

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet 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 |
|-----------------------------|----------|----------------|-------------------------------|
| The Bank of New York Mellon | | 11/30/2011 | Banking Corporation: NEW YORK |

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: 88

| Property Type | Number | Word Mark |
|----------------|----------|----------------------------|
| Serial Number: | 74800026 | BALLY'S TOTAL FITNESS |
| Serial Number: | 74640369 | B |
| Serial Number: | 74640187 | BALLY TOTAL FITNESS |
| Serial Number: | 74655244 | B BALLY TOTAL FITNESS |
| Serial Number: | 74689601 | B BALLY TOTAL FITNESS |
| Serial Number: | 75169129 | B |
| Serial Number: | 75157797 | BALLY TOTAL FITNESS |
| Serial Number: | 75660563 | B BALLY TOTAL FITNESS |
| Serial Number: | 75769429 | BALLY TOTAL FITNESS |
| Serial Number: | 75799114 | BALLY TOTAL FITNESS |
| Serial Number: | 76240897 | B BALLY TOTAL FITNESS |
| Serial Number: | 75696023 | RAPID RESULTS |
| Serial Number: | 78076874 | RAPID RESULTS |
| Serial Number: | 76312336 | REAL PEOPLE. REAL RESULTS. |

TRADEMARK

900208275

REEL: 004668 FRAME: 0296

CH \$2215.00 74800026

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|----------------|----------|--|
| Serial Number: | 76321486 | BALLYFITNESS.COM |
| Serial Number: | 76371903 | BFIT COMMUNITIES |
| Serial Number: | 76434195 | ENERGY DRINK E BLAST B BALLY TOTAL FITNESS |
| Serial Number: | 78162591 | BALLY TOTAL FITNESS |
| Serial Number: | 78176677 | BFIT COMMUNITIES |
| Serial Number: | 78178140 | BLAST ENERGY SUPPLEMINTS |
| Serial Number: | 78178399 | THE PAIN IN YOUR BUTT WORKOUT |
| Serial Number: | 78235891 | BTF-X |
| Serial Number: | 78259313 | BLAST B BALLY TOTAL FITNESS |
| Serial Number: | 78261380 | SHAPE-UP SWEEPSTAKES |
| Serial Number: | 76536197 | FIT.STYLE |
| Serial Number: | 76536198 | YOUR MIND YOUR BODY YOUR LIFE |
| Serial Number: | 74211513 | SHAPE YOUR LIFE |
| Serial Number: | 78319462 | EVERY BODY NEEDS SOMETHING |
| Serial Number: | 78320358 | B TOTAL FITNESS |
| Serial Number: | 75179791 | BFIT |
| Serial Number: | 78551006 | B BALLY TOTAL FITNESS |
| Serial Number: | 78560213 | BUILT TO FIT |
| Serial Number: | 78619019 | BUILD YOUR OWN MEMBERSHIP |
| Serial Number: | 78851641 | NST |
| Serial Number: | 78705207 | MAKE IT PERSONAL |
| Serial Number: | 78705210 | WE'RE MAKING IT PERSONAL |
| Serial Number: | 78723978 | MEET YOUR POTENTIAL |
| Serial Number: | 78815387 | B BALLY TOTAL FITNESS |
| 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: | 78904890 | DISCOVER THE FINANCIAL POWER OF FITNESS |
| Serial Number: | 78904922 | TURNING PHYSICAL FITNESS INTO FINANCIAL INDEPENDENCE |
| Serial Number: | 78971793 | BALLY TOTAL FITNESS |
| Serial Number: | 78971712 | BALLY TOTAL FITNESS |
| Serial Number: | 77078149 | TOTAL RESULTS WEIGHT LOSS SOLUTION |

| | | |
|----------------|----------|--|
| Serial Number: | 77091066 | NST MUSCLE COMPLEX |
| Serial Number: | 77091076 | NST HI-PRO SHOT |
| Serial Number: | 77079738 | TOTAL RESULTS GROUP WEIGHT LOSS |
| Serial Number: | 77107566 | NST NITRIC FUSION |
| Serial Number: | 77186261 | NST NUTRITION SPORTS TECHNOLOGY |
| Serial Number: | 77279515 | ROOM TO BREATHE |
| Serial Number: | 77413596 | BEST START |
| Serial Number: | 77485051 | TOTAL RESULTS ULTIMATE SOLUTION |
| Serial Number: | 75665710 | 1-800-FITNESS |
| Serial Number: | 74679133 | 1-800-WORKOUT |
| Serial Number: | 75150077 | B TRIM |
| Serial Number: | 75179827 | BFIT |
| Serial Number: | 75466362 | BFIT |
| Serial Number: | 75494393 | BFIT BABY CLUB |
| Serial Number: | 78275169 | BFIT GEAR |
| Serial Number: | 75252001 | BFIT-RX |
| Serial Number: | 75203790 | BLEAN |
| Serial Number: | 76074355 | CLICK TO GET FIT |
| Serial Number: | 75636803 | KWANDO |
| Serial Number: | 75872616 | POWERBALL |
| Serial Number: | 75575164 | POWERFLEX |
| Serial Number: | 75693802 | SNACK RIGHT |
| Serial Number: | 74049234 | THE 30 MINUTE WORKOUT |
| Serial Number: | 75876013 | THE FITNESS FORMULA |
| Serial Number: | 74174748 | THE VERTICAL CLUB |
| Serial Number: | 74104800 | VERTICAL CLUB |
| Serial Number: | 74262099 | VERTICAL CLUB |
| Serial Number: | 77766398 | RAPID RESULTS |
| Serial Number: | 74290857 | VERTICAL CLUB |
| Serial Number: | 73169394 | SCANDINAVIAN HEALTH SPAS |
| Serial Number: | 78242267 | BALLY TOTAL FITNESS |
| Serial Number: | 77862939 | BALLY THE MOST TRUSTED NAME IN FITNESS |
| Serial Number: | 77866132 | BALLY ASSURANCE |
| Serial Number: | 77885390 | TRUE TO THE CORE |
| Serial Number: | 85065193 | RIVER EAST CLUB |

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|----------------|----------|--------------------|
| | 85109557 | B ON THE MOVE |
| Serial Number: | 85110134 | B FIT GEAR |
| Serial Number: | 85116794 | BALLY SPORTS CLUBS |
| Serial Number: | 85198639 | B - FIT |
| Serial Number: | 85198656 | B BALLY SPORT |

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 E. 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

| | |
|-------------------------|-------------------|
| ATTORNEY DOCKET NUMBER: | 063231/00001 |
| NAME OF SUBMITTER: | Carole E. Klinger |
| Signature: | /CEK/ |
| Date: | 11/30/2011 |

Total Attachments: 11

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**RELEASE OF SECURITY INTEREST ARISING
FROM THE TRADEMARK SECURITY AGREEMENT**

THIS RELEASE OF SECURITY INTEREST, dated as of November 30, 2011 (the "Release"), is made by The Bank of New York Mellon, as collateral agent for the Lender Group (the "Collateral Agent") under the Credit Agreement, dated as of January 20, 2011 (the "Credit Agreement"), by and among Bally Total Fitness Holding Corporation, as borrower (the "Grantor"), the Lenders party thereto and The Bank of New York Mellon, as administrative agent and the Collateral Agent, and the Security Agreement, dated as of January 20, 2011 (including all annexes, exhibits or schedules thereto, as from time to time amended, restated, supplemented or otherwise modified, the "Security Agreement"), by and among the Grantor, the other grantors party thereto and the Collateral Agent, and certain other security documents, including a Trademark Security Agreement, dated as of January 20, 2011 (the "Trademark Security Agreement"), between the Grantor and the Collateral Agent, recorded with the United States Patent and Trademark Office at Reel 4459, Frame 0808.

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

WHEREAS, the Collateral 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 Loan Documents (as defined in the Credit Agreement).

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, the Collateral 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 Loan Documents. The Collateral Agent, at the sole cost and expense of the Grantor, 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.

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

THE BANK OF NEW YORK MELLON,
as Collateral Agent

By: _____

Name: _____

Title: _____

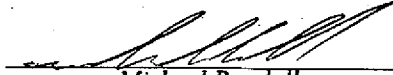

Michael Randall
Vice President

Exhibit A
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 |
| B (STYLIZED) BALLY TOTAL FITNESS | Registered | BALLY TOTAL FITNESS HOLDING CORPORATION | 75/660,563 | 3/15/1999 | 2,416,928 | 1/2/2001 |

| Mark | Status | Owner | Application No. | Appl. Date | Registration No. | Reg. Date |
|--------------------------------|------------|---|-----------------|------------|------------------|------------|
| 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 |
| 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 |
| BALLYFITNESS.COM | Registered | BALLY TOTAL FITNESS HOLDING CORPORATION | 76/321,486 | 10/4/2001 | 2,582,192 | 6/18/2002 |
| 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 |

| Mark | Status | Owner | Application No. | Appl. Date | Registration No. | Reg. Date |
|--|------------|---|-----------------|------------|------------------|-----------|
| 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 |
| 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 |
| 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 |

| Mark | Status | Owner | Application No. | Appl. Date | Registration No. | Reg. Date |
|----------------------------------|------------|---|-----------------|------------|------------------|------------|
| SHAPE YOUR LIFE | Registered | BALLY TOTAL FITNESS HOLDING CORPORATION | 74/211,513 | 10/8/1991 | 1,762,176 | 3/30/1993 |
| 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 |
| 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 |

| Mark | Status | Owner | Application No. | Appl. Date | Registration No. | Reg. Date |
|---|------------|---|-----------------|------------|------------------|------------|
| 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 |
| 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 |

| Mark | Status | Owner | Application No. | Appl. Date | Registration No. | Reg. Date |
|--|------------|---|-----------------|------------|------------------|-----------|
| 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 |
| 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 |

| Mark | Status | Owner | Application No. | Appl. Date | Registration No. | Reg. Date |
|----------------------------------|------------|---|-----------------|------------|------------------|---------------|
| 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 | | |
| 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 |

| Mark | Status | Owner | Application No. | Appl. Date | Registration No. | Reg. Date |
|-----------------------|------------|---|-----------------|------------|------------------|------------|
| 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 |
| CLICK TO GET FIT | Registered | BALLY TOTAL FITNESS HOLDING CORPORATION | 76/074,355 | 6/21/2000 | 2,742,835 | 7/29/2003 |
| 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 |
| 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 |

| Mark | Status | Owner | Application No. | Appl. Date | Registration No. | Reg. Date |
|--|------------|---|-----------------|------------|------------------|------------|
| THE FITNESS FORMULA | Registered | BALLY TOTAL FITNESS HOLDING CORPORATION | 75/876,013 | 12/20/1999 | 2,515,782 | 12/4/2001 |
| 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 | Pending | BALLY TOTAL FITNESS HOLDING CORPORATION | 77/766,398 | 6/23/2009 | | |
| VERTICAL CLUB AND DESIGN | Registered | BALLY TOTAL FITNESS HOLDING CORPORATION | 74/290,857 | 7/6/1992 | 1,773,050 | 5/25/1993 |
| SCANDINAVIAN HEALTH SPAS | Registered | BALLY TOTAL FITNESS HOLDING CORPORATION | 73/169,394 | 5/8/1978 | 1,156,690 | 6/12/1981 |
| BALLY TOTAL FITNESS | Registered | BALLY TOTAL FITNESS HOLDING CORPORATION | 78/242,267 | 4/25/2003 | 2,906,278 | 11/30/2004 |
| BALLY THE MOST TRUSTED NAME IN FITNESS | Pending | BALLY TOTAL FITNESS HOLDING CORPORATION | 77/862,939 | 11/2/2009 | | |

| Mark | Status | Owner | Application No. | Appl. Date | Registration No. | Reg. Date |
|--------------------------|---------|---|-----------------|------------|------------------|-----------|
| BALLY ASSURANCE | Pending | BALLY TOTAL FITNESS HOLDING CORPORATION | 77/866,132 | 11/5/2009 | | |
| TRUE TO THE CORE | Pending | BALLY TOTAL FITNESS HOLDING CORPORATION | 77/885,390 | 12/3/2009 | | |
| RIVER EAST CLUB | Pending | BALLY TOTAL FITNESS HOLDING CORPORATION | 85/065,193 | 6/17/2010 | | |
| B ON THE MOVE and Design | Pending | BALLY TOTAL FITNESS HOLDING CORPORATION | 85/109,557 | 8/17/2010 | | |
| B (Stylized) FIT GEAR | Pending | BALLY TOTAL FITNESS HOLDING CORPORATION | 85/110,134 | 8/18/2010 | | |
| BALLY SPORTS CLUB | Pending | BALLY TOTAL FITNESS HOLDING CORPORATION | 85/116,794 | 8/26/2010 | | |
| B FIT and Design | Pending | BALLY TOTAL FITNESS HOLDING CORPORATION | 85/198,639 | 12/15/2010 | | |
| Bally Sport and Design | Pending | BALLY TOTAL FITNESS HOLDING CORPORATION | 85/198,656 | 12/15/2010 | | |