

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

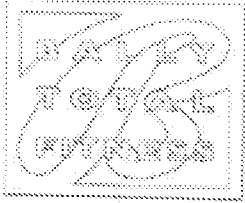
ETAS ID: TM305263

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
FAM, LLC		05/21/2014	LIMITED LIABILITY COMPANY: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Rock Fit, LLC		
Street Address:	6017 Randolph Street		
City:	Commerce		
State/Country:	CALIFORNIA		
Postal Code:	90040		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
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 using a fax number, if provided; 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:	05/21/2014		
Total Attachments: 2			
source=Assignment#page1.tif			
source=Assignment#page2.tif			

OP \$40.00 3146750

TRADEMARK ASSIGNMENT

WHEREAS, FAM, LLC, a California limited liability company, with its principal place of business at 6017 Randolph Street, Commerce, California 90040 ("Assignor") has acquired, owns and is using the BALLY TOTAL FITNESS & Design mark pictured in the chart below (the "Mark") only for use on or in connection with the corresponding goods in Class 5 and 28 identified in the Registration, as well as the corresponding U.S. federal trademark registration for the Mark (Reg. No. 3,146,750) (the "Registration"):

Mark	Goods/Services
 The mark consists of the words "BALLY", "TOTAL", and "FITNESS" stacked vertically. "BALLY" is in a bold, sans-serif font. "TOTAL" is in a smaller, spaced-out font. "FITNESS" is in a bold, sans-serif font. The text is enclosed in a rectangular border with rounded corners.	<p>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>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.</p> <p>41 - Health club services.</p>

WHEREAS, Rock Fit, LLC, a Delaware 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, now and then, effective as of May 21, 2014.

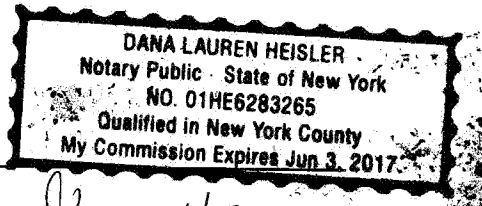
FAM, LLC

By: [Signature]

Name: ~~Frank Zarabi~~ John W. Spotts

Title: ~~CEO~~ EVP International

SUBSCRIBED and SWORN to before me this 21 day of 2014.



Notary Public

[Signature]

My Commission Expires: 6/3/17