

**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		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Eastern Athletic Clubs Realty, LLC		09/01/2008	LIMITED LIABILITY COMPANY: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Standstrong Clinics, LLC		
<b>Street Address:</b>	100 Fitness Way		
<b>City:</b>	Hockessin		
<b>State/Country:</b>	DELAWARE		
<b>Postal Code:</b>	19707		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	77466425	STANDSTRONG CLINICS STRENGTH · BALANCE · INDEPENDENCE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(410)332-8785		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	410-332-8784		
<b>Email:</b>	sflax@saul.com		
<b>Correspondent Name:</b>	Sherry H. Flax, Saul Ewing LLP		
<b>Address Line 1:</b>	500 E. Pratt St.		
<b>Address Line 2:</b>	Suite 900		
<b>Address Line 4:</b>	Baltimore, MARYLAND 21202		
<b>NAME OF SUBMITTER:</b>	Sherry Flax		
<b>Signature:</b>	/sherry flax/		
<b>Date:</b>	09/16/2008		

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Total Attachments: 1  
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**TRADEMARK ASSIGNMENT**

THIS TRADEMARK ASSIGNMENT ("Assignment") is made as of this 1<sup>st</sup> day of September, 2008 ("Effective Date"), by and between Eastern Athletic Clubs Realty LLC, a Delaware limited liability company ("Eastern"), and StandStrong Clinics, LLC, a Delaware limited liability company ("StandStrong").

WHEREAS, Eastern is the owner of the service mark STANDSTRONG CLINICS STRENGTH · BALANCE · INDEPENDENCE (& DESIGN), U.S. Ser. No. 77466425 set forth on ("Mark"); and

WHEREAS, Eastern desires to assign to StandStrong the Mark and the goodwill of the business symbolized thereby.

NOW THEREFORE, in consideration of the mutual promises and covenants set forth herein, and other good and valuable consideration, the sufficiency of which is hereby acknowledge:

1. Eastern hereby transfers, sells and assigns to StandStrong all right, title and interest in and to the Mark, together with the goodwill of the business connected with the use of the Mark.

2. Eastern agrees to execute and/or electronically transmit any and all registration templates, powers of attorney, applications, assignments, declarations, affidavits, and any other papers requested by StandStrong to record the transfer to StandStrong of the Mark.

IN WITNESS WHEREOF, Eastern has caused this Assignment to be duly executed under seal as of the date and year first above written.

EASTERN ATHLETIC CLUBS REALTY, LLC

By: R. R. Carpenter, IV  
Name: R. R. CARPENTER, IV  
Title: MANAGING member RSL REALTY  
LLC, MANAGING member