

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM347334

<b>SUBMISSION TYPE:</b>	CORRECTIVE ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Corrective Assignment to correct the Entity Type of Receiving Party Data should read LIMITED LIABILITY COMPANY: DELAWARE previously recorded on Reel 005133 Frame 0764. Assignor(s) hereby confirms the sale and transfer of all right, title and interest.

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
FAM, LLC		07/08/2015	LIMITED LIABILITY COMPANY: CALIFORNIA

## RECEIVING PARTY DATA

<b>Name:</b>	Rock Fit, LLC
<b>Street Address:</b>	6017 Randolph Street
<b>City:</b>	Commerce
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	90040
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE

## PROPERTY NUMBERS Total: 12

Property Type	Number	Word Mark
Registration Number:	2168352	B
Registration Number:	3357794	B
Registration Number:	2416928	B BALLY TOTAL FITNESS
Registration Number:	2751802	B BALLY TOTAL FITNESS
Registration Number:	3428612	B BALLY TOTAL FITNESS
Registration Number:	2783443	BALLY TOTAL FITNESS
Registration Number:	2917971	BALLY TOTAL FITNESS
Registration Number:	3514366	BALLY TOTAL FITNESS
Serial Number:	85847392	BALLY TOTAL FITNESS
Serial Number:	85848256	B BALLY TOTAL FITNESS
Registration Number:	3146750	B BALLY TOTAL FITNESS
Registration Number:	3841509	BALLY TOTAL FITNESS

## CORRESPONDENCE DATA

Fax Number: 3108267474

*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.*

OP \$315.00 2168352

**Phone:** 310.826.7474  
**Email:** ilee@raklaw.com  
**Correspondent Name:** Irene Y. Lee  
**Address Line 1:** 12424 Wilshire Blvd., Suite 1200  
**Address Line 4:** Los Angeles, CALIFORNIA 90025

**NAME OF SUBMITTER:** Irene Y. Lee

**SIGNATURE:** /Irene Y. Lee/

**DATE SIGNED:** 07/08/2015

**Total Attachments: 23**

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TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
FAM, LLC		01/01/2013	LIMITED LIABILITY COMPANY: CALIFORNIA

**RECEIVING PARTY DATA**

<b>Name:</b>	ROCK FIT, LLC
<b>Street Address:</b>	6017 Randolph Street
<b>City:</b>	Commerce
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	90040
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: CALIFORNIA

**PROPERTY NUMBERS Total: 12**

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
Serial Number:	85847392	BALLY TOTAL FITNESS
Serial Number:	85848256	B BALLY TOTAL FITNESS

**CORRESPONDENCE DATA**

OP \$315.00 2168352

Fax Number: 3108296991

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

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:	2359-032
NAME OF SUBMITTER:	Irene Y. Lee
Signature:	/Irene Y. Lee/
Date:	10/18/2013

**Total Attachments: 15**


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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 following trademarks shown in the chart below (the "Marks") for use on or in connection with the corresponding goods which covers the registrations and applications in the United States:

Country	Mark	Reg. No./ App. No.	International Class
United States		2168352	5 - nutritional supplements and vitamins.
United States		3357794	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, 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.
United States		2416928	5 - 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.

Country	Mark	Reg. No./ App. No.	International Class
United States		2751802	28 - 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.
United States		3428612	28 - 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, 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
United States	BALLY TOTAL FITNESS	2783443	5 - nutritional supplements and vitamins.
United States	BALLY TOTAL FITNESS	2917971	28 - Exercise equipment, namely, treadmills
United States	BALLY TOTAL FITNESS	3514366	18 - Gym bags related to fitness, sports or athletics

Country	Mark	Reg. No./ App. No.	International Class
United States	BALLY TOTAL FITNESS	3841509	25 - 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
United States	BALLY TOTAL FITNESS	85847392	<p>29 - Food products, namely, whey-based foods, fruit-based foods, snack bars; Food products, namely, dairy-based foods, namely, ice cream, milk, cheese, vegetable-based foods, namely, vegetable chips, snack dips, dairy-based dips, bean dips, fish, chips, trail mix, 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</p> <p>30 - Food products, namely, cereal-based ready to eat food bars and snacks, shakes, bakery goods; Food products, namely, herbal-based foods, namely, beverages, teas, and processed herbs, soy-based ice cream substitute, soy sauce, food flavorings, bread-crinker-cookie combination packages, grain-based foods and beverages, candy, chocolate, coffee, ice cream, frozen yogurt, pasta, rice cakes, and tea</p> <p>32 - Syrups and Powders For Beverages, Namely, Soft Drinks, Fruit Drinks And Sport Drinks</p>
United States		85848256	29 - Food products namely whey-based foods, fruit-based foods, snack bars; Food products namely dairy-based foods, namely ice cream, milk, cheese, vegetable-based foods, namely vegetable chips, snack dips, dairy-based dips, bean dips, fish, chips, trail mix, 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

Country	Mark	Reg. No./ App. No.	International Class
			<p>packaged entrees of meat, fish, poultry, or vegetables</p> <p>30 - Food products namely cereal-based ready to eat food bars and snacks, shakes, bakery goods; Food products namely herbal-based foods, namely beverages, teas, and processed herbs, soy-based ice cream substitute, soy sauce, food flavorings, bread-cracker-cookie combination packages, grain-based foods and beverages, candy, chocolate, coffee, ice cream, frozen yogurt, pasta, rice cakes, and tea</p> <p>32 - Syrups and Powders For Beverages, Namely, Soft Drinks, Fruit Drinks And Sport Drinks</p>
United States		3146750	<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>



WHEREAS, Rock Fit, LLC, a Delaware limited liability company ("Assignee"), with it's principal place of business at 6017 Randolph Street, Commerce, California 90040, desires to acquire the Marks.

NOW, THEREFORE, for good and valuable consideration, the receipt sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns transfers to Assignee all right, title and interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, now and then, effective as of July 8, 2015.

FAM, LLC

By: 

Name: John Spotts

Title: EVP Business Development & Licensing

SUBSCRIBED and SWORN to before me this \_\_\_\_\_ day of July, 2015.

*SEE ATTACHED TO WHAT*

Notary Public

My Commission Expires: \_\_\_\_\_

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California  
County of LOS ANGELES

Subscribed and sworn to (or affirmed) before me on this 8<sup>th</sup>  
day of JULY, 20  , by JOHN SPOTZ

proved to me on the basis of satisfactory evidence to be the person(s) who appeared before me.






(Seal)

Signature [Handwritten Signature]


**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 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	<b>BALLY TOTAL FITNESS</b>	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

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

Country	Mark	Goods	Reg. No. / App. Serial No.	International Classes
United States	 <p>The logo features a stylized letter 'B' inside a circle, with the word 'BALLY' in a bold, sans-serif font below it, and 'TOTAL FITNESS' in a smaller font underneath.</p>	<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

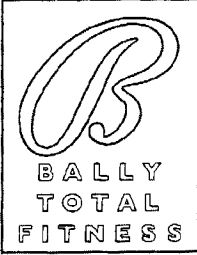
Country	Mark	Goods	Reg. No. / App. Serial No.	International Classes
United States		<p>Exercise equipment, namely, torso tightner machines, exercise wheels, yoga mats, pilates bands, pilates and yoga balance walking balls, door knob rope exercisers, body exercisers with door anchors, massage balls, twist 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




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





Country	Mark	Goods	Reg. No. / App. Serial No.	International Classes
United States	BALLY TOTAL FITNESS	Food products namely whey-based foods, fruit-based foods, snack bars; Food products namely dairy-based foods, namely ice cream, milk, cheese, vegetable-based foods, namely vegetable chips, snack dips, dairy-based dips, bean dips, fish, chips, trail mix, 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 cereal-based ready to eat food bars and snacks, shakes, bakery goods; Food products namely herbal-based foods, namely beverages, teas, and processed herbs, soy-based ice cream substitute, soy sauce, food flavorings, bread-cracker-cookie combination packages, 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	85847392	29, 30, and 32

Country	Mark	Goods	Reg. No. / App. Serial No.	International Classes
United States		<p>Food products namely whey-based foods, fruit-based foods, snack bars; Food products namely dairy-based foods, namely ice cream, milk, cheese, vegetable-based foods, namely vegetable chips, snack dips, dairy-based dips, bean dips, fish, chips, trail mix, 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 cereal-based ready to eat food bars and snacks, shakes, bakery goods; Food products namely herbal-based foods, namely beverages, teas, and processed herbs, soy-based ice cream substitute, soy sauce, food flavorings, bread-crinker-cookie combination packages, 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</p>	85848256	29, 30, and 32

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>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</p>	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 calorie 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

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

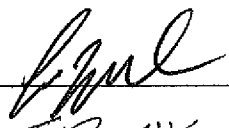
Country	Mark	Goods	Reg. No. / App. Serial No.	International Classes
Mexico	BALLY TOTAL FITNESS	Clothing, footwear, headgear	973558	25

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

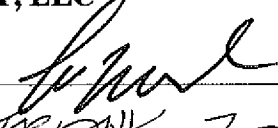
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee all right, title and interest in and to each of the Marks, together with the goodwill of the business symbolized by the Marks and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

Agreed to by:

**FAM, LLC**

By:   
Name: FRANK ZARABIZI  
Title: PRESIDENT / CEO  
Date: 4/8/13

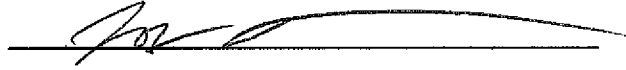
**ROCK FIT, LLC**

By:   
Name: FRANK ZARABIZI  
Title: PRESIDENT / CEO  
Date: 4/8/13

**Dated Effective as of: January 1st, 2013**



SUBSCRIBED and SWORN to before me  
this 8<sup>th</sup> day of APRIL 2013.



Notary Public

My Commission Expires: 2-11-15

