

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Release by Secured Party of Amended and Restated Trademark Security Agreement

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

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Serial Number:	76312336	REAL PEOPLE. REAL RESULTS.
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

	85065193	RIVER EAST CLUB
Serial Number:	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
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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
AMENDED AND RESTATED TRADEMARK SECURITY AGREEMENT**

THIS RELEASE OF SECURITY INTEREST, dated as of November 30, 2011 (this "Release"), is made by The Bank of New York Mellon, as collateral agent for the Lender Group (the "Collateral Agent") under the Amended and Restated Credit Agreement, dated as of January 20, 2011 (the "Amended and Restated 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 Amended and Restated 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 "Amended and Restated Security Agreement"), by and among the Grantor, the other grantors party thereto and the Collateral Agent, and certain other security documents, including an Amended and Restated Trademark Security Agreement, dated as of January 20, 2011 (the "Amended and Restated Trademark Security Agreement"), between the Grantor and the Collateral Agent, recorded with the United States Patent and Trademark Office at Reel 4457, Frame 0031.

WHEREAS, pursuant to the Amended and Restated Security Agreement and the Amended and Restated 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 Amended and Restated 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 Amended and Restated 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: Michael Randall

Title: 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		