

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM357294

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
24 HOUR FITNESS HOLDINGS LLC		10/01/2015	LIMITED LIABILITY COMPANY: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	RS FIT HOLDINGS LLC		
<b>Street Address:</b>	12647 Alcosta Boulevard, Suite 500		
<b>City:</b>	San Ramon		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	94583		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE		
<b>PROPERTY NUMBERS Total: 50</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2374747	1-800-FITNESS	
<b>Registration Number:</b>	1973571	1-800-WORKOUT	
<b>Registration Number:</b>	2030899	B	
<b>Registration Number:</b>	3357795	B	
<b>Registration Number:</b>	4158591	B BALLY SPORT	
<b>Registration Number:</b>	2020345	B BALLY TOTAL FITNESS	
<b>Registration Number:</b>	1973721	B BALLY TOTAL FITNESS	
<b>Registration Number:</b>	3219807	B BALLY TOTAL FITNESS	
<b>Registration Number:</b>	3146750	B BALLY TOTAL FITNESS	
<b>Registration Number:</b>	4283589	B FIT	
<b>Registration Number:</b>	4040599	B ON THE MOVE	
<b>Registration Number:</b>	2993236	B TOTAL FITNESS	
<b>Registration Number:</b>	2077581	B TRIM	
<b>Registration Number:</b>	4125890	BALLY ASSURANCE	
<b>Registration Number:</b>	4165414	BALLY SPORT	
<b>Registration Number:</b>	3984396	BALLY SPORTS CLUBS	
<b>Registration Number:</b>	3936342	BALLY THE MOST TRUSTED NAME IN FITNESS	
<b>Registration Number:</b>	1992150	BALLY TOTAL FITNESS	
<b>Registration Number:</b>	2672535	BALLY TOTAL FITNESS	
<b>TRADEMARK</b>			

CH \$1265.00 2374747

Property Type	Number	Word Mark
Registration Number:	2582192	BALLYFITNESS.COM
Registration Number:	3690115	BEST START
Registration Number:	2533193	BFIT
Registration Number:	2217664	BFIT
Registration Number:	2840454	BFIT
Registration Number:	3029648	BFIT COMMUNITIES
Registration Number:	2912905	BFIT GEAR
Registration Number:	2518918	BFIT-RX
Registration Number:	2961011	BLAST B BALLY TOTAL FITNESS
Registration Number:	2339487	BLEAN
Registration Number:	2934079	BTF-X
Registration Number:	3428389	CLUB BALLY MEMBER REWARDS
Registration Number:	2803390	ENERGY DRINK E BLAST B BALLY TOTAL FITNE
Registration Number:	2302269	KWANDO
Registration Number:	3612944	NST HI-PRO SHOT
Registration Number:	3489388	NST MUSCLE COMPLEX
Registration Number:	3502317	NST NITRIC FUSION
Registration Number:	3559570	NST NUTRITION SPORTS TECHNOLOGY
Registration Number:	1965334	PINNACLE FITNESS
Serial Number:	86299036	POWER HOUR
Registration Number:	2456429	POWERBALL
Registration Number:	2380507	POWERFLEX
Registration Number:	2426244	RAPID RESULTS
Registration Number:	4019942	RAPID RESULTS
Registration Number:	4044266	RESOLUTION REBOOT
Registration Number:	3953883	RIVER EAST CLUB
Registration Number:	2953473	SHAPE-UP SWEEPSTAKES
Registration Number:	2470323	SNACK RIGHT
Registration Number:	1657665	THE 30 MINUTE WORKOUT
Registration Number:	3595348	TOTAL RESULTS GROUP WEIGHT LOSS
Registration Number:	3509268	TOTAL RESULTS WEIGHT LOSS SOLUTION

**CORRESPONDENCE DATA**

Fax Number: 4158828220

*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.*

Phone: 415-882-8200

Email: sfttrademarks@klgates.com, sharoni.finkelstein@klgates.com,  
eve.gornall@klgates.com

Correspondent Name: Susan E. Hollander, Esq.

**TRADEMARK**

**REEL: 005636 FRAME: 0860**

**Address Line 1:** K&L Gates LLP  
**Address Line 2:** 4 Embarcadero Center, Suite 1200  
**Address Line 4:** San Francisco, CALIFORNIA 94111

**ATTORNEY DOCKET NUMBER:** 1402044.00001 24 HOUR FIT

**NAME OF SUBMITTER:** Sharoni S. Finkelstein

**SIGNATURE:** /Sharoni S. Finkelstein/

**DATE SIGNED:** 10/02/2015

**Total Attachments: 5**

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source=Trademark Assignment - 24 Hour Fitness Holdings LLC to RS Fit Holdings LLC#page5.tif

Trademark Assignment

This Trademark Assignment ("Assignment") is entered into and effective as of October 1, 2015, by and between 24 Hour Fitness Holdings LLC, a Delaware limited liability company ("Assignor") and RS Fit Holdings LLC, a Delaware limited liability company ("Assignee").

WHEREAS, Assignor is the owner in the United States of the trademarks listed in the attached Schedule A, all applications and registrations pertaining thereto, and all common law rights associated therewith, together with all goodwill arising from the use of and symbolization by said trademarks (collectively referred to herein as the "Trademarks");

WHEREAS, Assignor desires to transfer all right, title and interest in and to the Trademarks, including, without limitation, all applications and registrations pertaining thereto, and all common law rights associated therewith, together with all goodwill arising from the use of and symbolized by the Trademarks;

NOW, THEREFORE, in consideration of their mutual interests and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor and Assignee agree as follows:

1. Assignor hereby assigns, transfers, sells, conveys, and delivers to Assignee, its successors and assigns, all right, title and interest in and to the Trademarks throughout the world, including, without limitation, the goodwill of the business appurtenant thereto and which is symbolized thereby, including the right to license to others and the right to renew any trademark registration which shall issue from the applications included in the Trademarks, to be held and enjoyed by Assignee for its own use and benefit and for the use and benefit of its successors, assigns and legal representatives, to be used as fully and entirely as said rights would have been held and enjoyed by Assignor had this assignment not been made.

2. Assignor authorizes Assignee to record this Assignment in the United States Patent and Trademark Office and in similar government offices throughout the world.

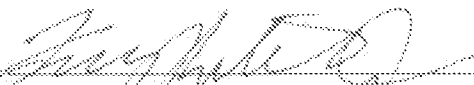
IN WITNESS WHEREOF, Assignor has executed and delivered this instrument to Assignee on the date first noted above, and Assignee acknowledges receipt of the same.

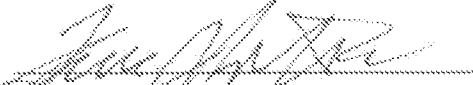
ASSIGNOR:

ASSIGNEE:

24 HOUR FITNESS HOLDINGS LLC

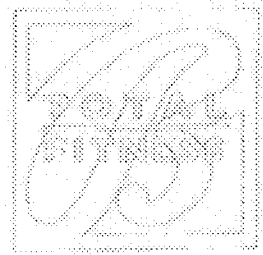
RS FIT HOLDINGS LLC

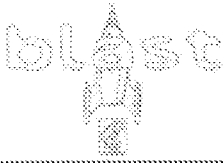

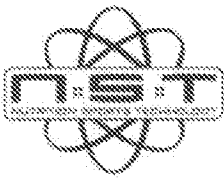
By:   
Name: Frank J. Napolitano  
Title: President

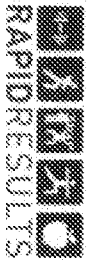
By:   
Name: Frank J. Napolitano  
Title: President

SCHEDULE A

Mark	Application No.	Application Date	Registration No.	Registration Date
1-800-FITNESS	75/665,710	03/22/1999	2,374,747	08/08/2000
1-800-WORKOUT	74/679,133	05/23/1995	1,973,571	05/07/1996
B and Design 	74/640,369	02/24/1995	2,050,699	01/14/1997
B and Design 	78/878,020	05/05/2006	3,357,795	12/18/2007
B BALLY SPORT and Design 	85/198,686	12/15/2010	4,158,591	08/13/2012
B BALLY TOTAL FITNESS and Design 	74/688,601	06/16/1995	2,020,345	12/03/1996
B BALLY TOTAL FITNESS and Design 	74/655,244	04/03/1995	1,973,721	05/14/1996
B BALLY TOTAL FITNESS and Design 	78/816,387	02/15/2006	3,219,807	03/20/2007
B BALLY TOTAL FITNESS and Design 	78/551,008	01/20/2005	3,146,750	09/19/2006

Mark	Application No.	Application Date	Registration No.	Registration Date
B FIT and Design 	85/345,742	06/14/2011	4,283,589	01/29/2013
B ON THE MOVE and Design 	85/109,557	08/17/2010	4,040,599	10/18/2011
B TOTAL FITNESS and Design 	78/320,358	10/29/2003	2,993,236	09/05/2005
B TRIM	75/150,077	08/14/1996	2,077,581	07/08/1997
BALLY ASSURANCE	77/866,132	11/05/2009	4,125,890	04/10/2012
BALLY SPORT	85/226,412	01/26/2011	4,155,414	08/26/2012
BALLY SPORTS CLUBS	85/116,794	08/26/2010	3,984,396	08/26/2011
BALLY THE MOST TRUSTED NAME IN FITNESS	77/862,939	11/02/2009	3,936,342	03/29/2011
BALLY TOTAL FITNESS	74/840,187	02/24/1995	1,992,150	08/06/1996
BALLY TOTAL FITNESS	75/769,429	08/06/1999	2,672,535	01/07/2003
BALLYFITNESS.COM	78/321,486	10/04/2001	2,582,192	09/18/2002
BEST START	77/413,596	03/05/2008	3,660,115	09/29/2009
BFIT	75/179,827	10/06/1996	2,533,193	01/29/2002
BFIT	75/179,791	10/10/1996	2,217,684	01/12/1999
BFIT	75/466,362	04/10/1998	2,840,454	05/11/2004
BFIT COMMUNITIES	78/371,903	02/15/2002	3,029,648	12/13/2005
BFIT GEAR	78/275,169	07/16/2003	2,912,905	12/21/2004
BFIT-RX	75/252,001	03/05/1997	2,519,918	12/18/2001

Mark	Application No.	Application Date	Registration No.	Registration Date
BLAST B BALLY TOTAL FITNESS and Design 	78/259,313	06/06/2003	2,961,011	06/07/2005
BLEAN	75/203,790	11/25/1996	2,339,487	04/11/2000
BTF-X	78/236,891	04/09/2003	2,934,079	03/15/2005
CLUB BALLY MEMBER REWARDS	78/782,606	12/29/2005	3,428,389	05/13/2008
ENERGY DRINK E BLAST B BALLY TOTAL FITNESS and Design 	76/434,195	07/25/2002	2,803,390	01/06/2004
KWANDIO	75/636,803	02/09/1999	2,302,269	12/21/1999
NST HI-PRO SHOT	77/091,076	01/25/2007	3,612,944	04/26/2009
NST MUSCLE COMPLEX	77/091,066	01/25/2007	3,489,388	08/19/2008
NST NITRIC FUSION	77/107,566	02/14/2007	3,502,317	09/16/2008
NST NUTRITION SPORTS TECHNOLOGY and Design 	77/186,261	05/21/2007	3,559,570	01/13/2009
PINNACLE FITNESS	74/837,175	02/22/1995	1,865,334	04/02/1996
POWER HOUR	88/299,036	06/03/2014		
POWERBALL	75/872,616	12/15/1999	2,456,429	05/29/2001
POWERFLEX	75/575,164	10/22/1998	2,380,507	08/29/2000
RAPID RESULTS	75/696,023	05/03/1999	2,426,244	02/06/2001

Mark	Application No.	Application Date	Registration No.	Registration Date
RAPID RESULTS and Design 	77/766,598	08/23/2009	4,019,942	08/30/2011
RESOLUTION REBOOT	85/231,244	02/01/2011	4,044,268	10/25/2011
RIVER EAST CLUB	85/085,193	08/17/2010	3,953,883	05/03/2011
SHAPE-UP SWEEPSTAKES	78/261,380	06/12/2003	2,953,473	05/17/2005
SNACK RIGHT	75/693,802	04/29/1999	2,470,323	07/17/2001
THE 30 MINUTE WORKOUT	74/049,234	04/16/1990	1,857,665	09/17/1991
TOTAL RESULTS GROUP WEIGHT LOSS	77/079,738	01/10/2007	3,595,348	03/24/2009
TOTAL RESULTS WEIGHT LOSS SOLUTION	77/079,149	01/08/2007	3,509,268	09/30/2008