90.00 2917971

Electronic Version v1.1 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Trademark Security Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
BALLY TOTAL FITNESS HOLDING CORPORATION		10/01/2007	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	U.S. BANK NATIONAL ASSOCIATION
Street Address:	60 LIVINGSTON AVENUE
Internal Address:	CORPORATE TRUST SERVICES
City:	ST. PAUL
State/Country:	MINNESOTA
Postal Code:	55107
Entity Type:	Banking: UNITED STATES

PROPERTY NUMBERS Total: 63

Number	Word Mark
2917971	BALLY TOTAL FITNESS
1673918	BALLY'S TOTAL FITNESS
2030899	В
1992150	BALLY TOTAL FITNESS
1973721	B BALLY TOTAL FITNESS
2020345	B BALLY TOTAL FITNESS
2168352	В
2783443	BALLY TOTAL FITNESS
2783442	BALLY TOTAL FITNESS NUTRITIONALS
2416928	B BALLY TOTAL FITNESS
2672535	BALLY TOTAL FITNESS
3123889	BALLY TOTAL FITNESS
2720103	RAPID RESULTS
	2917971 1673918 2030899 1992150 1973721 2020345 2168352 2783443 2783442 2416928 2672535 3123889

TRADEMARK

REEL: 003725 FRAME: 0347

900099583

Registration Number:	2782692	ROCKET SCIENCE
Registration Number:	3029648	BFIT COMMUNITIES
Registration Number:	2803390	ENERGY DRINK E BLAST B BALLY TOTAL FITNESS
Registration Number:	2846657	BFIT COMMUNITIES
Registration Number:	2875602	THE PAIN IN YOUR BUTT WORKOUT
Registration Number:	2934079	BTF-X
Registration Number:	2961011	BLAST B BALLY TOTAL FITNESS
Registration Number:	2953473	SHAPE-UP SWEEPSTAKES
Registration Number:	2977581	FIT.STYLE
Registration Number:	2977582	YOUR MIND YOUR BODY YOUR LIFE
Registration Number:	2995907	EVERY BODY NEEDS SOMETHING
Registration Number:	2993236	B TOTAL FITNESS
Registration Number:	3146750	B BALLY TOTAL FITNESS
Registration Number:	3188168	BUILD YOUR OWN MEMBERSHIP
Registration Number:	2751802	B BALLY TOTAL FITNESS
Registration Number:	2714339	BALLYSKATE
Registration Number:	2426244	RAPID RESULTS
Registration Number:	2730263	REAL PEOPLE. REAL RESULTS.
Registration Number:	2731318	BALLY BOOT CAMP FIRST CLASS RESULTS.
Registration Number:	2582192	BALLYFITNESS.COM
Registration Number:	1965334	PINNACLE FITNESS
Registration Number:	2861779	MEMBER VALUES
Registration Number:	2853448	BLAST ENERGY SUPPLEMINTS
Registration Number:	2906278	BALLY TOTAL FITNESS
Registration Number:	1762176	SHAPE YOUR LIFE
Registration Number:	2217664	BFIT
Registration Number:	3054721	BUILT TO FIT
Registration Number:	3157440	MAKE IT PERSONAL
Registration Number:	3157441	WE'RE MAKING IT PERSONAL
Registration Number:	3219807	B BALLY TOTAL FITNESS
Registration Number:	3209250	DISCOVER THE FINANCIAL POWER OF FITNESS
Registration Number:	3209251	TURNING PHYSICAL FITNESS INTO FINANCIAL INDEPENDENCE
Serial Number:	78619381	ВУОМ
Serial Number:	78851641	NST

REEL: 003725 FRAME: 0348

Serial Number:	78723978	MEET YOUR POTENTIAL
Serial Number:	78782606	CLUB BALLY MEMBER REWARDS
Ochai Number.	70702000	OLOB BALL I MEMBER REWARDS
Serial Number:	78863018	SHAPE UP CHICAGO
Serial Number:	78878020	В
Serial Number:	78878029	B BALLY TOTAL FITNESS
Serial Number:	78878014	В
Serial Number:	77078149	TOTAL RESULTS WEIGHT LOSS SOLUTION
Serial Number:	77107566	NST NITRIC FUSION
Serial Number:	78971793	BALLY TOTAL FITNESS
Serial Number:	78971712	BALLY TOTAL FITNESS
Serial Number:	77075208	BALLY BLAST
Serial Number:	77091066	NST MUSCLE COMPLEX
Serial Number:	77091076	NST HI-PRO SHOT
Serial Number:	77079738	TOTAL RESULTS GROUP WEIGHT LOSS
Serial Number:	77173248	BALLY 360
Serial Number:	77186261	NST NUTRITION SPORTS TECHNOLOGY

CORRESPONDENCE DATA

Fax Number: (612)642-8469

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 612-672-8269

Email: paula.neugent@maslon.com

Correspondent Name: Paula Neugent

Address Line 1: 3300 Wells Fargo Center, 90 South 7th St

Address Line 2: Maslon Law Office

Address Line 4: Minneapolis, MINNESOTA 55402

ATTORNEY DOCKET NUMBER:	BALLY
NAME OF SUBMITTER:	Paula Neugent
Signature:	/Paula Neugent/
Date:	02/21/2008

Total Attachments: 22

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TRADEMARK SECURITY AGREEMENT

TRADEMARK SECURITY AGREEMENT, dated as of October 1, 2007 (this "Agreement"), by Bally Total Fitness Holding Corporation, a Delaware Corporation ("Grantor"), in favor of U.S. Bank National Association, in its capacity as Collateral Agent (as defined below).

WITNESSETH:

WHEREAS, Grantor owns and uses in its business, and will in the future adopt and so use, various intangible assets, including the U.S. Trademark Collateral (as defined below); and

WHEREAS, Grantor has entered into an Indenture dated as of October 1, 2007 (as amended, modified, restated or supplemented from time to time, the "Indenture") with the guarantors named therein and U.S. Bank National Association as Trustee which governs the terms of the 13% Senior Secured Notes due 2011 issued by the Grantor; and

WHEREAS, Grantor has executed and delivered that certain Security Agreement dated as of October 1, 2007 (as amended, modified, restated or supplemented from time to time, the "Security Agreement"; capitalized terms not defined herein have the meaning assigned to them in the Security Agreement) with U.S. Bank National Association as Collateral Agent (the, "Collateral Agent") pursuant to which the Grantor granted a security interest in, and Collateral Agent has become a secured creditor with respect to, the U.S. Trademark Collateral; and

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, subject to the terms and conditions of the Security Agreement and the Intercreditor Agreement, to evidence further the security interest granted by Grantor to Collateral Agent pursuant to the Security Agreement, Grantor hereby grants to Collateral Agent a security interest in all of Grantor's right, title and interest in and to the following, in each case whether now or hereafter existing or in which Grantor now has or hereafter acquires an interest and wherever the same may be located, other than Collateral constituting Excluded Collateral (the "U.S. Trademark Collateral"):

- (i) all United States registered Trademarks set forth on <u>Schedule A</u> annexed hereto, as the same may be amended pursuant hereto from time to time; and
- (ii) all Proceeds from any and all of the foregoing U.S. Trademark Collateral.

The security interest granted pursuant to this Agreement is granted in conjunction with the security interest granted to the Collateral Agent pursuant to the Security Agreement (but subject to the terms, conditions and provisions of the Intercreditor Agreement), which Security Agreement covers all Collateral including, but not limited to, the U.S. Trademark Collateral and Collateral consisting of Trademarks governed by laws outside of the United States. Grantor and Collateral Agent acknowledge and affirm that the rights and remedies of Collateral Agent with respect to the security interest in the U.S. Trademark Collateral granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein. In the event that any provision of this Agreement is deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall control.

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Subject to the terms, conditions and provisions of the Intercreditor Agreement, upon (a) the payment in full of the Obligations (other than contingent indemnification obligations for which no claim has been asserted) and termination of the Security Agreement or (b) the Discharge of the First Lien Obligation (as defined in the Intercreditor Agreement), the Collateral Agent shall promptly execute, acknowledge, and deliver to the Grantor an instrument in writing in recordable form reasonably acceptable to the Grantor releasing the security interest in the U.S. Trademark Collateral under this Agreement.

THIS AGREEMENT AND ANY DISPUTE ARISING OUT OF, CONNECTED WITH, RELATED TO, OR INCIDENTAL TO THE RELATIONSHIP ESTABLISHED BETWEEN THEM IN CONNECTION WITH THIS AGREEMENT, AND ALL OTHER DOCUMENTS EXECUTED IN CONNECTION HEREWITH, AND WHETHER ARISING IN CONTRACT, TORT, EQUITY, OR OTHERWISE, SHALL BE GOVERNED BY, AND CONSTRUED AND INTERPRETED IN ACCORDANCE WITH, THE LAW OF THE STATE OF NEW YORK.

NOTWITHSTANDING ANYTHING HEREIN TO THE CONTRARY, THE LIEN AND SECURITY INTEREST GRANTED TO THE COLLATERAL AGENT PURSUANT TO THIS AGREEMENT AND THE EXERCISE OF ANY RIGHT OR REMEDY BY THE COLLATERAL AGENT HEREUNDER ARE SUBJECT TO THE PROVISIONS OF THE INTERCREDITOR AGREEMENT, DATED AS OF OCTOBER 1, 2007 (AS AMENDED, RESTATED, AMENDED AND RESTATED, SUPPLEMENTED OR OTHERWISE MODIFIED FROM TIME TO TIME, THE "INTERCREDITOR AGREEMENT"), AMONG MORGAN STANLEY SENIOR FUNDING, INC., AS FIRST LIEN COLLATERAL AGENT, AND U.S. BANK NATIONAL ASSOCIATION, AS SECOND LIEN COLLATERAL AGENT, AND CERTAIN OTHER PERSONS PARTY OR THAT MAY BECOME PARTY THERETO FROM TIME TO TIME. IN THE EVENT OF ANY CONFLICT BETWEEN THE TERMS OF THE INTERCREDITOR AGREEMENT AND THIS AGREEMENT, THE TERMS OF THE INTERCREDITOR AGREEMENT SHALL GOVERN AND CONTROL.

[Signature Page Follows]

684895.0001 EAST 7875261 v2

IN WITNESS WHEREOF, Grantor has caused this Trademark Security Agreement to be duly executed and delivered by its officer thereunto duly authorized as of the day of October 2007.

BALLY TOTAL FITNESS HOLDING

CORPORATION

By: Name: Marc D. Bassewitz

Title: Senior Vice President, General Counsel

and Secretary

Accepted and agreed to by:

U.S. BANK NATIONAL ASSOCIATION, as Collateral Agent

By: Choline

Name: Richard Prokosch
Title: Vice President

SCHEDULE A TO TRADEMARK SECURITY AGREEMENT

See attached.

684895.0001 EAST 7875261 v2

1983 United States of America	25-May-1993 L	1,773,050	Registered	06-Jul-1982 Registered	100,002	
Part United States of America	1.00 - AON-03				74500 057	VERTICAL CLUB AND DESIGN
		1 200 1.44	Registered	09-Oct-1990 Registered	74/104,800	VERTICAL CLUB
24-Nov-1982 United States of America	24-Nov-1982	1,734,972	Registered	03-Apr-1992 Registered	74/282,099	VERTICAL CLUB
10-Apr-2001 United States of America	10-Apr-2001	2,442,968	Registered	28-Aug-1997 Registered	/2/348,838	
24-Apr-2001 United States of America	24-Apr-2001	2,446,929	Registered	22-Mar-1999 Registered	217,000/67	UI TIMATE SYSTEM TO BACK
13-Oct-1992 United States of America	13-Oct-1992	1,724,335	Registered	10-Jun-1991 Registered	74/174,748	TRIM FAT
04-Dec-2001 United States of America	04-Dec-2001	2,515,782	Registered	20-Dec-1989 Registered	75/876,013	THE VERTICAL CALLS
17-Sep-1981 United States of America	17-Sep-1991	1,657,665	16-Apr-1990 Registered	16-Apr-1990	/4/048,234	
17-Jul-2001 United States of America	17-Jui-2001	2,470,323	29-Apr-1999 Registered	29-Apr-1996	75/083,802	THE TO MINI THE WASHINGTON
-1993 United States of America	30-Mar-1993	1,782,176	08-Oct-1991 Registered	08-Oct-199	74/211,513	SNACK BIOCHT
06-Feb-2001 United States of America	06-Feb-2001	2,426,244	03-May-1869 Registered	03-May-196	76/696,023	SHABE AND ID THE
29-Aug-2000 United States of America	29-Aug-2000	2,380,507	22-Oct-1998 Registered	22-Oct-199	75/575,184	PARIN BEGIN TO
11-Sep-2001 United States of America	11-Sep-2001	2,489,398	20-Mar-2000 Registered	20-Mar-200	78/005,481	CHERCANT
29-May-2001 United States of America	29-May-2001	2,456,428	15-Dec-1999 Registered	15-Dec-199	75/872,616	OWERBALL
22-Oct-1996 United States of America	22-Oct-1996	2,011,172	09-Jun-1985 Registered	08-Jun-196	74/686,312	NO SWEAT PRICING
12-Dec-2000 United States of America	12-Dec-2000	2,413,199	24-Jun-1999 Registered	24-Jun-199	75/736,356	MILLENNIUM WORKOUT
r-1989 California	08-Apr-1989	161209 ,	Registered			

Schedule A

21-Dec-1889 United States of America	21-Dec-1986	2,302,289	Registered	09-Feb-1999 Registered	76/838,802	KWANDO
14-Dec-1999 United States of America	14-Dec-1999 L	2,300,075	Registered	11-Jan-1998 Registered	75/618,805	EXCELICATING
Wisconsin	02-Oct-1985 Wisconsin	W1030756	Registered			DOWNTOWN CLUB, LTD.
-2003 United States of America	29-Jul-2003	2,742,835	Registered	21-Jun-2000 Registered	76/074,355	CLICK TO GET FIT
04-Aug-1987 United States of America	04-Aug-1987	1,451,382	Registered	11-Mar-1985 Registered	73/626,445	BOYTECA
Himois	11-Mar-1898 Hirois	081789	Registered	27-Feb-1998 Registered		BLEAN (S) YLIZED)
11-Apr-2000 United States of America	11-Apr-2000	2,339,487	Registered	25-Nov-1996 Registered	75/203,790	BLEAN
Illinois	11-Mar-1898 Illinois	081790	Registered	27-Feb-1988 Registered		
Utah	02-Mar-1998 Utah	2524608	Registered	02-Mar-1996 Registered		BLEAN
	11-Mar-1988 Illinois	081788	Registered	27-Feb-1999 Registered		OF TAX
Chain	02-Mar-1998 Utah	2624605	Registered	02-Mar-1998 Registered		BHI-RX
18-Dec-2001 United States of America	18-Dec-2001	2,518,918	Registered	05-Mar-1997 Registered	75/262,001	BEI +XX
21-Dec-2004 United States of America	21-Dec-2004	2,912,905	16-Jul-2003 Registered	16-Jul-2003	78/275,169	BHI GEAR
03-Jul-2001 United States of America	03-Jul-2001	2,464,838	Registered	02-Jun-1998 Registered	75/494,393	DEFIT BABY CLUB
llinois	11-Mar-1998 IIIInols	081786	Registered	27-Feb-1988 Registered		BHIT (STYLIZED)
lilinois	11-Mer-1898 Illinois	081787	Registered	27-Feb-1998 Registered		BFIT
IRmos	11-Mar-1999 IRinois	081791	B Registered	27-Feb-1988 Registered		BFI

Schedale A

29-Jan-2002 United States of America	29-Jan-2002 U	2,533,163		3		
				DA Ort 1008 Danielona	75/178,827	BFIT
1999 United States of America	12-Jan-1999 U	2,217,684		10-Oct-1996 Registered	75/179,791	
11-May-2004 United States of America	11-May-2004 U	2,840,454		10-Apr-1998 Registered	75/466,362	
Jtah	2-Mar-1898 Utah	2524604		27-Feb-1998 Registered		
1997 New York	10-Feb-1997 N	S-15485		25-Feb-1987 Registered		CLUB
1996 Rhode Island	31-Jul-1886 F	950714	Registared			DESIGN
Vechigen	29-Jan-1996 Mechigen	M00-800	Registered			BALLY TOTAL HINESS
1985 Colorado	31-Jul-1985	861095943	Registered			SALL TOTAL FILMESS AND DESIGN
Wisconsin	02-Aug-1985 Wisconsin	W11009171	Registered			BALLY TOTAL FITNESS AND DESIGN
Wisconsin	02-Aug-1985 Wisconsin	W11009170	Registered			BALLY IOIAL HINESS
Washington	10-Oct-1986 Washington	24377	Registered			BALLT I OTAL FITNESS AND DESIGN
Washington	10-Oct-1985 Washington	24378	Registered			BALLY IOTAL FITNESS
Virginia	04-Aug-1895 Virginia	983	Registered			BALLE FOR ALL INESS AND DESIGN
Virginia	04-Aug-1985 Virginia	982	Registered			BALLY TOTAL FINESS
Техав	31-Jul-1995 Texas	5470517	Registered			BALLY ICIAL FINESS and Design
Texas	31-Jul-1895 Texas	5470817	Registered			BALLY CLAL FILNESS
Terressee	-	005403	Registered			BALLY ICIAL FITNESS
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Schedule A

+1985 Rhode Island	31-Jul-1985 R	950713	Registered		
ennsylvania	04-Aug-1886 Pennsytvania	2650128			BALLY TOTAL FITNESS
^a annsylvania	04-Aug-1986 Pennsylvania	2650130			BALLY TOTAL FINESS and Deskin
u-1886 Odshoma	31-Jul-1896 C	27354			BALLY TOTAL FITNESS
ul-1995 Oklahoma	31-Jul-1985 C	27356			B BALLY TOTAL FITNESS and Design
vorth Carolina	21-Sep-1985 North Carolina	T-11713	Registered		BALLY TOTAL STREES (OWEZER)
sp-1995 North Carolina	21-Sep-1995 N	T-11714	Registered		B BALLY TOTAL ETNESS (STATE)
New York	18-Aug-1995 New York	S-14739	Registered	777411 1111	SALLY TOTAL STREET
New Jersey	01-Aug-1995 New Jersey	13454	Registered		RALLY TOTAL STREETS (STREET)
ug-1986 New Jersey	01-Aug-1995	13455	Registered		BAILY TOTAL ETHICOS
Missouri	28-Jul-1995 Missouri	13313	Registered		BALLY TOTAL FITNESS
Mesouri	28-Jul-1985 Missouri	13312	Registered		BALLY TOTAL FIRMESS AND DESIGN
Jul-1985 Minnesola	28-Jul-1995	24041	Registered		BALLY TOTAL FITNESS
Jul-1985 Minnesota	28-Jul-1985	24040	Registered		BALLY TOTAL FITNESS SAFORE
Michigan	29-Jan-1996 Michigan	M00-600	Registered		BALLY TOTAL CITNESS
31-Jul-1885 Massachusetts	31-Jul-1985	51522	Registered		BALLY TOTAL FILMESS
31-Ju-1985 Massachusetts		61621	Registered		

Schedule A

Schedule A

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75/828,945
28-Fab-2000
Registered
2,589,307
 02-Jul-2002 United States of America

Schedule A

Client-Matter	TTO USI			Application	Registration	
CHEIN MANUEL CO.	Contito	Status	Mark Name	Number/Date	Number/Date	Next Renewa
09565-430	United States	Registered	BALLY TOTAL FITNESS	78/162,591 9/10/2002	2,917,971 [/]1/2005	1/11/2015
Class(es)/Goods	1	Owner	BALLY TOTAL FITNESS HOLDING CO	PORATION		
Class 28 EXERCISE EQUI	PMENT, NAMELY,	STATIONARY (PRIGHT EXERCISE BICYCLES, STATIONARY	DECT DANKAIT		
	CLES, TREADMIL	LS AND ELLIPTI	CAL EXERCISE MACHINES	AOCOMDISC)		
9565-109	United States	Registered	BALLY'S TOTAL FITNESS	74/800,026 2/22/1990	1,673,918 1/28/1992	1/28/2012
Class(es)/Goods	!	Owner	BALLY TOTAL FITNESS HOLDING COR	PORATION		
Class 041 HEALTH AND FL	TNESS CLUB SER	/ICES				
9565-111	United States	Registered	B (STYLIZED)	74/640,369 2/24/1995	2.030.899 1/14/1997	
Class(es)/Goods		Owner:	BALLY TOTAL FITNESS HOLDING COR		2,030,639 [/[4/[99/	1/14/2017
Class 41 FEALTH CLUB S	ERVICES .			VALION		
565-112	United States	Registered	BALLY TOTAL FITNESS	74/640,187 2/24/1995	1,992,150 8/6/1996	8/6/2016
lars(es)/Goods		Owner:	BALLY TOTAL FITNESS HOLDING CORI	ORATION	-,,	0.02010
Class 041 !-HEALTH CLUE	SERVICES					
565-113	United States	Registered	B (STYLIZED) BALLY TOTAL FITNESS (DESIGN)	74/655,244 4/3/1995	1,973,721 5/14/1996	5/14/2016
lass(es)/Goods		Owners	BALLY TOTAL FITNESS HOLDING CORP	ORATION		
Rass 041 I-HEALTH CLUB	SERVICES					
565-114 1	United States	Registered	B (STYLIZED) BALLY TOTAL FITNESS	74/689,601 6/16/1995	2.020.345 12/3/1996	15/10044
ass(es)/Goods			BALLY TOTAL FITNESS HOLDING CORP	• • • • • • • • • •	2,020,575 12271570	12/3/2016
THEALTH CLUB	SERVICES					
65-118 (Inited States	Registered	B (STYLIZED)	75/169,129 9/20/1996	2,168,352 6/23/1998	6/23/2008
ass(es)/Goods		Owner: 1	BALLY TOTAL FITNESS HOLDING CORP		.,	7232000
lais 005 NUTRITIONAL S	UPPLEMENTS AN					
	nited States		BALLY TOTAL FITNESS	753 57 757 5754 57		
			WEEK INTULATIVESS	75/157,797 8/29/1996	2,783,443 11/18/2003	11/18/2013

	Country	Status	CATION Mark Name	Application	Registration	
				Number / Date	Number / Date	Next Renew
Class(ex)/Good:	£	Owner	BALLY TOTAL FITNESS HOLDING COR	PORATION		
Class 605 NUTRITIONAL 5	SUPPLEMENTS AN	D VITAMINS				
9565-120	United States	Registered	BALLY TOTAL FITNESS NUTRITIONALS	75/157,749 8/29 /1996	2,783,442 11/18/2003	11/18/2013
Class(es)/Goods	!	Owner	BALLY TOTAL FITNESS HOLDING CORP	ORATION		
Class 5 NUTRITIONAL S	UPPLEMENTS AN					
9565-121	United States	Registered	B (STYLIZED) BALLY TOTAL FITNESS (DESIGN)	75/660,563 3/15/1999	2,416,928 1/2/2001	1/2/2011
Class(ex)/Goods		Owners	BALLY TOTAL FITNESS HOLDING CORP	ORATION		
PUTRITIONAL M	EAL REPLACEME	NT DRINKS AND	AND DRINK MIXES; DMEAL REPLACEMENT			
AKANK MIXES						
KINK MIXES	United States	Danistand	BALLY TOTAL PERSON			
565-122	United States	•	BALLY TOTAL FITNESS	75/769,429 8/6/1999	2,672,535 1/7/2003	1/7/2013
565-122 Nass(es)/Goods	United States	•	BALLY TOTAL FITNESS BALLY TOTAL FITNESS HOLDING CORPO		2,672,535 1/7/2003	1/7/2013
565-122 Tass(es)/Goods Class 9		Owner:			2,672,535 1/7/2003	1/7/2013
565-122 Hass(es)/Goods Class 9 RE-RECORDED		Owner: O TAPES FEATUR	BALLY TOTAL FITNESS HOLDING CORPO		2,672,535 1/7/2003 3,123,889 8/1/2006	1/7/2013 8/1/2016
565-122 Class(e:://Goods Class 9 RE-RECORDED / 565-123 Class(e:://Goods	AUDIO AND VIDE	Owner: O TAPES FEATUR Registered	BALLY TOTAL FITNESS HOLDING CORPORTING EXERCISE, HEALTH AND WELLNESS	75/799,114 9/10/1999	· · · · · · · · · · · · · · · · · · ·	
S65-122 Class (es)/Goods Class 9 RE-RECORDED / S65-123 Class (es)/Goods Class 29 DOD PRODUCTS EGETABLE-BAS RUIT-BASED FOO DR FOOD, SOY-B OGURT-BASED IS OGURT-BASED IS	AUDIO AND VIDE United States NAMELY WHEY- ED FOODS, NAME ODS, NAMELY CH ASSED FOOD BEV FOODS NAMELY S	Owner: O TAPES FEATUR Registered Owner: BASED FOODS, E LLY VEGETABLE IPS, TRAIL MCX, ERAGE FOR USE SEVERAGES, CAI	BALLY TOTAL FITNESS HOLDING CORPORING EXERCISE, HEALTH AND WELLNESS BALLY TOTAL FITNESS BALLY TOTAL FITNESS HOLDING CORPORING FOR FOR THE STATE OF T	75/799,114 9/10/1999 PRATION SILK, CHEESE, N DIPS, FISH, ED BEE POLLEN	· · · · · · · · · · · · · · · · · · ·	
Ciss (es)/Goods Ciss (es)/Goods Ciss (es)/Goods Ciss (es)/Goods Ciss 29 DOD PRODUCTS EGETABLE-BASE RUIT-BASED FOODR FOOD, SOY-B OTREES OF MEA	AUDIO AND VIDE United States NAMELY WHEY- ED FOODS, NAME ED FOOD BEV! FOODS NAMELY E T, FISH, POULTRY	Owner: O TAPES FEATUR Registered Owner: BASED FOODS, E LY VEGETABLE IPS, TRAIL MCX, ERAGE FOR USE SEVERAGES, CAI 7, OR VEGETABLE	BALLY TOTAL FITNESS HOLDING CORPORING EXERCISE, HEALTH AND WELLNESS BALLY TOTAL FITNESS BALLY TOTAL FITNESS HOLDING CORPORING SALLY TOTAL FITNESS HOLDING CORPORING SALLY TOTAL FITNESS HOLDING CORPORING SALLY BASED FOODS, NAMELY ICE CREAM, NO CHIPS, SNACK DIPS, DARY-BASED DIPS, BEASNACK BARS, FROZEN FRUIT BARS, FROCESS AS A MILK SUBSTITUTE, DRIED AND CANNEL NINED AND DRIED FRUITS AND VEGETABLES.	75/799,114 9/10/1999 DRATION SILK, CHEESE, N DIPS, FISH, ED BEE POLLEN D SOY BEANS, AND PACKAGED	· · · · · · · · · · · · · · · · · · ·	
Ciass 9 RE-RECORDED / Ciass 9 RE-RECORDED / Ciass 29 DOD PRODUCTS REGETABLE-BAS RUIT-BASED FOO DR FOOD, SOY-B OOGURT-BASED SOY-B OOD PRODUCTS NTREES OF MEA Class 30 DOD PRODUCTS ASED ICE CREAM AVORINGS, BRI	AUDIO AND VIDE United States NAMELY WHEY- ED FOODS, NAME SOODS, NAMELY EN FOODS NAMELY EN FOODS NAMELY EN FOODS NAMELY EN T, FISH, POULTEY NAMELY HERBAL M SUBSTITUTE, SE FAD-CRACKER-CO	Owner: O TAPES FEATUR Registered Owner: BASED FOODS, E LY VEGETABLE IPS, TRAIL MCX, ERAGE FOR USE SEVERAGES, CAI 7, OR VEGETABLE L-BASED FOODS DY SAUCE, CRESION DOKE COMBENA	BALLY TOTAL FITNESS HOLDING CORPORING EXERCISE, HEALTH AND WELLNESS BALLY TOTAL FITNESS BALLY TOTAL FITNESS HOLDING CORPORING FOR FOR THE STATE OF T	75/799,114 9/10/1999 DRATION SILK, CHEESE, N DIPS, FISH, ED BEE POLLEN D SOY BEANS, AND PACKAGED ED HERBS, SOY-RACKS, FOOD	· · · · · · · · · · · · · · · · · · ·	
Ciass (cs)/Goods Ciass 9 RE-RECORDED / S65-123 Class(cs)/Goods	AUDIO AND VIDE United States NAMELY WHEY- ED FOODS, NAME ODS, NAMELY CH FOODS NAMELY E FOODS NA	Owner: O TAPES FEATUR Registered Owner: BASED FOODS, E LLY VEGETABLE BES, TRAIL MIX, ERAGE FOR USE BEVERAGES, CAI 7, OR VEGETABLE L-BASED FOODS DY SAUCE, CERE DOKIE COMBINA CHOCOLATE, CO	BALLY TOTAL FITNESS HOLDING CORPORING EXERCISE, HEALTH AND WELLNESS BALLY TOTAL FITNESS BALLY TOTAL FITNESS HOLDING CORPORING SALLY TOTAL FITNESS HOLDING CORPORING SALLY TOTAL FITNESS HOLDING CORPORING SALLY BASED FOODS, NAMELY ICE CREAM, NO CHIPS, SNACK DIPS, DARRY-BASED DIPS, BEAS SNACK BARS, FROZEN FRUIT BARS, PROCESS AS A MILK SUBSTITUTE, DRIED AND CANNED NIED AND DRIED FRUITS AND VEGETABLES OF SALL BASED READY TO EAT FOOD BARS AND SYLDEN FROM THE PROCESSES ALL BASED READY TO EAT FOOD BARS AND SYLDEN FACE ARE SERVED COOKS.	75/799,114 9/10/1999 PRATION SILK, CHEESE, N DIPS, FISH, ED BEE FOLLEN D SOY BEANS, AND PACKAGED ED HERBS, SOY- NACKS, FOOD GRAIN-BASED RICE CAKES, AND	· · · · · · · · · · · · · · · · · · ·	

Chart Martin			CATION	Application	Registration	
Client-Matter	Lountry	Status	Mark Name	Number / Date	Number/ Date	Next Renew
9565-207	United States	Registered	RAPID RESULTS	78/076,874 8/1/2001	2,720,103 5/27/2003	5/27/2013
Class(es)/Good Class 5 VITAMINS AND	NUTRITIONAL SI		BALLY TOTAL FITNESS HOLDI	NG CORPORATION		
9565-268	United States	Registered	ROCKET SCIENCE	76/338,021 11/15/2001	2 792 622 11/11/2002	
Class(ex)/Good:	ı	Owner:	BALLY TOTAL FITNESS HOLDE	•	2,782,692 11/11/2003	11/11/2013
	Y FORTIFIED ENE	RGY DRINK BEV	ERAGE			
9565-340	United States	Registered	BFTT COMMUNITIES	76/371,903 2/15/2002	3,029,648 12/13/2005	12/13/2015
Class(es)/Goods Class 36	!	Owner:	BALLY TOTAL FITNESS HOLDIN	G CORPORATION		
PURPOSES 9565-373	United States	·	NATIONS OF EXERCISE EQUIPMENT BLAST AND DESIGN	76/434.195 7/25/2002	2 902 200 L/cmoo4	
FORTOBES		·				
Class(es)/Goods	Olinios Daling		Bally Total Fitness Holdin		2,803,390 1/6/2004	1/6/2014
Class 32 ENERGY SPORTS Class 5 UUTRITIONALLY	DRINKS FORTIFIED ENER			G CORPORATION		
565-443	United States	Registered 1	BFIT COMMUNITIES	78/176,677 10/21/2002	2,846,657 5/25/2004	5/25/2014
Class(es)/Goods		Owner:	BALLY TOTAL FITNESS HOLDING	• • • • • • • • • • • • • • • • • • • •	M0404031 312312004	312312414
	VICES, NAMELY	PROVIDING THE	USE OF HEALTH CLUB FACILITIES F	OR CHARITABLE		
565-448 1	United States	Registered I	'AIN IN THE BUTT WORKOUT	78/178,399 10/25/2002	2,875,602 8/17/2004	8/17/2014
lass(es)/Goods		Owner: I	ALLY TOTAL FITNESS HOLDING	3 CORPORATION	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	47/1401-7
Class 4) EALTH CLUB CO	RVICES					
EVT 1 U CTOR 2R						
EALTH CLUB SE 565-477 (Juited States	Registered B	TF-X	78/235,891 4/9/2003	2,934,079 3/15/2005	3/15/2015

		EAPPLI	~23 x.1 O.14	Application	Registration	
Client-Matter	Country	Status	Mark Name	Number / Date	Number / Date	Next Renews
Class 5 VITAMINS AND	NUTRITIONAL S	JPPLEMENTS				
9565-490	United States	Registered	BLAST AND ROCKET DESIGN	78/259,313 6/6/2003	2,961,011 6/7/2005	6/7/2015
Class(es)/Good:	ļ.	Owner	BALLY TOTAL FITNESS HOLDING CO	RPORATION		G 1/2013
Class 5 NUTRITIONAL S	UPPLEMENTS AN		SUPPLEMENT PROTEIN BARS			
9565-495	United States		SHAPE-UP SWEEPSTAKES	78/261,380 7/12/2003	2,953,473 5/17/2005	CHADOLO
Class(es)/Goods Class 41	l.		BALLY TOTAL FITNESS HOLDING CON	· ·	2,773,473 3/1//2003	5/17/2015
	IT SERVICES IN T	HE NATURE OF C	CONDUCTINO A SWEEPSTAKES GAME			
9565-499	United States	Registered	FIT.STYLE	76/536,197 8/12/2003	2,977,581 7/26/2005	7/26/2015
Class(es)/Goods		Owner:	BALLY TOTAL FITNESS HOLDING COR	•	With the same of t	7/40/2013
Class 16 MAGAZINES IN 1	THE PIELDS OF FI		AND LIFESTYLES			
9565-501	United States	Registered	YOUR MIND YOUR BODY YOUR LIFE	76/536,198 8/12/2003	2,977,582 7/26/2005	7/26/2015
Class(es)/Goods			BALLY TOTAL FITNESS HOLDING COR	•	-15,11505 112012000	1/20/2013
Class 16 4AGAZINES IN T	HE FIELDS OF FIT					
565-515	United States	Registered	EVERY BODY NEEDS SOMETHING	78/319,462 10/28/2003	2,995,907 9/13/2005	9/13/2015
lass(es)/Goods		Owners	BALLY TOTAL FITNESS HOLDING COR	•	2,772,701 7113/2003	37 (3/2013
Class 41 EALTH CLUB SE	RVICES					
565-517	United States	Registered	B TOTAL FITNESS AND DESIGN	78/320,358 10/29/2003	2,993,236 9/6/2005	9/6/2015
lass(es)/Goods		Owner:	BALLY TOTAL FITNESS HOLDING COR	ORATION		Media
TITH DOOR ANCI EDICINE BALLS NKLE/WRIST WE OWING ACTION	HORS, MASSAGE I , STRETCH BANDS BOHTS WITH REM EXERCISERS, WO	ORSO TIGHTNE: NCE WALKING E BALLS, TWIST BO S, HAND GRIPS, S IOVABLE PLATE RKOUT AND LIF	R MACHINES, EXERCISE WHEELS, YOGA MA MALLS, DOOR KNOB ROPE EXERCISERS, BOD DARDS, JUMP ROPES, JUMP ROPES WITH CA STRETCH EXPANDERS, LIFTING STRAPS, AD S, DUMBBELLS, COMBO SINGLE WHEEL AN TING GLOVES, MAGNETIC KNEE, HIP AND T GNETIC WAIST BELTS, AND BARBELL NECK	ATS, PILATES VY EXERCISERS LORIE COUNTERS, RUSTABLE D SLIMMER BELTS,		

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Bally Total Fitness Holding Corporation 9/14/2007 INTENT TO USE APPLICATION Application Registration Client-Matter Country Number / Data Number / Date Next Renewal Class 41 **HEALTH CLUB SERVICES** 9565-587 United States Registered B BALLY TOTAL FITNESS AND DESIGN 78/551,006 1/20/2005 3,146,750 9/19/2006 9/19/2016 Class(es)/Coods Owner: BALLY TOTAL FITNESS HOLDING CORPORATION Class 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 ANKLEWRIST WEIGHTS WITH REMOVABLE PLATES, DUMBBELLS, COMBINATION SINGLE WHEEL AND SLIMMER BELTS, ROWING ACTION EXERCISERS, WORKOUT AND LIFTING GLOVES, WEIGHTLIFTING AND EXERCISE EQUIPMENT, NAMELY, MAGNETIC KNES, HIP AND THIGH BELTS, MAGNETIC ANKLE, WRIST AND ELBOW BELTS, MAGNETIC WAIST BUT SAND ADDED IN NEW PROTECTORS. MAGNETIC WAIST BELTS, AND BARBELL NECK PROTECTORS Class 41 **HEALTH CLUB SERVICES** 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 9565-598 United States Registered BUILD YOUR OWN MEMBERSHIP 78/619,019 4/28/2005 3,188,168 12/19/2006 12/19/2016 Class(es)/Goods Owner: BALLY TOTAL FITNESS HOLDING CORPORATION Class 41 HEALTH CLUB SERVICES, NAMELY PROVIDING INSTRUCTION AND EQUIPMENT IN THE FIELD OF PHYSICAL 9565-599 United States Pending BYOM 78/619,381 4/28/2005 Class(es)/Goods Owner: BALLY TOTAL FITNESS HOLDING CORPORATION HEALTH CLUB SERVICES 9565-609 United States Pending NST 78/851,641 3/31/2006 Class(es)/Goods Owner: BALLY TOTAL FITNESS HOLDING CORPORATION

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Owner: BALLY TOTAL FITNESS HOLDING CORPORATION

78/723,978 9/30/2005

MEET YOUR POTENTIAL

A CONCENTRATED LIQUID HEALTH SUPPLEMENT

United States

9565-618

Class(es)/Goods

Bally Total Fitness Holding Corporation INTENT TO USE APPLICATION

9/14/2007

Registration

Client-Matter	Country	Status	Mark Name	Number / Date	Number / Date	Next Renewal
Class 41 HEALTH CLUB EXERCISE	SERVICES, NAME	LY, PROVIDING	INSTRUCTION AND EQUIPMENT IN THE FIEL			AMAL ACTOR E
9565-629	United States	Pending	CLUB BALLY MEMBER REWARDS	78/782,606 12/29/2005	·	
Class(er)/Good	Ē	Owner	BALLY TOTAL FITNESS HOLDING COR	POPATION		
Class 35 HEALTH CLUB THROUGH THE	REWARDS PROGR ADMINISTRATION	am. Namely. P	ROMOTING THE SALE AND USE OF HEALTH TVE REWARDS PROGRAM FOR CUSTOMERS			
9565-635	United States	Pending	SHAPE UP CHICAGO	78/863.018 4/17/2006		·
Class(es)/Goods Class 41 HEALTH CLUB (-	Owner	BALLY TOTAL FITNESS HOLDING COR			
9565-641	United States	Pending	B IN CIRCLE DESIGN	78/878,020 5/5/2006		
Class(es)/Goods	ļ	Owner	BALLY TOTAL FITNESS HOLDING COR			
Cirss 41 SEALTH CLUB S	ERVICES					
565-643	United States	Pending	B BALLY TOTAL FITNESS IN CIRCLE DESIGN LOGO	78/878,029 5/5/2006		
Jass(es)/Goods		Owner:	BALLY TOTAL FITNESS HOLDING CORE	PORATION		
ANDS, FILATES /ITH DOOR AND IEDICINE BALLI /EIGHTS, DUME HIGH TONERS, . IFTING BELTS, 1	HORS, MASSAGE S, STRETCH BAND BELLS, SLIMMER ABDOMINAL EXE	INCE WALKING BALLS, TWIST I S, HAND GRIPS, BELTS, ROWING RCISERS, INFLA	ER MACHINES, EXERCISE WHEELS, YOGA MA BALLS, DOOR KNOB ROPE EXERCISERS, BOI BOARDS, JUMP ROPES, JUMP ROPES WITH CA: STRETCH EXPANDERS, LIFTING STRAPS, AN JACTION EXERCISERS, WORKOUT AND LIFT TABLE EXERCISE BALLS AND WEIGHTED BA ND THIGH BELTS, MAGNETIC ANKLE, WRIST	PY EXERCISERS LORE COUNTERS, KLEWRIST ING GLOVES, I I S. WENTERT		

9565-644

United States

Pending

B BALLY TOTAL FITNESS AND DESIGN 78/878,014 5/5/2006

Application

Class(es)/Goods

Owner: BALLY TOTAL FITNESS HOLDING CORPORATION

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, ANKLEWRIST
WEIGHTS, DUMBBELLS, SLIMMER BELTS, ROWING ACTION EXERCISERS, WORKOUT AND LIFTING GLOVES,

Bally Total Fitness Holding Corporation INTENT TO USE APPLICATION

9/14/2007

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	er Country	Status	Mark Name	Number / Date	Number / Date	Next Renewa
FILL LIGHT REF	rs, abdominal exi Ts, namely magne Netic Waist Belts	TTIC KNEE, HJP	ATABLE EXERCISE BALLS AND WEIGHTED AND THIGH BELTS, MAGNETIC ANKLE, WR	BALLS; WEIGHT IST AND ELBOW		
9565-686	United States	Pending	TOTAL RESULTS WEIGHT LOSS SOLUTION	77/078,149 1/8/2007		
Chastes)/Gog	este.	Owne	r: BALLY TOTAL FITNESS HOLDING CO	PROPATION		
Class 41 HEALTH CLU	B AND WIGHT LOSS			REFORMION		
9565-695	United States	Pending	NST NITRIC FUSION	77/107,566 2/14/2007	······································	
Class(es)/Gos	र्जन	Owner	: BALLY TOTAL FITNESS HOLDING CO			
Class 5			·			
NUTRITIONAI NUTRITIONAI	. Supplements, nu . Supplement ener	TRITIONAL SU GY DRINKS	PPLEMENT ENERGY BARS FOR USE AS A ME	EAL SUBSTITUTE, AND		

37 case(s)

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	tal Fitness Ho	olding Corp	oration			9/14/2007
REGU Client-Matte		#	,	Application	Registration	
CHEIRMAIN	T COUNTY	Status	Mark Name	Number/ Date	Number / Date	Next Renewa
9565-127	United States	Registered	B AND BALLY TOTAL FITNESS LOGO	76/240,897 4/13/2001	2,751,802 8/19/2003	8/19/2013
Class(es)/Goo	ds	Owner	: BALLY TOTAL FITNESS HOLDING COR	PORATION	,	
WITH DOOR A MEDICINE BA ANKLE/WRIST ROWING ACTI	NCHORS, MASSAG LLS, STRETCH BAN WEIGHTS WITH RU ON EXERCISERS, W	E BALLS, TWIST IDS, HAND GRIPS EMOVABLE PLAT FORKOUT AND 1	RER MACHINES, EXERCISE WHEELS, YOGA M G BALLS, DOOR KNOB ROPE EXERCISERS, BO BOARDS, JUMP ROPES, JUMP ROPES WITH CA, S. STRETCH EXPANDERS, LIPTING STRAPS, AI TES, DUMBBELLS, COMBO SINGLE WHEEL AI JETING GLOVES, MAGNETIC KNEE, HIP AND LAGNETIC WAIST BELTS, AND BARBELL NEC	DY EXERCISERS LLORIE COUNTERS, JUSTABLE LLOS SLIMMER BELTS,		
9565-151	United States		BALLYSKATE	76/262,682 5/25/2001	2,714,339 5/6/2003	5/6/2013
Class(es)/Good	<u>is</u>	Owner:	BALLY TOTAL FITNESS HOLDING CORI		-,,,	3-2017
Class 41 PHYSICAL FITT FIELD OF IN-LI	NESS INSTRUCTION NE SKATING		DUCTING CLASSES AND PERSONAL TRAININ			
9565-157	United States	Registered	RAPID RESULTS	75/696,023 5/3/1999	2,426,244 2/6/2001	2/6/2011
Class(es)/Good	ž	Owner:	BALLY TOTAL FITNESS HOLDING CORP	ORATION		•
Class 64) 41-HEALTH CLU COMBINING SU SUPPLEMENTS	JB SERVICES FEAT PERVISED EXERCI	URING A MEMPI				
9565-225	United States	Registered	REAL PEOPLE. REAL RESULTS.	76/312,336 9/10/2001	2,730,263 6/24/2003	6/24/2013
Class(es)/Good	l .	Owners	BALLY TOTAL FITNESS HOLDING CORP	ORATION		
Class 41 HEALTH CLUB:	SERVICES					
9565-252	United States	Registered	BALLY BOOT CAMP FIRST CLASS RESULTS AND DESIGN	76/320,187 10/1/2001	2,731,318 7/1/2003	7/1/2013
Class(es)/Goods	Į.	Owner	BALLY TOTAL FITNESS HOLDING CORPO	DRATION		
Class 41 HEALTH AND FI	TNESS CLUB SERV					
9565-254	United States	Registered	BALLYFITNESS.COM	76/321,486 10/4/2001	2,582,192 6/18/2002	6/18/2012
Class(es)/Goods Class 041 41- HEALTH CLU	B CDB1//CCC	Owner:	BALLY TOTAL FITNESS HOLDING CORPO	*	-prompton to startiff	G INZUIL

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REGUL				Application	Registration	
Client-Matter	Country	Status	Mark Name	Number / Date	Number/ Date	Next Renew
9565-344	United States	Registered	PINNACLE FITNESS	74/637,175 2/22/1995	1,965,334 4/2/1996	
Class 641	-	Owner	BALLY TOTAL FITNESS HOLDING CO	RPORATION		
41-HEALTH CLU				· · · · · · · · · · · · · · · · · · ·		
9565-422	United States		MEMBER VALUES	78/184,598 11/13/2002	2,861,779 7/6/2004	7/6/2014
Class(es)/Goods Class 35	•		BALLY TOTAL FITNESS HOLDING CON			
AND SERVICES	ON OF A DISCOUN	IT PROGRAM FOI	R ENABLING PARTICIPANTS TO OBTAIN DIS	COUNTS ON GOODS		
9565-445	United States	Registered	BLAST ENERGY SUPPLEMINTS AND ROCKET DESIGN	78/178,140 10/24/2002	2,853,448 6/15/2004	6/15/2014
Class(es)/Goods		Owners	BALLY TOTAL FITNESS HOLDING COR	PORATION		
Class 5 NUTRITIONAL SI	UPPLEMENTS		·			
9565-485	United States	Registered	BALLY TOTAL FITNESS	78/242,267 4/25/2003	2,906,278 11/30/2004	11/30/2014
Class(es)/Coods		Owner:	BALLY TOTAL FITNESS HOLDING COR	PORATION	7,,	1115444017
Class 16 MAGAZINES IN T	HE FIELDS OF FIT					
9565-503	United States	Registered	SHAPE YOUR LIFE	74/211.513 10/8/1991	1,762,176 3/30/1993	3/30/2013
Class(es)/Goods		Owner:	BALLY TOTAL FITNESS HOLDING CORE		1,700,170 3/30/1333	J#30/2013
Ctass 41 IEALTH CLUB SE	RVICES			- January		
565-523	United States	Registered 1	BFIT	75/179,791 10/10/1996	2,217,664 1/12/1999	1/12/2009
lass(es)/Goods		Owner: 1	BALLY TOTAL FITNESS HOLDING CORP	•	-,017,004 11121373	111212003
Class 41 ŒALTH CLUB SE	RVICES					
	Jnited States	Registered 1	BUILT TO FIT	78/560,213 2/3/2005	3,054,721 [/31/2006	1/31/2016
	SHIPPE DIGINGS				-11	112114010
	Jimai Diales	Owner: I	BALLY TOTAL FITNESS HOLDING CORP	ORATION		
565-591 (Tanafes)/Goods Tans 44			BALLY TOTAL FITNESS HOLDING CORP NG SERVICES	ORATION		
565-591 (Tannica)/Goods Tann 44 ROVIDING WEIG	HT LOSS AND NU	TRITION PLANNI		78/705.207 9/1/2005	3,157,440 10/17/2006	10/17/2016

	AR			Application	Registration	
Client-Matter	Country	Status	Mark Name	Number / Date	Number / Date	Next Renew
Classics)/Goods	i	Owner	: BALLY TOTAL FITNESS HOLDING CO	RPORATION		
Class 41 HEALTH CLUB S EXERCISE	SERVICES, NAME		INSTRUCTION AND EQUIPMENT IN THE FIE			
9565-612	United States	Registered	WE'RE MAKING IT PERSONAL	78/705,210 9/1/2005	3,157,441 10/17/2006	10/17/2016
Class(es)/Goods		Owner	BALLY TOTAL FITNESS HOLDING CO	-	3,137,741 (0/1//2006	IW 1 // 2016
Class 41						
HEALTH CLUB S EXERCISE	ERVICES, NAMEL	Y, PROVIDING	NSTRUCTION AND EQUIPMENT IN THE FIEL	D OF PHYSICAL		
7565-628	United States	Registered	NEW ROUND B BALLY TOTAL FITNESS LOGO	78/815,387 2/15/2006	3,219,807 3/20/2007	3/20/2017
Class(es)/Goods		Owner	BALLY TOTAL FITNESS HOLDING CO	PORATION		
Clam 41 IEALTH CLUB SI	ERVICES					
565-646	United States	Registered	DISCOVER THE FINANCIAL POWER OF FITNESS	78/904,890 6/9/2006	3,209,250 2/13/2007	2/13/2017
lass(es)/Goods		Owner:	BALLY TOTAL FITNESS HOLDING COR	PORATION		
Class 35						
Kanchise serv Stablishemen	TAND OPERATION	OFFERING TECH ON OF HEALTH A	NICAL AND BUSINESS MANAGEMENT ASSIS IND FITNESS CLUBS	TANCE IN THE		
565-647 t	United States	Registered	TURNING PHYSICAL FITNESS INTO FINANCIAL INDEPENDENCE	78/904,922 6/9/2006	3,209,251 2/13/2007	2/13/2017
lass(es)/Goods		Owner:	BALLY TOTAL FITNESS HOLDING COR	PORATION		
Rase 35 RANCHISE SERV	ICES, NAMELY, O AND OPERATION	FFERING TECH	NICAL AND BUSINESS MANAGEMENT ASSIS D FITNESS CLUBS			
TABLISHMENT				78/971,793 9/11/2006		
- CAMPIONING (Inited States	Pending	BALLY TOTAL FITNESS	107711,772 7711,72000		
- CAMPIONING (Inited States			•		
665-678 L Lass(er//Goods Lass 25 LOTHING, NAME	LY, MEN'S, WOM	Owner:	BALLY TOTAL FITNESS HOLDING COR	PORATION		
665-678 (Inselet/Goods Inselet LOTHING, NAME RAS, TANK TOPS	LY, MEN'S, WOM	Owner: EN'S AND CHILL WEATPANTS, T	BALLY TOTAL FITNESS HOLDING COR	PORATION		

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Charle I date		_		Application	Registration	
Client-Matter	Country	Status	Mark Name	Number/ Date	Number / Date	Next Renew
Class 18 KNAPSACKS, G	YM BAGS AND TO	OTE BAGS				
9565-687	United States	Pending	BALLY BLAST	77/075,208 1/3/2007		
Class(es)/Good	Ē	Owner	r: BALLY TOTAL FITNESS HOLDING CORE	•		
Class 5	71 to be 40					
	OPPLEMENTS AN	D NUTRITIONA	L SUPPLEMENT PROTEIN BRAS AND DRINKS			
9565-688	United States	Pending	NST MUSCLE COMPLEX	77/091,066 1/25/2007		
Class(es)/Goods	ļ	Owner	BALLY TOTAL FITNESS HOLDING CORP	ORATION		
NUTRITIONAL S NUTRITIONAL S	UPPLEMENTS, NU UPPLEMENT ENEI	TRITIONAL SUR RGY DRINKS	PPLEMENT ENERGY BARS FOR USE AS A MEAL	. Substitute, and		
9565-690	United States	Pending	NST HI-PRO SHOT	77/091,076 1/25/2007		
Class(es)/Goods		Owner	BALLY TOTAL FITNESS HOLDING CORPO	•		
			CONTRACTOR TO CONTRACTOR CONT	DRATION		
Class 5 NUTRITIONAL SI NUTRITIONAL SI	UPPLEMENTS, NU UPPLEMENT ENER	TRITTONAT: CUD	PLEMENT ENERGY BARS FOR USE AS A MEAL			
NUTRITIONAL SI	UPPLEMENTS, NU UPPLEMENT ENER United States	TRITTONAT: CUD	PLEMENT ENERGY BARS FOR USE AS A MEAL	SUBSTITUTE, AND		
NUTRITIONAL SI		TRITIONAL SUP EGY DRINKS Pending	PLEMENT ENERGY BARS FOR USE AS A MEAL TOTAL RESULTS GROUP WEGHT LOSS	SUBSTITUTE, AND 77/079,738 1/10/2007		
NUTRETIONAL, SI NUTRETIONAL SI 1565-691 Tass(es)/Goods Class 41	United States	TRITIONAL SUP LGY DRINKS Pending Owner:	PLEMENT ENERGY BARS FOR USE AS A MEAL TOTAL RESULTS GROUP WEGHT LOSS BALLY TOTAL FITNESS HOLDING CORPO	SUBSTITUTE, AND 77/079,738 1/10/2007		
NUTRETIONAL, SI NUTRETIONAL SI 1565-691 Tass(es)/Goods Class 41		TRITIONAL SUP LGY DRINKS Pending Owner:	PLEMENT ENERGY BARS FOR USE AS A MEAL TOTAL RESULTS GROUP WEGHT LOSS BALLY TOTAL FITNESS HOLDING CORPO	SUBSTITUTE, AND 77/079,738 1/10/2007		
NUTRITIONAL SI NUTRITIONAL SI 1565-691 Tass(es)/Goods Class 41 EALTH CLUB SI	United States	TRITIONAL SUP LGY DRINKS Pending Owner:	PLEMENT ENERGY BARS FOR USE AS A MEAL TOTAL RESULTS GROUP WEGHT LOSS BALLY TOTAL FITNESS HOLDING CORPO	SUBSTITUTE, AND 77/079,738 1/10/2007 DRATION		
NUTRITIONAL SI NUTRITIONAL SI 1565-691 Class (1)/Goods Class (1) EALTH CLUB SI	United States	TRITIONAL SUP LIGY DRINKS Pending Owner: IGHT LOSS COU	PLEMENT ENERGY BARS FOR USE AS A MEAL TOTAL RESULTS GROUP WEGHT LOSS BALLY TOTAL FITNESS HOLDING CORPO NSELING BALLY 360	SUBSTITUTE, AND 77/079,738 1/10/2007 DRATION 77/173,248 5/4/2007		
NUTRITIONAL SI NUTRITIONAL SI 1965-691 Tass (1) Tass (4) TEALTH CLUB SI 565-701 Tass (1) Tass (1) Tass (1) Tass (1)	United States ERVICES AND WEI United States	TRITIONAL SUP GY DRINKS Pending Owner: GHT LOSS COU Pending Owner:	PLEMENT ENERGY BARS FOR USE AS A MEAL TOTAL RESULTS GROUP WEGHT LOSS BALLY TOTAL FITNESS HOLDING CORPO MSELING BALLY 360 BALLY TOTAL FITNESS HOLDING CORPO	SUBSTITUTE, AND 77/079,738 1/10/2007 PRATION T7/173,248 5/4/2007 PRATION		
NUTRITIONAL SI VISTATIONAL SI VISTATION OF ME	United States ERVICES AND WEI United States	Pending Owners GHT LOSS COU Pending Owners GHT LOSS COU Owners	PLEMENT ENERGY BARS FOR USE AS A MEAL TOTAL RESULTS GROUP WEGHT LOSS BALLY TOTAL FITNESS HOLDING CORPO NSELING BALLY 360 BALLY TOTAL FITNESS HOLDING CORPO	SUBSTITUTE, AND 77/079,738 1/10/2007 PRATION T7/173,248 5/4/2007 PRATION	-	
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26 case(s)

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