

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	RELEASE BY SECURED PARTY

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Morgan Stanley Senior Funding, Inc., as Collateral Agent		09/01/2009	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	Bally Total Fitness Holding Corporation
<b>Street Address:</b>	8700 West Bryn Mawr
<b>Internal Address:</b>	2nd Floor
<b>City:</b>	Chicago
<b>State/Country:</b>	ILLINOIS
<b>Postal Code:</b>	60631
<b>Entity Type:</b>	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 91**

Property Type	Number	Word Mark
Registration Number:	2374747	1-800-FITNESS
Registration Number:	1973571	1-800-WORKOUT
Registration Number:	2077581	B TRIM
Registration Number:	2840454	BFIT
Registration Number:	2217664	BFIT
Registration Number:	2533193	BFIT
Registration Number:	2464838	BFIT BABY CLUB
Registration Number:	2912905	BFIT GEAR
Registration Number:	2518918	BFIT-RX
Registration Number:	2339487	BLEAN
Registration Number:	1451382	BODYTECH
Registration Number:	2742835	CLICK TO GET FIT
Registration Number:	2300075	EXCELTRAINING

CH \$2290.00 2374747

Registration Number:	2302269	KWANDO
Registration Number:	2413199	MILLENNIUM WORKOUT
Registration Number:	2011172	NO SWEAT PRICING
Registration Number:	2456429	POWERBALL
Registration Number:	2489398	POWERCAMP
Registration Number:	2380507	POWERFLEX
Registration Number:	2426244	RAPID RESULTS
Registration Number:	1762176	SHAPE YOUR LIFE
Registration Number:	2470323	SNACK RIGHT
Registration Number:	1657665	THE 30 MINUTE WORKOUT
Registration Number:	2515782	THE FITNESS FORMULA
Registration Number:	1724335	THE VERTICAL CLUB
Registration Number:	2446929	TRIM FAT
Registration Number:	2442968	ULTIMATE SYSTEM 30 PACK
Registration Number:	1734972	VERTICAL CLUB
Registration Number:	1666141	VERTICAL CLUB
Registration Number:	1773050	VERTICAL CLUB
Registration Number:	2589307	WE CAN HELP YOU GET THE RESULTS YOU WANT
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
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
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
Registration Number:	2751802	B BALLY TOTAL FITNESS
Registration Number:	2714339	BALLYSKATE
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:	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
		TURNING PHYSICAL FITNESS INTO FINANCIAL

**TRADEMARK**

**REEL: 004055 FRAME: 0562**

Registration Number:	3209251	INDEPENDENCE
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: (212)715-8000  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 212.715.9357  
Email: KLtrademark@kramerlevin.com  
Correspondent Name: Kramer Levin Naftalis & Frankel LLP  
Address Line 1: 1177 Avenue of the Americas  
Address Line 2: c/o Carole E. Klinger, Esq.  
Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:	62623/00014
NAME OF SUBMITTER:	Carole E. Klinger
Signature:	/CEK/
Date:	09/02/2009

**Total Attachments: 22**

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## **RELEASE OF SECURITY INTEREST IN TRADEMARKS**

This RELEASE OF SECURITY INTEREST IN TRADEMARKS ("Release") is given as of this 1st day of September, 2009, by MORGAN STANLEY SENIOR FUNDING, INC., a Delaware corporation, located at 1585 Broadway, Floor 2, New York, NY 10036, as Collateral Agent ("Assignor"), in favor of BALLY TOTAL FITNESS HOLDING CORPORATION, a Delaware corporation, located at 8700 West Bryn Mawr, 2nd Floor, Chicago, Illinois 60631, ("Assignee").

Capitalized terms used in this Release, but not defined herein, shall have the respective meanings ascribed to them in the Trademark Security Agreement or Guarantee and Collateral Agreement, as applicable.

**WHEREAS**, Assignee entered into a Credit Agreement dated as of October 1, 2007 (as amended, modified, restated, amended and restated or supplemented from time to time, the "Credit Agreement") with the financial institutions named therein (collectively, together with their respective successors and permitted assigns party to the Credit Agreement from time to time, the "Lenders"), The CIT Group/Business Credit, Inc., as Revolving Syndication Agent, Wells Fargo Foothill, LLC, as Revolving Credit Agent and Assignor as Administrative Agent and Collateral Agent for the Lenders (in such capacity together with its successors and permitted assigns, "Collateral Agent") pursuant to which Lenders made certain commitments, subject to the terms and conditions set forth in the Credit Agreement, to extend certain credit facilities to Assignee;

**WHEREAS**, Assignee executed and delivered that certain Guarantee and Collateral Agreement dated as of October 1, 2007 (as amended, amended and restated, modified, restated or supplemented from time to time, the "Guarantee and Collateral Agreement") in favor of Assignor for the benefit of the Secured Creditors (as defined in the Credit Agreement) pursuant to which Assignee (i) guaranteed the prompt payment and performance when due of all such Assignee's Obligations and (ii) granted a security interest in, and Assignor became a secured creditor with respect to, the U.S. Trademark Collateral (as defined below);

**WHEREAS**, to evidence further the security interest granted by Assignee pursuant to the Guarantee and Collateral Agreement, Assignor and Assignee entered into that certain Trademark Security Agreement, dated as of October 1, 2007 (the "Trademark Security Agreement");

**WHEREAS**, the Trademark Security Agreement was recorded with the United States Patent and Trademark Office on October 30, 2007, at Reel 003650/Frame 0026;

**WHEREAS**, pursuant to the Guarantee and Collateral Agreement and the Trademark Security Agreement, Assignee granted to Assignor a security interest in all of Assignee's right, title and interest in and to the following, in each case whether then or thereafter existing or in which Assignee then had or thereafter acquired 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 have been amended from time to time; and
- (ii) all Proceeds from any and all of the foregoing U.S. Trademark Collateral.

**WHEREAS**, pursuant to the Order Confirming the Second Amended Joint Plan of Reorganization of Debtors Under Chapter 11 of the Bankruptcy Code, dated July 7, 2009 as modified in the Second Amended Joint Plan of Reorganization of the Debtors Under Chapter 11 of the Bankruptcy Code, dated August 14, 2009 (the "Plan") filed with the United States Bankruptcy Court Southern District of New York (the "Court") on August 14, 2009 (the "Order"), the Court ordered that the release and discharge of all mortgages, deeds of trust, liens or other security interests against the property of any estate as set forth in Article VII.G. of the Plan, is approved in all respects and shall be immediately effective on the effective date of the Plan without further order or action of the Court, and the Court further ordered that as of the effective date of the Plan, the Reorganized Debtors shall be authorized to execute and file on behalf of creditors Form UCC-3 Termination Statements or such other forms as may be necessary or appropriate to implement this Order and the Plan.

**NOW, THEREFORE**, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged:

Assignor hereby releases and discharges its security interest in all of Assignee's right, title and interest in and to the U.S. Trademark Collateral, including but not limited to the Trademarks listed on Schedule A hereto, and reassigns and transfers any and all interest that Assignor may have in the U.S. Trademark Collateral to Assignee.

Assignor hereby authorizes Assignee or Assignee's authorized representative to (i) file this Release with the United States Patent and Trademark Office, (ii) file Form UCC-3 Termination Statements or such other forms as may be necessary or appropriate to implement the Order and the Plan to memorialize the release of any security interest of Assignor in the U.S. Trademark Collateral, and/or (iii) otherwise file this Release in the applicable governmental office or agency.

Assignor further agrees to execute and deliver to Assignee any and all further documents and instruments, and do any and all further acts which Assignee (or its agents or designees) reasonably request (at Assignee's sole cost and expense) in order to confirm this Release and Assignee's right, title, and interest in or to the U.S. Trademark Collateral.

**THIS RELEASE AND ANY DISPUTE ARISING OUT OF, CONNECTED WITH, RELATED TO, OR INCIDENTAL TO THE RELATIONSHIP ESTABLISHED BETWEEN THEM IN CONNECTION WITH THIS RELEASE, 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.**

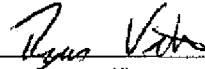
[SIGNATURE PAGE FOLLOWS]



IN WITNESS WHEREOF, Assignor has caused this RELEASE OF SECURITY INTEREST IN TRADEMARKS to be duly executed and delivered by its officer thereunto duly authorized as of the 31 day of September, 2009.

**ASSIGNOR:**

MORGAN STANLEY SENIOR FUNDING,  
INC., as Collateral Agent

By:   
Name: Ryan Vetsch  
Title: Vice President

**SCHEDULE A TO  
RELEASE OF SECURITY INTEREST IN TRADEMARKS**

See attached.

**Bally Total Fitness Holding Corporation  
Trademark List**

Trademark	Application No.	Filing Date	Status	Registration No.	Registration Date	Country
1-800-FITNESS	75/685,710	22-Mar-1988	Registered	2,374,747	08-Aug-2000	United States of America
1-800-WORKOUT	74/679,133	23-May-1995	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-1986	Registered	2,077,581	08-Jul-1997	United States of America
BALLY TOTAL FITNESS			Registered	035994	31-Jul-1985	Arizona
BALLY TOTAL FITNESS			Registered	035992	31-Jul-1985	Arizona
BALLY TOTAL FITNESS			Registered	951095905	31-Jul-1985	Colorado
BALLY TOTAL FITNESS			Registered	9682	26-Sep-1995	Connecticut
B BALLY TOTAL FITNESS and Design			Registered	9680	26-Sep-1995	Connecticut
BALLY TOTAL FITNESS			Registered	S-14761	28-Jul-1985	Georgia
BALLY TOTAL FITNESS and Design			Registered	S-14762	28-Jul-1985	Georgia
BALLY TOTAL FITNESS			Registered	076903	31-Jul-1995	Illinois
BALLY TOTAL FITNESS			Registered	076904	31-Jul-1995	Illinois
BALLY TOTAL FITNESS		08-Aug-1995	Registered	5010-3260	09-Aug-1995	Indiana
B BALLY TOTAL FITNESS AND DESIGN			Registered	5010-3261	09-Aug-1995	Indiana
BALLY TOTAL FITNESS			Registered	1995-S 3441	01-Aug-1995	Maryland
BALLY TOTAL FITNESS AND DESIGN			Registered	1995-S 3439	31-Jul-1995	Maryland

**Bally Total Fitness Holding Corporation  
Trademark List**

Trademark	Application No.	Filing Date	Status	Registration No.	Registration Date	Country
BALLY TOTAL FITNESS	51521	31-Jul-1995	Registered	51521	31-Jul-1995	Massachusetts
B BALLY TOTAL FITNESS	51522	31-Jul-1995	Registered	51522	31-Jul-1995	Massachusetts
BALLY TOTAL FITNESS	M00-600	29-Jan-1996	Registered	M00-600	29-Jan-1996	Michigan
BALLY TOTAL FITNESS	24040	28-Jul-1995	Registered	24040	28-Jul-1995	Minnesota
BALLY TOTAL FITNESS and Design	24041	28-Jul-1995	Registered	24041	28-Jul-1995	Minnesota
BALLY TOTAL FITNESS	13312	28-Jul-1995	Registered	13312	28-Jul-1995	Missouri
BALLY TOTAL FITNESS AND DESIGN	13313	28-Jul-1995	Registered	13313	28-Jul-1995	Missouri
BALLY TOTAL FITNESS	13455	01-Aug-1995	Registered	13455	01-Aug-1995	New Jersey
BALLY TOTAL FITNESS (Stylized)	13454	01-Aug-1995	Registered	13454	01-Aug-1995	New Jersey
BALLY TOTAL FITNESS	S-14738	16-Aug-1995	Registered	S-14738	16-Aug-1995	New York
BALLY TOTAL FITNESS	T-11714	21-Sep-1995	Registered	T-11714	21-Sep-1995	North Carolina
B BALLY TOTAL FITNESS (Stylized)	T-11713	21-Sep-1995	Registered	T-11713	21-Sep-1995	North Carolina
BALLY TOTAL FITNESS	27355	31-Jul-1995	Registered	27355	31-Jul-1995	Oklahoma
B BALLY TOTAL FITNESS and Design	27354	31-Jul-1995	Registered	27354	31-Jul-1995	Oklahoma
BALLY TOTAL FITNESS	2650130	04-Aug-1995	Registered	2650130	04-Aug-1995	Pennsylvania
BALLY TOTAL FITNESS and Design	2650128	04-Aug-1995	Registered	2650128	04-Aug-1995	Pennsylvania
BALLY TOTAL FITNESS	950713	31-Jul-1995	Registered	950713	31-Jul-1995	Rhode Island

**Bally Total Fitness Holding Corporation  
Trademark List**

Trademark	Application No.	Filing Date	Status	Registration No.	Registration Date	Country
BALLY TOTAL FITNESS			Registered	005403	28-Jul-1985	Tennessee
BALLY TOTAL FITNESS			Registered	5470617	31-Jul-1985	Texas
BALLY TOTAL FITNESS and Design			Registered	5470517	31-Jul-1985	Texas
BALLY TOTAL FITNESS			Registered	992	04-Aug-1985	Virginia
BALLY TOTAL FITNESS and Design			Registered	993	04-Aug-1985	Virginia
BALLY TOTAL FITNESS			Registered	24376	10-Oct-1985	Washington
BALLY TOTAL FITNESS AND DESIGN			Registered	24377	10-Oct-1985	Washington
BALLY TOTAL FITNESS			Registered	WI1009170	02-Aug-1985	Wisconsin
BALLY TOTAL FITNESS AND DESIGN			Registered	WI1009171	02-Aug-1985	Wisconsin
BALLY TOTAL FITNESS AND DESIGN			Registered	951095943	31-Jul-1985	Colorado
BALLY TOTAL FITNESS			Registered	M00-600	29-Jan-1986	Michigan
BALLY TOTAL FITNESS B AND DESIGN			Registered	950714	31-Jul-1985	Rhode Island
BALLY TOTAL FITNESS SPORTS CLUB		25-Feb-1997	Registered	S-15485	10-Feb-1997	New York
BFIT		27-Feb-1998	Registered	2524604	2-Mar-1998	Utah
BFIT	75/466,362	10-Apr-1988	Registered	2,840,454	11-May-2004	United States of America
BFIT	75/179,791	10-Oct-1986	Registered	2,217,864	12-Jan-1989	United States of America
BFIT	75/179,827	09-Oct-1986	Registered	2,533,193	29-Jan-2002	United States of America

**Bally Total Fitness Holding Corporation  
Trademark List**

Trademark	Application No.	Filing Date	Status	Registration No.	Registration Date	Country
BFIT		27-Feb-1998	Registered	081781	11-Mar-1998	Illinois
BFIT		27-Feb-1998	Registered	081787	11-Mar-1998	Illinois
BFIT (STYLIZED)		27-Feb-1998	Registered	081786	11-Mar-1998	Illinois
BFIT BABY CLUB	75/494,393	02-Jun-1998	Registered	2,464,838	03-Jul-2001	United States of America
BFIT GEAR	78/275,169	16-Jul-2003	Registered	2,912,805	21-Dec-2004	United States of America
BFIT-RX	75/252,001	05-Mar-1997	Registered	2,518,918	18-Dec-2001	United States of America
BFIT-RX		02-Mar-1998	Registered	2524605	02-Mar-1998	Utah
BFIT-RX		27-Feb-1998	Registered	081788	11-Mar-1998	Illinois
BLEAN		02-Mar-1998	Registered	2524606	02-Mar-1998	Utah
BLEAN		27-Feb-1998	Registered	081790	11-Mar-1998	Illinois
BLEAN	75/203,790	26-Nov-1998	Registered	2,339,487	11-Apr-2000	United States of America
BLEAN (STYLIZED)		27-Feb-1998	Registered	081789	11-Mar-1998	Illinois
BODYTECH	73/526,445	11-Mar-1985	Registered	1,451,382	04-Aug-1987	United States of America
CLICK TO GET FIT	76/074,365	21-Jun-2000	Registered	2,742,835	28-Jul-2003	United States of America
DOWNTOWN CLUB, LTD.			Registered	WI030756	02-Oct-1985	Wisconsin
EXCELTRAINING	75/818,805	11-Jan-1999	Registered	2,300,075	14-Dec-1999	United States of America
KWANDO	75/636,802	09-Feb-1999	Registered	2,302,269	21-Dec-1999	United States of America

**Bally Total Fitness Holding Corporation  
Trademark List**

Trademark	Application No.	Filing Date	Status	Registration No.	Registration Date	Country
KWANDO			Registered	51209	08-Apr-1988	California
MILLENNIUM WORKOUT	75/736,356	24-Jun-1999	Registered	2,413,199	12-Dec-2000	United States of America
NO SWEAT PRICING	74/686,312	08-Jun-1995	Registered	2,011,172	22-Oct-1996	United States of America
POWERBALL	75/872,616	15-Dec-1998	Registered	2,456,428	29-May-2001	United States of America
POWERCAMP	76/005,481	20-Mar-2000	Registered	2,489,398	11-Sep-2001	United States of America
POWERFLEX	75/675,164	22-Oct-1998	Registered	2,380,507	29-Aug-2000	United States of America
RAPID RESULTS	75/686,023	03-May-1998	Registered	2,426,244	06-Feb-2001	United States of America
SHAPE YOUR LIFE	74/211,513	08-Oct-1981	Registered	1,762,176	30-Mar-1993	United States of America
SNACK RIGHT	75/683,802	29-Apr-1998	Registered	2,470,323	17-Jul-2001	United States of America
THE 30 MINUTE WORKOUT	74/049,234	16-Apr-1980	Registered	1,657,866	17-Sep-1991	United States of America
THE FITNESS FORMULA	75/876,013	20-Dec-1998	Registered	2,515,782	04-Dec-2001	United States of America
THE VERTICAL CLUB	74/174,748	10-Jun-1981	Registered	1,724,335	13-Oct-1992	United States of America
TRIM FAT	75/865,712	22-Mar-1999	Registered	2,446,928	24-Apr-2001	United States of America
ULTIMATE SYSTEM 30 PACK	75/343,838	28-Aug-1987	Registered	2,442,968	10-Apr-2001	United States of America
VERTICAL CLUB	74/262,099	03-Apr-1982	Registered	1,734,972	24-Nov-1992	United States of America
VERTICAL CLUB	74/104,800	06-Oct-1980	Registered	1,666,141	26-Nov-1991	United States of America
VERTICAL CLUB AND DESIGN	74/290,857	06-Jul-1992	Registered	1,773,050	25-May-1993	United States of America

**Bally Total Fitness Holding Corporation  
Trademark List**

Trademark	Application No.	Filing Date	Status	Registration No.	Registration Date	Country
WE CAN HELP YOU GET THE RESULTS YOU WANT	75/928,845	28-Feb-2000	Registered	2,589,307	02-Jul-2002	United States of America



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)	74/655,244 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 085 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 085  
 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	75/769,429 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  
 CUBITS AND POWDERS FOR BEVERAGES NAMELY SOFT DRINKS, FLIP DRINKS AND SPORT DRINKS

Bally Total Fitness Holding Corporation  
**INTENT TO USE APPLICATION**

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Client-Matter	Country	Status	Mark Name	Application Number / Date	Registration Number / Date	Next Renewal
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						

Bally Total Fitness Holding Corporation  
**INTENT TO USE APPLICATION**

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Client-Matter	Country	Status	Mark Name	Application Number / Date	Registration Number / Date	Next Renewal
<b>Class 5</b> 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
<b>Class(es)/Goods</b> <b>Owner:</b> BALLY TOTAL FITNESS HOLDING CORPORATION						
<b>Class 5</b> 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
<b>Class(es)/Goods</b> <b>Owner:</b> BALLY TOTAL FITNESS HOLDING CORPORATION						
<b>Class 41</b> 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
<b>Class(es)/Goods</b> <b>Owner:</b> BALLY TOTAL FITNESS HOLDING CORPORATION						
<b>Class 16</b> 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
<b>Class(es)/Goods</b> <b>Owner:</b> BALLY TOTAL FITNESS HOLDING CORPORATION						
<b>Class 16</b> 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
<b>Class(es)/Goods</b> <b>Owner:</b> BALLY TOTAL FITNESS HOLDING CORPORATION						
<b>Class 41</b> 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
<b>Class(es)/Goods</b> <b>Owner:</b> BALLY TOTAL FITNESS HOLDING CORPORATION						
<b>Class 28</b> 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						

Bally Total Fitness Holding Corporation  
**INTENT TO USE APPLICATION**

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Client-Matter	Country	Status	Mark Name	Application Number / Date	Registration Number / Date	Next Renewal
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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
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Class(es)/Goods

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
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Class(es)/Goods

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		
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Class(es)/Goods

Owner: BALLY TOTAL FITNESS HOLDING CORPORATION

Class 41

HEALTH CLUB SERVICES

9565-609	United States	Pending	NST	78/851,641 3/31/2006		
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Class(es)/Goods

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		
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Class(es)/Goods

Owner: BALLY TOTAL FITNESS HOLDING CORPORATION

**Bally Total Fitness Holding Corporation**  
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Client-Matter	Country	Status	Mark Name	Application Number / Date	Registration Number / Date	Next Renewal
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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	
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**Class(es)/Goods:** 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	
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**Class(es)/Goods:** 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	
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**Class(es)/Goods:** 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	
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**Class(es)/Goods:** 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	
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**Class(es)/Goods:** 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,

Bally Total Fitness Holding Corporation  
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<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>
HIGH 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	
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Class(es)/Goods 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	
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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

37 case(s)

Bally Total Fitness Holding Corporation  
REGULAR

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Client-Matter	Country	Status	Mark Name	Application Number / Date	Registration Number / Date	Next Renewal
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 SLAMMER 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 3/3/1999	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						



Bally Total Fitness Holding Corporation

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REGULAR

Client-Matter	Country	Status	Mark Name	Application Number / Date	Registration Number / Date	Next Renewal
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	BFIT	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

Bally Total Fitness Holding Corporation

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REGULAR

Client-Matter	Country	Status	Mark Name	Application Number / Date	Registration Number / Date	Next Renewal
<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						

Bally Total Fitness Holding Corporation

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REGULAR

Serial Number	Country	Status	Mark Name	Application Number / Date	Registration Number / Date	Next Renewal
<b>Class 18</b> KNAPSACKS, GYM BAGS AND TOTE BAGS						
9565-687	United States	Pending	BALLY BLAST	77/075,208 1/3/2007		
<u>Class(es)/Goods</u> Owner: BALLY TOTAL FITNESS HOLDING CORPORATION						
<b>Class 5</b> NUTRITIONAL SUPPLEMENTS AND NUTRITIONAL SUPPLEMENT PROTEIN BRAS AND DRINKS						
9565-688	United States	Pending	NST MUSCLE COMPLEX	77/091,066 1/25/2007		
<u>Class(es)/Goods</u> Owner: BALLY TOTAL FITNESS HOLDING CORPORATION						
<b>Class 5</b> 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		
<u>Class(es)/Goods</u> Owner: BALLY TOTAL FITNESS HOLDING CORPORATION						
<b>Class 5</b> 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 WEIGHT LOSS	77/079,738 1/10/2007		
<u>Class(es)/Goods</u> Owner: BALLY TOTAL FITNESS HOLDING CORPORATION						
<b>Class 41</b> HEALTH CLUB SERVICES AND WEIGHT LOSS COUNSELING						
9565-701	United States	Pending	BALLY 360	77/173,248 5/4/2007		
<u>Class(es)/Goods</u> Owner: BALLY TOTAL FITNESS HOLDING CORPORATION						
<b>Class 41</b> 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		
<u>Class(es)/Goods</u> Owner: BALLY TOTAL FITNESS HOLDING CORPORATION						
<b>Class 5</b> NUTRITIONAL SUPPLEMENTS, NUTRITIONAL SUPPLEMENT ENERGY BARS FOR USE AS A MEAL SUBSTITUTE AND NUTRITIONAL SUPPLEMENT ENERGY DRINKS						