

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	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>
Bodyworkz Cash Management Systems, Inc.		03/30/2012	CORPORATION: GEORGIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Bodyworkz Cash Management Systems, LLC		
<b>Street Address:</b>	C/O Anytime Fitness, LLC		
<b>Internal Address:</b>	12181 Margo Avenue South		
<b>City:</b>	Hastings		
<b>State/Country:</b>	MINNESOTA		
<b>Postal Code:</b>	55033		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: MINNESOTA		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	85503325	BODYWORKZ	
<b>Serial Number:</b>	85503310	BW	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	952-896-1545		
<b>Email:</b>	ipgroup@larkinhoffman.com		
<b>Correspondent Name:</b>	Molly T. Eichten		
<b>Address Line 1:</b>	1500 Wells Fargo Plaza		
<b>Address Line 2:</b>	7900 Xerxes Avenue South		
<b>Address Line 4:</b>	Minneapolis, MINNESOTA 55431		
<b>ATTORNEY DOCKET NUMBER:</b>	35132.00001		
<b>NAME OF SUBMITTER:</b>	Molly T. Eichten		

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Signature:	/Molly T. Eichten/
Date:	07/16/2012
Total Attachments: 2 source=Assignment1#page1.tif source=Assignment2#page1.tif	

## TRADEMARKS ASSIGNMENT

This Trademark Assignment ("Assignment") is executed by **Bodyworkz Cash Management Systems, Inc.**, a Georgia corporation ("Assignor"), in favor of **Bodyworkz Cash Management Systems, LLC**, a Minnesota limited liability company ("Assignee").

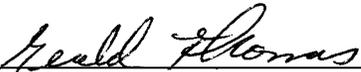
WHEREAS, Assignor is the record owner at the United States Patent and Trademark Office of the marks listed on the attached Exhibit A, which is made a part hereof (the "Marks");

WHEREAS, Assignor and Assignee entered into a certain Bill of Sale and Assignment and Assumption Agreement effective March 30, 2012 (the "Effective Date") by which Assignee acquired all right, title and interest in and to all of the assets of Assignor, including the Marks and associated goodwill; and

WHEREAS, Assignee desires to record with the United States Patent and Trademark Office an assignment document to reflect the current ownership of the Marks.

NOW, THEREFORE, to the accomplishment of the foregoing premises and consistent with the above-referenced Bill of Sale and Assignment and Assumption Agreement, and effective as of the Effective Date, Assignor hereby transfers, sells, assigns and sets over unto Assignee, its successors and assigns all of Assignor's rights, title and interests in and to the Marks, together with all of the goodwill of the business in connection with which the Marks are used, along with all applications and registrations for the Marks, and the right to sue and recover damages, and profits and any other available remedies for any past, present or future infringement thereof as fully and entirely as the same would have been held and enjoyed by Assignor had this transfer and assignment not been made.

Assignor: Bodyworkz Cash Management Systems, Inc.

By: 

Name: Gerald Thomas

Title: Chief Financial Officer

1412269.1

Exhibit A

**List of Marks**

<b>Country/Registry</b>	<b>Mark</b>	<b>Application Number</b>	<b>Application Date</b>
United States	BODYWORKZ	85/503325	December 23, 2011
United States		85/503310	December 23, 2011

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