

TRADEMARK ASSIGNMENT

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

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

OP \$1590.00 2917971

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	BYOM
Serial Number:	78851641	NST

Serial Number:	78723978	MEET YOUR POTENTIAL
Serial Number:	78782606	CLUB BALLY MEMBER REWARDS
Serial Number:	78863018	SHAPE UP CHICAGO
Serial Number:	78878020	B
Serial Number:	78878029	B BALLY TOTAL FITNESS
Serial Number:	78878014	B
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 Schedule A 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.

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.

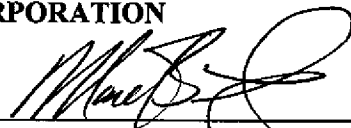
NOTWITHSTANDING ANYTHING HEREIN TO THE CONTRARY, THE LIEN AND SECURITY INTEREST GRANTED TO THE COLLATERAL AGENT PURSUANT TO THIS AGREEMENT AND THE EXERCISE OF ANY RIGHT OR REMEDY BY THE COLLATERAL AGENT HEREUNDER ARE SUBJECT TO THE PROVISIONS OF THE INTERCREDITOR AGREEMENT, DATED AS OF OCTOBER 1, 2007 (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]

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 19 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: 
Name: Richard Prokosch
Title: Vice President

**SCHEDULE A
TO
TRADEMARK SECURITY AGREEMENT**

See attached.

Bally Total Fitness Holding Corporation
Trademark List

Schedule A

KWANDO		Registered	6/20/99	08-Apr-1999	California
MILLENNIUM WORKOUT	76736,398	Registered	2,413,199	12-Dec-2000	United States of America
NO SWEAT PRICING	74/696,312	Registered	2,011,172	22-Oct-1996	United States of America
POWERBALL	76/672,616	Registered	2,466,429	29-May-2001	United States of America
POWERCAMP	76/605,481	Registered	2,489,388	11-Sep-2001	United States of America
POWERFLEX	76/678,164	Registered	2,380,607	28-Aug-2000	United States of America
RAPID RESULTS	76/666,023	Registered	2,426,244	08-Feb-2001	United States of America
SHAPE YOUR LIFE	74/211,513	Registered	1,782,176	30-Mar-1993	United States of America
SNACK RIGHT	76/693,802	Registered	2,470,323	17-Jul-2001	United States of America
THE 30 MINUTE WORKOUT	74/046,234	Registered	1,657,865	17-Sep-1991	United States of America
THE FITNESS FORMULA	76/676,013	Registered	2,516,782	04-Dec-2001	United States of America
THE VERTICAL CLUB	74/174,748	Registered	1,724,335	13-Oct-1992	United States of America
TRIM FAT	76/666,712	Registered	2,446,829	24-Apr-2001	United States of America
ULTIMATE SYSTEM 30 PACK	76/346,838	Registered	2,442,868	10-Apr-2001	United States of America
VERTICAL CLUB	74/292,099	Registered	1,734,972	24-Nov-1992	United States of America
VERTICAL CLUB	74/104,800	Registered	1,666,141	28-Nov-1991	United States of America
VERTICAL CLUB AND DESIGN	74/290,857	Registered	1,773,050	25-May-1993	United States of America

**Bally Total Fitness Holding Corporation
Trademark List**

Schedule A

BFT		27-Feb-1998	Registered	081791	11-Mar-1998	Illinois
BFT		27-Feb-1998	Registered	081787	11-Mar-1998	Illinois
BFT (STYLIZED)		27-Feb-1998	Registered	081786	11-Mar-1998	Illinois
BFT BABY CLUB	75/484,393	02-Jun-1998	Registered	2,464,838	03-Jul-2001	United States of America
BFT GEAR	78/275,189	16-Jul-2003	Registered	2,912,905	21-Dec-2004	United States of America
BFT-RX	75/292,001	05-Mar-1997	Registered	2,518,918	18-Dec-2001	United States of America
BFT-RX		02-Mar-1998	Registered	262,4905	02-Mar-1998	Utah
BFT-RX		27-Feb-1998	Registered	081798	11-Mar-1998	Illinois
BLEAN		02-Mar-1998	Registered	262,4606	02-Mar-1998	Utah
BLEAN		27-Feb-1998	Registered	081790	11-Mar-1998	Illinois
BLEAN	75/203,790	25-Nov-1998	Registered	2,336,487	11-Apr-2000	United States of America
BLEAN (STYLIZED)		27-Feb-1998	Registered	081789	11-Mar-1998	Illinois
BODYTECH	73/626,446	11-Mar-1998	Registered	1,451,382	04-Aug-1997	United States of America
CLICK TO GET FIT	78/074,356	21-Jun-2000	Registered	2,742,835	29-Jul-2003	United States of America
DOWNTOWN CLUB, LTD.			Registered	WI0390756	02-Oct-1995	Wisconsin
EXCEL TRAINING	75/618,806	11-Jan-1998	Registered	2,300,075	14-Dec-1999	United States of America
KWANDO	76/636,802	08-Feb-1999	Registered	2,302,289	21-Dec-1999	United States of America

**Bally Total Fitness Holding Corporation
Trademark List**

Schedule A

BALLY TOTAL FITNESS			Registered	005403	28-Jul-1986	Tennessee
BALLY TOTAL FITNESS			Registered	5470817	31-Jul-1995	Texas
BALLY TOTAL FITNESS and Design			Registered	5470517	31-Jul-1995	Texas
BALLY TOTAL FITNESS			Registered	982	04-Aug-1995	Virginia
BALLY TOTAL FITNESS and Design			Registered	983	04-Aug-1995	Virginia
BALLY TOTAL FITNESS			Registered	24378	10-Oct-1986	Washington
BALLY TOTAL FITNESS AND DESIGN			Registered	24377	10-Oct-1996	Washington
BALLY TOTAL FITNESS			Registered	WI1009170	02-Aug-1995	Wisconsin
BALLY TOTAL FITNESS AND DESIGN			Registered	WI1009171	02-Aug-1995	Wisconsin
BALLY TOTAL FITNESS AND DESIGN			Registered	981096843	31-Jul-1995	Colorado
BALLY TOTAL FITNESS			Registered	MOO-800	29-Jan-1996	Michigan
BALLY TOTAL FITNESS B AND DESIGN			Registered	950714	31-Jul-1995	Rhode Island
BALLY TOTAL FITNESS SPORTS CLUB			Registered	S-15485	10-Feb-1997	New York
BFIT			Registered	2524604	2-Mar-1998	Utah
BFIT	75/498,392		Registered	2,340,454	11-May-2004	United States of America
BFIT	75/178,791		Registered	2,217,984	12-Jan-1999	United States of America
BFIT	75/178,827		Registered	2,533,183	29-Jan-2002	United States of America

**Bally Total Fitness Holding Corporation
Trademark List**

Schedule A

BALLY TOTAL FITNESS	Registered	51521	31-Jul-1995	Massachusetts
BALLY TOTAL FITNESS	Registered	51522	31-Jul-1995	Massachusetts
BALLY TOTAL FITNESS	Registered	M00-600	29-Jan-1995	MICHIGAN
BALLY TOTAL FITNESS	Registered	24040	28-Jul-1995	Minnesota
BALLY TOTAL FITNESS and Design	Registered	24041	28-Jul-1995	Minnesota
BALLY TOTAL FITNESS	Registered	13312	28-Jul-1995	Missouri
BALLY TOTAL FITNESS AND DESIGN	Registered	13313	28-Jul-1995	Missouri
BALLY TOTAL FITNESS	Registered	13465	01-Aug-1995	New Jersey
BALLY TOTAL FITNESS (Stylized)	Registered	13464	01-Aug-1995	New Jersey
BALLY TOTAL FITNESS	Registered	9-14739	18-Aug-1995	New York
BALLY TOTAL FITNESS	Registered	T-11714	21-Sep-1995	North Carolina
BALLY TOTAL FITNESS (Stylized)	Registered	T-11713	21-Sep-1995	North Carolina
BALLY TOTAL FITNESS	Registered	27355	31-Jul-1995	Oklahoma
BALLY TOTAL FITNESS and Design	Registered	27354	31-Jul-1995	Oklahoma
BALLY TOTAL FITNESS	Registered	2850130	04-Aug-1995	Pennsylvania
BALLY TOTAL FITNESS and Design	Registered	2850128	04-Aug-1995	Pennsylvania
BALLY TOTAL FITNESS	Registered	950713	31-Jul-1995	Rhode Island

**Bally Total Fitness Holding Corporation
Trademark List**

Schedule A

1-800-FITNESS	75/66, 710	22-Mar-1989	Registered	2,374,747	08-Aug-2000	United States of America
1-800-WORKOUT	74/678, 133	23-May-1996	Registered	1,973,571	07-May-1996	United States of America
AEROBICS PLUS			Registered	10842	17-Dec-1980	California
B TRIM	75/150,077	14-Aug-1996	Registered	2,077,591	08-Jul-1997	United States of America
BALLY TOTAL FITNESS			Registered	036894	31-Jul-1988	Arizona
BALLY TOTAL FITNESS			Registered	036882	31-Jul-1988	Arizona
BALLY TOTAL FITNESS			Registered	861089905	31-Jul-1995	Colorado
BALLY TOTAL FITNESS			Registered	9882	28-Sep-1995	Connecticut
B BALLY TOTAL FITNESS and Design			Registered	9880	28-Sep-1995	Connecticut
BALLY TOTAL FITNESS			Registered	S-14781	28-Jul-1995	Georgia
BALLY TOTAL FITNESS and Design			Registered	S-14762	28-Jul-1995	Georgia
BALLY TOTAL FITNESS			Registered	078903	31-Jul-1995	Illinois
BALLY TOTAL FITNESS			Registered	078904	31-Jul-1995	Illinois
BALLY TOTAL FITNESS		08-Aug-1995	Registered	6010-3280	08-Aug-1995	Indiana
B BALLY TOTAL FITNESS AND DESIGN			Registered	6010-3281	08-Aug-1995	Indiana
BALLY TOTAL FITNESS			Registered	1986-S-3441	01-Aug-1995	Maryland
BALLY TOTAL FITNESS AND DESIGN			Registered	1896-S-3439	31-Jul-1995	Maryland

**Bally Total Fitness Holding Corporation
Trademark List**

Schedule A

WE CAN HELP YOU GET THE RESULTS YOU WANT	75/829,946	28-Feb-2000 Registered	2,699,307	02-Jul-2002 United States of America	
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Bally Total Fitness Holding Corporation
 INTENT TO USE APPLICATION

9/14/2007

Client-Matter	Country	Status	Mark Name	Application Number / Date	Registration Number / Date	Next Renewal
09565-430	United States	Registered	BALLY TOTAL FITNESS	78/162,591 9/10/2002	2,917,971 1/11/2005	1/11/2015
<u>Class(es)/Goods</u>						
Owner: BALLY TOTAL FITNESS HOLDING CORPORATION						
Class 28						
EXERCISE EQUIPMENT, NAMELY, STATIONARY UPRIGHT EXERCISE BICYCLES, STATIONARY RECUMBENT EXERCISE BICYCLES, TREADMILLS AND ELLIPTICAL EXERCISE MACHINES						
9565-109	United States	Registered	BALLY'S TOTAL FITNESS	74/800,026 2/22/1990	1,673,918 1/28/1992	1/28/2012
<u>Class(es)/Goods</u>						
Owner: BALLY TOTAL FITNESS HOLDING CORPORATION						
Class 041						
HEALTH AND FITNESS CLUB SERVICES						
9565-111	United States	Registered	B (STYLIZED)	74/640,369 2/24/1995	2,030,899 1/14/1997	1/14/2017
<u>Class(es)/Goods</u>						
Owner: BALLY TOTAL FITNESS HOLDING CORPORATION						
Class 41						
HEALTH CLUB SERVICES						
9565-112	United States	Registered	BALLY TOTAL FITNESS	74/640,187 2/24/1995	1,992,150 8/6/1996	8/6/2016
<u>Class(es)/Goods</u>						
Owner: BALLY TOTAL FITNESS HOLDING CORPORATION						
Class 041						
41-HEALTH CLUB SERVICES						
9565-113	United States	Registered	B (STYLIZED) BALLY TOTAL FITNESS (DESIGN)	74/635,244 4/3/1995	1,973,721 5/14/1996	5/14/2016
<u>Class(es)/Goods</u>						
Owner: BALLY TOTAL FITNESS HOLDING CORPORATION						
Class 041						
41-HEALTH CLUB SERVICES						
9565-114	United States	Registered	B (STYLIZED) BALLY TOTAL FITNESS	74/689,601 6/16/1995	2,020,345 12/3/1996	12/3/2016
<u>Class(es)/Goods</u>						
Owner: BALLY TOTAL FITNESS HOLDING CORPORATION						
Class 041						
41-HEALTH CLUB SERVICES						
9565-118	United States	Registered	B (STYLIZED)	75/169,129 9/20/1996	2,168,352 6/23/1998	6/23/2008
<u>Class(es)/Goods</u>						
Owner: BALLY TOTAL FITNESS HOLDING CORPORATION						
Class 005						
5- NUTRITIONAL SUPPLEMENTS AND VITAMINS						
9565-119	United States	Registered	BALLY TOTAL FITNESS	75/157,797 8/29/1996	2,783,443 11/18/2003	11/18/2013

Bally Total Fitness Holding Corporation
INTENT TO USE APPLICATION

9/14/2007

Client-Matter	Country	Status	Mark Name	Application Number / Date	Registration Number / Date	Next Renewal
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Class(es)/Goods Owner: BALLY TOTAL FITNESS HOLDING CORPORATION

Class 005
 NUTRITIONAL SUPPLEMENTS AND 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
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Class(es)/Goods Owner: BALLY TOTAL FITNESS HOLDING CORPORATION

Class 5
 NUTRITIONAL SUPPLEMENTS AND VITAMINS

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
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Class(es)/Goods Owner: BALLY TOTAL FITNESS HOLDING CORPORATION

Class 005
 5-NUTRITIONAL SUPPLEMENTS AND VITAMINS; NUTRITIONAL DRINKS IN THE FORM OF LIQUID AND POWDERED DRINKS AND DRINK MIXES; NUTRITIONAL MEAL REPLACEMENT DRINKS AND MEAL REPLACEMENT DRINK MIXES

9565-122	United States	Registered	BALLY TOTAL FITNESS	75/169,429 8/6/1999	2,672,535 1/7/2003	1/7/2013
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Class(es)/Goods Owner: BALLY TOTAL FITNESS HOLDING CORPORATION

Class 9
 PRE-RECORDED AUDIO AND VIDEO TAPES FEATURING EXERCISE, HEALTH AND WELLNESS

9565-123	United States	Registered	BALLY TOTAL FITNESS	75/799,114 9/10/1999	3,123,889 8/1/2006	8/1/2016
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Class(es)/Goods Owner: BALLY TOTAL FITNESS HOLDING CORPORATION

Class 29
 FOOD PRODUCTS NAMELY WHEY-BASED FOODS, DAIRY-BASED FOODS, NAMELY ICE CREAM, MILK, CHEESE, VEGETABLE-BASED FOODS, NAMELY VEGETABLE CHIPS, SNACK DIPS, DAIRY-BASED DIPS, BEAN DIPS, FISH, FRUIT-BASED FOODS, NAMELY CHIPS, TRAIL MIX, SNACK BARS, FROZEN FRUIT BARS, PROCESSED BEE POLLEN FOR FOOD, SOY-BASED FOOD BEVERAGE FOR USE AS A MILK SUBSTITUTE, DRIED AND CANNED SOY BEANS, YOGURT-BASED FOODS NAMELY BEVERAGES, CANNED AND DRIED FRUITS AND VEGETABLES AND PACKAGED ENTREES OF MEAT, FISH, POULTRY, OR VEGETABLES

Class 30
 FOOD PRODUCTS NAMELY HERBAL-BASED FOODS, NAMELY BEVERAGES, TEAS, AND PROCESSED HERBS, SOY-BASED ICE CREAM SUBSTITUTE, SOY SAUCE, CEREAL-BASED READY TO EAT FOOD BARS AND SNACKS, FOOD FLAVORINGS, BREAD-CRACKER-COOKIE COMBINATION PACKAGES, SHAKES, BAKERY GOODS, GRAIN-BASED FOODS AND BEVERAGES, CANDY, CHOCOLATE, COFFEE, ICE CREAM, FROZEN YOGURT, PASTA, RICE CAKES, AND TEA

Class 32
 SODA AND BOTTLED SOFT BEVERAGES NAMELY SODA DRINKS, SODA DRINKS AND SODA DRINKS

Bally Total Fitness Holding Corporation
INTENT TO USE APPLICATION

9/14/2007

<u>Client-Matter</u>	<u>Country</u>	<u>Status</u>	<u>Mark Name</u>	<u>Application Number / Date</u>	<u>Registration Number / Date</u>	<u>Next Renewal</u>
9565-207	United States	Registered	RAPID RESULTS	78/076,874 8/1/2001	2,720,103 5/27/2003	5/27/2013
<u>Class(es)/Goods</u>						
Owner: BALLY TOTAL FITNESS HOLDING CORPORATION						
Class 5						
VITAMINS AND NUTRITIONAL SUPPLEMENTS						
9565-268	United States	Registered	ROCKET SCIENCE	76/338,021 11/15/2001	2,782,692 11/11/2003	11/11/2013
<u>Class(es)/Goods</u>						
Owner: BALLY TOTAL FITNESS HOLDING CORPORATION						
Class 5						
NUTRITIONALLY FORTIFIED ENERGY DRINK BEVERAGE						
9565-340	United States	Registered	BFIT COMMUNITIES	76/371,903 2/15/2002	3,029,648 12/13/2005	12/13/2015
<u>Class(es)/Goods</u>						
Owner: BALLY TOTAL FITNESS HOLDING CORPORATION						
Class 36						
PHILANTHROPIC SERVICES CONCERNING DONATION OF MONEY						
Class 41						
CHARITABLE SERVICES, NAMELY, PROVIDING DONATIONS OF EXERCISE EQUIPMENT FOR CHARITABLE PURPOSES						
9565-373	United States	Registered	BLAST AND DESIGN	76/434,195 7/25/2002	2,803,390 1/6/2004	1/6/2014
<u>Class(es)/Goods</u>						
Owner: BALLY TOTAL FITNESS HOLDING CORPORATION						
Class 32						
ENERGY SPORTS DRINKS						
Class 5						
NUTRITIONALLY FORTIFIED ENERGY DRINK BEVERAGES						
9565-443	United States	Registered	BFIT COMMUNITIES	78/176,677 10/21/2002	2,846,657 5/25/2004	5/25/2014
<u>Class(es)/Goods</u>						
Owner: BALLY TOTAL FITNESS HOLDING CORPORATION						
Class 41						
CHARITABLE SERVICES, NAMELY PROVIDING THE USE OF HEALTH CLUB FACILITIES FOR CHARITABLE PURPOSES						
9565-448	United States	Registered	PAIN IN THE BUTT WORKOUT	78/178,399 10/25/2002	2,875,602 8/17/2004	8/17/2014
<u>Class(es)/Goods</u>						
Owner: BALLY TOTAL FITNESS HOLDING CORPORATION						
Class 41						
HEALTH CLUB SERVICES						
9565-477	United States	Registered	BTF-X	78/235,891 4/9/2003	2,934,079 3/15/2005	3/15/2015
<u>Class(es)/Goods</u>						
Owner: BALLY TOTAL FITNESS HOLDING CORPORATION						

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Class 5 VITAMINS AND NUTRITIONAL SUPPLEMENTS						
9565-490	United States	Registered	BLAST AND ROCKET DESIGN	78/259,313 6/6/2003	2,961,011 6/7/2005	6/7/2015
<u>Class(es)/Goods</u>			Owner: BALLY TOTAL FITNESS HOLDING CORPORATION			
Class 5 NUTRITIONAL SUPPLEMENTS AND NUTRITIONAL SUPPLEMENT PROTEIN BARS						
9565-495	United States	Registered	SHAPE-UP SWEEPSTAKES	78/261,380 7/12/2003	2,953,473 5/17/2005	5/17/2015
<u>Class(es)/Goods</u>			Owner: BALLY TOTAL FITNESS HOLDING CORPORATION			
Class 41 ENTERTAINMENT SERVICES IN THE NATURE OF CONDUCTING 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
<u>Class(es)/Goods</u>			Owner: BALLY TOTAL FITNESS HOLDING CORPORATION			
Class 16 MAGAZINES IN THE FIELDS OF FITNESS, HEALTH 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
<u>Class(es)/Goods</u>			Owner: BALLY TOTAL FITNESS HOLDING CORPORATION			
Class 16 MAGAZINES IN THE FIELDS OF FITNESS, HEALTH AND LIFESTYLES						
9565-515	United States	Registered	EVERY BODY NEEDS SOMETHING	78/319,462 10/28/2003	2,995,907 9/13/2005	9/13/2015
<u>Class(es)/Goods</u>			Owner: BALLY TOTAL FITNESS HOLDING CORPORATION			
Class 41 HEALTH CLUB SERVICES						
9565-517	United States	Registered	B TOTAL FITNESS AND DESIGN	78/320,358 10/29/2003	2,993,236 9/6/2005	9/6/2015
<u>Class(es)/Goods</u>			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 ANKLE/WRIST WEIGHTS WITH REMOVABLE PLATES, DUMBBELLS, COMBO SINGLE WHEEL AND SLIMMER BELTS, ROWING ACTION EXERCISERS, WORKOUT AND LIFTING GLOVES, MAGNETIC KNEE, HIP AND THIGH BELTS, MAGNETIC ANKLE, WRIST AND ELBOW BELTS, MAGNETIC WAIST BELTS, AND BARBELL NECK PROTECTORS						

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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
<u>Class(es)/Goods</u> 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 ANKLE/WRIST WEIGHTS WITH REMOVABLE PLATES, DUMBBELLS, COMBINATION SINGLE WHEEL AND SLIMMER BELTS, ROWING ACTION EXERCISERS, WORKOUT AND LIFTING GLOVES, WEIGHTLIFTING AND EXERCISE EQUIPMENT, NAMELY, MAGNETIC KNEE, HIP AND THIGH BELTS, MAGNETIC ANKLE, WRIST AND ELBOW BELTS, MAGNETIC WAIST BELTS, AND BARBELL NECK PROTECTORS						
Class 41 HEALTH CLUB SERVICES						
Class 5 NUTRITIONAL SUPPLEMENTS AND VITAMINS; NUTRITIONAL SUPPLEMENT DRINKS IN THE FORM OF LIQUID AND POWDERED DRINKS AND DRINK MIXES; MEAL REPLACEMENT NUTRITION BARS; NUTRITIONAL SUPPLEMENT IN THE NATURE OF FORTIFIED ENERGY DRINK BEVERAGES; NUTRITIONAL MEAL REPLACEMENT DRINKS AND MEAL REPLACEMENT DRINK MIXES						
9565-598	United States	Registered	BUILD YOUR OWN MEMBERSHIP	78/619,019 4/28/2005	3,188,168 12/19/2006	12/19/2016
<u>Class(es)/Goods</u> Owner: BALLY TOTAL FITNESS HOLDING CORPORATION						
Class 41 HEALTH CLUB SERVICES, NAMELY PROVIDING INSTRUCTION AND EQUIPMENT IN THE FIELD OF PHYSICAL EXERCISE						
9565-599	United States	Pending	BYOM	78/619,381 4/28/2005		
<u>Class(es)/Goods</u> Owner: BALLY TOTAL FITNESS HOLDING CORPORATION						
Class 41 HEALTH CLUB SERVICES						
9565-609	United States	Pending	NST	78/651,641 3/31/2006		
<u>Class(es)/Goods</u> Owner: BALLY TOTAL FITNESS HOLDING CORPORATION						
Class 5 A CONCENTRATED LIQUID HEALTH SUPPLEMENT						
9565-618	United States	Pending	MEET YOUR POTENTIAL	78/723,978 9/30/2005		
<u>Class(es)/Goods</u> Owner: BALLY TOTAL FITNESS HOLDING CORPORATION						

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Class 41 HEALTH CLUB SERVICES, NAMELY, PROVIDING INSTRUCTION AND EQUIPMENT IN THE FIELD OF PHYSICAL EXERCISE						
9565-629	United States	Pending	CLUB BALLY MEMBER REWARDS	78/782,606 12/29/2005		
<u>Class(es)/Goods</u> Owner: BALLY TOTAL FITNESS HOLDING CORPORATION						
Class 35 HEALTH CLUB REWARDS PROGRAM, NAMELY, PROMOTING THE SALE AND USE OF HEALTH CLUB MEMBERSHIPS THROUGH THE ADMINISTRATION OF AN INCENTIVE REWARDS PROGRAM FOR CUSTOMERS						
9565-635	United States	Pending	SHAPE UP CHICAGO	78/863,018 4/17/2006		
<u>Class(es)/Goods</u> Owner: BALLY TOTAL FITNESS HOLDING CORPORATION						
Class 41 HEALTH CLUB SERVICES						
9565-641	United States	Pending	B IN CIRCLE DESIGN	78/878,020 5/5/2006		
<u>Class(es)/Goods</u> Owner: BALLY TOTAL FITNESS HOLDING CORPORATION						
Class 41 HEALTH CLUB SERVICES						
9565-643	United States	Pending	B BALLY TOTAL FITNESS IN CIRCLE DESIGN LOGO	78/878,029 5/5/2006		
<u>Class(es)/Goods</u> 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, ANKLE/WRIST WEIGHTS, DUMBBELLS, SLIMMER BELTS, ROWING ACTION EXERCISERS, WORKOUT AND LIFTING GLOVES, THIGH TONERS, ABDOMINAL EXERCISERS, INFLATABLE EXERCISE BALLS AND WEIGHTED BALLS; WEIGHT LIFTING BELTS, NAMELY MAGNETIC KNEE, HIP AND THIGH BELTS, MAGNETIC ANKLE, WRIST AND ELBOW BELTS, MAGNETIC WAIST BELTS						
9565-644	United States	Pending	B BALLY TOTAL FITNESS AND DESIGN	78/878,014 5/5/2006		
<u>Class(es)/Goods</u> 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, ANKLE/WRIST WEIGHTS, DUMBBELLS, SLIMMER BELTS, ROWING ACTION EXERCISERS, WORKOUT AND LIFTING GLOVES,						

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THIGH TONERS, ABDOMINAL EXERCISERS, INFLATABLE EXERCISE BALLS AND WEIGHTED BALLS; WEIGHT LIFTING BELTS, NAMELY MAGNETIC KNEE, HIP AND THIGH BELTS, MAGNETIC ANKLE, WRIST AND ELBOW BELTS, MAGNETIC WAIST BELTS						
9565-686	United States	Pending	TOTAL RESULTS WEIGHT LOSS SOLUTION	77/078,149 1/8/2007		
<u>Class(es)/Goods</u>		Owner: BALLY TOTAL FITNESS HOLDING CORPORATION				
Class 41		HEALTH CLUB AND WIGHT LOSS SERVICES				
9565-695	United States	Pending	NST NITRIC FUSION	77/107,566 2/14/2007		
<u>Class(es)/Goods</u>		Owner: BALLY TOTAL FITNESS HOLDING CORPORATION				
Class 5		NUTRITIONAL SUPPLEMENTS, NUTRITIONAL SUPPLEMENT ENERGY BARS FOR USE AS A MEAL. SUBSTITUTE, AND NUTRITIONAL SUPPLEMENT ENERGY DRINKS				

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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
<u>Class(es)/Goods</u>						
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 ANKLE/WRIST WEIGHTS WITH REMOVABLE PLATES, DUMBBELLS, COMBO SINGLE WHEEL AND SLIMMER BELTS, ROWING ACTION EXERCISERS, WORKOUT AND LIFTING GLOVES, MAGNETIC KNEE, HIP AND THIGH BELTS, MAGNETIC ANKLE, WRIST AND ELBOW BELTS, MAGNETIC WAIST BELTS, AND BARBELL NECK PROTECTORS						
9565-151	United States	Registered	BALLYSKATE	76/262,682 5/25/2001	2,714,339 5/6/2003	5/6/2013
<u>Class(es)/Goods</u>						
Owner: BALLY TOTAL FITNESS HOLDING CORPORATION						
Class 41						
PHYSICAL FITNESS INSTRUCTION, NAMELY, CONDUCTING CLASSES AND PERSONAL TRAINING SESSIONS IN THE FIELD OF IN-LINE SKATING						
9565-157	United States	Registered	RAPID RESULTS	75/696,023 5/3/1999	2,426,244 2/6/2001	2/6/2011
<u>Class(es)/Goods</u>						
Owner: BALLY TOTAL FITNESS HOLDING CORPORATION						
Class 041						
41-HEALTH CLUB SERVICES FEATURING A MEMBERSHIP PROGRAM COMBINING SUPERVISED EXERCISE, NUTRITIONAL INFORMATION AND SUPPLEMENTS						
9565-225	United States	Registered	REAL PEOPLE. REAL RESULTS.	76/312,336 9/10/2001	2,730,263 6/24/2003	6/24/2013
<u>Class(es)/Goods</u>						
Owner: BALLY TOTAL FITNESS HOLDING CORPORATION						
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
<u>Class(es)/Goods</u>						
Owner: BALLY TOTAL FITNESS HOLDING CORPORATION						
Class 41						
HEALTH AND FITNESS CLUB SERVICES						
9565-254	United States	Registered	BALLYFITNESS.COM	76/321,486 10/4/2001	2,582,192 6/18/2002	6/18/2012
<u>Class(es)/Goods</u>						
Owner: BALLY TOTAL FITNESS HOLDING CORPORATION						
Class 041						
41- HEALTH CLUB SERVICES						

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9565-344	United States	Registered	PINNACLE FITNESS	74/637,175 2/22/1995	1,965,334 4/2/1996	
<u>Class(es)/Goods</u>						
Owner: BALLY TOTAL FITNESS HOLDING CORPORATION						
Class 041						
41-HEALTH CLUB SERVICES						
9565-422	United States	Registered	MEMBER VALUES	78/184,598 11/13/2002	2,861,779 7/6/2004	7/6/2014
<u>Class(es)/Goods</u>						
Owner: BALLY TOTAL FITNESS HOLDING CORPORATION						
Class 35						
ADMINISTRATION OF A DISCOUNT PROGRAM FOR ENABLING PARTICIPANTS TO OBTAIN DISCOUNTS ON GOODS AND SERVICES						
9565-445	United States	Registered	BLAST ENERGY SUPPLEMENTS AND ROCKET DESIGN	78/178,140 10/24/2002	2,853,448 6/15/2004	6/15/2014
<u>Class(es)/Goods</u>						
Owner: BALLY TOTAL FITNESS HOLDING CORPORATION						
Class 5						
NUTRITIONAL SUPPLEMENTS						
9565-485	United States	Registered	BALLY TOTAL FITNESS	78/242,267 4/25/2003	2,906,278 11/30/2004	11/30/2014
<u>Class(es)/Goods</u>						
Owner: BALLY TOTAL FITNESS HOLDING CORPORATION						
Class 16						
MAGAZINES IN THE FIELDS OF FITNESS, HEALTH AND LIFESTYLES						
9565-503	United States	Registered	SHAPE YOUR LIFE	74/211,513 10/8/1991	1,762,176 3/30/1993	3/30/2013
<u>Class(es)/Goods</u>						
Owner: BALLY TOTAL FITNESS HOLDING CORPORATION						
Class 41						
HEALTH CLUB SERVICES						
9565-523	United States	Registered	BFTT	75/179,791 10/10/1996	2,217,664 1/12/1999	1/12/2009
<u>Class(es)/Goods</u>						
Owner: BALLY TOTAL FITNESS HOLDING CORPORATION						
Class 41						
HEALTH CLUB SERVICES						
9565-591	United States	Registered	BUILT TO FIT	78/560,213 2/3/2005	3,054,721 1/31/2006	1/31/2016
<u>Class(es)/Goods</u>						
Owner: BALLY TOTAL FITNESS HOLDING CORPORATION						
Class 44						
PROVIDING WEIGHT LOSS AND NUTRITION PLANNING SERVICES						
9565-611	United States	Registered	MAKE IT PERSONAL	78/705,207 9/1/2005	3,157,440 10/17/2006	10/17/2016

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<u>Class(es)/Goods</u> Owner: BALLY TOTAL FITNESS HOLDING CORPORATION						
Class 41 HEALTH CLUB SERVICES, NAMELY, PROVIDING INSTRUCTION AND EQUIPMENT IN THE FIELD OF PHYSICAL EXERCISE						
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
<u>Class(es)/Goods</u> Owner: BALLY TOTAL FITNESS HOLDING CORPORATION						
Class 41 HEALTH CLUB SERVICES, NAMELY, PROVIDING INSTRUCTION AND EQUIPMENT IN THE FIELD OF PHYSICAL EXERCISE						
9565-628	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
<u>Class(es)/Goods</u> Owner: BALLY TOTAL FITNESS HOLDING CORPORATION						
Class 41 HEALTH CLUB SERVICES						
9565-646	United States	Registered	DISCOVER THE FINANCIAL POWER OF FITNESS	78/904,890 6/9/2006	3,209,250 2/13/2007	2/13/2017
<u>Class(es)/Goods</u> Owner: BALLY TOTAL FITNESS HOLDING CORPORATION						
Class 35 FRANCHISE SERVICES, NAMELY, OFFERING TECHNICAL AND BUSINESS MANAGEMENT ASSISTANCE IN THE ESTABLISHMENT AND OPERATION OF HEALTH AND FITNESS CLUBS						
9565-647	United States	Registered	TURNING PHYSICAL FITNESS INTO FINANCIAL INDEPENDENCE	78/904,922 6/9/2006	3,209,251 2/13/2007	2/13/2017
<u>Class(es)/Goods</u> Owner: BALLY TOTAL FITNESS HOLDING CORPORATION						
Class 35 FRANCHISE SERVICES, NAMELY, OFFERING TECHNICAL AND BUSINESS MANAGEMENT ASSISTANCE IN THE ESTABLISHMENT AND OPERATION OF HEALTH AND FITNESS CLUBS						
9565-678	United States	Pending	BALLY TOTAL FITNESS	78/971,793 9/11/2006		
<u>Class(es)/Goods</u> Owner: BALLY TOTAL FITNESS HOLDING CORPORATION						
Class 25 CLOTHING, NAMELY, MEN'S, WOMEN'S AND CHILDREN'S POLO SHIRTS, PANTS, VESTS, SOCKS, SHORTS, SPORTS BRAS, TANK TOPS, UNDERWEAR, SWEATPANTS, T-SHIRTS, SWEATSHIRTS, JACKETS, HATS AND BANDANNAS						
9565-679	United States	Pending	BALLY TOTAL FITNESS	78/971,712 9/11/2006		
<u>Class(es)/Goods</u> Owner: BALLY TOTAL FITNESS HOLDING CORPORATION						

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Class 18						
KNAPSACKS, GYM BAGS AND TOTE BAGS						
9565-687	United States	Pending	BALLY BLAST	77/075,208 1/3/2007		
Class(es)/Goods						
Owner: BALLY TOTAL FITNESS HOLDING CORPORATION						
Class 5						
NUTRITIONAL SUPPLEMENTS AND NUTRITIONAL SUPPLEMENT PROTEIN BRAS AND DRINKS						
9565-688	United States	Pending	NST MUSCLE COMPLEX	77/091,066 1/25/2007		
Class(es)/Goods						
Owner: BALLY TOTAL FITNESS HOLDING CORPORATION						
Class 5						
NUTRITIONAL SUPPLEMENTS, NUTRITIONAL SUPPLEMENT ENERGY BARS FOR USE AS A MEAL SUBSTITUTE, AND NUTRITIONAL SUPPLEMENT ENERGY DRINKS						
9565-690	United States	Pending	NST HI-PRO SHOT	77/091,076 1/25/2007		
Class(es)/Goods						
Owner: BALLY TOTAL FITNESS HOLDING CORPORATION						
Class 5						
NUTRITIONAL SUPPLEMENTS, NUTRITIONAL SUPPLEMENT ENERGY BARS FOR USE AS A MEAL SUBSTITUTE, AND NUTRITIONAL SUPPLEMENT ENERGY DRINKS						
9565-691	United States	Pending	TOTAL RESULTS GROUP WEGHT LOSS	77/079,738 1/10/2007		
Class(es)/Goods						
Owner: BALLY TOTAL FITNESS HOLDING CORPORATION						
Class 41						
HEALTH CLUB SERVICES AND WEIGHT LOSS COUNSELING						
9565-701	United States	Pending	BALLY 360	77/173,248 5/4/2007		
Class(es)/Goods						
Owner: BALLY TOTAL FITNESS HOLDING CORPORATION						
Class 41						
CREATION OF MEAL PLANS, FITNESS PLANS, IN THE FIELD OF EXERCISE AND PHYSICAL FITNESS; FITNESS-RELATED CONSULTING SERVICES; NUTRITION SERVICES						
9565-706	United States	Pending	NST NUTRITION SPORTS TECHNOLOGY AND DESIGN	77/186,261 5/21/2007		
Class(es)/Goods						
Owner: BALLY TOTAL FITNESS HOLDING CORPORATION						
Class 5						
NUTRITIONAL SUPPLEMENTS, NUTRITIONAL SUPPLEMENT ENERGY BARS FOR USE AS A MEAL SUBSTITUTE AND NUTRITIONAL SUPPLEMENT ENERGY DRINKS						

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