

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	NUNC PRO TUNC ASSIGNMENT
EFFECTIVE DATE:	10/26/2012

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
IP Holdings, LLC		11/06/2012	LIMITED LIABILITY COMPANY: KENTUCKY

RECEIVING PARTY DATA

Name:	Fitness & Sports Clubs, LLC
Street Address:	3161 Michelson Drive
Internal Address:	Suite 600
City:	Irvine
State/Country:	CALIFORNIA
Postal Code:	92612
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 13

Property Type	Number	Word Mark
Serial Number:	77199323	URBAN ACTIVE
Serial Number:	77308574	GET ACTIVE. GO URBAN.
Serial Number:	77199355	URBAN ACTIVE FITNESS
Serial Number:	77606971	URBAN ACTIVE
Serial Number:	77438832	URBAN ACTIVE
Serial Number:	77444094	URBAN IRON
Serial Number:	77443738	URBAN ACTIVE TAN
Serial Number:	77866303	TRIPLE FIT
Serial Number:	77866297	URBAN WARRIOR
Serial Number:	77867910	STRIKE FORCE
Serial Number:	85409290	URBAN ACTIVE EXPRESS

OP \$340.00 77199323

Serial Number:	85409294	UAX
Serial Number:	85430354	URBAN AMPED

CORRESPONDENCE DATA

Fax Number: 8474410911
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 847-441-9100
Email: pto@nealmcdevitt.com, kmcdevitt@nealmcdevitt.com, alenz@nealmcdevitt.com
Correspondent Name: Kevin J. McDevitt
Address Line 1: 1776 Ash Street
Address Line 4: Northfield, ILLINOIS 60093

NAME OF SUBMITTER:	Kevin J. McDevitt
Signature:	/kevin j. mcdevitt/
Date:	11/28/2012

Total Attachments: 2
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TRADEMARK ASSIGNMENT

WHEREAS, Assignor, IP Holdings, LLC, a Kentucky limited liability company, with its principal place of business at 1056 Wellington Way, Suite 200, Lexington, KY 40513 ("Assignor"), is the owner of the trademarks listed below and the registrations and/or pending applications therefore:

U.S Serial Number	U.S. Registration No.	Trademark
77/199,323	3,485,924	URBAN ACTIVE
77/308,574	3,588,255	GET ACTIVE. GO URBAN.
77/199,355	3,592,082	URBAN ACTIVE FITNESS
77/606,971	3,619,383	URBAN ACTIVE and Design
77/438,832	3,655,567	URBAN ACTIVE
77/444,094	3,655,593	URBAN IRON
77/443,738	3,661,726	URBAN ACTIVE TAN
77/866,303	3,810,359	TRIPLE FIT
77/866,297	3,813,669	URBAN WARRIOR
77/867,910	4,144,588	STRIKE FORCE
85/409,290		URBAN ACTIVE EXPRESS
85/409,294		UAX
85/430,354		URBAN AMPED

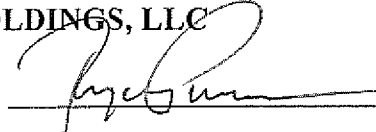
(hereinafter, the "Marks"); and

WHEREAS, Fitness & Sports Clubs, LLC, a Delaware limited liability company, with its principal place of business at 3161 Michelson Drive, Suite 600, Irvine, CA 92612 ("Assignee"), desires to acquire the Marks, and the above-referenced registrations and applications; and

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns and transfers to Assignee all right, title and interest in and to the Marks, together with the goodwill symbolized by these marks; and U.S. Registration Nos. 3,485,924; 3,588,255; 3,592,082;

3,619,383; 3,655,567; 3,655,593; 3,661,726; 3,810,359; 3,813,669; 4,144,588; and U.S. Application Nos. 85/409,290, 85/409,294 and 85/430,354, *nunc pro tunc*, now for then, effective as of October 26, 2012.

IP HOLDINGS, LLC

By: 

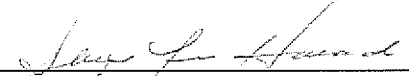
Name: Royce G. Pulliam

Title: Manager

Dated: November 6, 2012

State of Kentucky
County of Fayette

SUBSCRIBED and SWORN to
Before me this 6th of Nov., 2012.


Notary Public

My Commission Expires: 5/28/2015