

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM616336

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNMENT OF SECURITY INTEREST IN INTELLECTUAL PROPERTY - Reel/Frame 6338/0929

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
MORGAN STANLEY SENIOR FUNDING, INC.		12/22/2020	Corporation:

RECEIVING PARTY DATA

Name:	WILMINGTON TRUST, NATIONAL ASSOCIATION
Street Address:	50 South Sixth Street
Internal Address:	Suite 1290
City:	Minneapolis
State/Country:	MINNESOTA
Postal Code:	55402
Entity Type:	National Banking Association: UNITED STATES

PROPERTY NUMBERS Total: 43

Property Type	Number	Word Mark
Registration Number:	1657665	THE 30 MINUTE WORKOUT
Registration Number:	1992150	BALLY TOTAL FITNESS
Registration Number:	2217664	BFIT
Registration Number:	2339487	BLEAN
Registration Number:	2518918	BFIT-RX
Registration Number:	2840454	BFIT
Registration Number:	2380507	POWERFLEX
Registration Number:	2302269	KWANDO
Registration Number:	2374747	1-800-FITNESS
Registration Number:	2470323	SNACK RIGHT
Registration Number:	2426244	RAPID RESULTS
Registration Number:	2672535	BALLY TOTAL FITNESS
Registration Number:	2456429	POWERBALL
Registration Number:	2582192	BALLYFITNESS.COM
Registration Number:	2803390	ENERGY DRINK E BLAST B BALLY TOTAL FITNE
Registration Number:	3509268	TOTAL RESULTS WEIGHT LOSS SOLUTION
Registration Number:	3489388	NST MUSCLE COMPLEX

CH \$1090.00 1657665

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	3612944	NST HI-PRO SHOT
Registration Number:	3502317	NST NITRIC FUSION
Registration Number:	3559570	NST NUTRITION SPORTS TECHNOLOGY
Registration Number:	3690115	BEST START
Registration Number:	3357795	B
Registration Number:	4158591	B BALLY SPORT
Registration Number:	4165414	BALLY SPORT
Registration Number:	4283589	B FIT
Registration Number:	5586426	POWER HOUR
Registration Number:	5261820	BFIT
Registration Number:	5261821	BFIT
Serial Number:	87069964	BFIT COMMUNITIES
Serial Number:	87236241	B BALLY TOTAL FITNESS
Serial Number:	87236565	B BALLY TOTAL FITNESS
Serial Number:	87255985	B BALLY TOTAL FITNESS
Serial Number:	87378415	B BALLY TOTAL FITNESS
Serial Number:	87391484	BALLY THE MOST TRUSTED NAME IN FITNESS
Serial Number:	87479724	BFIT
Serial Number:	87501530	BFIT
Serial Number:	87501532	BFIT
Serial Number:	87509725	BALLY SPORTS CLUBS
Serial Number:	87513533	B
Serial Number:	87522226	B TRIM
Serial Number:	87522240	B TRIM
Serial Number:	87592667	RAPID RESULTS
Serial Number:	87832703	1-800-WORKOUT

CORRESPONDENCE DATA

Fax Number: 2123108007

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: 2123108000

Email: juan.arias@weil.com

Correspondent Name: Adam Bernstein

Address Line 1: Weil, Gotshal & Manges LLP

Address Line 2: 767 Fifth Avenue

Address Line 4: New York, NEW YORK 10153

ATTORNEY DOCKET NUMBER: A. Bernstein - 78028.0004

NAME OF SUBMITTER: Adam Bernstein

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**ASSIGNMENT OF
SECURITY INTEREST IN INTELLECTUAL PROPERTY**

This ASSIGNMENT OF SECURITY INTEREST IN INTELLECTUAL PROPERTY (the “Assignment”) dated as of December 22, 2020, is made by MORGAN STANLEY SENIOR FUNDING, INC., as assignor (the “Assignor”) in favor of WILMINGTON TRUST, NATIONAL ASSOCIATION, as assignee (the “Assignee”). Capitalized terms used but not defined herein shall have the meanings given to them in the Intellectual Property Security Agreement (as defined below) unless otherwise specified herein.

WHEREAS, pursuant to a Credit Agreement, dated as of May 31, 2018 (as amended, restated, supplemented or otherwise modified from time to time), by and among 24 HOUR FITNESS WORLDWIDE, INC., as Borrower, 24 HOUR HOLDINGS II LLC, as Holdings, the Assignor, as Administrative Agent and Collateral Agent, the Lenders party thereto, and the other parties thereto from time to time (the “Credit Agreement”), 24 HOUR FITNESS USA, INC. and RS FIT HOLDINGS LLC (each a “Grantor” and together the “Grantors”) entered into a Security Agreement, dated May 31, 2018 with Assignor, as Collateral Agent (as amended, restated, supplemented or otherwise modified from time to time, the “Security Agreement”);

WHEREAS, pursuant to the Security Agreement, the Grantors executed and delivered an Intellectual Property Security Agreement, dated May 31, 2018, in favor of the Assignor (the “Intellectual Property Security Agreement”), which was recorded in the United States Patent and Trademark Office on May 31, 2018 at Reel/Frame 6338/0835 (with respect to 24 Hour Fitness) and at Reel/Frame 6338/0929 (with respect to RS Fit Holdings), and recorded in the United States Copyright Office on June 4, 2018 at Volume 9962, Document 801;

WHEREAS, pursuant to the Security Agreement and the Intellectual Property Security Agreement, each Grantor granted to the Assignor (as Collateral Agent), for the ratable benefit of the Secured Parties, a security interest (the “Security Interest”) in all of such Grantor’s right title and interest in and to the Collateral, including (i) the patents and patent applications set forth in Schedule A hereto, (ii) the trademark and service mark registrations and applications set forth in Schedule B hereto, (iii) the copyright registrations set forth in Schedule C hereto; and (iv) the agreements set forth in Schedule D hereto;

WHEREAS, pursuant to that certain Resignation, Appointment and Amendment Agreement, dated December 22, 2020, by and among Assignor, Assignee, certain of the Lenders under the Credit Agreement, 24 HOUR FITNESS WORLDWIDE, INC., and 24 HOUR HOLDINGS II LLC, (i) Assignor resigned as Collateral Agent and Assignee was appointed the successor Collateral Agent, (ii) Assignor transferred, assigned, granted and conveyed unto Assignee, as Collateral Agent, all of its right, title and interest in and to the Security Agreement, the Intellectual Property Security Agreement, and the Security Interest in the Collateral; and

WHEREAS, Assignor and Assignee wish to confirm and record the assignment of the Intellectual Property Security Agreement and the Security Interest in the Collateral by Assignor to Assignee.


NOW THEREFORE, in consideration of the foregoing premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor

hereby transfers, assigns, grants and conveys unto Assignee, and Assignee hereby assumes, all of Assignor's right, title and interest in and to the Intellectual Property Security Agreement and the Security Interest in the Collateral. This Assignment may be executed by the parties to this Assignment in any number of separate counterparts (including by facsimile or PDF signatures), and all of said counterparts taken together shall be deemed to constitute one and the same instrument.

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IN WITNESS WHEREOF, the parties hereto have caused this Assignment to be executed by their respective duly authorized officers.

MORGAN STANLEY SENIOR FUNDING, INC.,
as Assignor

By:  _____
Name: Lisa Hanson
Title: VP

Accepted:

WILMINGTON TRUST, NATIONAL
ASSOCIATION, as Assignee

By: 
Name: Nicole Kroll
Title: Assistant Vice President

[Signature Page to Assignment of Security Interest in Intellectual Property]

TRADEMARK
REEL: 007144 FRAME: 0564

Schedule A

Patents

US PATENTS AND PATENT APPLICATIONS

None.





FOREIGN PATENTS AND PATENT APPLICATIONS



None.








Schedule B






24 Hour Fitness USA, Inc.



Trademarks

UNITED STATES									
Mark	Design	Country	Application No.	Application Date	Registration No.	Registration Date	Classes	Status	
24 HOUR FITNESS ULTRA-SPORT		California			57969	Jul-30-2003	41	Registered	
LOOK BETTER NAKED		California			098920	May-24-1994	25	Registered	
10TH DEGREE & Horizontal Design (B&W)		US	87/032093	May-10-2016			38	Application allowed	
10TH DEGREE & Horizontal Design (B&W)		US	87/032094	May-10-2016			41	Application allowed	
10TH DEGREE & Vertical Design (B&W)		US	87/032102	May-10-2016			38	Application allowed	
10TH DEGREE & Vertical Design (B&W)		US	87/032103	May-10-2016			41	Application allowed	
24 7 FITNESS		US	85/101440	Aug-05-2010	4572642	Jul-22-2014	44	Registered	
24 7 FITNESS		US	85/975858	Aug-05-2010	4072074	Dec-13-2011	41	Registered	
24 HOUR FITNESS		US	74/641199	Mar-02-1995	2130895	Jan-20-1998	18, 25, 41	Registered	
24 HOUR FITNESS		US	77/598269	Oct-20-2008	4132191	Apr-24-2012	42	Registered	

Mark	Design	Country	Application No.	Application Date	Registration No.	Registration Date	Classes	Status
24 HOUR FITNESS		US	87/117245	Jul-26-2016			09	Application allowed
24 HOUR FITNESS		US	87/479727	Jun-07-2017			09	Application allowed
24 HOUR FITNESS		US	87/768560	Jan-24-2018			38	Pending
24 HOUR FITNESS		US	87/768567	Jan-24-2018			41	Pending
24 HOUR FITNESS		US	87/768571	Jan-24-2018			42	Pending
24 HOUR FITNESS		US	87/768572	Jan-24-2018			44	Pending
24 HOUR FITNESS & Design		US	75/772179	Aug-09-1999	2395501	Oct-17-2000	35, 41	Registered
24 HOUR FITNESS & Design		US	75/818537	Oct-07-1999	2477323	Aug-14-2001	41	Registered
24 HOUR FITNESS & Design (color)		US	77/863843	Nov-03-2009	3806844	Jun-22-2010	41	Registered
24 HOUR FITNESS & Design (color)		US	85/077248	Jul-02-2010	3971927	May-31-2011	35	Registered
24 HOUR FITNESS & Design (color)		US	85/077395	Jul-02-2010	4032527	Sep-27-2011	25	Registered
24 HOUR FITNESS & Design (color)		US	87/607391	Sep-13-2017			25	Application allowed
24 HOUR FITNESS & Design (new)		US	76/245751	Apr-23-2001	2549894	Mar-19-2002	41	Registered
24 HOUR FITNESS & Design (new)		US	76/245850	Apr-23-2001	2633150	Oct-08-2002	18, 25, 35, 42	Registered
24 HOUR FITNESS & Design (new)		US	87/767423	Jan-23-2018			28	Pending
24 HOUR FITNESS & Design (new)		US	87/768575	Jan-24-2018			41	Pending

Mark	Design	Country	Application No.	Application Date	Registration No.	Registration Date	Classes	Status
24 HOUR FITNESS 24 7 FITNESS and Design		US	77/063794	Dec-13-2006	3665437	Aug-11-2009	41	Registered
24 HOUR FITNESS ACTIVE		US	76/200768	Jan-25-2001	2684457	Feb-04-2003	41	Registered
24 HOUR FITNESS and Circle Design		US	85/774512	Nov-08-2012	4476867	Feb-04-2014	25, 41	Registered
24 HOUR FITNESS and Circle Design		US	87/768579	Jan-24-2018			09	Pending
24 HOUR FITNESS DO MORE and Design		US	87/498308	Jun-20-2017			41	Application allowed
24 HOUR FITNESS DO MORE WITH YOUR 24 and Design		US	87/498312	Jun-20-2017			41	Published
24 HOUR FITNESS EXPRESS		US	78/304368	Sep-23-2003	2926364	Feb-15-2005	41	Registered
24 HOUR FITNESS SPORT		US	76/002229	Mar-16-2000	2499844	Oct-23-2001	41	Registered
24 HOUR FITNESS ULTRA-SPORT		US	76/200767	Jan-25-2001	3083119	Apr-18-2006	41	Registered
24 MINUTE WORKOUT & Design		US	78/655955	Jun-22-2005	3410441	Apr-08-2008	41	Registered
247 FITNESS & Design		US	85/673847	Jul-11-2012	4419597	Oct-15-2013	41	Registered
24CYCLE		US	78/193617	Dec-11-2002	2766955	Sep-23-2003	41	Registered
24GO		US	87/277099	Dec-21-2016	5424562	Mar-13-2018	38	Registered

Mark	Design	Country	Application No.	Application Date	Registration No.	Registration Date	Classes	Status
24GO		US	87/277102	Dec-21-2016			41, 44	Application allowed
24GO		US	87/277104	Dec-21-2016			42	Application allowed
24GO		US	87/579713	Aug-22-2017			09	Application allowed
24GO and Design		US	87/277108	Dec-21-2016	5424563	Mar-13-2018	38	Registered
24GO and Design		US	87/277111	Dec-21-2016			41, 44	Application allowed
24GO and Design		US	87/277113	Dec-21-2016			42	Application allowed
24GO and Design		US	87/579715	Aug-22-2017			09	Application allowed
24HOURFITNESS.COM		US	75/684566	Apr-14-1999	2395153	Oct-17-2000	42	Registered
24LIFE		US	86/911263	Feb-17-2016			09	Application allowed
24LIFE		US	86/911264	Feb-17-2016			18	Application allowed
24LIFE		US	86/911265	Feb-17-2016			42	Application allowed
24LIFE		US	86/911266	Feb-17-2016			41, 44	Application allowed
24LIFE & Design		US	86/496818	Jan-06-2015	4902785	Feb-16-2016	41	Registered

Mark	Design	Country	Application No.	Application Date	Registration No.	Registration Date	Classes	Status
24LIFE & Design		US	86/911268	Feb-17-2016			05	Application allowed
24LIFE & Design		US	86/911269	Feb-17-2016			35	Application allowed
24LIFE & Design		US	86/914040	Feb-19-2016			25	Application allowed
24LIFE & Design		US	86/914042	Feb-19-2016			10, 28	Application allowed
24LIFE & Design		US	87/154453	Aug-29-2016			41	Application allowed
24LIFE & Design		US	87/427093	Apr-26-2017			10, 28	Application allowed
24SEVEN & Design		US	77/063801	Dec-13-2006	3818751	Jul-13-2010	41	Registered
24STORE		US	87/592695	Aug-31-2017			35	Pending
APEX		US	85/076576	Jul-01-2010	4020452	Aug-30-2011	05	Registered
APEX & Design (b&w)		US	86/601900	Apr-17-2015			05	Application allowed
APEX & Design (color)		US	86/601904	Apr-17-2015			05	Application allowed
APEX (Stylized)		US	78/346264	Dec-29-2003	2936205	Mar-29-2005	05	Registered
APEX FIT 150 & Design		US	85/483617	Nov-30-2011	4179095	Jul-24-2012	29	Registered

Mark	Design	Country	Application No.	Application Date	Registration No.	Registration Date	Classes	Status
APEX FIT 150 & Design	F150	US	85/550873	Feb-23-2012	4283994	Jan-29-2013	05	Registered
APEX FITNESS		US	87/598352	Sep-06-2017			35	Application allowed
BFIT GEAR		US	86/671196	Jun-23-2015			10, 28, 09	Application allowed
BODYBUGG		US	87/414503	Apr-17-2017			09	Application allowed
BODYBUGG		US	87/427129	Apr-26-2017			09	Application allowed
BODYBUGG		US	87/427136	Apr-26-2017			42, 44	Application allowed
BODYBUGG		US	87/553827	Aug-02-2017			42	Published
BODYBUGGSP		US	87/581312	Aug-23-2017			09	Published
DO MORE WITH YOUR 24		US	87/498311	Jun-20-2017	5379780	Jan-16-2018	41	Registered
FIT LITE		US	78/549437	Jan-18-2005	3415627	Apr-22-2008	41	Registered
FIT:PERKS		US	86/486985	Dec-19-2014	5096067	Dec-06-2016	42, 44	Registered
FIT:PERKS (Stylized)		US	78/113388	Mar-07-2002	2785019	Nov-18-2003	35	Registered
FIT4SOY		US	77/663664	Feb-04-2009	3669142	Aug-18-2009	29	Registered
FITNESS DONE RIGHT		US	87/553772	Aug-02-2017			41	Published
FITNESS MADE FUN AND EASY FOR EVERYONE		US	77/654830	Jan-22-2009	4321289	Apr-16-2013	41	Registered
FUEL UP		US	78/25449	May-28-2003	2838792	May-04-2004	35	Registered
GET IN GET OUT GET FIT		US	78/550259	Jan-19-2005	3276519	Aug-07-2007	41	Registered

Mark	Design	Country	Application No.	Application Date	Registration No.	Registration Date	Classes	Status
GET IN, GET OUT, GET FIT. (Stylized)	get in, get out, get fit.	US	78/579573	Mar-03-2005	3269420	Jul-24-2007	41	Registered
GROUP X		US	75/584296	Nov-06-1998	2350909	May-16-2000	41	Registered
GX24		US	86/909572	Feb-16-2016	5045476	Sep-20-2016	41	Registered
GX24 & Design (black)	GX24	US	87/262419	Dec-08-2016			41	Application allowed
GX24 & Design (blue)	GX24	US	87/262411	Dec-08-2016			25	Application allowed
GX24 & Design (blue)	GX24	US	87/262417	Dec-08-2016			10, 28	Pending
HOOPSS24		US	77/487735	May-30-2008	4190902	Aug-14-2012	25	Registered
HOOPSS24		US	86/670655	Jun-22-2015			41	Application allowed
LIVE24		US	87/479729	Jun-07-2017			35	Application allowed
MV24		US	85/157397	Oct-20-2010	4106485	Feb-28-2012	09	Registered
MY24		US	85/268887	Mar-16-2011	4258397	Dec-11-2012	41	Registered
PITCH24		US	86/493704	Dec-31-2014	4756080	Jun-16-2015	35	Registered
PITCH24		US	86/493705	Dec-31-2014	4760426	Jun-23-2015	41	Registered
SHOP24		US	87/479731	Jun-07-2017			35	Application allowed
STORE24		US	87/479733	Jun-07-2017			35	Pending
STUDIO24		US	87/912488	May-08-2018			41	Pending
THE LOOP		US	87/725208	Dec-18-2017			41	Pending
WE ARE 24		US	86/439888	Oct-30-2014			44, 09, 16, 18, 21, 24, 25, 28, 41, 42	Application allowed








Mark	Design	Country	Application No.	Application Date	Registration No.	Registration Date	Classes	Status
WE ARE 24 & Design		US	86/439891	Oct-30-2014			41	Application allowed
YOU24		US	87/902084	May-01-2018			41	Pending
FOREIGN								
24 HOUR FITNESS		Argentina	2,997,385	Mar-17-1999	2,442,725	May-30-2011	18	Registered
24 HOUR FITNESS		Argentina	2,997,393		2,442,724	May-30-2011	25	Registered
24 HOUR FITNESS		Argentina	2,208,490	Mar-17-1999	2,442,723	May-11-2000	25	Registered
24 HOUR FITNESS & Design (color)		Argentina	3,071,660	Mar-10-2011	2,598,854	Nov-19-2013	41	Registered
24 HOUR FITNESS & Design (new)		Argentina	3,071,661	Mar-10-2011	2,670,676	Aug-14-2014	41	Registered
24 HOUR FITNESS		Australia	788,963	Mar-19-1999	788,963	May-22-2002	18, 25	Registered
24 HOUR FITNESS & Design (new)		Australia	892,750	Oct-22-2001	892,750	Mar-05-2002	18, 25, 41	Registered
BODYBUGG		Australia	1,386,155	Mar-22-2010	1,049,556	Mar-22-2010	09, 35, 42	Registered
24 HOUR FITNESS & Design (new)		Brazil	824,127,684	Oct-23-2001	824,127,684	Feb-10-2009	41	Registered
24 HOUR FITNESS		Canada	871,890	Mar-11-1998	534,899	Oct-17-2000	-	
24 HOUR FITNESS & Design		Canada	1,095,447	Mar-09-2001	705,230	Jan-22-2008	-	
24 HOUR FITNESS & Design (new)		Canada	1,119,278	Oct-23-2001	705,315	Jan-22-2008	-	
BODYBUGG		Canada	1,473,148	Mar-15-2010	806,156	Sep-07-2011	-	
24 HOUR FITNESS		Chile	453,914	Jul-06-1999	888,376	Dec-30-1999	41	
24 HOUR FITNESS		Chile	453,913	Jul-06-1999	888,375	Dec-30-1999	18, 25	
24 HOUR FITNESS & Design (new)		Chile	546,862	Oct-22-2001	979,462	Jun-07-2002	41	



Mark	Design	Country	Application No.	Application Date	Registration No.	Registration Date	Classes	Status
24 Hour Fitness		China	9900044915	Apr-28-1999	1724706	Mar-07-2002	18	Registered
24 HOUR FITNESS		China	11741655	Nov-14-2012	11741655	Apr-21-2014	41	Registered
24 HOUR FITNESS & Design (new)		China	11741637	Nov-14-2012	11741637	Apr-21-2014	41	Registered
24 HOUR FITNESS & Design (new)		China	3002300	Oct-23-2001	3002300	Apr-07-2003	41	Registered
24 HOUR FITNESS		European Community	002083467	Feb-12-2001	002083467	Oct-20-2003	16, 35, 41, 42	Registered
24 HOUR FITNESS & Design (new)		European Community	002417871	Oct-19-2001	002417871	Jan-24-2003	18, 41	Registered
APEX FITNESS GROUP		European Community	002985034	Dec-17-2002	002985034	Dec-21-2004	35, 41, 09	Registered
BODYBUGG		European Community	1049556	Mar-22-2010	1049556	Mar-22-2010	35, 42, 09	Registered
24 FITNESS		Germany	30133751.9	May-31-2001	30133751	Aug-01-2001	41	Registered
FITNESS 24 & Design in color		Germany	30102676	Jan-18-2001	30102676	Apr-09-2003	18, 25, 28, 35, 41, 42	Registered
24 HOUR FITNESS		Greece	761189	Jul-26-2000	92	Oct-17-2002	42	Registered
BODYBUGG		Hong Kong	301562751	Mar-12-2010	301562751	Nov-29-2010	09, 35, 42, 44	Registered
24 HOUR FITNESS		India	858830	Jun-01-1999	858830	Oct-11-2005	16	Registered
APEX		India	2043455	Oct-25-2010	1383690	Oct-26-2016	35	Registered
APEX		India	2043453	Oct-25-2010			05	Opposed
24 HOUR FITNESS		Japan	24165-1999	Mar-09-1999	4453937	Feb-16-2001	18, 25, 41	Registered
24 HOUR FITNESS & Design (new)		Japan	6213-2009	Jan-30-2009	5307181	Mar-05-2010	41	Registered
24 HOUR FITNESS & Design (new)		Japan	2012-93015	Nov-15-2012	5619664	Oct-04-2013	25	Registered
BODYBUGG		Japan	IR 1049556	Mar-22-2010	IR 1049556	Mar-22-2010	09, 35, 42	Registered






Mark	Design	Country	Application No.	Application Date	Registration No.	Registration Date	Classes	Status
24 HOUR FITNESS		Singapore	T99/02954Z	Mar-25-1999	T99/02954Z	Mar-25-1999	25	Registered
24 HOUR FITNESS		Singapore	T99/02952C	Mar-25-1999	T99/02952C	Mar-25-1999	18	Registered
24 HOUR FITNESS & Design (new)		Singapore	T01/16569E	Oct-22-2001	T01/16569E	Apr-23-2001	42	Registered
24 HOUR FITNESS & Design (new)		Singapore	T01/16568G	Oct-22-2001	T01/16568G	Apr-23-2001	41	Registered
24 HOUR FITNESS & Design (new)		Singapore	T01/16567I	Oct-22-2001	T01/16567I	Apr-23-2001	25	Registered
24 HOUR FITNESS & Design (new)		Singapore	T01/16566J	Oct-22-2001	T01/16566J	Apr-23-2001	18	Registered
BODYBUGG		Singapore	T1012692C	Mar-22-2010	1049556		09, 35, 42	Registered
24 HOUR FITNESS & Design (new)		Switzerland	10200/2001	Oct-22-2001	P498266	Apr-24-2002	18, 25, 41, 44	Registered
24 HOUR FITNESS		Taiwan	101063929	Nov-09-2012	01636235	Apr-01-2014	25, 41	Registered
24 HOUR FITNESS		Taiwan	89077225	Dec-29-2000	01098700	May-01-2004	35	Registered
24 HOUR FITNESS		Taiwan	88015705	Apr-09-1999	00904093	Sep-01-2000	25	Registered
24 HOUR FITNESS		Taiwan	88015704	Apr-09-1999	00901353	Aug-16-2000	18	Registered
24 HOUR FITNESS & Design (new)		Taiwan	101063934	Nov-09-2012	01601987	Oct-01-2013	25, 41	Registered
24 HOUR FITNESS & Design (new)		Taiwan	101009442	Feb-29-2012	1579865	May-16-2013	41	Registered
BODYBUGG		Taiwan	099011577	Mar-16-2010	01543138	Oct-16-2012	09, 35, 42, 44	Registered




RS FIT Holdings LLC










*Note that all marks currently in the name of Bally Total Fitness Holding Corporation are pending record of assignment to RS FIT Holdings LLC

Mark	Design	Country	Application No.	Application Date	Registration No.	Registration Date	Classes	Status	Owner
UNITED STATES									
1-800-FITNESS		US	75/665710	Mar-22-1999	2374747	Aug-08-2000	41	Registered	RS FIT Holdings LLC
1-800-WORKOUT		US	87/832703	Mar-19-2018			41	Pending	RS FIT Holdings LLC
B (Stylized)		US	87/613553	Jun-30-2017			41	Application allowed	RS FIT Holdings LLC
B and Design		US	79/878020	May-05-2006	3357795	Dec-18-2007	41	Registered	RS FIT Holdings LLC
B BALLY SPORT & Design		US	85/198666	Dec-15-2010	4156591	Jun-12-2012	41	Registered	RS FIT Holdings LLC
B BALLY TOTAL FITNESS & Black Rectangle Design		US	87/236241	Nov-14-2016			41	Application allowed	RS FIT Holdings LLC
B BALLY TOTAL FITNESS & Design		US	87/255985	Dec-02-2016			41	Application allowed	RS FIT Holdings LLC
B BALLY TOTAL FITNESS & White Square Design		US	87/236665	Nov-14-2016			41	Application allowed	RS FIT Holdings LLC
B BALLY TOTAL FITNESS and Circle Design		US	87/378415	Mar-20-2017			41	Suspended	RS FIT Holdings LLC







Mark	Design	Country	Application No.	Application Date	Registration No.	Registration Date	Classes	Status	Owner
B FIT & Design		US	85/345742	Jun-14-2011	4283589	Jan-29-2013	41	Registered	RS FIT Holdings LLC
B TRIM		US	87/522226	Jul-10-2017			05	Published	RS FIT Holdings LLC
B TRIM		US	87/522240	Jul-10-2017			41	Application allowed	RS FIT Holdings LLC
BALLY SPORT		US	85/226412	Jan-26-2011	4165414	Jun-26-2012	41	Registered	RS FIT Holdings LLC
BALLY SPORTS CLUBS		US	87/509725	Jun-28-2017			41	Published	RS FIT Holdings LLC
BALLY THE MOST TRUSTED NAME IN FITNESS		US	87/391484	Mar-29-2017			41	Suspended	RS FIT Holdings LLC
BALLY TOTAL FITNESS		US	74/640187	Feb-24-1995	1992150	Aug-06-1996	41	Registered	RS FIT Holdings LLC
BALLY TOTAL FITNESS		US	75/789429	Aug-06-1999	2672535	Jan-07-2003	09	Registered	RS FIT Holdings LLC
BALLYFITNESS.COM		US	76/321486	Oct-04-2001	2582192	Jun-18-2002	41	Registered	RS FIT Holdings LLC
BEST START		US	77/413596	Mar-05-2008	3890115	Sep-29-2009	41	Registered	RS FIT Holdings LLC
BFIT		US	75/179791	Oct-10-1996	2217664	Jan-12-1999	41	Registered	RS FIT Holdings LLC
BFIT		US	75/466362	Apr-10-1998	2840454	May-11-2004	28	Registered	RS FIT Holdings LLC
BFIT and Design (black & white)		US	87/501530	Jun-22-2017			44	Application allowed	RS FIT Holdings LLC











Mark	Design	Country	Application No.	Application Date	Registration No	Registration Date	Classes	Status	Owner
BFIT and Design (black & white)		US	86/80296	Nov-13-2015	5261821	Aug-08-2017	41	Registered	RS FIT Holdings LLC
BFIT and Design (color)		US	87/49724	Jun-07-2017			09	Pending	RS FIT Holdings LLC
BFIT and Design (color)		US	87/501532	Jun-22-2017			44	Application allowed	RS FIT Holdings LLC
BFIT and Design (color)		US	86/820294	Nov-13-2015	5261820	Aug-08-2017	41	Registered	RS FIT Holdings LLC
BFIT COMMUNITIES		US	87/069964	Jun-13-2016			36, 41	Application allowed	RS FIT Holdings LLC
BFIT-RX		US	75/525001	Mar-05-1997	2518918	Dec-18-2001	05	Registered	RS FIT Holdings LLC
BLEAN		US	75/203790	Nov-25-1996	2339487	Apr-11-2000	05	Registered	RS FIT Holdings LLC
ENERGY DRINK E BLAST B BALLY TOTAL FITNESS & Design		US	76/434195	Jul-25-2002	2003390	Jan-06-2004	05, 32	Registered	RS FIT Holdings LLC
KWANDO		US	75/636803	Feb-09-1999	2302269	Dec-21-1999	41	Registered	RS FIT Holdings LLC
NST HI-PRO SHOT		US	77/091076	Jan-25-2007	3612944	Apr-28-2009	05	Registered	RS FIT Holdings LLC
NST MUSCLE COMPLEX		US	77/091066	Jan-25-2007	3489988	Aug-19-2008	05	Registered	RS FIT Holdings LLC
NST NITRIC FUSION		US	77/107566	Feb-14-2007	3502317	Sep-16-2008	05	Registered	RS FIT Holdings LLC





Mark	Design	Country	Application No.	Application Date	Registration No.	Registration Date	Classes	Status	Owner
NST NUTRITION SPORTS TECHNOLOGY & Design		US	77186261	May-21-2007	3559570	Jan-13-2009	05	Registered	RS FIT Holdings LLC
POWER HOUR		US	86299036	Jun-03-2014			41	Application allowed	RS FIT Holdings LLC
POWERBALL		US	75872616	Dec-15-1999	2456429	May-29-2001	41	Registered	RS FIT Holdings LLC
POWERFLEX		US	75575164	Oct-22-1998	2380507	Aug-29-2000	41	Registered	RS FIT Holdings LLC
RAPID RESULTS		US	75698023	May-03-1999	2426244	Feb-06-2001	41	Registered	RS FIT Holdings LLC
RAPID RESULTS & Design		US	87592667	Aug-31-2017			41	Pending	RS FIT Holdings LLC
SNACK RIGHT		US	75693802	Apr-29-1999	2470323	Jul-17-2001	05	Registered	RS FIT Holdings LLC
THE 30 MINUTE WORKOUT		US	74049234	Apr-16-1990	1657665	Sep-17-1991	41	Registered	RS FIT Holdings LLC
TOTAL RESULTS WEIGHT LOSS SOLUTION		US	77078149	Jan-08-2007	3509268	Sep-30-2008	41, 44	Registered	RS FIT Holdings LLC
FOREIGN									
B BALLY TOTAL FITNESS & Black Rectangle Design		Australia	921850	Aug-01-2002	921850	Jun-24-2003	05, 28, 41	Registered	RS FIT Holdings LLC
BALLY TOTAL FITNESS		Australia	921849	Aug-01-2002	921849	Jun-24-2003	05, 28, 41	Registered	RS FIT Holdings LLC



Mark	Design	Country	Application No.	Application Date	Registration No.	Registration Date	Classes	Status	Owner
B & Design		Bahamas	29589	Jul-06-2006	29589	Jan-15-2012	49	Registered	RS FIT Holdings LLC
B & Design		Bahamas	29588	Jul-06-2006	29588	Jan-18-2012	38	Registered	RS FIT Holdings LLC
B BALLY TOTAL FITNESS & Circle Design		Bahamas	29591	Jul-06-2006	29591	Jan-18-2012	49	Registered	RS FIT Holdings LLC
B BALLY TOTAL FITNESS & Circle Design		Bahamas	29590	Jul-06-2006			38	Pending	RS FIT Holdings LLC
B (Stylized)		Brazil	824082389	Jul-05-2001	824082389	Jul-31-2007	41	Registered	B (Stylized)
B (Stylized)		Brazil	824082370	Jul-05-2001	824082370	Jul-31-2007	05	Registered	B (Stylized)
B (Stylized)		Brazil	824082338	Jul-05-2001	824082338	Jul-31-2007	26	Registered	B (Stylized)
B BALLY TOTAL FITNESS & Black Rectangle Design		Brazil	824082362	Jul-05-2001	824082362	Dec-12-2006	41	Registered	B BALLY TOTAL FITNESS & Black Rectangle Design
B BALLY TOTAL FITNESS & Black Rectangle Design		Brazil	824082354	Jul-05-2001	824082354	Dec-12-2006	28	Registered	B BALLY TOTAL FITNESS & Black Rectangle Design








Mark	Design	Country	Application No.	Application Date	Registration No.	Registration Date	Classes	Status	Owner
B BALLY TOTAL FITNESS & Black Rectangle Design		Brazil	824082320	Jul-05-2001	824082320	Dec-12-2006	05	Registered	BALLY TOTAL FITNESS & Black Rectangular Design
BALLY TOTAL FITNESS		Brazil	824082311	Jul-05-2001	824082311	Dec-12-2006	28	Registered	BALLY TOTAL FITNESS
BALLY TOTAL FITNESS		Brazil	824082257	Jul-05-2001	824082257	Dec-12-2006	41	Registered	BALLY TOTAL FITNESS
BALLY TOTAL FITNESS		Brazil	824082249	Jul-05-2001	824082249	Dec-12-2006	05	Registered	BALLY TOTAL FITNESS
B & Design		Canada	1580247	Jun-04-2012	TMA868994	Jan-13-2014	-	Registered	Bally Total Fitness Holding Corporation*
B & Design		Canada	1306836	Jun-23-2006	827,831	Jul-10-2012	-	Registered	Bally Total Fitness Holding Corporation*
B BALLY TOTAL FITNESS & Black Rectangle Design		Canada	0806898	Mar-11-1996	TMA567815	Sep-23-2002	-	Registered	Bally Total Fitness Holding Corporation*
B BALLY TOTAL FITNESS & Circle Design		Canada	1580248	Jun-04-2012	TMA868888	Jan-13-2014	-	Registered	Bally Total Fitness Holding Corporation*
B BALLY TOTAL FITNESS & Circle Design		Canada	1291360	Feb-24-2006	694,308	Aug-20-2007	-	Registered	Bally Total Fitness Holding Corporation*
BALLY MATRIX FITNESS CENTRE		Canada	565612	Jul-02-1996	TMA356769	Jun-09-1999	-	Registered	Bally Total Fitness Holding Corporation*





Mark	Design	Country	Application No.	Application Date	Registration No.	Registration Date	Classes	Status	Owner
BALLY TOTAL		Canada	0806730	Mar-11-1996	TMA567850	Sep-23-2002	-	Registered	Bally Total Fitness Holding Corporation*
BUILD YOUR OWN MEMBERSHIP		Canada	1275366	Oct-12-2005	680,248	Jan-24-2007	-	Registered	Bally Total Fitness Holding Corporation*
BUILT TO FIT		Canada	1279753	Nov-16-2005	683,290	Mar-08-2007	-	Registered	Bally Total Fitness Holding Corporation*
B & Design		China	5438629	Jun-23-2006	5438629	Nov-21-2010	25	Registered	Bally Total Fitness Holding Corporation*
B & Design		China	5438628	Jun-23-2006	5438628	Jun-29-2011	28	Registered	Bally Total Fitness Holding Corporation*
B & Design		China	5438627	Jun-23-2006	5438627	Mar-28-2010	41	Registered	Bally Total Fitness Holding Corporation*
B (Stylized)		China	2000163857	Oct-25-2000	1749696	Apr-14-2002	41	Registered	Bally Total Fitness Holding Corporation*
B BALLY TOTAL FITNESS & Black Rectangle Design		China	200103450	Mar-12-2001	1949829	Nov-21-2002	41	Registered	Bally Total Fitness Holding Corporation*
BALLY		China	2000163856	Oct-25-2000	1794311	Jun-21-2002	41	Registered	Bally Total Fitness Holding Corporation*
BALLY (Stylized)		China	2001149066	Aug-15-2001	1986007	Mar-21-2003	41	Registered	Bally Total Fitness Holding Corporation*
BALLY TOTAL FITNESS		China	2000160395	Oct-19-2000	1759644	Apr-28-2002	41	Registered	Bally Total Fitness Holding Corporation*

Mark	Design	Country	Application No.	Application Date	Registration No.	Registration Date	Classes	Status	Owner
BALLY TOTAL FITNESS		China	5438626	Jun-23-2006	5438626	Nov-21-2009	25	Registered	Bally Fitness Holding Corporation*
BALLY TOTAL FITNESS in Chinese characters		China	5438625	Jun-23-2006	5438625	Aug-21-2009	25	Registered	Bally Fitness Holding Corporation*
BALLY TOTAL FITNESS in Chinese characters		China	4424044	Dec-20-2004	4424044	Nov-07-2008	28	Registered	Bally Fitness Holding Corporation*
BALLY TOTAL FITNESS		Dominican Republic	05/50640	Aug-04-2005	151069	Nov-29-2005	41	Registered	RS FIT Holdings LLC
BALLY TOTAL FITNESS		El Salvador	2010101879	Jun-24-2010	185	Jan-27-2011	41	Registered	RS FIT Holdings LLC
BALLY TOTAL FITNESS		El Salvador	2010101878	Jun-24-2010	174	Feb-04-2011	41	Registered	RS FIT Holdings LLC
B (Stylized)		European Community	1427087	Dec-16-1999	001427087	Mar-12-2001	05, 28, 41	Registered	RS FIT Holdings LLC
B BALLY TOTAL FITNESS & Black Rectangle Design		European Community	2316057	Jul-25-2001	002316057	Apr-03-2003	05, 28, 41	Registered	RS FIT Holdings LLC
B BALLY TOTAL FITNESS & Design (color)		European Community	4361606	Mar-29-2005	004361606	Apr-25-2006	05, 28, 41	Registered	RS FIT Holdings LLC
B FITNESS & Design		European Community	1391093	Nov-19-1999	001391093	Mar-07-2003	05, 41	Registered	RS FIT Holdings LLC

Mark	Design	Country	Application No.	Application Date	Registration No.	Registration Date	Classes	Status	Owner
BALLY FITNESS		European Community	1392646	Nov-22-1999	001392646	Apr-02-2003	05, 28, 41	Registered	RS FIT Holdings LLC
BALLY SPORTS CLUBS		European Community	1404235	Nov-22-1999	001404235	Feb-18-2003	41, 05, 28	Registered	RS FIT Holdings LLC
BALLY TOTAL FITNESS		European Community	001301027	Sep-07-1999	001301027	May-14-2003	41, 05, 28	Registered	RS FIT Holdings LLC
BFIT		European Community	1404201	Nov-22-1999	001404201	May-24-2004	28, 41	Registered	RS FIT Holdings LLC
BUILT TO FIT		European Community	4719027	Nov-15-2005	004719027	Dec-07-2006	05, 41, 44	Registered	RS FIT Holdings LLC
POWERFLEX		European Community	1538750	Mar-03-2000	001538750	May-08-2001	28, 41, 05	Registered	RS FIT Holdings LLC
B (Stylized)		Guatemala	200101455	Mar-06-2001	112571	Sep-03-2001	41	Registered	RS FIT Holdings LLC
BALLY		Guatemala	2001001456	Mar-6-2001	112631	Sep-5-2001	41	Registered	Bally total Fitness Holding Corp.
B BALLY TOTAL FITNESS & Black Rectangle Design		Guatemala	200101454	Mar-06-2001	112570	Sep-03-2001	41	Registered	RS FIT Holdings LLC
BALLY TOTAL FITNESS		Guatemala	200101465	Mar-06-2001	112572	Sep-03-2001	41	Registered	RS FIT Holdings LLC
BALLY TOTAL FITNESS		Hong Kong	11925/2002	Aug-01-2002	2002B05627AA	May-09-2003	41, 05, 28	Registered	RS FIT Holdings LLC
B (Stylized)		India	1237701	Sep-17-2003			41	Published	RS FIT Holdings LLC

Mark	Design	Country	Application No.	Application Date	Registration No.	Registration Date	Classes	Status	Owner
B (Stylized)		India	01029204	Jul-20-2001	600819	Feb-05-2007	28	Registered	RS FIT Holdings LLC
B (Stylized)		India	01029203	Jul-20-2001	629346	Mar-29-2007	05	Registered	RS FIT Holdings LLC
B BALLY TOTAL FITNESS & White Square Design		India	01029206	Jul-20-2001	310677	Jan-19-2005	29	Registered	RS FIT Holdings LLC
B BALLY TOTAL FITNESS & White Square Design		India	01029205	Jul-20-2001	407091	Aug-08-2005	05	Registered	RS FIT Holdings LLC
BALLY (Stylized)		India	01029201	Jul-20-2001	702623	Mar-18-2008	05	Registered	RS FIT Holdings LLC
BALLY (Stylized)	BALLY	India	01237702	Sep-17-2003			41	Registered	Bally Total Fitness Holdings
BALLY TOTAL FITNESS		India	1237703	Sep-17-2003			41	Registered	Bally Total Fitness Holdings
BALLY TOTAL FITNESS		India	1237704	Sep-17-2003			41	Registered	Bally Total Fitness Holdings
BALLY TOTAL FITNESS		India	01029200	Jul-20-2001	665625	Oct-05-2006	05	Registered	RS Fit Holdings LLC
BALLY TOTAL FITNESS		India	01029199	Jul-20-2001	427961	Sep-22-2005	28	Registered	RS Fit Holdings LLC
BALLY TOTAL FITNESS		Japan	2000-035914	Apr-06-2000	4464977	Apr-06-2001	05	Registered	RS FIT Holdings LLC

Mark	Design	Country	Application No.	Application Date	Registration No.	Registration Date	Classes	Status	Owner
B & Design		Mexico	790946	Jun-27-2006	973867	Feb-23-2007	41	Registered	RS FIT Holdings LLC
B (Stylized)		Mexico	437218	Jul-19-2000	672095	Sep-27-2000	41	Registered	RS FIT Holdings LLC
B IN CIRCLE DESIGN W/ BALLY TOTAL FITNESS		Mexico	790945	Jun-27-2006	974353	Feb-26-2007	41	Registered	RS FIT Holdings LLC
BALLY TOTAL FITNESS		Mexico	437,213	Jul-19-2000	669526	Aug-29-2000	41	Registered	RS FIT Holdings LLC
B BALLY TOTAL FITNESS & Design (black and white)		New Zealand	727543	Apr-01-2005	727543	Nov-10-2005	41	Registered	RS FIT Holdings LLC
BALLY TOTAL FITNESS		New Zealand	727541	Apr-01-2005	727541	Nov-10-2005	41	Registered	RS FIT Holdings LLC
BALLY TOTAL FITNESS		Nicaragua	2010-00063447	Nov-09-2010	2012094124	Jan-10-2012	41	Registered	RS FIT Holdings LLC
B & Design		Republic of Korea	45-2006-0002293	Jun-23-2006	4500202140000	Jun-12-2007	41, 25, 28	Registered	Bally Total Fitness Holding Corporation*
B BALLY TOTAL FITNESS & Black Rectangle Design		Republic of Korea	4020060034337	Jun-30-2006	40726657	Oct-29-2007	25	Registered	Bally Total Fitness Holding Corporation*
BALLY TOTAL FITNESS		Republic of Korea	40-2006-0094339	Jun-30-2006	729453	Nov-28-2007	25	Registered	Bally Total Fitness Holding Corporation*

Mark	Design	Country	Application No.	Application Date	Registration No.	Registration Date	Classes	Status	Owner
B BALLY TOTAL FITNESS & Design (black and white)		Russian Federation	2005712076	May-20-2005	321447	Feb-20-2007	41	Registered	RS FIT Holdings LLC
BALLY TOTAL FITNESS		Russian Federation	2005712077	May-20-2005	321448	Feb-20-2007	41	Registered	RS FIT Holdings LLC
B BALLY TOTAL FITNESS & Circle Design		Singapore	T0211641H	Aug-01-2002	T0211641H	Aug-01-2002	41	Registered	RS FIT Holdings LLC
B BALLY TOTAL FITNESS & Circle Design		Singapore	T0211640Z	Aug-01-2002	T0211640Z	Aug-01-2002	28	Registered	RS FIT Holdings LLC
B BALLY TOTAL FITNESS & Circle Design		Singapore	T0211639F	Aug-01-2002	T0211639F	Aug-01-2002	05	Registered	RS FIT Holdings LLC
BALLY TOTAL FITNESS		Singapore	T0211637Z	Aug-01-2002	T0211637Z	Aug-01-2002	28	Registered	RS FIT Holdings LLC
BALLY TOTAL FITNESS		Singapore	T0211636A	Aug-01-2002	T0211636A	Aug-01-2002	05	Registered	RS FIT Holdings LLC
BALLY TOTAL FITNESS		Singapore	T0211639H	Aug-01-2002	T0211639H	Aug-01-2002	41	Registered	RS FIT Holdings LLC

Trade Names

STATE	COUNTY	REGISTERANT	DBA NAME	RECORDED	RENEWAL	EXPIRED	REGISTRATION #	NOTES
CA	Alameda (Bally)	24 Hour Fitness Holdings LLC	24 HOUR FITNESS	04/11/2016		04/10/2021	516902 (San Leandro) 516898 (Hayward) 516899 (Fremont)	

CA	Contra Costa	24 Hour Fitness USA, Inc.	24 HOUR FITNESS	03/13/2001	9/18/2013	09/18/2018	2008 0007968-00	(5-year renewal)
CA	Contra Costa (Bally)	24 Hour Fitness Holdings LLC	24 HOUR FITNESS	07/12/16	07/12/2021	07/12/2021	E-0004334-00	(5-year renewal)
CA	Contra Costa	RS FIT Holdings LLC	BFFT	12/11/15		12/11/2020	2015 0007566	
CA	Riverside	RS FIT Holdings LLC	BFFT	12/03/15		12/04/2020	R-201513403	
CA	San Francisco (Bally)	24 Hour Fitness Holdings, LLC	24 HOUR FITNESS	N/A	N/A	N/A	N/A	Not required if recorded in Contra Costa
CA	Santa Clara (Bally)	24 Hour Fitness Holdings, LLC	24 HOUR FITNESS	03/25/2016		03/25/2021	615499	
CA	San Mateo (Bally)	24 Hour Fitness Holdings, LLC	24 HOUR FITNESS	07/26/16	07/26/2021	07/26/2021	270140	
NY	-statewide-	24 Hour Fitness Holdings, LLC	24 HOUR FITNESS	06/21/16	Does not expire	Does not expire	201606210	
UT	-statewide-	24 Hour Fitness USA, Inc.	24 HOUR FITNESS	08/25/1993	N/A	N/A	N/A	
WA	-statewide-	24 Hour Fitness USA, Inc.	24 HOUR FITNESS	8/25/1993	N/A	N/A	N/A	
OK	-statewide-	24 Hour Fitness USA, Inc.	24 HOUR FITNESS	11/18/2015	N/A	N/A	2312530003	Remains on file until withdrawal
OR	Marion County	RS FIT Holdings LLC	BFFT GYMS	02/26/2016		02/26/2018	1192152-91	
CO	Colorado (Bally)	24 Hour Fitness Holdings LLC	24 HOUR FITNESS	03/04/2016			20161167805	Trade name remains active as long as registrant remains in Good Standing.

TRADEMARK

REEL: 007144 FRAME: 0589

NJ	New Jersey (Bally)	24 Hour Fitness Holdings LLC	24 HOUR FITNESS	03/28/16		03/28/2021	400708534	(Alternate Name)
FL	-statewide-	24 Hour Fitness USA, Inc.	24 HOUR FITNESS	12/14/2016		12/31/2021	G16000134784	
MD	(statewide)	24 Hour Fitness USA, Inc.	24 HOUR FITNESS	11/09/17	11/09/22		T00436935	
NV	Clark	24 Hour Fitness USA, Inc.	24 HOUR FITNESS	11/28/17	11/28/22		201711281154018	
NJ	(statewide)	24 Hour Fitness USA, Inc.	24 HOUR FITNESS					APPLICATION SENT AND PENDING
NV	Washoe	24 Hour Fitness USA, Inc.	24 HOUR FITNESS					APPLICATION SENT AND PENDING
NY	(statewide)	24 Hour Fitness USA, Inc.	24 HOUR FITNESS					APPLICATION SENT AND PENDING
OR	(statewide)	24 Hour Fitness USA, Inc.	24 HOUR FITNESS					APPLICATION PENDING
TX	Colin	24 Hour Fitness USA, Inc.	24 HOUR FITNESS					APPLICATION PENDING
TX	Dallas	24 Hour Fitness USA, Inc.	24 HOUR FITNESS					APPLICATION PENDING
TX	Denton	24 Hour Fitness USA, Inc.	24 HOUR FITNESS					APPLICATION PENDING
TX	Fort Bend	24 Hour Fitness USA, Inc.	24 HOUR FITNESS					APPLICATION PENDING
TX	Galveston	24 Hour Fitness USA, Inc.	24 HOUR FITNESS					APPLICATION PENDING
TX	Harris	24 Hour Fitness USA, Inc.	24 HOUR FITNESS					APPLICATION PENDING
TX	Montgomery	24 Hour Fitness USA, Inc.	24 HOUR FITNESS					APPLICATION PENDING
TX	Rockwall	24 Hour Fitness USA, Inc.	24 HOUR FITNESS					APPLICATION PENDING

TX	Tarrant	24 Hour Fitness USA, Inc.	24 HOUR FITNESS						APPLICATION PENDING
TX	Travis	24 Hour Fitness USA, Inc.	24 HOUR FITNESS						APPLICATION PENDING
TX	Williamson	24 Hour Fitness USA, Inc.	24 HOUR FITNESS						APPLICATION PENDING
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Schedule C

Copyrights

24 Hour Fitness USA, Inc.

Copyright Title	Reg. No. / Date
24-Hour Fitness membership agreement	TX0005750238 7-11-2003
Membership agreement	TX0005758620 7-14-2003
Strength training/personal & athletic strength training	TX0005704874 5-30-2003
Apex Fitness and nutrition analysis system for achieving the ultimate body: daily journal and fitness guide	TX0003842765 10-24-1994
Apex Fitness Web site	TX0006334614 10-28-2004
Workbook and reference guide	TX0003922373 10-24-1994

Schedule D

Exclusive Copyright Licenses

None.