Postal Code:</b>	75062		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	85039895	TORQUE PERFORMANCE CENTER	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(312)236-7516		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	312-368-4000		
<b>Email:</b>	ch.tm@dlapiper.com		
<b>Correspondent Name:</b>	Mark I. Feldman, DLA Piper LLP (US)		
<b>Address Line 1:</b>	P.O. Box 64807		
<b>Address Line 4:</b>	Chicago, ILLINOIS 60664-0807		
<b>ATTORNEY DOCKET NUMBER:</b>	360593-001001 TORQUE ASSI		
<b>NAME OF SUBMITTER:</b>	Mark I. Feldman		
<b>Signature:</b>	/mark i feldman/		

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**TRADEMARK**  
 REEL: 004447 FRAME: 0334

Date:

01/05/2011

Total Attachments: 2

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**QUITCLAIM TRADEMARK ASSIGNMENT**

WHEREAS, iVisionary Fitness Holdings, LLC, a limited liability company of the state of Alabama, located at 3427 Colonnade Parkway, Birmingham, Alabama 35243, Birmingham Athletic Clubs, LLC, an Alabama limited liability company, BAC Colonnade, LLC, an Alabama limited liability company, BAC Vestavia, LLC, an Alabama limited liability company, BAC Pelham, LLC, an Alabama limited liability company, Venice Beach Tan, LLC, an Alabama limited liability company, Dawahare Intangibles, LLC, a Delaware limited liability company, and Stephen Dawahare (hereinafter collectively referred to as "ASSIGNOR") desire to assign by quitclaim to ASSIGNEE (defined below) all of its rights in and to the trademarks TORQUE PERFORMANCE CENTER for use in connection with apparel, athletic training services, consulting services, entertainment services, health club services, physical fitness studio services, and a web site featuring information on exercise and fitness, including U.S. Serial Number 85039895, filed May 17, 2010, and the mark VENICE BEACH TAN for use in connection with for tanning salon services (the "Marks"), and

WHEREAS, Gold's Gym Licensing LLC, a limited liability company of the state of Delaware, located at Suite 1300, 125 East John Carpenter Freeway, Irving, Texas 75062 (hereinafter referred to as "ASSIGNEE"), is desirous of acquiring Assignor's rights in and to the Marks.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, ASSIGNOR does hereby assign to ASSIGNEE by quitclaim, without any representation or warranty, all of its right, title and interest, if any, in and to the Marks, together with the goodwill symbolized by said Marks, and all rights of action against third parties for past infringement thereof, the same to be held and enjoyed by said ASSIGNEE as fully and entirely as the same would have been held by ASSIGNOR had this transfer, assignment and sale by quitclaim not been made.

IN WITNESS WHEREOF, ASSIGNOR, intending to be legally bound, has caused this Quitclaim Trademark Assignment to be executed by its duly authorized officer as of the 20<sup>th</sup> day of December, 2010.

IN WITNESS WHEREOF, the undersigned has executed this Assignment as of the date first set forth hereinabove.

**ASSIGNOR:**

IVISIONARY FITNESS HOLDINGS, LLC

By: Stephen D. Dawahare  
Stephen D. Dawahare, its sole member

BIRMINGHAM ATHLETIC CLUBS, LLC

By: iVisionary Fitness Holdings, LLC, its sole member

By: Stephen D. Dawahare  
Stephen D. Dawahare, its sole member

BAC COLONNADE, LLC

By: Birmingham Athletic Clubs, LLC, its sole member

By: iVisionary Fitness Holdings, LLC, its sole member

By: Stephen D. Dawahare  
Stephen D. Dawahare, its sole member

BAC VESTAVIA, LLC

By: Birmingham Athletic Clubs, LLC, its sole member

By: iVisionary Fitness Holdings, LLC, its sole member

By: Stephen D. Dawahare  
Stephen D. Dawahare, its sole member

BAC PELHAM, LLC

By: Birmingham Athletic Clubs, LLC, its sole member

By: iVisionary Fitness Holdings, LLC, its sole member

By: Stephen D. Dawahare  
Stephen D. Dawahare, its sole member

VENICE BEACH TAN, LLC

By: Stephen D. Dawahare  
Stephen D. Dawahare, its sole member

DAWAHARE INTANGIBLES, LLC

By: Stephen D. Dawahare  
Stephen D. Dawahare, its manager

Stephen D. Dawahare  
STEPHEN D. DAWAHARE, individually