

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2


ETAS ID: TM304134

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	NUNC PRO TUNC ASSIGNMENT		
EFFECTIVE DATE:	12/13/2012		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Bally Total Fitness Holding Corporation		12/13/2012	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: 1			
Property Type	Number	Word Mark	
Registration Number:	3146750	B BALLY TOTAL FITNESS	
CORRESPONDENCE DATA			
Fax Number:	3108296991		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	310.829.7474		
Email:	ilee@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-US1		
NAME OF SUBMITTER:	Irene Y. Lee		
SIGNATURE:	/Irene Y. Lee/		
DATE SIGNED:	05/09/2014		
Total Attachments: 2			
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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 BALLY TOTAL FITNESS & Design mark pictured in the chart below (the "Mark") for use on or in connection with the corresponding goods and services, as well as the corresponding U.S. federal trademark registration for the Mark (Reg. No. 3,146,750) (the "Registration"):

Mark	Goods / Services
	<p>Class 5: Nutritional supplements and vitamins; nutritional supplement drinks in the form of liquid and powdered drinks and drink mixes; meal replacement nutrition bars; nutritional supplement in the nature of fortified energy drink beverages; nutritional meal replacement drinks and meal replacement drink mixes</p> <p>Class 28: 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, adjustable ankle/wrist weights with removable plates, dumbbells, combination single wheel and slimmer belts, rowing action exercisers, workout and lifting gloves, weightlifting and exercise equipment, namely, magnetic knee, hip and thigh belts, magnetic ankle, wrist and elbow belts, magnetic waist belts, and barbell neck protectors; and</p> <p>Class 41: Health club services.</p>

WHEREAS, FAM, LLC, a California limited liability company ("Assignee"), with its principal place of business at 6017 Randolph Street, Commerce, California



90040, desires to acquire the Mark and the Registration only for use on or in connection with the Class 5 and 28 goods identified in the Registration.

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 the Mark and the Registration, together with the goodwill of the business symbolized by the Mark, as they relate to the Class 5 and 28 goods identified in the Registration above *nunc pro tunc*, now and then, effective as of December 13, 2012.

Dated effective as of: December 13, 2012.

BALLY TOTAL FITNESS HOLDING CORPORATION

By: Earl Aguirre / VP
Name: Earl Aguirre
Title: Vice President

Subscribed and Sworn to before me this 16th day of October, 2013.

Marilyn Kanouse
Notary Public

My Commission Expires: 10-9-14

