

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE BY SECURED PARTY

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Wells Fargo Capital Finance, LLC	FORMERLY Wells Fargo Foothill, LLC	01/20/2011	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Bally Total Fitness Holding Corporation
Street Address:	8700 West Bryn Mawr
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60631
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 84

Property Type	Number	Word Mark
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:	1156690	SCANDINAVIAN HEALTH SPAS
Registration Number:	2751802	B BALLY TOTAL FITNESS
Registration Number:	2426244	RAPID RESULTS

TRADEMARK

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REEL: 004667 FRAME: 0220

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Registration Number:	2720103	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:	2782692	ROCKET SCIENCE
Registration Number:	3029648	BFIT COMMUNITIES
Registration Number:	2803390	ENERGY DRINK E BLAST B BALLY TOTAL FITNESS
Registration Number:	2861779	MEMBER VALUES
Registration Number:	2917971	BALLY TOTAL FITNESS
Registration Number:	2846657	BFIT COMMUNITIES
Registration Number:	2853448	BLAST ENERGY SUPPLEMINTS
Registration Number:	2875602	THE PAIN IN YOUR BUTT WORKOUT
Registration Number:	2934079	BTF-X
Registration Number:	2906278	BALLY TOTAL FITNESS
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:	2217664	BFIT
Registration Number:	3146750	B BALLY TOTAL FITNESS
Registration Number:	3054721	BUILT TO FIT
Registration Number:	3188168	BUILD YOUR OWN MEMBERSHIP
Registration Number:	3446802	NST
Registration Number:	3157440	MAKE IT PERSONAL
Registration Number:	3157441	WE'RE MAKING IT PERSONAL
Registration Number:	3320498	MEET YOUR POTENTIAL
Registration Number:	3219807	B BALLY TOTAL FITNESS
Registration Number:	3428389	CLUB BALLY MEMBER REWARDS
Registration Number:	3433137	SHAPE UP CHICAGO
Registration Number:	3357795	B
Registration Number:	3428612	B BALLY TOTAL FITNESS
Registration Number:	3357794	B
Registration Number:	3209250	DISCOVER THE FINANCIAL POWER OF FITNESS

TRADEMARK

REEL: 004667 FRAME: 0221

	3209251	TURNING PHYSICAL FITNESS INTO FINANCIAL INDEPENDENCE
Registration Number:	3841509	BALLY TOTAL FITNESS
Registration Number:	3514366	BALLY TOTAL FITNESS
Registration Number:	3509268	TOTAL RESULTS WEIGHT LOSS SOLUTION
Registration Number:	3489388	NST MUSCLE COMPLEX
Registration Number:	3612944	NST HI-PRO SHOT
Registration Number:	3595348	TOTAL RESULTS GROUP WEIGHT LOSS
Registration Number:	3502317	NST NITRIC FUSION
Registration Number:	3559570	NST NUTRITION SPORTS TECHNOLOGY
Registration Number:	3690115	BEST START
Registration Number:	2374747	1-800-FITNESS
Registration Number:	1973571	1-800-WORKOUT
Registration Number:	2077581	B TRIM
Registration Number:	2533193	BFIT
Registration Number:	2840454	BFIT
Registration Number:	2464838	BFIT BABY CLUB
Registration Number:	2912905	BFIT GEAR
Registration Number:	2518918	BFIT-RX
Registration Number:	2339487	BLEAN
Registration Number:	2742835	CLICK TO GET FIT
Registration Number:	2300075	EXCELTRAINING
Registration Number:	2302269	KWANDO
Registration Number:	2456429	POWERBALL
Registration Number:	2380507	POWERFLEX
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:	1666141	VERTICAL CLUB
Registration Number:	1734972	VERTICAL CLUB
Registration Number:	4019942	RAPID RESULTS
Registration Number:	1773050	VERTICAL CLUB
Serial Number:	77279515	ROOM TO BREATHE

Serial Number:

77485051

TOTAL RESULTS ULTIMATE SOLUTION

CORRESPONDENCE DATA

Fax Number: (212)715-8000

Phone: 212-715-9357

Email: kltrademark@kramerlevin.com

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Correspondent Name: Carole Klinger

Address Line 1: Kramer Levin Naftalis & Frankel LLP

Address Line 2: 1177 Avenue of the Americas

Address Line 4: New York, NEW YORK 10036

NAME OF SUBMITTER:

Carole E. Klinger

Signature:

/CEK/

Date:

11/29/2011

Total Attachments: 11

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RELEASE OF SECURITY INTEREST

THIS RELEASE OF SECURITY INTEREST dated as of January 20, 2011 (the "Release") is made by Wells Fargo Capital Finance, LLC (f/k/a Wells Fargo Foothill, LLC), in its capacity as agent for the Lender Group, the Bank Product Providers, and the Term Debt Lenders (in such capacities, together with its successors and assigns in such capacities, "Agent") under the Trademark Security Agreement dated as of August 19, 2009 (the "Trademark Security Agreement") entered into between Bally Total Fitness Holding Corporation (the "Grantor") and the Agent, recorded with the United States Patent and Trademark Office at Reel 4055, Frame 0322;

WHEREAS, pursuant to the Trademark Security Agreement, the Grantor granted to the Agent a continuing security interest in all of the Grantor's right, title and interest in, to, and under the Trademark Collateral (as described in the Trademark Security Agreement), including but not limited to the trademarks listed on attached Exhibit A.

WHEREAS, the Agent wishes to: (i) release all of its security interest in the Trademark Collateral; (ii) restore all right, title and interest in, to and under the Trademark Collateral to the Grantor; and (iii) dissolve any and all liens and encumbrances respecting the Trademark Collateral under the Trademark Security Agreement.

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, the Agent does hereby release all of its security interest in, to and under the Trademark Collateral, and discharge and relinquish unto the Grantor (in each case without representation, warranty or recourse of any kind) any and all right, title and interest it has in, to and under the Trademark Collateral under the Trademark Security Agreement. The Agent agrees to execute, acknowledge and deliver such further instruments and to take all such further actions as may be reasonably requested to effectuate or establish this Release, at the sole cost and expense of the Grantor.

IN WITNESS WHEREOF, the Agent has caused this Release to be duly executed by its duly authorized officer as of the date first written above.

WELLS FARGO CAPITAL FINANCE, LLC

By: 
Name: Kevin S. Fog
Title: Vice President

Schedule I
US Trademark Registrations and Applications

Mark	Status	Owner	Application No.	Appl. Date	Registration No.	Reg. Date
BALLY'S TOTAL FITNESS	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	74/800,026	2/22/1990	1,673,918	1/28/1992
B (STYLIZED)	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	74/640,369	2/24/1995	2,030,899	1/14/1997
BALLY TOTAL FITNESS	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	74/640,187	2/24/1995	1,992,150	8/6/1996
B (STYLIZED) BALLY TOTAL FITNESS	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	74/655,244	4/3/1995	1,973,721	5/14/1996
B (STYLIZED) BALLY TOTAL FITNESS	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	74/689,601	6/16/1995	2,020,345	12/3/1996
B (STYLIZED)	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	75/169,129	9/20/1996	2,168,352	6/23/1998
BALLY TOTAL FITNESS	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	75/157,797	8/29/1996	2,783,443	11/18/2003

Mark	Status	Owner	Application No.	Appl. Date	Registration No.	Reg. Date
BALLY TOTAL FITNESS NUTRITIONALS	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	75/157,749	8/29/1996	2,783,442	11/18/2003
B (STYLIZED) BALLY TOTAL FITNESS	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	75/660,563	3/15/1999	2,416,928	1/2/2001
BALLY TOTAL FITNESS	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	75/769,429	8/6/1999	2,672,535	1/7/2003
BALLY TOTAL FITNESS	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	75/799,114	9/10/1999	3,123,889	8/1/2006
SCANDINAVIAN HEATH SPAS	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	73/169,394	5/8/1978	1,156,690	6/2/1981
B AND BALLY TOTAL FITNESS LOGO	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	76/240,897	4/13/2001	2,751,802	8/19/2003
RAPID RESULTS	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	75/696,023	5/3/1999	2,426,244	2/6/2001
RAPID RESULTS	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	78/076,874	8/1/2001	2,720,103	5/27/2003
REAL PEOPLE. REAL RESULTS.	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	76/312,336	9/10/2001	2,730,263	6/24/2003

Mark	Status	Owner	Application No.	Appl. Date	Registration No.	Reg. Date
BALLY BOOT CAMP FIRST CLASS RESULTS.	Cancelled	BALLY TOTAL FITNESS HOLDING CORPORATION	76/320,187	10/1/2001	2,731,318	7/1/2003
BALLYFITNESS.COM	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	76/321,486	10/4/2001	2,582,192	6/18/2002
ROCKET SCIENCE	Cancelled	BALLY TOTAL FITNESS HOLDING CORPORATION	76/338,021	11/15/2001	2,782,692	11/11/2003
BFIT COMMUNITIES	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	76/371,903	2/15/2002	3,029,648	12/13/2005
BLAST AND DESIGN	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	76/434,195	7/25/2002	2,803,390	1/6/2004
MEMBER VALUES	Cancelled	BALLY TOTAL FITNESS HOLDING CORPORATION	78/184,598	11/13/2002	2,861,779	7/6/2004
BALLY TOTAL FITNESS	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	78/162,591	9/10/2002	2,917,971	1/11/2005
BFIT COMMUNITIES	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	78/176,677	10/21/2002	2,846,657	5/25/2004
BLAST ENERGY SUPPLEMENTS AND ROCKET DESIGN	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	78/178,140	10/24/2002	2,853,448	6/15/2004

Mark	Status	Owner	Application No.	Appl. Date	Registration No.	Reg. Date
PAIN IN THE BUTT WORKOUT	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	78/178,399	10/25/2002	2,875,602	8/17/2004
BTF-X	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	78/235,891	4/9/2003	2,934,079	3/15/2005
BALLY TOTAL FITNESS	Cancelled	BALLY TOTAL FITNESS HOLDING CORPORATION	78242267	4/25/2003	2,906,278	11/30/2004
BLAST AND ROCKET DESIGN	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	78/259,313	6/6/2003	2,961,011	6/7/2005
SHAPE-UP SWEEPSTAKES	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	78/261,380	7/12/2003	2,953,473	5/17/2005
FIT.STYLE	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	76/536,197	8/12/2003	2,977,581	7/26/2005
YOUR MIND YOUR BODY YOUR LIFE	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	76/536,198	8/12/2003	2,977,582	7/26/2005
EVERY BODY NEEDS SOMETHING	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	78/319,462	10/28/2003	2,995,907	9/13/2005
B TOTAL FITNESS AND DESIGN	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	78/320,358	10/29/2003	2,993,236	9/6/2005

Mark	Status	Owner	Application No.	Appl. Date	Registration No.	Reg. Date
BFIT	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	75/179,791	10/10/1996	2,217,664	1/12/1999
B BALLY TOTAL FITNESS AND DESIGN	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	78/551,006	1/20/2005	3,146,750	9/19/2006
BUILT TO FIT	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	78/560,213	2/3/2005	3,054,721	1/31/2006
BUILD YOUR OWN MEMBERSHIP	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	78/619,019	4/28/2005	3,188,168	12/19/2006
NST	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	78/851,641	3/31/2006	3,446,802	6/10/2008
MAKE IT PERSONAL	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	78/705,207	9/1/2005	3,157,440	10/17/2006
WE'RE MAKING IT PERSONAL	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	78/705,210	9/1/2005	3,157,441	10/17/2006
MEET YOUR POTENTIAL	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	78/723,978	9/30/2005	3,320,498	10/23/2007
B BALLY TOTAL FITNESS	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	78/815,387	2/15/2006	3,219,807	3/20/2007

Mark	Status	Owner	Application No.	Appl. Date	Registration No.	Reg. Date
CLUB BALLY MEMBER REWARDS	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	78/782,606	12/29/2005	3,428,389	5/13/2008
SHAPE UP CHICAGO	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	78/863,018	4/17/2006	3,433,137	5/20/2008
B IN CIRCLE DESIGN	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	78/878,020	5/5/2006	3,357,795	12/18/2007
B BALLY TOTAL FITNESS AND CIRCLE DESIGN	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	78/878,029	5/5/2006	3,428,612	5/13/2008
B BALLY TOTAL FITNESS AND DESIGN	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	78/878,014	5/5/2006	3,357,794	12/18/2007
DISCOVER THE FINANCIAL POWER OF FITNESS	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	78/904,890	6/9/2006	3,209,250	2/13/2007
TURNING PHYSICAL FITNESS INTO FINANCIAL INDEPENDENCE	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	78/904,922	6/9/2006	3,209,251	2/13/2007
BALLY TOTAL FITNESS	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	78/971,793	9/11/2006	3,841,509	8/31/2010
BALLY TOTAL FITNESS	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	78/971,712	9/11/2006	3,514,366	10/7/2008

Mark	Status	Owner	Application No.	Appl. Date	Registration No.	Reg. Date
TOTAL RESULTS WEIGHT LOSS SOLUTION	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	77/078,149	1/8/2007	3,509,268	9/30/2008
NST MUSCLE COMPLEX	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	77/091,066	1/25/2007	3,489,388	8/19/2008
NST HI-PRO SHOT	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	77/091,076	1/25/2007	3,612,944	4/28/2009
TOTAL RESULTS GROUP WEIGHT LOSS	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	77/079,738	1/10/2007	3,595,348	3/24/2009
NST NITRIC FUSION	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	77/107,566	2/14/2007	3,502,317	9/16/2008
NST NUTRITION SPORTS TECHNOLOGY	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	77/186,261	5/21/2007	3,559,570	1/13/2009
ROOM TO BREATHE	Pending	BALLY TOTAL FITNESS HOLDING CORPORATION	77/279,515	9/14/2007	Not available	Not available
BEST START	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	77/413,596	3/5/2008	3,690,115	9/29/2009
TOTAL RESULTS ULTIMATE SOLUTIONS	Pending	BALLY TOTAL FITNESS HOLDING CORPORATION	77/485,051	5/28/2008	Not available	Not available

Mark	Status	Owner	Application No.	Appl. Date	Registration No.	Reg. Date
1-800-FITNESS	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	75/665,710	3/22/1999	2,374,747	8/8/2000
1-800-WORKOUT	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	74/679,133	5/23/1995	1,973,571	5/7/1996
B TRIM	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	75/150,077	8/14/1996	2,077,581	7/8/1997
BFIT	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	75/179,827	10/9/1996	2,533,193	1/29/2002
BFIT	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	75/466,362	4/10/1998	2,840,454	5/11/2004
BFIT BABY CLUB	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	75/494,393	6/2/1998	2,464,838	7/3/2001
BFIT GEAR	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	78/275,169	7/16/2003	2,912,905	12/21/2004
BFIT-RX	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	75/252,001	3/5/1997	2,518,918	12/18/2001
BLEAN	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	75/203,790	11/25/1996	2,339,487	4/11/2000

Mark	Status	Owner	Application No.	Appl. Date	Registration No.	Reg. Date
CLICK TO GET FIT	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	76/074,355	6/21/2000	2,742,835	7/29/2003
EXCELTRAINING	Cancelled	BALLY TOTAL FITNESS HOLDING CORPORATION	75/618,805	1/11/1999	2,300,075	12/14/1999
KWANDO	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	75/636,803	2/9/1999	2,302,269	12/21/1999
POWERBALL	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	75/872,616	12/15/1999	2,456,429	5/29/2001
POWERFLEX	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	75/575,164	10/22/1998	2,380,507	8/29/2000
SHAPE YOUR LIFE	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	74/211,513	10/8/1991	1,762,176	3/30/1993
SNACK RIGHT	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	75/693,802	4/29/1999	2,470,323	7/17/2001
THE 30 MINUTE WORKOUT	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	74/049,234	4/16/1990	1,657,665	9/17/1991
THE FITNESS FORMULA	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	75/876,013	12/20/1999	2,515,782	12/4/2001

Mark	Status	Owner	Application No.	Appl. Date	Registration No.	Reg. Date
THE VERTICAL CLUB	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	74/174,748	6/10/1991	1,724,335	10/13/1992
VERTICAL CLUB	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	74/104,800	10/9/1990	1,666,141	11/26/1991
VERTICAL CLUB	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	74/262,099	4/3/1992	1,734,972	11/24/1992
RAPID RESULTS	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	77/766,398	6/23/2009	4,019,942	8/30/2011
VERTICAL CLUB AND DESIGN	Registered	BALLY TOTAL FITNESS HOLDING CORPORATION	74/290,857	7/6/1992	1,773,050	5/25/1993