

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
Hotel Fitness Club, Inc.		01/31/2013	CORPORATION: GEORGIA

RECEIVING PARTY DATA

Name:	Brigadoon Fitness, Inc.
Street Address:	1700 Magnavox Way
Internal Address:	Suite 100
City:	Ft. Wayne
State/Country:	INDIANA
Postal Code:	46804
Entity Type:	CORPORATION: INDIANA

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Registration Number:	3061345	THE WORLD'S LEADER IN HOTEL & RESORT FITNESS
Registration Number:	2369604	HOTEL FITNESS
Registration Number:	3519080	HOTEL FITNESS
Registration Number:	3331476	ORANGE ITALIA
Registration Number:	3259877	HOTEL FITNESS
Registration Number:	2521032	TRAVEL HEALTHY...STAY FIT
Registration Number:	2684834	HOTEL FITNESS CLUB
Registration Number:	2497114	STRONG ACCOMMODATIONS
Registration Number:	3075666	AB LEAN
Registration Number:	3590344	HOTEL FITNESS CLUB
Registration Number:	4106216	LANDSCAPE FITNESS

CORRESPONDENCE DATA

Fax Number: 7709510933

900245764

**TRADEMARK
 REEL: 004953 FRAME: 0684**

CH \$290.00 3061345

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 770-933-9500
Email: carla.stone@thomashorstemeyer.com
Correspondent Name: Cynthia J. Lee
Address Line 1: 400 Interstate North Parkway, SE
Address Line 2: Suite 1500
Address Line 4: Atlanta, GEORGIA 30339

ATTORNEY DOCKET NUMBER:	360206-9010
NAME OF SUBMITTER:	Cynthia J. Lee
Signature:	/Cynthia J. Lee/
Date:	01/31/2013
Total Attachments: 2 source=01782891#page1.tif source=01782891#page2.tif	

ASSIGNMENT OF TRADEMARKS

WHEREAS, Hotel Fitness Club, Inc., a corporation organized and existing under the laws of Georgia, having a place of business at 3815 River Crossing, Suite 100, Indianapolis, IN 46240, hereinafter referred to as ASSIGNOR, owns all right, title, and interest in and to the trademarks (hereinafter "the Marks") listed on the attached Schedule A;

WHEREAS, Brigadoon Fitness, Inc., a corporation organized and existing under the laws of Indiana, having a place of business at 1700 Magnavox Way, Suite 100, Ft. Wayne, IN 46804, hereinafter referred to as ASSIGNEE, is desirous of acquiring ASSIGNOR'S interest in and to said Marks, the registrations and applications thereof and the goodwill associated therewith.

NOW, THEREFORE, TO ALL WHOM IT MAY CONCERN: Be it known that, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged by ASSIGNOR, ASSIGNOR has sold, assigned and transferred and does hereby sell, assign and transfer unto ASSIGNEE, and ASSIGNEE'S successors and assigns, all right, title and interest, worldwide, in and to the Marks, together with the goodwill of the business symbolized by the Marks and the registrations and the referenced applications for registrations of the Marks and the right to recover damages for past infringement, if any.

HOTEL FITNESS CLUB, INC.

John T. Sarver
Name: John T. Sarver

Date: 1/31/13

Title: Director

State of Indiana)

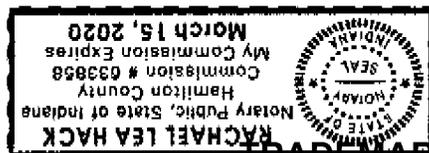
County of Hamilton)

United States of America)

On this 31st day of January, 2013, before me appeared John T. Sarver, the person who signed this instrument, who acknowledged that he signed it as a free act on behalf of ASSIGNOR.

Rachael Hack
Notary Public
My commission expires: 3/15/2020

[SEAL]



Schedule A

Mark	Registration No.	Registration Date
THE WORLDS LEADER IN HOTEL AND RESORT FITNESS	3,061,345	February 21, 2006
HOTEL FITNESS	2,369,604	July 18, 2000
HOTEL FITNESS	3,519,080	October 21, 2008
ORANGE ITALIA	3,331,476	November 6, 2007
HOTEL FITNESS	3,259,877	July 10, 2007
TRAVEL HEALTHY...STAY FIT	2,521,032	December 18, 2001
HOTEL FITNESS CLUB	2,684,834	February 4, 2003
STRONG ACCOMMODATIONS	2,497,114	October 9, 2001
AB LEAN	3,075,666	April 4, 2006
HOTEL FITNESS CLUB	3,590,344	March 17, 2009
LANDSCAPE FITNESS	4,106,216	February 28, 2012