

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
BALLY TOTAL FITNESS HOLDING CORPORATION, a Delaware Corporation		01/20/2011	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	The Bank of New York Mellon, as Collateral Agent under the First Lien Credit Agreement
Street Address:	600 E. Las Colinas Blvd., 1300
City:	Irving
State/Country:	TEXAS
Postal Code:	75039
Entity Type:	CORPORATION: NEW YORK

PROPERTY NUMBERS Total: 88

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:	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:	2426244	RAPID RESULTS

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900182180

TRADEMARK
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Registration Number:	2720103	RAPID RESULTS
Registration Number:	2730263	REAL PEOPLE. REAL RESULTS.
Registration Number:	2582192	BALLYFITNESS.COM
Registration Number:	3029648	BFIT COMMUNITIES
Registration Number:	2803390	ENERGY DRINK E BLAST B BALLY TOTAL FITNESS
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:	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
Registration Number:	3841509	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
Registration Number:	3690115	BEST START
Serial Number:	77485051	TOTAL RESULTS ULTIMATE SOLUTION
Registration Number:	2374747	1-800-FITNESS
Registration Number:	1973571	1-800-WORKOUT
Registration Number:	2077581	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:	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:	77862939	BALLY THE MOST TRUSTED NAME IN FITNESS
Serial Number:	77866132	BALLY ASSURANCE
Serial Number:	77885390	TRUE TO THE CORE
Serial Number:	85065193	RIVER EAST CLUB

Serial Number:	85109557	B ON THE MOVE
Serial Number:	85110134	B FIT GEAR
Serial Number:	85116794	BALLY SPORTS CLUB
Serial Number:	85198639	B - FIT
Serial Number:	85198656	B BALLY SPORT
Registration Number:	1156690	SCANDINAVIAN HEALTH SPAS
Registration Number:	2906278	BALLY TOTAL FITNESS

CORRESPONDENCE DATA

Fax Number: (800)516-6304
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 614-280-3566
Email: james.murray@wolterskluwer.com
Correspondent Name: James Murray
Address Line 1: 4400 Easton Commons Way, Suite 125
Address Line 2: CT Lien Solutions
Address Line 4: Columbus, OHIO 43219

NAME OF SUBMITTER:	Sakina Karkat
Signature:	/Sakina Karkat/
Date:	01/25/2011

Total Attachments: 22
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TRADEMARK SECURITY AGREEMENT

This TRADEMARK SECURITY AGREEMENT (this "Trademark Security Agreement") is made this 20 day of January, 2011, among Grantors listed on the signature pages hereof (collectively, jointly and severally, "Grantors" and each individually "Grantor"), and THE BANK OF NEW YORK MELLON ("BNYM"), in its capacity as Collateral Agent for the Lender Group (in such capacity, together with its successors and assigns in such capacity, "Agent").

W I T N E S S E T H:

WHEREAS, pursuant to that certain Credit Agreement, dated as of January 20, 2011 (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 BNYM, as Administrative Agent and Collateral Agent, the Lenders are willing to make certain financial accommodations available to Borrower pursuant to the terms and conditions thereof;

WHEREAS, the Lenders are willing to make the financial accommodations to Borrower as provided for in the Credit Agreement, but only upon the condition, among others, that Grantors shall have executed and delivered to Agent, for the benefit of Lender Group, that certain Security Agreement, dated as of January 20, 2011 (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, 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, 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 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 Secured Obligations and would be owed by Grantors, or any of them, to Agent, the Lender Group, 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, 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. REQUIREMENT TO SUPPLEMENT AND FILE. 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. Grantors hereby agree to modify this Trademark Security Agreement by amending Schedule I to include any such new trademark rights of Grantors. Grantors hereby agree to file such modified Trademark Security Agreement with the United States Patent and Trademark Office and take all other action necessary or desirable to protect and perfect the Security Interest in the additional trademarks or renewals or extensions of trademark registrations described in this paragraph 5. 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 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 to the satisfaction or repayment in full of the Secured Obligations shall mean the repayment in full in cash of all Secured Obligations other than unasserted contingent indemnification Obligations. 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 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]

IN WITNESS WHEREOF, each Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

GRANTORS:

BALLY TOTAL FITNESS HOLDING CORPORATION, a Delaware corporation

By: _____

Name: _____

Title: _____

Steven D. Bankart
Senior Vice President

Signature Page to Trademark Security Agreement

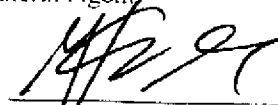
TRADEMARK
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ACCEPTED AND ACKNOWLEDGED BY:

AGENT:

THE BANK OF NEW YORK MELLON, as
Collateral Agent

By:



Name:

Title:

Melinda Valentine
Vice President

Registered and Applied-For Trademarks

Country	Mark	Status	Owner	Application No.	Appl. Date	Registration No.	Reg. Date
Australia	BALLY TOTAL FITNESS	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	921849	8/1/2002	921849	6/24/2003
Australia	B BALLY TOTAL FITNESS Postage Stamp Design	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	921850	8/1/2002	921850	6/24/2003
Bahamas	BALLY TOTAL FITNESS	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	22722	5/16/2000	22722	5/15/2003
Bahamas	B IN CIRCLE DESIGN W/ BALLY TOTAL FITNESS	Published	BALLY TOTAL FITNESS HOLDING CORPORATION	29590	7/6/2006		
Bahamas	B IN CIRCLE DESIGN W/ BALLY TOTAL FITNESS	Published	BALLY TOTAL FITNESS HOLDING CORPORATION	29591	7/6/2006		
Bahamas	B IN CIRCLE DESIGN	Published	BALLY TOTAL FITNESS HOLDING CORPORATION	29589	7/6/2006		
Bahamas	B IN CIRCLE DESIGN	Published	BALLY TOTAL FITNESS HOLDING CORPORATION	29588	7/6/2006		
Bahamas	B (STYLIZED)	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	23,417	12/7/2000	23,417	2/20/2004
Brazil	BALLY TOTAL FITNESS	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	824082249	7/5/2001	824082249	12/12/2006
Brazil	B (STYLIZED)	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	824082370	7/5/2001	824082370	7/31/2007
Brazil	B BALLY TOTAL FITNESS Postage Stamp Design	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	824082320	7/5/2001	824082320	12/12/2006
Brazil	BALLY TOTAL FITNESS	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	824082311	7/5/2001	824082311	12/12/2006

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Country	Mark	Status	Owner	Application No.	Appl. Date	Registration No.	Reg. Date
Brazil	BALLY TOTAL FITNESS	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	824082257	7/5/2001	824082257	12/12/2006
Brazil	B (STYLIZED)	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	824082338	7/5/2001	824082338	7/31/2007
Brazil	B (STYLIZED)	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	824082389	7/5/2001	824082389	7/31/2007
Brazil	B BALLY TOTAL FITNESS Postage Stamp Design	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	824082354	7/5/2001	824082354	12/12/2006
Brazil	B BALLY TOTAL FITNESS Postage Stamp Design	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	824082362	7/5/2001	824082362	12/12/2006
Canada	BALLY TOTAL FITNESS	Registered	BALLY MATRIX FITNESS CENTRE LTD.	806730	3/11/1996	567850	9/23/2002
Canada	B BALLY TOTAL FITNESS Postage Stamp Design	Registered	BALLY MATRIX FITNESS CENTRE LTD.	806688	3/11/1996	567815	9/23/2002
Canada	BUILD YOUR OWN MEMBERSHIP	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	1275366	10/12/2005	TMA680248	1/24/2007
Canada	BUILT TO FIT	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	1279753	11/16/2005	TMA683290	3/8/2007
Canada	B BALLY TOTAL FITNESS AND Circle Design	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	1291360	2/24/2006	TMA694,308	8/20/2007
Canada	B IN CIRCLE DESIGN W/ BALLY TOTAL FITNESS	Published	BALLY TOTAL FITNESS HOLDING CORPORATION	1306820	6/23/2006		
Canada	B IN CIRCLE DESIGN	Published	BALLY TOTAL FITNESS HOLDING CORPORATION	1306836	6/23/2006		
Canada	BALLY MATRIX FITNESS CENTRE	Renewed	BALLY MATRIX FITNESS CENTRE LTD.	565612	7/2/1986	TMA356769	6/9/1989
Canada	KWANDO	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	1045216	2/4/2000	TMA572251	12/13/2002
Canada	BOOT CAMP	Pending	BALLY MATRIX FITNESS CENTRE LTD.	1128631	1/11/2002		

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Country	Mark	Status	Owner	Application No.	Appl. Date	Registration No.	Reg. Date
China P.R.	B BALLY TOTAL FITNESS Postage Stamp Design	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	2001034506	3/12/2001	1949829	11/21/2002
China P.R.	BEI LI JIAN SHEN (Chinese Transliteration)	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	4424044	12/20/2004	4424044	11/7/2008
China P.R.	BEI LI JIAN SHEN (Chinese Transliteration)	Pending	BALLY TOTAL FITNESS HOLDING CORPORATION	4424045	12/20/2004		
China P.R.	B IN CIRCLE DESIGN	Published	BALLY TOTAL FITNESS HOLDING CORPORATION	5438629	6/23/2006		
China P.R.	B IN CIRCLE DESIGN	Pending	BALLY TOTAL FITNESS HOLDING CORPORATION	5438628	6/23/2006		
China P.R.	B IN CIRCLE DESIGN	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	5438627	6/23/2006	5438627	3/28/2010
China P.R.	BEI LI JIAN SHEN (Chinese Transliteration)	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	5438625	6/23/2006	5438625	8/21/2009
China P.R.	BALLY TOTAL FITNESS	Published	BALLY TOTAL FITNESS HOLDING CORPORATION	5438626	6/23/2006		
China P.R.	B (STYLIZED)	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	2000163857	10/25/2000	1749696	4/14/2002
China P.R.	BALLY SPORTS CLUB	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	2000163856	10/25/2000	1794311	6/21/2002
China P.R.	BALLY TOTAL FITNESS	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	2000160395	10/19/2000	1759644	4/28/2002
Community Trademark	BALLY TOTAL FITNESS	Renewed	BALLY TOTAL FITNESS HOLDING CORPORATION	001301027	9/7/1999	001301027	5/14/2003
Community Trademark	B BALLY TOTAL FITNESS Postage Stamp Design	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	2316057	7/25/2001	002316057	4/3/2003

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Country	Mark	Status	Owner	Application No.	Appl. Date	Registration No.	Reg. Date
Community Trademark	B (STYLIZED) FITNESS	Renewal Pending	BALLY TOTAL FITNESS HOLDING CORPORATION	1391093	11/19/1999	001391093	3/7/2003
Community Trademark	B (STYLIZED)	Renewal Pending	BALLY TOTAL FITNESS HOLDING CORPORATION	1427087	12/16/1999	001427087	3/12/2001
Community Trademark	BFIT	Renewed	BALLY TOTAL FITNESS HOLDING CORPORATION	1404201	11/22/1999	001404201	5/24/2004
Community Trademark	BALLY FITNESS	Renewal Pending	BALLY TOTAL FITNESS HOLDING CORPORATION	1392646	11/22/1999	001392646	2/4/2003
Community Trademark	BALLY SPORTS CLUBS	Renewal Pending	BALLY TOTAL FITNESS HOLDING CORPORATION	1404235	11/22/1999	001404235	2/18/2003
Community Trademark	POWERFLEX	Renewed	BALLY TOTAL FITNESS HOLDING CORPORATION	001538750	3/3/2000	001538750	5/8/2001
Community Trademark	B BALLY TOTAL FITNESS AND DESIGN	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	4361606	3/29/2005	004361606	4/25/2006
Community Trademark	BUILT TO FIT	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	4719027	11/15/2005	004719027	12/7/2006
Dominican Republic	BALLY TOTAL FITNESS	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	2005-50640	8/4/2005	151069	11/29/2005
El Salvador	BALLY TOTAL FITNESS	Published	BALLY TOTAL FITNESS HOLDING CORPORATION	2010101879	6/24/2010		
El Salvador	BALLY TOTAL FITNESS	Published	BALLY TOTAL FITNESS HOLDING CORPORATION	2010101878	6/24/2010		
Guatemala	BALLY TOTAL FITNESS	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	M-1465-2001	3/6/2001	112572	9/3/2001
Guatemala	B BALLY TOTAL FITNESS Postage Stamp Design	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	M-1454-2001	3/6/2001	112570	9/3/2001

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REEL: 004459 FRAME: 0820

Country	Mark	Status	Owner	Application No.	Appl. Date	Registration No.	Reg. Date
Guatemala	B (STYLIZED)	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	M-1455-2001	3/6/2001	112571	9/3/2001
Hong Kong	BALLY TOTAL FITNESS	Renewed	BALLY TOTAL FITNESS HOLDING CORPORATION	11925/2002	8/1/2002	2003B05627A A	5/9/2003
Hong Kong	B BALLY TOTAL FITNESS Postage Stamp Design	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	11927/2002	4/4/2003	300105362	11/13/2003
Hong Kong	B BALLY TOTAL FITNESS Postage Stamp Design	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	11928/2002	4/4/2003	300105371	11/13/2003
Hong Kong	B BALLY TOTAL FITNESS " Postage Stamp Design	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	11929/2002	8/1/2002	300109223	11/26/2003
India	BALLY TOTAL FITNESS	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	01029200	7/20/2001	1029200	10/5/2006
India	BALLY TOTAL FITNESS	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	01029199	7/20/2001	1029199	9/22/2005
India	B (Stylized)	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	01029203	7/20/2001	1029203	7/20/2001
India	B (STYLIZED)	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	01029204	7/20/2001	1029204	2/5/2007
India	B BALLY TOTAL FITNESS Postage Stamp Design	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	01029205	7/20/2001	407091	8/8/2005
India	B BALLY TOTAL FITNESS Postage Stamp Design	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	01029206	7/20/2001	1029206	1/19/2005
India	B (STYLIZED)	Published	BALLY TOTAL FITNESS HOLDING CORPORATION	1237701	9/17/2003		
India	BALLY TOTAL FITNESS	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	1237704	9/17/2003	1237704	7/23/2005

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REEL: 004459 FRAME: 0821

Country	Mark	Status	Owner	Application No.	Appl. Date	Registration No.	Reg. Date
India	B BALLY TOTAL FITNESS Postage Stamp Design	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	1237703	9/17/2003	1237703	7/6/2007
Israel	B BALLY TOTAL FITNESS AND DESIGN	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	176340	11/21/2004	176340	2/8/2006
Israel	BALLY TOTAL FITNESS	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	176339	11/21/2004	176339	2/8/2006
Japan	BALLY TOTAL FITNESS	Renewal Pending	BALLY TOTAL FITNESS HOLDING CORPORATION	2000-35914	4/6/2000	4464977	4/6/2001
Malaysia	BALLY TOTAL FITNESS	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	2002-10161	8/20/2002	02010161	10/22/2005
Malaysia	BALLY TOTAL FITNESS	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	2002/10162	8/20/2002	02010162	7/4/2007
Malaysia	BALLY TOTAL FITNESS	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	2002-10165	8/20/2002	02010165	1/12/2006
Malaysia	B BALLY TOTAL FITNESS Postage Stamp Design	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	2002-10164	8/20/2002	02010164	9/10/2005
Malaysia	B BALLY TOTAL FITNESS Postage Stamp Design	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	2002-10163	8/20/2002	02010163	12/14/2004
Malaysia	B BALLY TOTAL FITNESS Postage Stamp Design	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	2002-10166	8/20/2002	02010166	1/23/2006
Mexico	BALLY TOTAL FITNESS	Renewed	BALLY TOTAL FITNESS HOLDING CORPORATION	437211	7/19/2000	670456	8/30/2000
Mexico	B (STYLIZED)	Renewed	BALLY TOTAL FITNESS HOLDING CORPORATION	437216	7/19/2000	676183	10/27/2000
Mexico	BALLY TOTAL FITNESS	Renewed	BALLY TOTAL FITNESS HOLDING CORPORATION	437,213	7/19/2000	669526	8/29/2000

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Country	Mark	Status	Owner	Application No.	Appl. Date	Registration No.	Reg. Date
Mexico	B IN CIRCLE DESIGN	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	790948	6/27/2006	1054053	8/13/2008
Mexico	B IN CIRCLE DESIGN	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	790944	6/27/2006	974352	2/26/2007
Mexico	B IN CIRCLE DESIGN	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	790946	6/27/2006	973867	2/23/2007
Mexico	B IN CIRCLE DESIGN W/ BALLY TOTAL FITNESS	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	790947	6/27/2006	1089663	3/13/2009
Mexico	B IN CIRCLE DESIGN W/ BALLY TOTAL FITNESS	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	790945	6/27/2006	974353	2/26/2007
Mexico	B (STYLIZED)	Renewed	BALLY TOTAL FITNESS HOLDING CORPORATION	437218	7/19/2000	672095	9/27/2000
Mexico	B (STYLIZED)	Renewed	BALLY TOTAL FITNESS HOLDING CORPORATION	437217	7/19/2000	685399	1/31/2001
Mexico	BALLY TOTAL FITNESS	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	810253	10/2/2006	973558	2/22/2007
New Zealand	B BALLY TOTAL FITNESS AND DESIGN	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	727543	4/1/2005	727543	11/10/2005
New Zealand	BALLY TOTAL FITNESS	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	727541	4/1/2005	727541	11/10/2005
Nicaragua	BALLY TOTAL FITNESS	Pending	BALLY TOTAL FITNESS HOLDING CORPORATION	2010-003447	11/8/2010		
Russian Federation	BALLY TOTAL FITNESS	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	2005712077	5/20/2005	321448	2/20/2007
Russian Federation	B BALLY TOTAL FITNESS AND DESIGN	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	2005712076	5/20/2005	321447	2/20/2007

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Country	Mark	Status	Owner	Application No.	Appl. Date	Registration No.	Reg. Date
Singapore	BALLY TOTAL FITNESS	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	T02/11636A	8/1/2002	T02/11636A	8/1/2002
Singapore	BALLY TOTAL FITNESS	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	T02/11637Z	8/1/2002	T02/11637Z	8/1/2002
Singapore	BALLY TOTAL FITNESS	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	T02/11638H	8/1/2002	T02/11638H	8/1/2002
Singapore	B BALLY TOTAL FITNESS Postage Stamp Design	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	T02/11639F	8/1/2002	T02/11639F	8/1/2002
Singapore	B BALLY TOTAL FITNESS Postage Stamp Design	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	T02/11640Z	8/1/2002	T02/11640Z	8/1/2002
Singapore	B BALLY TOTAL FITNESS Postage Stamp Design	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	T02/11641H	8/1/2002	T02/11641H	8/1/2002
South Korea	B (STYLIZED)	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	45-2001-2869	8/8/2001	6721	12/11/2002
South Korea	B BALLY TOTAL FITNESS Postage Stamp Design	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	45-2001-2872	8/8/2001	6720	12/11/2002
South Korea	BALLY TOTAL FITNESS	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	45-2001-2871	8/8/2001	7319	4/17/2003
South Korea	B (STYLIZED)	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	40-2001-39552	9/6/2001	549935	6/3/2003
South Korea	B BALLY TOTAL FITNESS Postage Stamp Design	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	40-2001-39555	9/6/2001	549934	6/3/2003
South Korea	BALLY TOTAL FITNESS	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	40-2001-39554	9/6/2001	549933	6/3/2003
South Korea	B IN CIRCLE DESIGN	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	45-2006-2293	6/23/2006	20214	6/12/2007

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Country	Mark	Status	Owner	Application No.	Appl. Date	Registration No.	Reg. Date
South Korea	B IN CIRCLE DESIGN	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	40-2006-34339	6/30/2006	729453	11/28/2007
South Korea	BALLY TOTAL FITNESS	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	40-2006-34339	6/30/2006	40-07-294530000	11/28/2007
South Korea	B IN CIRCLE DESIGN W/ BALLY TOTAL FITNESS	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	40-2006-34337	6/30/2006	726857	10/29/2007
Taiwan	BALLY TOTAL FITNESS	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	91032324	8/9/2002	1046390	6/16/2003
Taiwan	BALLY TOTAL FITNESS	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	91032326	8/9/2002	1054603	8/16/2003
Taiwan	BALLY TOTAL FITNESS	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	91034203	8/16/2002	185659	8/16/2003
Taiwan	B BALLY TOTAL FITNESS Postage Stamp Design	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	91032325	8/9/2002	1048671	7/1/2003
Taiwan	B BALLY TOTAL FITNESS Postage Stamp Design	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	91032327	8/9/2002	1058682	9/16/2003
Taiwan	B BALLY TOTAL FITNESS Postage Stamp Design	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	91034204	8/16/2002	187321	9/16/2003
Thailand	BALLY TOTAL FITNESS	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	499664	10/2/2002	TM193803	3/15/2004
Thailand	BALLY TOTAL FITNESS	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	499665	10/2/2002	SM20296	9/23/2003
Thailand	B BALLY TOTAL FITNESS Postage Stamp Design	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	499667	10/2/2002	TM193804	3/15/2004
Thailand	B BALLY TOTAL FITNESS Postage Stamp Design	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	499668	10/2/2002	SM20297	9/23/2003

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Country	Mark	Status	Owner	Application No.	Appl. Date	Registration No.	Reg. Date
Ukraine	BALLY TOTAL FITNESS	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	M200507557	7/7/2005	73274	3/15/2007
Ukraine	B BALLY TOTAL FITNESS AND DESIGN	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	M200507558	7/7/2005	73275	3/15/2007
United States	BALLY'S TOTAL FITNESS	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	74/800,026	2/22/1990	1,673,918	1/28/1992
United States	B (STYLIZED)	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	74/640,369	2/24/1995	2,030,899	1/14/1997
United States	BALLY TOTAL FITNESS	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	74/640,187	2/24/1995	1,992,150	8/6/1996
United States	B (STYLIZED) BALLY TOTAL FITNESS	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	74/655,244	4/3/1995	1,973,721	5/14/1996
United States	B (STYLIZED) BALLY TOTAL FITNESS	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	74/689,601	6/16/1995	2,020,345	12/3/1996
United States	B (STYLIZED)	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	75/169,129	9/20/1996	2,168,352	6/23/1998
United States	BALLY TOTAL FITNESS	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	75/157,797	8/29/1996	2,783,443	11/18/2003
United States	B (STYLIZED) BALLY TOTAL FITNESS	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	75/660,563	3/15/1999	2,416,928	1/2/2001
United States	BALLY TOTAL FITNESS	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	75/769,429	8/6/1999	2,672,535	1/7/2003
United States	BALLY TOTAL FITNESS	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	75/799,114	9/10/1999	3,123,889	8/1/2006
United States	B AND BALLY TOTAL FITNESS LOGO	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	76/240,897	4/13/2001	2,751,802	8/19/2003

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Country	Mark	Status	Owner	Application No.	Appl. Date	Registration No.	Reg. Date
United States	RAPID RESULTS	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	75/696,023	5/3/1999	2,426,244	2/6/2001
United States	RAPID RESULTS	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	78/076,874	8/1/2001	2,720,103	5/27/2003
United States	REAL PEOPLE. REAL RESULTS.	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	76/312,336	9/10/2001	2,730,263	6/24/2003
United States	BALLYFITNESS.COM	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	76/321,486	10/4/2001	2,582,192	6/18/2002
United States	BFIT COMMUNITIES	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	76/371,903	2/15/2002	3,029,648	12/13/2005
United States	BLAST AND DESIGN	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	76/434,195	7/25/2002	2,803,390	1/6/2004
United States	BALLY TOTAL FITNESS	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	78/162,591	9/10/2002	2,917,971	1/11/2005
United States	BFIT COMMUNITIES	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	78/176,677	10/21/2002	2,846,657	5/25/2004
United States	BLAST ENERGY SUPPLEMENTS AND ROCKET DESIGN	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	78/178,140	10/24/2002	2,853,448	6/15/2004
United States	PAIN IN THE BUTT WORKOUT	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	78/178,399	10/25/2002	2,875,602	8/17/2004
United States	BTF-X	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	78/235,891	4/9/2003	2,934,079	3/15/2005
United States	BLAST AND ROCKET DESIGN	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	78/259,313	6/6/2003	2,961,011	6/7/2005
United States	SHAPE-UP SWEEPSTAKES	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	78/261,380	7/12/2003	2,953,473	5/17/2005

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Country	Mark	Status	Owner	Application No.	Appl. Date	Registration No.	Reg. Date
United States	FIT STYLE	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	76/536,197	8/12/2003	2,977,581	7/26/2005
United States	YOUR MIND YOUR BODY YOUR LIFE	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	76/536,198	8/12/2003	2,977,582	7/26/2005
United States	SHAPE YOUR LIFE	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	74/211,513	10/8/1991	1,762,176	3/30/1993
United States	EVERY BODY NEEDS SOMETHING	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	78/319,462	10/28/2003	2,995,907	9/13/2005
United States	B TOTAL FITNESS AND DESIGN	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	78/320,358	10/29/2003	2,993,236	9/6/2005
United States	BFIT	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	75/179,791	10/10/1996	2,217,664	1/12/1999
United States	B BALLY TOTAL FITNESS AND DESIGN	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	78/551,006	1/20/2005	3,146,750	9/19/2006
United States	BUILT TO FIT	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	78/560,213	2/3/2005	3,054,721	1/31/2006
United States	BUILD YOUR OWN MEMBERSHIP	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	78/619,019	4/28/2005	3,188,168	12/19/2006
United States	NST	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	78/851,641	3/31/2006	3,446,802	6/10/2008
United States	MAKE IT PERSONAL	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	78/705,207	9/1/2005	3,157,440	10/17/2006
United States	WE'RE MAKING IT PERSONAL	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	78/705,210	9/1/2005	3,157,441	10/17/2006
United States	MEET YOUR POTENTIAL	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	78/723,978	9/30/2005	3,320,498	10/23/2007

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Country	Mark	Status	Owner	Application No.	Appl. Date	Registration No.	Reg. Date
United States	B BALLY TOTAL FITNESS	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	78/815,387	2/15/2006	3,219,807	3/20/2007
United States	CLUB BALLY MEMBER REWARDS	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	78/782,606	12/29/2005	3,428,389	5/13/2008
United States	SHAPE UP CHICAGO	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	78/863,018	4/17/2006	3,433,137	5/20/2008
United States	B IN CIRCLE DESIGN	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	78/878,020	5/5/2006	3,357,795	12/18/2007
United States	B BALLY TOTAL FITNESS AND CIRCLE DESIGN	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	78/878,029	5/5/2006	3,428,612	5/13/2008
United States	B BALLY TOTAL FITNESS AND DESIGN	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	78/878,014	5/5/2006	3,357,794	12/18/2007
United States	DISCOVER THE FINANCIAL POWER OF FITNESS	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	78/904,890	6/9/2006	3,209,250	2/13/2007
United States	TURNING PHYSICAL FITNESS INTO FINANCIAL INDEPENDENCE	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	78/904,922	6/9/2006	3,209,251	2/13/2007
United States	BALLY TOTAL FITNESS	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	78/971,793	9/11/2006	3,841,509	8/31/2010
United States	BALLY TOTAL FITNESS	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	78/971,712	9/11/2006	3,514,366	10/7/2008
United States	TOTAL RESULTS WEIGHT LOSS SOLUTIONS	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	77/078,149	1/8/2007	3,509,268	9/30/2008
United States	NST MUSCLE COMPLEX	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	77/091,066	1/25/2007	3,489,388	8/19/2008
United States	NST HI-PRO SHOT	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	77/091,076	1/25/2007	3,612,944	4/28/2009

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Country	Mark	Status	Owner	Application No.	Appl. Date	Registration No.	Reg. Date
United States	TOTAL RESULTS GROUP WEIGHT LOSS	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	77/079,738	1/10/2007	3,595,348	3/24/2009
United States	NST NITRIC FUSION	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	77/107,566	2/14/2007	3,502,317	9/16/2008
United States	NST NUTRITION SPORTS TECHNOLOGY	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	77/186,261	5/21/2007	3,559,570	1/13/2009
United States	ROOM TO BREATHE	Pending	BALLY TOTAL FITNESS HOLDING CORPORATION	77/279,515	9/14/2007		
United States	BEST START	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	77/413,596	3/5/2008	3,690,115	9/29/2009
United States	TOTAL RESULTS ULTIMATE SOLUTIONS	Pending	BALLY TOTAL FITNESS HOLDING CORPORATION	77/485,051	5/28/2008		
United States	1-800-FITNESS	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	75/665,710	3/22/1999	2,374,747	8/8/2000
United States	1-800-WORKOUT	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	74/679,133	5/23/1995	1,973,571	5/7/1996
United States	B TRIM	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	75/150,077	8/14/1996	2,077,581	7/8/1997
United States	BFIT	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	75/179,827	10/9/1996	2,533,193	1/29/2002
United States	BFIT	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	75/466,362	4/10/1998	2,840,454	5/11/2004
United States	BFIT BABY CLUB	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	75/494,393	6/2/1998	2,464,838	7/3/2001
United States	BFIT GEAR	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	78/275,169	7/16/2003	2,912,905	12/21/2004

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Country	Mark	Status	Owner	Application No.	Appl. Date	Registration No.	Reg. Date
United States	BFIT-RX	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	75/252,001	3/5/1997	2,518,918	12/18/2001
United States	BLEAN	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	75/203,790	11/25/1996	2,339,487	4/11/2000
United States	CLICK TO GET FIT	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	76/074,355	6/21/2000	2,742,835	7/29/2003
United States	KWANDO	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	75/636,803	2/9/1999	2,302,269	12/21/1999
United States	POWERBALL	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	75/872,616	12/15/1999	2,456,429	5/29/2001
United States	POWERFLEX	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	75/575,164	10/22/1998	2,380,507	8/29/2000
United States	SHAPE YOUR LIFE	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	74/211,513	10/8/1991	1,762,176	3/30/1993
United States	SNACK RIGHT	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	75/693,802	4/29/1999	2,470,323	7/17/2001
United States	THE 30 MINUTE WORKOUT	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	74/049,234	4/16/1990	1,657,665	9/17/1991
United States	THE FITNESS FORMULA	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	75/876,013	12/20/1999	2,515,782	12/4/2001
United States	THE VERTICAL CLUB	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	74/174,748	6/10/1991	1,724,335	10/13/1992
United States	VERTICAL CLUB	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	74/104,800	10/9/1990	1,666,141	11/26/1991
United States	VERTICAL CLUB	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	74/262,099	4/3/1992	1,734,972	11/24/1992

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Country	Mark	Status	Owner	Application No.	Appl. Date	Registration No.	Reg. Date
United States	RAPID RESULTS	Pending	BALLY TOTAL FITNESS HOLDING CORPORATION	77/766,398	6/23/2009		
United States	VERTICAL CLUB AND DESIGN	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	74/290,857	7/6/1992	1,773,050	5/25/1993
United States	BALLY THE MOST TRUSTED NAME IN FITNESS	Pending	BALLY TOTAL FITNESS HOLDING CORPORATION	77/862,939	11/2/2009		
United States	BALLY ASSURANCE	Pending	BALLY TOTAL FITNESS HOLDING CORPORATION	77/866,132	11/5/2009		
United States	TRUE TO THE CORE	Pending	BALLY TOTAL FITNESS HOLDING CORPORATION	77/885,390	12/3/2009		
United States	RIVER EAST CLUB	Pending	BALLY TOTAL FITNESS HOLDING CORPORATION	85/065,193	6/17/2010		
United States	B ON THE MOVE and Design	Pending	BALLY TOTAL FITNESS HOLDING CORPORATION	85/109,557	8/17/2010		
United States	B (Stylized) FIT GEAR	Pending	BALLY TOTAL FITNESS HOLDING CORPORATION	85/110,134	8/18/2010		
United States	BALLY SPORTS CLUB	Pending	BALLY TOTAL FITNESS HOLDING CORPORATION	85/116,794	8/26/2010		
United States	B FIT and Design	Pending	BALLY TOTAL FITNESS HOLDING CORPORATION	85/198,639	12/15/2010		
United States	Bally Sport and Design	Pending	BALLY TOTAL FITNESS HOLDING CORPORATION	85/198,656	12/15/2010		
United States	SCANDINAVIAN HEALTH SPAS	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	73/169,394	5/8/1978	1,156,690	6/12/1981
United States	BALLY TOTAL FITNESS	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	78/242,267	4/25/2003	2,906,278	11/30/2004

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Material Non-Registered Trademarks:

None

Trade Names:

- Bally Total Fitness
- Bally Sports Clubs
- River East Club
- B-FIT
- BFIT
- BALLY SPORT
- B BALLY SPORT