

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Bally Total Fitness Holding Corporation		12/11/2012	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	FAM, LLC
Street Address:	6017 Randolph Street
City:	Commerce
State/Country:	CALIFORNIA
Postal Code:	90040
Entity Type:	LIMITED LIABILITY COMPANY: CALIFORNIA

PROPERTY NUMBERS Total: 10		
Property Type	Number	Word Mark
Registration Number:	2168352	B
Registration Number:	2783443	BALLY TOTAL FITNESS
Registration Number:	2416928	B BALLY TOTAL FITNESS
Registration Number:	2751802	B BALLY TOTAL FITNESS
Registration Number:	2917971	BALLY TOTAL FITNESS
Registration Number:	3428612	B BALLY TOTAL FITNESS
Registration Number:	3357794	B
Registration Number:	3123889	BALLY TOTAL FITNESS
Registration Number:	3514366	BALLY TOTAL FITNESS
Registration Number:	3841509	BALLY TOTAL FITNESS

CORRESPONDENCE DATA	
Fax Number:	3108266991
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent</i>	

OP \$265.00 2168352

via US Mail.

Phone: 310.829.7474
Email: ilee@raklaw.com, azivkovic@raklaw.com,
trademark@raklaw.com
Correspondent Name: Irene Y. Lee
Address Line 1: 12424 Wilshire Blvd., Suite 1200
Address Line 4: Los Angeles, CALIFORNIA 90025



ATTORNEY DOCKET NUMBER:	2359-001
NAME OF SUBMITTER:	Irene Y. Lee
Signature:	/Irene Y. Lee/
Date:	01/07/2013


Total Attachments: 13

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Trademark Assignment

WHEREAS, Bally Total Fitness Holding Corporation, a Delaware corporation, with its principal place of business at 8700 W. Bryn Mawr Avenue, Chicago, Illinois 60631 ("Assignor"), has adopted, owns and is using the following trademarks shown in the chart below (the "Marks") for use on or in connection with the corresponding goods, as well as the corresponding federal trademark registrations and applications for the Marks ("Registrations"), which covers the registrations and applications in the United States, Mexico and Canada:

Country	Mark	Goods	Reg. No. / App. Serial No.	International Classes
United States		Nutritional supplements and vitamins	2,168,352	5
United States	BALLY TOTAL FITNESS	Nutritional supplements and vitamins	2,783,443	5
United States		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	2,416,928	5

Country	Mark	Goods	Reg. No. / App. Serial No.	International Classes
United States		<p>Exercise equipment, namely, torso tightener 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</p>	2,751,802	28


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Country	Mark	Goods	Reg. No. / App. Serial No.	International Classes
United States	BALLY TOTAL FITNESS	Exercise equipment, namely, stationary upright exercise bicycles, stationary recumbent exercise bicycles, treadmills and elliptical exercise machines	2,917,971	28

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Country	Mark	Goods	Reg. No. / App. Serial No.	International Classes
United States		<p>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</p>	3,428,612	28

Country	Mark	Goods	Reg. No. / App. Serial No.	International Classes
United States		<p>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</p>	3,357,794	28




Country	Mark	Goods	Reg. No. / App. Serial No.	International Classes
United States	BALLY TOTAL FITNESS	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; 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, and tea; syrups and powders for beverages, namely, soft drinks, fruit drinks and sport drinks	3,123,889	29, 30 and 32


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Country	Mark	Goods	Reg. No. / App. Serial No.	International Classes
United States	BALLY TOTAL FITNESS	Knapsacks, gym bags and tote bags related to fitness, sports or athletics	3,514,366	18
United States	BALLY TOTAL FITNESS	Clothing related to fitness, sports or athletics, namely, men's, women's and children's polo shirts, pants, vests, socks, shorts, sports bras, tank tops, sweatpants, t-shirts, sweatshirts, jackets, hats and bandanas	3,841,509	25

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Country	Mark	Goods	Reg. No. / App. Serial No.	International Classes
Canada		<p>Exercise equipment, namely weight training equipment for developing torso, abdominal and thigh muscles, exercise wheels, yoga mats, pilates bands, pilates and yoga exercise balls, resistance exercise bands and tubes, doorway exercise gym bars, massage balls, twist boards, jump ropes, jump ropes with calorie counters, medicine balls, stretch bands, hand grips, lifting straps, ankle/wrist weights, dumbbells, slimmer belts, rowing machines, workout and lifting gloves, magnetic knee, hip and thigh belts, magnetic ankle, wrist and elbow belts, magnetic waist belts, inflatable exercise balls and weighted balls</p>	1580247	Not Available

Country	Mark	Goods	Reg. No. / App. Serial No.	International Classes
Canada	 <p data-bbox="358 541 581 611">BALLY TOTAL FITNESS</p>	Exercise equipment namely weight training equipment for developing torso, abdominal and thigh muscles, exercise wheels, yoga mats, pilates bands, pilates and yoga exercise balls, resistance exercise bands and tubes, doorway exercise gym bars, 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 machines, workout and lifting gloves, weight lifting belts namely magnetic knee, hip and thigh belts, magnetic ankle, wrist and elbow belts, magnetic waist belts, inflatable exercise balls and weighted balls	1580248	Not Available
Mexico	BALLY TOTAL FITNESS	Nutritional products	670456	5

Country	Mark	Goods	Reg. No. / App. Serial No.	International Classes
Mexico		<p>Equipment for physical exercise, namely torso tightening machines, exercise wheels, pilates bands, pilates and yoga balance walking balls, door knob rope exercisers, body exercisers with door anchors, massage balls, twisting boards/discs, jump ropes, jump ropes with caloric counters, medicine balls, stretching bands, hand grips, stretch expanders, elevation straps, weights for ankles and wrists, dumbbells, rowing action exercisers, training and lifting gloves, magnetic knee, magnetic ankle, abdominal exercisers, inflatable exercise balls and weighted balls, as well as physical exercise equipment used for physical activity, namely belts for weight loss, hip and thigh belts for weight loss, wrist and hip belts, magnetic hip belts</p>	1054053	28

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Country	Mark	Goods	Reg. No. / App. Serial No.	International Classes
Mexico		Exercise equipment, namely, torso tighter 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, rowing action exercisers, workout and lifting gloves, abdominal exercisers, inflatable exercise balls and weighted balls, exercise apparatus, namely, magnetic waist belts, hip and thigh belts, wrist and elbow belts, thigh toners, magnetic knee, and magnetic ankle	1089663	28
Mexico		Nutritional products	676183	5
Mexico		Clothes, footwear; hats	974352	25
Mexico		Clothing, footwear, headgear	685399	25

Country	Mark	Goods	Reg. No. / App. Serial No.	International Classes
Mexico	BALLY TOTAL FITNESS	Clothing, footwear, headgear	973558	25

WHEREAS, FAM, LLC, a California limited liability company ("Assignee"), desires to acquire the Marks and the Federal Registrations therefor;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee all right, title and interest in and to each of the Marks, together with the goodwill of the business symbolized by the Marks and the Registrations thereof.

Agreed to by:

Bally Total Fitness Holding Corporation

FAM, LLC

By: 

By: 

Name: Steve Tucker

Name: FRANK ZARAN

Title: SVP- CFO

Title: CFO

Date: 12/11/12

Date: 12/13/12

Dated Effective as of: December 11, 2012

SUBSCRIBED and SWORN to before me
this 11th day of December, 2012

Marilyn Kanouse

Notary Public

My Commission Expires: 10-9-14



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