

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM476072

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
RS Fit Holdings LLC		05/31/2018	Limited Liability Company:
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Morgan Stanley Senior Funding, Inc. as Collateral Agent		
<b>Street Address:</b>	1585 Broadway		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10036		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>PROPERTY NUMBERS Total: 43</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	75665710	1-800-FITNESS	
<b>Serial Number:</b>	87832703	1-800-WORKOUT	
<b>Serial Number:</b>	87513533	B	
<b>Serial Number:</b>	78878020	B	
<b>Serial Number:</b>	85198656	B BALLY SPORT	
<b>Serial Number:</b>	87236241	B BALLY TOTAL FITNESS	
<b>Serial Number:</b>	87255985	B BALLY TOTAL FITNESS	
<b>Serial Number:</b>	87236565	B BALLY TOTAL FITNESS	
<b>Serial Number:</b>	87378415	B BALLY TOTAL FITNESS	
<b>Serial Number:</b>	85345742	B FIT	
<b>Serial Number:</b>	87522226	B TRIM	
<b>Serial Number:</b>	87522240	B TRIM	
<b>Serial Number:</b>	85226412	BALLY SPORT	
<b>Serial Number:</b>	87509725	BALLY SPORTS CLUBS	
<b>Serial Number:</b>	87391484	BALLY THE MOST TRUSTED NAME IN FITNESS	
<b>Serial Number:</b>	74640187	BALLY TOTAL FITNESS	
<b>Serial Number:</b>	75769429	BALLY TOTAL FITNESS	
<b>Serial Number:</b>	76321486	BALLYFITNESS.COM	
<b>Serial Number:</b>	77413596	BEST START	

OP \$1090.00 75665710

Property Type	Number	Word Mark
Serial Number:	75179791	BFIT
Serial Number:	75466362	BFIT
Serial Number:	87501530	BFIT
Serial Number:	86820295	BFIT
Serial Number:	87479724	BFIT
Serial Number:	87501532	BFIT
Serial Number:	86820294	BFIT
Serial Number:	87069964	BFIT COMMUNITIES
Serial Number:	75252001	BFIT-RX
Serial Number:	75203790	BLEAN
Serial Number:	76434195	ENERGY DRINK E BLAST B BALLY TOTAL FITNE
Serial Number:	75636803	KWANDO
Serial Number:	77091076	NST HI-PRO SHOT
Serial Number:	77091066	NST MUSCLE COMPLEX
Serial Number:	77107566	NST NITRIC FUSION
Serial Number:	77186261	NST NUTRITION SPORTS TECHNOLOGY
Serial Number:	86299036	POWER HOUR
Serial Number:	75872616	POWERBALL
Serial Number:	75575164	POWERFLEX
Serial Number:	75696023	RAPID RESULTS
Serial Number:	87592667	RAPID RESULTS
Serial Number:	75693802	SNACK RIGHT
Serial Number:	74049234	THE 30 MINUTE WORKOUT
Serial Number:	77078149	TOTAL RESULTS WEIGHT LOSS SOLUTION

**CORRESPONDENCE DATA**

**Fax Number:** 3129939767

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.*

**Phone:** 312.876.7700

**Email:** thomas.buettner@lw.com

**Correspondent Name:** Thomas J. Buettner

**Address Line 1:** Latham & Watkins LLP

**Address Line 2:** 330 North Wabash Avenue, Suite 2800

**Address Line 4:** Chicago, ILLINOIS 60611

**NAME OF SUBMITTER:** Thomas J. Buettner

**SIGNATURE:** /tjb/

**DATE SIGNED:** 05/31/2018

**Total Attachments: 62**



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## INTELLECTUAL PROPERTY SECURITY AGREEMENT

This INTELLECTUAL PROPERTY SECURITY AGREEMENT (as amended, restated, supplemented or otherwise modified from time to time, this “**IP Security Agreement**”) dated as of May 31, 2018, is among the Persons listed on the signature pages hereof (the “**Grantors**”) and Morgan Stanley Senior Funding, Inc. located at 1585 Broadway, New York, NY 10036, as collateral agent (the “**Collateral Agent**”) for the ratable benefit of the Secured Parties (as defined in the Credit Agreement referred to below).

WHEREAS, 24 HOUR FITNESS WORLDWIDE, INC., a Delaware corporation (the “**Borrower**”), has entered into a Credit Agreement dated as of May 31, 2018 (as amended, restated, supplemented or otherwise modified from time to time, the “**Credit Agreement**”), with 24 HOUR HOLDINGS II LLC, a Delaware corporation (“**Holdings**”), each lender from time to time party hereto (collectively, the “**Lenders**” and individually, a “**Lender**”), MORGAN STANLEY SENIOR FUNDING, INC., (“**Morgan Stanley**”), as Administrative Agent, Collateral Agent, an L/C Issuer and Swing Line Lender and the L/C Issuers referred to therein. Terms defined in the Credit Agreement and not otherwise defined herein are used herein as defined in the Credit Agreement.

WHEREAS, as a condition precedent to the making of the Loans and the making of L/C Credit Extensions by the Lenders and the L/C Issuers under the Credit Agreement, the entry into Secured Hedge Agreements by the Hedge Banks from time to time and the entry into Secured Cash Management Agreements by the Cash Management Banks from time to time, each Grantor has executed and delivered that certain Security Agreement dated as of May 31, 2018 among the Grantors from time to time party thereto and the Collateral Agent (as amended, amended and restated, supplemented or otherwise modified from time to time, the “**Security Agreement**”).

WHEREAS, under the terms of the Security Agreement, each Grantor has granted to the Collateral Agent, for the ratable benefit of the Secured Parties, a security interest in, among other property, certain Intellectual Property of such Grantor, and has agreed as a condition thereof to execute this IP Security Agreement for recording with the U.S. Patent and Trademark Office, the United States Copyright Office and any other appropriate governmental authorities.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each Grantor agrees as follows:

SECTION 1. Grant of Security. Each Grantor hereby grants to the Collateral Agent, for the ratable benefit of the Secured Parties, a security interest in all of such Grantor’s right, title and interest in and to the following (the “**Collateral**”):

- a. the patents and patent applications set forth in Schedule A hereto;
- b. the trademark and service mark registrations and applications set forth in Schedule B hereto (provided that no security interest shall be granted in United States intent-to-use Trademark applications, prior to the filing and acceptance of a “Statement of Use” or an “Amendment to Allege Use” with respect

thereto, solely to the extent that, and solely during the period in which, the grant of a security interest therein would impair the validity or enforceability of such intent-to-use Trademark applications or any registrations that issue therefrom under applicable federal law), together with the goodwill of the business connected with the use thereof and symbolized thereby;

c. the copyright registrations set forth in Schedule C hereto;

d. the agreements granting any exclusive right to the Grantor in or to any registered copyright set forth in Schedule D hereto;

e. all reissues, divisions, continuations, continuations-in-part, extensions, renewals and reexaminations of any of the foregoing, all rights in the foregoing provided by international treaties or conventions, all rights corresponding thereto throughout the world and all other rights of any kind whatsoever of such Grantor accruing thereunder or pertaining thereto;

f. any and all claims for damages, other payments and/or injunctive relief for past, present and future infringement, dilution, misappropriation, violation, misuse or breach with respect to any of the foregoing, with the right, but not the obligation, to sue for and collect, or otherwise recover, such damages, payments or other relief; and

g. any and all Proceeds of, collateral for, income, royalties and other payments now or hereafter due and/or payable with respect to, and supporting obligations relating to, any and all of the foregoing or arising from any of the foregoing

provided that, notwithstanding anything to the contrary contained in the foregoing clauses (i) through (vi), the security interest created hereby shall not extend to, and the term "Collateral" shall not include, any lease, license or other agreement to the extent that a grant of a security interest therein would violate or invalidate such lease, license or agreement, or create a right of termination in favor of any other party thereto (other than any Grantor or any Subsidiary of any Grantor), in each case to the extent not rendered unenforceable pursuant to the applicable provisions of the UCC or other applicable law and so long as the applicable provision giving rise to such violation or invalidity or such right of termination was not incurred in anticipation of the entering into of the Credit Agreement, provided, further, that (x) the Collateral includes Proceeds and receivables of any property excluded under this provision, the assignment of which is expressly deemed effective under the UCC notwithstanding such prohibition and (y) such excluded lease, license or other agreement shall otherwise be subject to the security interest created by the Security Agreement upon receiving any necessary approvals or waivers permitting the assignment thereof.

SECTION 2. Security for Obligations. The grant of a security interest in the Collateral by each Grantor under this IP Security Agreement secures the payment and performance of all Obligations of such Grantor now or hereafter existing under or in respect of the Loan Documents (as such Loan Documents may be amended, amended and restated,

supplemented, replaced, refinanced, re-tranched, extended, increased or otherwise modified from time to time (including any extensions of maturity dates and increases of the principal amount outstanding thereunder)) or otherwise, including, without limitation, any extensions, increases, modifications, substitutions, amendments, refinancings, refundings, replacements or renewals of any or all of the foregoing Obligations (whether or not such action is committed, contemplated or provided for by the Loan Documents on the date hereof), whether direct or indirect, absolute or contingent, and whether for principal, reimbursement obligations, interest, fees, premiums, penalties, indemnifications, contract causes of action, costs, expenses or otherwise.

SECTION 3. Recordation. Each Grantor authorizes and requests that the Register of Copyrights, the Commissioner for Patents and the Commissioner for Trademarks and any other applicable government officer record this IP Security Agreement.

SECTION 4. Grants, Rights and Remedies. This IP Security Agreement has been entered into in conjunction with the provisions of the Security Agreement. Each Grantor does hereby acknowledge and confirm that the grant of the security interest hereunder to, and the rights and remedies of, the Collateral Agent with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated herein by reference as if fully set forth herein. In the event that any provision of this IP Security Agreement is deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall control.

SECTION 5. Execution in Counterparts. This IP Security Agreement may be executed in any number of counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement.

SECTION 6. Notices, Etc. All notices and other communications provided for hereunder shall be in writing (including telecopy or facsimile transmission) and mailed, telecopied, faxed or delivered, if to any Grantor, addressed to it in care of the Borrower at the Borrower's address specified in Section 10.02 of the Credit Agreement, or if to the Collateral Agent, to its address specified in Section 10.02 of the Credit Agreement. All such notices and other communications shall be deemed to be given or made at such time as shall be set forth in Section 10.02 of the Credit Agreement. Delivery by telecopier or other electronic transmission of an executed counterpart of any amendment or waiver of any provision of this IP Security Agreement or Schedule hereto shall be effective as delivery of an original executed counterpart thereof.

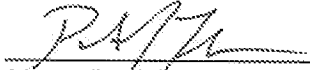
SECTION 7. Governing Law. This IP Security Agreement shall be governed by, and construed in accordance with, the laws of the State of New York.

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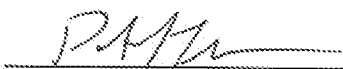
IN WITNESS WHEREOF, each Grantor has caused this IP Security Agreement to be duly executed and delivered by its officer thereunto duly authorized as of the date first above written.

Grantor:

24 HOUR FITNESS USA, INC.

By:   
Name: Patrick Flanagan  
Title: Executive Vice President, Chief Financial  
Officer, Treasurer and Assistant Secretary

RS FIT HOLDINGS LLC

By:   
Name: Patrick Flanagan  
Title: Executive Vice President, Chief Financial  
Officer, Treasurer and Assistant Secretary

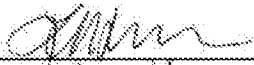
[Signature Page - Intellectual Property Security Agreement]

**TRADEMARK**  
**REEL: 006338 FRAME: 0936**



Collateral Agent:

MORGAN STANLEY SENIOR FUNDING, INC.,  
as Collateral Agent

By:   
Name: Lisa Harrison  
Title: VP

[Signature Page – Intellectual Property Security Agreement]

**TRADEMARK**  
**REEL: 006338 FRAME: 0937**

**Schedule A to the  
Intellectual Property Security Agreement**

**Patents**

**US PATENTS AND PATENT APPLICATIONS**

None.





**FOREIGN PATENTS AND PATENT APPLICATIONS**

None.


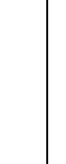
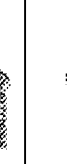


Schedule B to the  
Intellectual Property Security Agreement







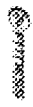
Trademarks

24 Hour Fitness USA, Inc.






Mark	Design	Country	Application No.	Application Date	Registration No.	Registration Date	Classes	Status
UNITED STATES								
24 HOUR FITNESS ULTRA-SPORT		California			57969	Jul-30-2003	41	Registered
LOOK BETTER NAKED		California			098920	May-24-1994	25	Registered
10TH DEGREE & Horizontal Design (B&W)		US	87/032093	May-10-2016			38	Application allowed
10TH DEGREE & Horizontal Design (B&W)		US	87/032094	May-10-2016			41	Application allowed
10TH DEGREE & Vertical Design (B&W)		US	87/032102	May-10-2016			38	Application allowed
10TH DEGREE & Vertical Design (B&W)		US	87/032103	May-10-2016			41	Application allowed
24 7 FITNESS		US	85/101440	Aug-05-2010	4572642	Jul-22-2014	44	Registered
24 7 FITNESS		US	85/975858	Aug-05-2010	4072074	Dec-13-2011	41	Registered
24 HOUR FITNESS		US	74/641199	Mar-02-1995	2130895	Jan-20-1998	18, 25, 41	Registered
24 HOUR FITNESS		US	77/596269	Oct-20-2008	4132191	Apr-24-2012	42	Registered

Execution Version

Mark	Design	Country	Application No.	Application Date	Registration No.	Registration Date	Classes	Status
24 HOUR FITNESS		US	87/117245	Jul-26-2016			09	Application allowed
24 HOUR FITNESS		US	87/479727	Jun-07-2017			09	Application allowed
24 HOUR FITNESS		US	87/768560	Jan-24-2018			38	Pending
24 HOUR FITNESS		US	87/768567	Jan-24-2018			41	Pending
24 HOUR FITNESS		US	87/768571	Jan-24-2018			42	Pending
24 HOUR FITNESS		US	87/768572	Jan-24-2018			44	Pending
24 HOUR FITNESS & Design		US	75/772179	Aug-09-1999	2395501	Oct-17-2000	35, 41	Registered
24 HOUR FITNESS & Design		US	75/818637	Oct-07-1999	2477323	Aug-14-2001	41	Registered
24 HOUR FITNESS & Design (color)		US	77/863843	Nov-03-2009	3806844	Jun-22-2010	41	Registered
24 HOUR FITNESS & Design (color)		US	85/077248	Jul-02-2010	3971927	May-31-2011	35	Registered
24 HOUR FITNESS & Design (color)		US	85/077395	Jul-02-2010	4032527	Sep-27-2011	25	Registered
24 HOUR FITNESS & Design (color)		US	87/607391	Sep-13-2017			25	Application allowed
24 HOUR FITNESS & Design (new)		US	76/245751	Apr-23-2001	2549894	Mar-19-2002	41	Registered
24 HOUR FITNESS & Design (new)		US	76/245850	Apr-23-2001	2633150	Oct-08-2002	18, 25, 35, 42	Registered
24 HOUR FITNESS & Design (new)		US	87/767423	Jan-23-2018			28	Pending
24 HOUR FITNESS & Design (new)		US	87/768575	Jan-24-2018			41	Pending

Mark	Design	Country	Application No.	Application Date	Registration No.	Registration Date	Classes	Status
24 HOUR FITNESS 24 7 FITNESS and Design		US	77/063794	Dec-13-2006	3665437	Aug-11-2009	41	Registered
24 HOUR FITNESS ACTIVE		US	76/200768	Jan-25-2001	2684457	Feb-04-2003	41	Registered
24 HOUR FITNESS and Circle Design		US	85/774512	Nov-08-2012	4476867	Feb-04-2014	25, 41	Registered
24 HOUR FITNESS and Circle Design		US	87/768579	Jan-24-2018			09	Pending
24 HOUR FITNESS DO MORE and Design		US	87/498308	Jun-20-2017			41	Application allowed
24 HOUR FITNESS DO MORE WITH YOUR 24 and Design		US	87/498312	Jun-20-2017			41	Published
24 HOUR FITNESS EXPRESS		US	78/304368	Sep-23-2003	2926364	Feb-15-2005	41	Registered
24 HOUR FITNESS SPORT		US	76/002229	Mar-16-2000	2499844	Oct-23-2001	41	Registered
24 HOUR FITNESS ULTRA-SPORT		US	76/200767	Jan-25-2001	3083119	Apr-18-2006	41	Registered
24 MINUTE WORKOUT & Design		US	78/655955	Jun-22-2005	3410441	Apr-08-2008	41	Registered
247 FITNESS & Design		US	85/673847	Jul-11-2012	4419597	Oct-15-2013	41	Registered
24CYCLE		US	78/193617	Dec-11-2002	2766955	Sep-23-2003	41	Registered
24GO		US	87/277099	Dec-21-2016	5424562	Mar-13-2018	38	Registered

Execution Version

Mark	Design	Country	Application No.	Application Date	Registration No.	Registration Date	Classes	Status
24GO		US	87/277102	Dec-21-2016			41, 44	Application allowed
24GO		US	87/277104	Dec-21-2016			42	Application allowed
24GO		US	87/579713	Aug-22-2017			09	Application allowed
24GO and Design		US	87/277108	Dec-21-2016	5424563	Mar-13-2018	38	Registered
24GO and Design		US	87/277111	Dec-21-2016			41, 44	Application allowed
24GO and Design		US	87/277113	Dec-21-2016			42	Application allowed
24GO and Design		US	87/579715	Aug-22-2017			09	Application allowed
24HOURFITNESS.COM		US	75/684566	Apr-14-1999	2395153	Oct-17-2000	42	Registered
24LIFE		US	86/911263	Feb-17-2016			09	Application allowed
24LIFE		US	86/911264	Feb-17-2016			18	Application allowed
24LIFE		US	86/911265	Feb-17-2016			42	Application allowed
24LIFE		US	86/911266	Feb-17-2016			41, 44	Application allowed
24LIFE & Design		US	86/496818	Jan-06-2015	4902765	Feb-16-2016	41	Registered

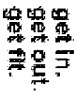

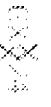
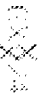
Execution Version

Mark	Design	Country	Application No.	Application Date	Registration No.	Registration Date	Classes	Status
24LIFE & Design		US	86/911268	Feb-17-2016			05	Application allowed
24LIFE & Design		US	86/911269	Feb-17-2016			35	Application allowed
24LIFE & Design		US	86/914040	Feb-19-2016			25	Application allowed
24LIFE & Design		US	86/914042	Feb-19-2016			10, 28	Application allowed
24LIFE & Design		US	87/154453	Aug-29-2016			41	Application allowed
24LIFE & Design		US	87/427093	Apr-26-2017			10, 28	Application allowed
24SEVEN & Design		US	77/063801	Dec-13-2006	3818751	Jul-13-2010	41	Registered
24STORE		US	87/592695	Aug-31-2017			35	Pending
APEX		US	85/076576	Jul-01-2010	4020452	Aug-30-2011	05	Registered
APEX & Design (b&w)		US	86/601900	Apr-17-2015			05	Application allowed
APEX & Design (color)		US	86/601904	Apr-17-2015			05	Application allowed
APEX (Stylized)		US	78/346264	Dec-29-2003	2936205	Mar-29-2005	05	Registered
APEX FIT 150 & Design		US	85/483617	Nov-30-2011	4179095	Jul-24-2012	29	Registered

Execution Version

Mark	Design	Country	Application No.	Application Date	Registration No.	Registration Date	Classes	Status
APEX FIT 150 & Design		US	85/550873	Feb-23-2012	4283994	Jan-29-2013	05	Registered
APEX FITNESS		US	87/598352	Sep-06-2017			35	Application allowed
BFIT GEAR		US	86/671196	Jun-23-2015			10, 28, 09	Application allowed
BODYBUGG		US	87/414503	Apr-17-2017			09	Application allowed
BODYBUGG		US	87/427129	Apr-26-2017			09	Application allowed
BODYBUGG		US	87/427136	Apr-26-2017			42, 44	Application allowed
BODYBUGG		US	87/553827	Aug-02-2017			42	Published
BODYBUGGSP		US	87/581312	Aug-23-2017			09	Published
DO MORE WITH YOUR 24		US	87/498311	Jun-20-2017	5379780	Jan-16-2018	41	Registered
FIT LITE		US	78/549437	Jan-18-2005	3415627	Apr-22-2008	41	Registered
FIT:PERKS		US	86/486985	Dec-19-2014	5096067	Dec-06-2016	42, 44	Registered
FIT:PERKS (Stylized)		US	78/113388	Mar-07-2002	2785019	Nov-18-2003	35	Registered
FIT4SOY		US	77/663664	Feb-04-2009	3669142	Aug-18-2009	29	Registered
FITNESS DONE RIGHT		US	87/553772	Aug-02-2017			41	Published
FITNESS MADE FUN AND EASY FOR EVERYONE		US	77/654830	Jan-22-2009	4321289	Apr-16-2013	41	Registered
FUEL UP		US	78/255449	May-28-2003	2838792	May-04-2004	35	Registered
GET IN GET OUT GET FIT		US	78/550259	Jan-19-2005	3276519	Aug-07-2007	41	Registered








Mark	Design	Country	Application No.	Application Date	Registration No.	Registration Date	Classes	Status
GET IN, GET OUT, GET FIT. (Stylized)		US	78/579573	Mar-03-2005	3269420	Jul-24-2007	41	Registered
GROUP X		US	75/584296	Nov-06-1998	2350909	May-16-2000	41	Registered
GX24		US	86/909572	Feb-16-2016	5045476	Sep-20-2016	41	Registered
GX24 & Design (black)		US	87/262419	Dec-08-2016			41	Application allowed
GX24 & Design (blue)		US	87/262411	Dec-08-2016			25	Application allowed
GX24 & Design (blue)		US	87/262417	Dec-08-2016			10, 28	Pending
HOOPS24		US	77/487735	May-30-2008	4190902	Aug-14-2012	25	Registered
HOOPS24		US	86/670655	Jun-22-2015			41	Application allowed
LIVE24		US	87/479729	Jun-07-2017			35	Application allowed
MY24		US	85/157397	Oct-20-2010	4106485	Feb-28-2012	09	Registered
My24		US	85/268887	Mar-16-2011	4258337	Dec-11-2012	41	Registered
PITCH24		US	86/493704	Dec-31-2014	4756080	Jun-16-2015	35	Registered
PITCH24		US	86/493705	Dec-31-2014	4760426	Jun-23-2015	41	Registered
SHOP24		US	87/479731	Jun-07-2017			35	Application allowed
STORE24		US	87/479733	Jun-07-2017			35	Pending
STUDIO24		US	87/912488	May-08-2018			41	Pending
THE LOOP		US	87/725208	Dec-18-2017			41	Pending
WE ARE 24		US	86/439888	Oct-30-2014			44, 09, 16, 18, 21, 24, 25, 28, 41, 42	Application allowed

Mark	Design	Country	Application No.	Application Date	Registration No.	Registration Date	Classes	Status
WE ARE 24 & Design		US	86/439891	Oct-30-2014			41	Application allowed
YOU24		US	87/902084	May-01-2018			41	Pending
<b>FOREIGN</b>								
24 HOUR FITNESS		Argentina	2,997,385	Mar-17-1999	2,442,725	May-30-2011	18	Registered
24 HOUR FITNESS		Argentina	2,997,383		2,442,724	May-30-2011	25	Registered
24 HOUR FITNESS		Argentina	2,208,490	Mar-17-1999	2,442,723	May-11-2000	25	Registered
24 HOUR FITNESS & Design (color)		Argentina	3,071,660	Mar-10-2011	2,598,854	Nov-19-2013	41	Registered
24 HOUR FITNESS & Design (new)		Argentina	3,071,661	Mar-10-2011	2,670,676	Aug-14-2014	41	Registered
24 HOUR FITNESS		Australia	788,963	Mar-19-1999	788,963	May-22-2002	18, 25	Registered
24 HOUR FITNESS & Design (new)		Australia	892,750	Oct-22-2001	892750	Mar-05-2002	18, 25, 41	Registered
BODYBUGG		Australia	1386155	Mar-22-2010	1049556	Mar-22-2010	09, 35, 42	Registered
24 HOUR FITNESS & Design (new)		Brazil	824127684	Oct-23-2001	824127684	Feb-10-2009	41	Registered
24 HOUR FITNESS		Canada	871,890	Mar-11-1998	534899	Oct-17-2000	-	
24 HOUR FITNESS & Design		Canada	1,095,447	Mar-09-2001	705,230	Jan-22-2008	-	
24 HOUR FITNESS & Design (new)		Canada	1,119,278	Oct-23-2001	705,315	Jan-22-2008	-	
BODYBUGG		Canada	1,473,148	Mar-15-2010	806,156	Sep-07-2011	-	
24 HOUR FITNESS		Chile	453,914	Jul-06-1999	888,376	Dec-30-1999	41	
24 HOUR FITNESS		Chile	453,913	Jul-06-1999	888375	Dec-30-1999	18, 25	
24 HOUR FITNESS & Design (new)		Chile	546,862	Oct-22-2001	979462	Jun-07-2002	41	

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Mark	Design	Country	Application No.	Application Date	Registration No.	Registration Date	Classes	Status
24 Hour Fitness		China	9900044915	Apr-28-1999	1724706	Mar-07-2002	18	Registered
24 HOUR FITNESS		China	11741655	Nov-14-2012	11741655	Apr-21-2014	41	Registered
24 HOUR FITNESS & Design (new)		China	11741637	Nov-14-2012	11741637	Apr-21-2014	41	Registered
24 HOUR FITNESS & Design (new)		China	3002300	Oct-23-2001	3002300	Apr-07-2003	41	Registered
24 HOUR FITNESS		European Community	002083467	Feb-12-2001	002083467	Oct-20-2003	16, 35, 41, 42	Registered
24 HOUR FITNESS & Design (new)		European Community	002417871	Oct-19-2001	002417871	Jan-24-2003	18, 41	Registered
APEX FITNESS GROUP		European Community	002985034	Dec-17-2002	002985034	Dec-21-2004	35, 41, 09	Registered
BODYBUG		European Community	1049556	Mar-22-2010	1049556	Mar-22-2010	35, 42, 09	Registered
24 FITNESS		Germany	30133751.9	May-31-2001	30133751	Aug-01-2001	41	Registered
FITNESS 24 & Design in color		Germany	30102676	Jan-18-2001	30102676	Apr-09-2003	18, 25, 28, 35, 41, 42	Registered
24 HOUR FITNESS		Greece	761189	Jul-26-2000	92	Oct-17-2002	42	Registered
BODYBUG		Hong Kong	301562751	Mar-12-2010	301562751	Nov-29-2010	09, 35, 42, 44	Registered
24 HOUR FITNESS		India	858830	Jun-01-1999	858830	Oct-11-2005	16	Registered
APEX		India	2043455	Oct-25-2010	1389690	Oct-26-2016	35	Registered
APEX		India	2043453	Oct-25-2010			05	Opposed
24 HOUR FITNESS		Japan	24165-1999	Mar-09-1999	4453937	Feb-16-2001	18, 25, 41	Registered
24 HOUR FITNESS & Design (new)		Japan	6213-2009	Jan-30-2009	5307181	Mar-05-2010	41	Registered
24 HOUR FITNESS & Design (new)		Japan	2012-93015	Nov-15-2012	5619664	Oct-04-2013	25	Registered
BODYBUG		Japan	IR 1049556	Mar-22-2010	IR 1049556	Mar-22-2010	09, 35, 42	Registered







Mark	Design	Country	Application No.	Application Date	Registration No.	Registration Date	Classes	Status
BODYBUGG		Madrid Agreement & Protocol	IR 1049556	Mar-22-2010	IR 1049556	Mar-22-2010	09, 35, 42	Registered
24 HOUR FITNESS		Mexico	1,064,078	Jan-29-2010	1,188,673	Nov-17-2010	41	Registered
24 HOUR FITNESS		Mexico	989,077	Feb-11-2009	1,091,703	Mar-24-2009	18	Registered
24 HOUR FITNESS		Mexico	989,075	Feb-11-2009	1,091,702	Mar-24-2009	25	Registered
24 HOUR FITNESS		Mexico	343,327	Aug-12-1998	1,103,759	Jun-05-2009	41	Registered
24 HOUR FITNESS & Design (new)		Mexico	1,248,050	Feb-09-2012	1,293,670	Jun-27-2012	41	Registered
24 HOUR FITNESS		New Zealand	307,140	Mar-26-1999	307,140	Nov-12-1999	25	Registered
24 HOUR FITNESS		New Zealand	307,139	Mar-26-1999	307,139	Nov-12-1999	18	Registered
24 HOUR FITNESS & Design (new)		New Zealand	659,488	Jun-24-2002	659,488	May-10-2004	41	Registered
24 HOUR FITNESS & Globe Design		New Zealand	640,104	Jun-22-2001	640,104	Mar-31-2003	41	Registered
BODYBUGG		New Zealand	834215	Mar-12-2010	834215	Dec-02-2010	44	Registered
BODYBUGG		New Zealand	820914	Mar-12-2010	820914	Mar-09-2010	09, 35, 42	Registered
24 HOUR FITNESS & Design (new)		Norway	200112599	Oct-22-2001	219,063	May-28-2003	18, 25, 41, 42	Registered
24 HOUR FITNESS		Portugal	350836	Oct-26-2000	350836	Feb-20-2003	41	Registered
24 HOUR FITNESS		Republic of Korea	45-1999-639	Mar-24-1999	45-0001256	May-26-2000	18, 25	Registered
24 HOUR FITNESS & Design (new)		Republic of Korea	45-2001-3699	Oct-22-2001	45-0008119	Sep-09-2003	18, 25, 28, 41	Registered
BODYBUGG		Republic of Korea	1049556	Mar-22-2010	1049556	Nov-24-2011	09, 35, 42	Registered
24 HOUR FITNESS		Singapore	T99/02953A	Mar-25-1999	T99/02953A	Mar-25-1999	41	Registered

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Mark	Design	Country	Application No.	Application Date	Registration No.	Registration Date	Classes	Status
24 HOUR FITNESS		Singapore	T99/02954Z	Mar-25-1999	T99/02954Z	Mar-25-1999	25	Registered
24 HOUR FITNESS		Singapore	T99/02952C	Mar-25-1999	T99/02952C	Mar-25-1999	18	Registered
24 HOUR FITNESS & Design (new)		Singapore	T01/16569E	Oct-22-2001	T01/16569E	Apr-23-2001	42	Registered
24 HOUR FITNESS & Design (new)		Singapore	T01/16568G	Oct-22-2001	T01/16568G	Apr-23-2001	41	Registered
24 HOUR FITNESS & Design (new)		Singapore	T01/16567I	Oct-22-2001	T01/16567I	Apr-23-2001	25	Registered
24 HOUR FITNESS & Design (new)		Singapore	T01/16566J	Oct-22-2001	T01/16566J	Apr-23-2001	18	Registered
BODYBUGG		Singapore	T1012692C	Mar-22-2010	1049556		09, 35, 42	Registered
24 HOUR FITNESS & Design (new)		Switzerland	10200/2001	Oct-22-2001	P498266	Apr-24-2002	18, 25, 41, 44	Registered
24 HOUR FITNESS		Taiwan	101063929	Nov-09-2012	01636235	Apr-01-2014	25, 41	Registered
24 HOUR FITNESS		Taiwan	89077225	Dec-29-2000	01098700	May-01-2004	35	Registered
24 HOUR FITNESS		Taiwan	88015705	Apr-09-1999	00904093	Sep-01-2000	25	Registered
24 HOUR FITNESS		Taiwan	88015704	Apr-09-1999	00901353	Aug-16-2000	18	Registered
24 HOUR FITNESS & Design (new)		Taiwan	101063934	Nov-09-2012	01601987	Oct-01-2013	25, 41	Registered
24 HOUR FITNESS & Design (new)		Taiwan	101009442	Feb-29-2012	1579805	May-16-2013	41	Registered
BODYBUGG		Taiwan	099011577	Mar-16-2010	01543138	Oct-16-2012	09, 35, 42, 44	Registered

RS FIT Holdings LLC



\*Note that all marks currently in the name of Bally Total Fitness Holding Corporation are pending recordal of assignment to RS FIT Holdings LLC

Mark	Design	Country	Application No.	Application Date	Registration No.	Registration Date	Classes	Status	Owner
UNITED STATES									
1-800-FITNESS		US	75/665710	Mar-22-1999	2374747	Aug-08-2000	41	Registered	RS FIT Holdings LLC
1-800-WORKOUT		US	87/832703	Mar-13-2018			41	Pending	RS FIT Holdings LLC
B (Stylized)		US	87/513533	Jun-30-2017			41	Application allowed	RS FIT Holdings LLC
B and Design		US	78/878020	May-05-2006	3357795	Dec-18-2007	41	Registered	RS FIT Holdings LLC
B BALLY SPORT & Design		US	85/198656	Dec-15-2010	4158591	Jun-12-2012	41	Registered	RS FIT Holdings LLC
B BALLY TOTAL FITNESS & Black Rectangle Design		US	87/236241	Nov-14-2016			41	Application allowed	RS FIT Holdings LLC
B BALLY TOTAL FITNESS & Design		US	87/255985	Dec-02-2016			41	Application allowed	RS FIT Holdings LLC
B BALLY TOTAL FITNESS & White Square Design		US	87/236565	Nov-14-2016			41	Application allowed	RS FIT Holdings LLC
B BALLY TOTAL FITNESS and Circle Design		US	87/378415	Mar-20-2017			41	Suspended	RS FIT Holdings LLC

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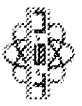


Mark	Design	Country	Application No.	Application Date	Registration No.	Registration Date	Classes	Status	Owner
B FIT & Design		US	85/345742	Jun-14-2011	4283589	Jan-29-2013	41	Registered	RS FIT Holdings LLC
B TRIM		US	87/522226	Jul-10-2017			05	Published	RS FIT Holdings LLC
B TRIM		US	87/522240	Jul-10-2017			41	Application allowed	RS FIT Holdings LLC
BALLY SPORT		US	85/226412	Jan-26-2011	4165414	Jun-26-2012	41	Registered	RS FIT Holdings LLC
BALLY SPORTS CLUBS		US	87/509725	Jun-28-2017			41	Published	RS FIT Holdings LLC
BALLY THE MOST TRUSTED NAME IN FITNESS		US	87/391484	Mar-29-2017			41	Suspended	RS FIT Holdings LLC
BALLY TOTAL FITNESS		US	74/640187	Feb-24-1995	1992150	Aug-06-1996	41	Registered	RS FIT Holdings LLC
BALLY TOTAL FITNESS		US	75/769429	Aug-06-1999	2672535	Jan-07-2003	09	Registered	RS FIT Holdings LLC
BALLYFITNESS.COM		US	76/321486	Oct-04-2001	2582192	Jun-18-2002	41	Registered	RS FIT Holdings LLC
BEST START		US	77/413596	Mar-05-2008	3690115	Sep-29-2009	41	Registered	RS FIT Holdings LLC
BFIT		US	75/179791	Oct-10-1996	2217664	Jan-12-1999	41	Registered	RS FIT Holdings LLC
BFIT		US	75/466362	Apr-10-1998	2840454	May-11-2004	28	Registered	RS FIT Holdings LLC
BFIT and Design (black & white)		US	87/501530	Jun-22-2017			44	Application allowed	RS FIT Holdings LLC










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Mark	Design	Country	Application No.	Application Date	Registration No.	Registration Date	Classes	Status	Owner
BFIT and Design (black & white)		US	86/820295	Nov-13-2015	5261821	Aug-08-2017	41	Registered	RS FIT Holdings LLC
BFIT and Design (color)		US	87/479724	Jun-07-2017			09	Pending	RS FIT Holdings LLC
BFIT and Design (color)		US	87/501532	Jun-22-2017			44	Application allowed	RS FIT Holdings LLC
BFIT and Design (color)		US	86/820294	Nov-13-2015	5261820	Aug-08-2017	41	Registered	RS FIT Holdings LLC
BFIT COMMUNITIES		US	87/069964	Jun-13-2016			36, 41	Application allowed	RS FIT Holdings LLC
BFIT-RX		US	75/252001	Mar-05-1997	2518918	Dec-18-2001	05	Registered	RS FIT Holdings LLC
BLEAN		US	75/203790	Nov-25-1996	2339487	Apr-11-2000	05	Registered	RS FIT Holdings LLC
ENERGY DRINK E BLAST B BALLY TOTAL FITNESS & Design		US	76/434195	Jul-25-2002	2803390	Jan-06-2004	05, 32	Registered	RS FIT Holdings LLC
KWANDO		US	75/636803	Feb-09-1999	2302269	Dec-21-1999	41	Registered	RS FIT Holdings LLC
NST HI-PRO SHOT		US	77/091076	Jan-25-2007	3612944	Apr-28-2009	05	Registered	RS FIT Holdings LLC
NST MUSCLE COMPLEX		US	77/091066	Jan-25-2007	3489388	Aug-19-2008	05	Registered	RS FIT Holdings LLC
NST NITRIC FUSION		US	77/107566	Feb-14-2007	3502317	Sep-16-2008	05	Registered	RS FIT Holdings LLC

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Mark	Design	Country	Application No.	Application Date	Registration No.	Registration Date	Classes	Status	Owner
NST NUTRITION SPORTS TECHNOLOGY & Design		US	77/186261	May-21-2007	3559570	Jan-13-2009	05	Registered	RS FIT Holdings LLC
POWER HOUR		US	86/299036	Jun-03-2014			41	Application allowed	RS FIT Holdings LLC
POWERBALL		US	75/872616	Dec-15-1999	2456429	May-29-2001	41	Registered	RS FIT Holdings LLC
POWERFLEX		US	75/575164	Oct-22-1998	2380507	Aug-29-2000	41	Registered	RS FIT Holdings LLC
RAPID RESULTS		US	75/696023	May-03-1999	2426244	Feb-06-2001	41	Registered	RS FIT Holdings LLC
RAPID RESULTS & Design		US	87/592667	Aug-31-2017			41	Pending	RS FIT Holdings LLC
SNACK RIGHT		US	75/693802	Apr-29-1999	2470323	Jun-17-2001	05	Registered	RS FIT Holdings LLC
THE 30 MINUTE WORKOUT		US	74/049234	Apr-16-1990	1657665	Sep-17-1991	41	Registered	RS FIT Holdings LLC
TOTAL RESULTS WEIGHT LOSS SOLUTION		US	77/078149	Jan-08-2007	3509268	Sep-30-2008	41, 44	Registered	RS FIT Holdings LLC
<b>FOREIGN</b>									
B BALLY TOTAL FITNESS & Black Rectangle Design		Australia	921850	Aug-01-2002	921850	Jun-24-2003	05, 28, 41	Registered	RS FIT Holdings LLC
BALLY TOTAL FITNESS		Australia	921849	Aug-01-2002	921849	Jun-24-2003	05, 28, 41	Registered	RS FIT Holdings LLC

Mark	Design	Country	Application No.	Application Date	Registration No.	Registration Date	Classes	Status	Owner
B & Design		Bahamas	29589	Jul-06-2006	29589	Jan-15-2012	49	Registered	RS FIT Holdings LLC
B & Design		Bahamas	29588	Jul-06-2006	29588	Jan-18-2012	38	Registered	RS FIT Holdings LLC
B BALLY TOTAL FITNESS & Circle Design		Bahamas	29591	Jul-06-2006	29591	Jan-18-2012	49	Registered	RS FIT Holdings LLC
B BALLY TOTAL FITNESS & Circle Design		Bahamas	29590	Jul-06-2006			38	Pending	RS FIT Holdings LLC
B (Stylized)		Brazil	824082389	Jul-05-2001	824082389	Jul-31-2007	41	Registered	B (Stylized)
B (Stylized)		Brazil	824082370	Jul-05-2001	824082370	Jul-31-2007	05	Registered	B (Stylized)
B (Stylized)		Brazil	824082338	Jul-05-2001	824082338	Jul-31-2007	28	Registered	B (Stylized)
B BALLY TOTAL FITNESS & Black Rectangle Design		Brazil	824082362	Jul-05-2001	824082362	Dec-12-2006	41	Registered	B BALLY TOTAL FITNESS & Black Rectangle Design
B BALLY TOTAL FITNESS & Black Rectangle Design		Brazil	824082354	Jul-05-2001	824082354	Dec-12-2006	28	Registered	B BALLY TOTAL FITNESS & Black Rectangle Design

Mark	Design	Country	Application No.	Application Date	Registration No.	Registration Date	Classes	Status	Owner
B BALLY TOTAL FITNESS & Black Rectangle Design		Brazil	824082320	Jul-05-2001	824082320	Dec-12-2006	05	Registered	B BALLY TOTAL FITNESS & Black Rectangle Design
BALLY TOTAL FITNESS		Brazil	824082311	Jul-05-2001	824082311	Dec-12-2006	28	Registered	BALLY TOTAL FITNESS
BALLY TOTAL FITNESS		Brazil	824082257	Jul-05-2001	824082257	Dec-12-2006	41	Registered	BALLY TOTAL FITNESS
BALLY TOTAL FITNESS		Brazil	824082249	Jul-05-2001	824082249	Dec-12-2006	05	Registered	BALLY TOTAL FITNESS
B & Design		Canada	1580247	Jun-04-2012	TMAA868894	Jan-13-2014	-	Registered	Bally Total Fitness Holding Corporation*
B & Design		Canada	1306836	Jun-23-2006	827,831	Jul-10-2012	-	Registered	Bally Total Fitness Holding Corporation*
B BALLY TOTAL FITNESS & Black Rectangle Design		Canada	0806688	Mar-11-1996	TMAA567815	Sep-23-2002	-	Registered	Bally Total Fitness Holding Corporation*
B BALLY TOTAL FITNESS & Circle Design		Canada	1580248	Jun-04-2012	TMAA868888	Jan-13-2014	-	Registered	Bally Total Fitness Holding Corporation*
B BALLY TOTAL FITNESS & Circle Design		Canada	1291360	Feb-24-2006	694,308	Aug-20-2007	-	Registered	Bally Total Fitness Holding Corporation*
BALLY MATRIX FITNESS CENTRE		Canada	565612	Jul-02-1986	TMAA356769	Jun-09-1989	-	Registered	Bally Total Fitness Holding Corporation*

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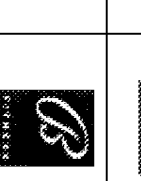

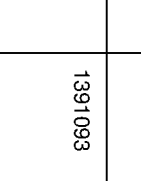
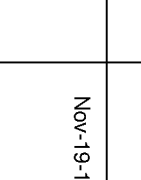
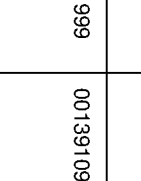
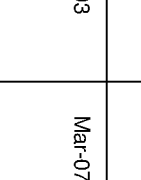
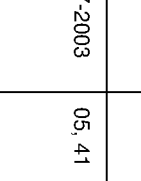

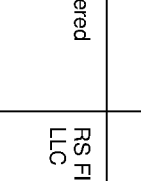

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BALLY TOTAL FITNESS		Canada	0806730	Mar-11-1996	TMA567850	Sep-23-2002	-	Registered	Bally Total Fitness Holding Corporation*
BUILD YOUR OWN MEMBERSHIP		Canada	1275366	Oct-12-2005	680,248	Jan-24-2007	-	Registered	Bally Total Fitness Holding Corporation*
BUILT TO FIT		Canada	1279753	Nov-16-2005	683,290	Mar-08-2007	-	Registered	Bally Total Fitness Holding Corporation*
B & Design		China	5438629	Jun-23-2006	5438629	Nov-21-2010	25	Registered	Bally Total Fitness Holding Corporation
B & Design		China	5438628	Jun-23-2006	5438628	Jun-28-2011	28	Registered	Bally Total Fitness Holding Corporation*
B & Design		China	5438627	Jun-23-2006	5438627	Mar-28-2010	41	Registered	Bally Total Fitness Holding Corporation*
B (Stylized)		China	2000163857	Oct-25-2000	1749696	Apr-14-2002	41	Registered	Bally Total Fitness Holding Corporation*
B BALLY TOTAL FITNESS & Black Rectangle Design		China	200103450	Mar-12-2001	1949829	Nov-21-2002	41	Registered	Bally Total Fitness Holding Corporation*
BALLY		China	2000163856	Oct-25-2000	1794311	Jun-21-2002	41	Registered	Bally Total Fitness Holding Corporation*
BALLY (Stylized)		China	2001148066	Aug-15-2001	1986007	Mar-21-2003	41	Registered	Bally Total Fitness Holding Corporation*
BALLY TOTAL FITNESS		China	2000160395	Oct-19-2000	1759644	Apr-28-2002	41	Registered	Bally Total Fitness Holding Corporation*

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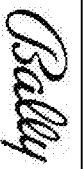


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Mark	Design	Country	Application No.	Application Date	Registration No.	Registration Date	Classes	Status	Owner
BALLY TOTAL FITNESS		China	5438626	Jun-23-2006	5438626	Nov-21-2009	25	Registered	Bally Total Fitness Holders Corporation*
BALLY TOTAL FITNESS in Chinese characters		China	5438625	Jun-23-2006	5438625	Aug-21-2009	25	Registered	Bally Total Fitness Holders Corporation*
BALLY TOTAL FITNESS in Chinese characters		China	4424044	Dec-20-2004	4424044	Nov-07-2008	28	Registered	Bally Total Fitness Holding Corporation*
BALLY TOTAL FITNESS		Dominican Republic	05/50640	Aug-04-2005	151069	Nov-29-2005	41	Registered	RS FIT Holdings LLC
BALLY TOTAL FITNESS		El Salvador	2010101879	Jun-24-2010	185	Jan-27-2011	41	Registered	RS FIT Holdings LLC
BALLY TOTAL FITNESS		El Salvador	2010101878	Jun-24-2010	174	Feb-04-2011	41	Registered	RS FIT Holdings LLC
B (Stylized)		European Community	1427087	Dec-16-1999	001427087	Mar-12-2001	05, 28, 41	Registered	RS FIT Holdings LLC
B BALLY TOTAL FITNESS & Black Rectangle Design		European Community	2316057	Jul-25-2001	002316057	Apr-03-2003	05, 28, 41	Registered	RS FIT Holdings LLC
B BALLY TOTAL FITNESS & Design (color)		European Community	4361606	Mar-29-2005	004361606	Apr-25-2006	05, 28, 41	Registered	RS FIT Holdings LLC
B FITNESS & Design		European Community	1391093	Nov-19-1999	001391093	Mar-07-2003	05, 41	Registered	RS FIT Holdings LLC







TRADEMARK

REEL: 006338 FRAME: 0957

Mark	Design	Country	Application No.	Application Date	Registration No.	Registration Date	Classes	Status	Owner
BALLY FITNESS		European Community	1392646	Nov-22-1999	001392646	Apr-02-2003	05, 28, 41	Registered	RS FIT Holdings LLC
BALLY SPORTS CLUBS		European Community	1404235	Nov-22-1999	001404235	Feb-18-2003	41, 05, 28	Registered	RS FIT Holdings LLC
BALLY TOTAL FITNESS		European Community	001301027	Sep-07-1999	001301027	May-14-2003	41, 05, 28	Registered	RS FIT Holdings LLC
BFIT		European Community	1404201	Nov-22-1999	001404201	May-24-2004	28, 41	Registered	RS FIT Holdings LLC
BUILT TO FIT		European Community	4719027	Nov-15-2005	004719027	Dec-07-2006	05, 41, 44	Registered	RS FIT Holdings LLC
POWERFLEX		European Community	1538750	Mar-03-2000	001538750	May-08-2001	28, 41, 05	Registered	RS FIT Holdings LLC
B (Stylized)		Guatemala	200101455	Mar-06-2001	112571	Sep-03-2001	41	Registered	RS FIT Holdings LLC
BALLY		Guatemala	2001001456	Mar-6-2001	112631	Sep-5-2001	41	Registered	Bally total Fitness Holding Corp.
B BALLY TOTAL FITNESS & Black Rectangle Design		Guatemala	200101454	Mar-06-2001	112570	Sep-03-2001	41	Registered	RS FIT Holdings LLC
BALLY TOTAL FITNESS		Guatemala	200101465	Mar-06-2001	112572	Sep-03-2001	41	Registered	RS FIT Holdings LLC
BALLY TOTAL FITNESS		Hong Kong	11925/2002	Aug-01-2002	2003B05627AA	May-09-2003	41, 05, 28	Registered	RS FIT Holdings LLC
B (Stylized)		India	1237701	Sep-17-2003			41	Published	RS FIT Holdings LLC











TRADEMARK

Execution Version

Mark	Design	Country	Application No.	Application Date	Registration No.	Registration Date	Classes	Status	Owner
B (Stylized)		India	01029204	Jul-20-2001	600819	Feb-05-2007	28	Registered	RS FIT Holdings LLC
B (Stylized)		India	01029203	Jul-20-2001	629346	Mar-29-2007	05	Registered	RS FIT Holdings LLC
B BALLY TOTAL FITNESS & White Square Design		India	01029206	Jul-20-2001	310677	Jan-19-2005	28	Registered	RS FIT Holdings LLC
B BALLY TOTAL FITNESS & White Square Design		India	01029205	Jul-20-2001	407091	Aug-08-2005	05	Registered	RS FIT Holdings LLC
BALLY (Stylized)		India	01029201	Jul-20-2001	702623	Mar-18-2008	05	Registered	RS FIT Holdings LLC
BALLY (Stylized)	<b>BALLY</b>	India	01237702	Sep-17-2003			41	Registered	Bally Total Fitness Holding
BALLY TOTAL FITNESS		India	1237703	Sep-17-2003			41	Registered	Bally Total Fitness Holding
BALLY TOTAL FITNESS		India	1237704	Sep-17-2003			41	Registered	Bally Total Fitness Holding
BALLY TOTAL FITNESS		India	01029200	Jul-20-2001	565625	Oct-05-2006	05	Registered	RS Fit Holdings LLC
BALLY TOTAL FITNESS		India	01029199	Jul-20-2001	427961	Sep-22-2005	28	Registered	RS Fit Holdings LLC
BALLY TOTAL FITNESS		Japan	2000-035914	Apr-06-2000	4464977	Apr-06-2001	05	Registered	RS FIT Holdings LLC

TRADE MARK  
REEL: 006338 FRAME: 0959





Execution Version

Mark	Design	Country	Application No.	Application Date	Registration No.	Registration Date	Classes	Status	Owner
B & Design		Mexico	790946	Jun-27-2006	973867	Feb-23-2007	41	Registered	RS FIT Holdings LLC
B (Stylized)		Mexico	437218	Jul-19-2000	672095	Sep-27-2000	41	Registered	RS FIT Holdings LLC
B IN CIRCLE DESIGN W/ BALLY TOTAL FITNESS		Mexico	790945	Jun-27-2006	974353	Feb-26-2007	41	Registered	RS FIT Holdings LLC
BALLY TOTAL FITNESS		Mexico	437,213	Jul-19-2000	669526	Aug-29-2000	41	Registered	RS FIT Holdings LLC
B BALLY TOTAL FITNESS & Design (black and white)		New Zealand	727543	Apr-01-2005	727543	Nov-10-2005	41	Registered	RS FIT Holdings LLC
BALLY TOTAL FITNESS		New Zealand	727541	Apr-01-2005	727541	Nov-10-2005	41	Registered	RS FIT Holdings LLC
BALLY TOTAL FITNESS		Nicaragua	2010-00003447	Nov-08-2010	2012094124	Jan-10-2012	41	Registered	RS FIT Holdings LLC
B & Design		Republic of Korea	45-2006-0002293	Jun-23-2006	4500202140000	Jun-12-2007	41, 25, 28	Registered	Bally Total Fitness Holding Corporation*
B BALLY TOTAL FITNESS & Black Rectangle Design		Republic of Korea	4020060034337	Jun-30-2006	40726857	Oct-29-2007	25	Registered	Bally Total Fitness Holding Corporation*
BALLY TOTAL FITNESS		Republic of Korea	40-2006-0034339	Jun-30-2006	729453	Nov-28-2007	25	Registered	Bally Total Fitness Holding Corporation*

TRADEMARK

REEL: 006338 FRAME: 0960



Mark	Design	Country	Application No.	Application Date	Registration No.	Registration Date	Classes	Status	Owner
B BALLY TOTAL FITNESS & Design (black and white)		Russian Federation	2005712076	May-20-2005	321447	Feb-20-2007	41	Registered	RS FIT Holdings LLC
BALLY TOTAL FITNESS		Russian Federation	2005712077	May-20-2005	321448	Feb-20-2007	41	Registered	RS FIT Holdings LLC
B BALLY TOTAL FITNESS & Circle Design		Singapore	T0211641H	Aug-01-2002	T0211641H	Aug-01-2002	41	Registered	RS FIT Holdings LLC
B BALLY TOTAL FITNESS & Circle Design		Singapore	T0211640Z	Aug-01-2002	T0211640Z	Aug-01-2002	28	Registered	RS FIT Holdings LLC
B BALLY TOTAL FITNESS & Circle Design		Singapore	T0211639F	Aug-01-2002	T0211639F	Aug-01-2002	05	Registered	RS FIT Holdings LLC
BALLY TOTAL FITNESS		Singapore	T0211637Z	Aug-01-2002	T0211637Z	Aug-01-2002	28	Registered	RS FIT Holdings LLC
BALLY TOTAL FITNESS		Singapore	T0211636A	Aug-01-2002	T0211636A	Aug-01-2002	05	Registered	RS FIT Holdings LLC
BALLY TOTAL FITNESS		Singapore	T0211638H	Aug-01-2002	T0211638H	Aug-01-2002	41	Registered	RS FIT Holdings LLC

Trade Names

STATE	COUNTY	REGISTRANT	DBA NAME	RECORDED	RENEWAL	EXPIRED	REGISTRATION#	NOTES
CA	Alameda (Bally)	24 Hour Fitness Holdings LLC	24 HOUR FITNESS	04/11/2016		04/10/2021	516902 (San Leandro) 516898 (Hayward) 516899 (Fremont)	

TRADEMARK

**Execution Version**

CA	Contra Costa	24 Hour Fitness USA, Inc.	<b>24 HOUR FITNESS</b>	03/13/2001	9/18/2013	09/18/2018	2008 0007968-00	(5-year renewal)
CA	Contra Costa (Bally)	24 Hour Fitness Holdings LLC	<b>24 HOUR FITNESS</b>	07/12/16	07/12/2021	07/12/2021	F-0004334-00	(5-year renewal)
CA	Contra Costa	RS FITT Holdings LLC	<b>BFIT</b>	12/11/15		12/11/2020	2015 0007566	
CA	Riverside	RS FITT Holdings LLC	<b>BFIT</b>	12/03/15		12/04/2020	R-201513403	
CA	San Francisco (Bally)	24 Hour Fitness Holdings, LLC	<b>24 HOUR FITNESS</b>	N/A	N/A	N/A	N/A	Not required if recorded in Contra Costa
CA	Santa Clara (Bally)	24 Hour Fitness Holdings, LLC	<b>24 HOUR FITNESS</b>	03/25/2016		03/25/2021	615499	
CA	San Mateo (Bally)	24 Hour Fitness Holdings, LLC	<b>24 HOUR FITNESS</b>	07/26/16	07/26/2021	07/26/2021	270140	
NY	-statewide-	24 Hour Fitness Holdings, LLC	<b>24 HOUR FITNESS</b>	06/21/16	Does not expire	Does not expire	201606210	
UT	-statewide-	24 Hour Fitness USA, Inc.	<b>24 HOUR FITNESS</b>	08/25/1993	N/A	N/A	N/A	
WA	-statewide-	24 Hour Fitness USA, Inc.	<b>24 HOUR FITNESS</b>	8/25/1993	N/A	N/A	N/A	
OK	-statewide-	24 Hour Fitness USA, Inc.	<b>24 HOUR FITNESS</b>	11/18/2015	N/A	N/A	2312530003	Remains on file until withdrawn
OR	Marion County	RS FITT Holdings LLC	<b>BFIT GYMS</b>	02/26/2016		02/26/2018	1192152-91	
CO	Colorado (Bally)	24 Hour Fitness Holdings LLC	<b>24 HOUR FITNESS</b>	03/04/2016			20161167805	Trade name remains active as long as registrant remains in <b>Good Standing</b> .

**Execution Version**

NJ	New Jersey (Bally)	24 Hour Fitness Holdings LLC	24 HOUR FITNESS	03/28/16		03/28/2021	400708534	(Alternate Name)
FL	-statewide-	24 Hour Fitness USA, Inc.	24 HOUR FITNESS	12/14/2016		12/31/2021	G16000134784	
MD	(statewide)	24 Hour Fitness USA, Inc.	24 HOUR FITNESS	11/09/17	11/09/22		T00436935	
NV	Clark	24 Hour Fitness USA, Inc.	24 HOUR FITNESS	11/28/17	11/28/22		201711281154018	
NJ	(statewide)	24 Hour Fitness USA, Inc.	24 HOUR FITNESS					APPLICATION SENT AND PENDING
NV	Washoe	24 Hour Fitness USA, Inc.	24 HOUR FITNESS					APPLICATION SENT AND PENDING
NY	(statewide)	24 Hour Fitness USA, Inc.	24 HOUR FITNESS					APPLICATION SENT AND PENDING
OR	(statewide)	24 Hour Fitness USA, Inc.	24 HOUR FITNESS					APPLICATION PENDING
TX	Colin	24 Hour Fitness USA, Inc.	24 HOUR FITNESS					APPLICATION PENDING
TX	Dallas	24 Hour Fitness USA, Inc.	24 HOUR FITNESS					APPLICATION PENDING
TX	Denton	24 Hour Fitness USA, Inc.	24 HOUR FITNESS					APPLICATION PENDING
TX	Fort Bend	24 Hour Fitness USA, Inc.	24 HOUR FITNESS					APPLICATION PENDING
TX	Galveston	24 Hour Fitness USA, Inc.	24 HOUR FITNESS					APPLICATION PENDING
TX	Harris	24 Hour Fitness USA, Inc.	24 HOUR FITNESS					APPLICATION PENDING
TX	Montgomery	24 Hour Fitness USA, Inc.	24 HOUR FITNESS					APPLICATION PENDING
TX	Rockwall	24 Hour Fitness USA, Inc.	24 HOUR FITNESS					APPLICATION PENDING

**Execution Version**

TX	Tarrant	24 Hour Fitness USA, Inc.	24 HOUR FITNESS						APPLICATION PENDING
TX	Travis	24 Hour Fitness USA, Inc.	24 HOUR FITNESS						APPLICATION PENDING
TX	Williamson	24 Hour Fitness USA, Inc.	24 HOUR FITNESS						APPLICATION PENDING
VA	Fairfax	24 Hour Fitness USA, Inc.	24 HOUR FITNESS						APPLICATION SENT AND PENDING

**TRADEMARK**

**REEL: 006338 FRAME: 0964**

DOMAIN NAMES

**24 Hour Fitness USA, Inc.**

12MILLIONLIVES.COM
12MILLIONLIVES.MOBI
12MILLIONLIVES.NET
12MILLIONLIVES.ORG
12MILLIONLIVES.COM
12MILLIONLIVES.MOBI
12MILLIONLIVES.NET
12MILLIONLIVES.ORG
24-HOUR-FITNESS.BIZ
24-HOUR-FITNESS.COM
24-HOUR-FITNESS.INFO
24-HOUR-FITNESS.MOBI
24-HOUR-FITNESS.NET
24-HOUR-FITNESS.ORG
24-HOURFITNESS.COM
24-HOURFITNESS.INFO
24-HOURFITNESS.MOBI
24-HOURFITNESS.BIZ
24-HOURS-FITNESS.INFO
24-HOURS-FITNESS.MOBI
24-HOURS-FITNESS.NET
24-HOURS-FITNESS.ORG
24-HOURS-FITNESS.US
24-NUTRITION.COM
247-FITNESS.BIZ

247-FITNESS.COM
247-FITNESS.INFO
247-FITNESS.MOBI
247-FITNESS.NET
247-FITNESS.ORG
247FITNESSCLUB.INFO
247FITNESSCLUB.MOBI
247FITNESSCLUB.NET
247FITNESSCLUB.ORG
247LAFITNESS.COM
247LAFITNESS.MOBI
247LAFITNESS.NET
247LAFITNESS.ORG
247TOTALFITNESS.COM
247TOTALFITNESS.MOBI
247TOTALFITNESS.NET
247TOTALFITNESS.ORG
24AMERICAS24HRFITNESS.MOBI
24COMINGSOON.COM
24FITNESS.BIZ
24FITNESS.INFO
24FITNESS.NET
24FITNESS.ORG
24H-FITNESS.COM
24H-FITNESS.MOBI
24HFITNESS.COM
24HFW.COM
24HOUR-FITNESS.BIZ
24HOUR-FITNESS.COM
24HOUR-FITNESS.INFO

24HOUR-FITNESS.MOBI
24HOUR-FITNESS.NET
24HOUR-FITNESS.ORG
24HOUR-FITNESS.US
24HOUR-HEALTHANDFITNESSCENTER.BIZ
24HOUR-HEALTHANDFITNESSCENTER.COM
24HOUR- HEALTHANDFITNESSCENTER.INFO
24HOUR- HEALTHANDFITNESSCENTER.MOBI
24HOUR-HEALTHANDFITNESSCENTER.NET
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24HOURFAMILYFITNESSCENTER.COM
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24HOURFITNESSLAWSUITSBLOG.COM
24HOURFITNESSLAWSUITSHOME.INFO
24HOURFITNESSLAWSUITSHOME.NET
24HOURFITNESSLAWSUITSONLINE.BIZ
24HOURFITNESSLAWSUITSONLINE.INFO
24HOURFITNESSLAWSUITSONLINE.NAME
24HOURFITNESSLAWSUITSSITE.COM
24HOURFITNESSLAWSUITSWEB.COM
24HOURFITNESSMAIL.MOBI
24HOURFITNESSOFFERS.COM



24HOURFITNESSONLINE.COM
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24HOURFITNESSONLINE.NET
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24HOURFITNESSSTORE.BIZ
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24HOURFITNESSSTORE.ORG
24HOURFITNESSTRAINING.COM
24HOURFITNESSTRAINING.MOBI
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24HOURFITNESSSTV.MOBI
24HOURFITNESSWORLDWIDE.COM
24HOURFITNESS.BIZ
24HOURFITNESS.COM
24HOURFITNESS.INFO
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24HOURFITNESS.NET
24HOURFITNESS.ORG
24HOURFITNESS.COM
24HOURFITNESS.MOBI
24HOURFITWORLDWIDE.COM
24HOURFITNESS.COM
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24HOURHEALTHANDFITNESS.MOBI
24HOURHEALTHANDFITNESSCENTER.BIZ
24HOURHEALTHANDFITNESSCENTER.COM
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24HOURSFITNESS.COM
24HOURSFITNESS.INFO
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24HOURSFITNESS.US
24HOURSLAFITNESS.COM
24HOURSFITNESS.COM
24HOURSFITNESS.MOBI
24HRFITNESS.COM
24HRFITNESSCLUBS.COM
24HRFITNESSCLUBS.MOBI
24HRFITNESSEXPRESS.COM
24HRFITNESSEXPRESS.MOBI
24HRSFITNESS.COM
24HRSFITNESS.INFO
24HRSFITNESS.MOBI

24MILLIONLIVES.COM
24MILLIONLIVES.MOBI
24MILLIONLIVES.NET
24MILLIONLIVES.ORG
24OURFITNESS.COM
24OURFITNESS.MOBI
24YEARS12MILLIONLIVES.COM
ACTIVATE24.COM
AMERICAS24HRFITNESS.COM
APEX-FITNESS.MOBI
APEX-FITNESS.US
APEXFITNESS.BIZ
APEXFITNESS.INFO
APEXFITNESS.MOBI
APEXFITNESS.ORG
APEXFITNESS.US
BODYBUGG.COM
CHIPS24HRFITNESS.COM
CHIPS24HRFITNESS.MOBI
E-WELLNESS24.COM
FHW.NET
FT-24-7.COM
FT24-7-GERMANY.COM
FT24-7-GERMANY.MOBI
FT24X7GERMANY.COM
FT24X7GERMANY.MOBI
FITNESS247.MOBI
FITNESS247.NET
FITNESS24SEVEN.MOBI
FITNESS24SEVEN.NET

FITNESSAPEX.COM
FITNESSAPEX.MOBI
FITWORLD24.ORG
FUCK24HOURFITNESS.BIZ
FUCK24HOURFITNESS.COM
FUCK24HOURFITNESS.INFO
FUCK24HOURFITNESS.MOBI
FUCK24HOURFITNESS.NAME
FUCK24HOURFITNESS.NET
FUCK24HOURFITNESS.ORG
GROUP-X.MOBI
HOOPS24.MOBI
HOOPS24.NET
INFOFIT24-7.COM
MAX24FITNESS.COM
MY-24-HOUR-FITNESS.COM
MY24HOURFITNESSCOACH.COM
MY24HOURFITNESSCOACH.MOBI
MY24HOURFITNESSLAWSUITS.COM
NEW24HOURFITNESSLAWSUITS.COM
OFFICIAL24HOURFITNESSLAWSUITS.COM
REFRESHDAYSPA-IRVINE.COM
REFRESHDAYSPA.COM
THEUNDERGROUND24HRFITNESS.COM
THEUNDERGROUND24HRFITNESS.MOBI
TWELVEMILLIONLIES.COM
TWELVEMILLIONLIES.MOBI
TWELVEMILLIONLIES.NET
TWELVEMILLIONLIES.ORG
TWELVEMILLIONLIVES.COM

TWELVEMILLIONLIVES.MOBI
TWELVEMILLIONLIVES.NET
TWELVEMILLIONLIVES.ORG
TWENTYFOURHOURFITNESS.COM
TWENTYFOURHOURFITNESS.MOBI
TWENTYFOURMILLIONLIVES.COM
TWENTYFOURMILLIONLIVES.MOBI
TWENTYFOURMILLIONLIVES.NET
TWENTYFOURMILLIONLIVES.ORG
ULTIMATE24HOURFITNESS.COM
ULTIMATE24HOURFITNESS.MOBI
UNDERGROUND24HRFITNESS.COM
UNDERGROUND24HRFITNESS.MOBI
WWW24HOURFITNESS.COM
WWW24HOURFITNESS.MOBI
WWW24HRFITNESS.COM
YOU24MAGAZINE.COM
10hdegreeworkout.com
22HOURFITNESS.COM
24-7FITNESS.COM
24-7FITNESSCLUB.COM
24-HOUR-FITNESS-ON-DEMAND.COM
24-HOUR-ON-DEMAND-FITNESS.COM
24-HOURFITNESSCENTER.COM
24-HOURS-FITNESS.COM
24-HR-FITNESS.COM
247FITNESS.ORG
247FITNESS.US
247FITNESSSTUDIO.COM
247WOMENSFITNESS.COM

24daysmartstart.com
24FHOURFITNESS.COM
24FITNESSMEMBERS.COM
24FOURFITNESS.COM
24HF.CO
24HF.INFO
24HF.IT – Registrant is Privacy Protection Service Ltd.
24HF.ME
24HF.US
24HFMAIL.COM
24HFTEAMSTORE.COM
24HOURFITNESS.COM
24HOUR--FITNESS.COM
24HOUR-FITNESS-CLUBS.COM
24HOURBODYBUGG.COM
24HOURDITNESS.COM
24HOURREFITNESS.COM
24HOURRIFITNESS.COM
24HOURRFT.BIZ
24HOURRFT.CO
24HOURRFT.COM
24HOURRFT.INFO
24HOURRFT.MOBI
24HOURRFT.NET
24HOURRFT.US
24HOURRFTNASS.COM
24HOURRFTNEES.COM
24HOURRFTNEESS.COM
24HOURRFTNES-S.COM

24HOURFITNESS-LOCATIONS.COM
24HOURFITNESS.BIZ
24HOURFITNESS.CO
24HOURFITNESS.COM.TW
24HOURFITNESS.INFO
24HOURFITNESS.JOBS
24HOURFITNESS.MOBI
24HOURFITNESS.TW
24HOURFITNESS.US
24HOURFITNESSACTIVE.COM
24HOURFITNESSANNAPOLIS.COM
24HOURFITNESSATHOME.COM
24HOURFITNESSBAHRAIN.COM
24HOURFITNESSBODYBUGG.COM
24hourfitnesscare.com
24HOURFITNESSCARLSBAD.COM
24HOURFITNESSCARLSBAD.INFO
24HOURFITNESSCARLSBAD.NET
24HOURFITNESSCARLSBAD.ORG
24HOURFITNESSCENTER.CO
24HOURFITNESSCENTER.COM
24HOURFITNESSCENTRAL.COM
24HOURFITNESSCENTRE.COM
24HOURFITNESSCLASS.COM
24HOURFITNESSCLASSCHEDULE.COM
24HOURFITNESSCLUB.COM
24HOURFITNESSCOACH.ORG
24HOURFITNESSCOM.COM
24HOURFITNESSCOUPONS.COM
24HOURFITNESSDUBAI.COM

24HOURFITNESSSEGYPT.COM
24HOURFITNESSEMIRATES.COM
24HOURFITNESSEVENTS.COM
24HOURFITNESSGEAR.COM
24HOURFITNESSGYM.CO
24HOURFITNESSGYM.COM
24HOURFITNESSGYMS.COM
24HOURFITNESSHELPPINGHANDS.COM
24HOURFITNESSHELPPINGHANDS.ORG
24HOURFITNESSKSA.COM
24HOURFITNESSKUWAIT.COM
24HOURFITNESSLAWSUITS.BIZ
24HOURFITNESSLAWSUITSHOME.COM
24HOURFITNESSLAWSUITSONLINE.COM
24HOURFITNESSLAWSUITSONLINE.NET
24HOURFITNESSLAWSUITSONLINE.ORG
24HOURFITNESSLEBANON.COM
24HOURFITNESSLOCATIONS.NET
24HOURFITNESSMAGAZINE.COM
24HOURFITNESSMAIL.COM
24HOURFITNESSMARYLAND.COM
24HOURFITNESSMEMBERS.COM
24HOURFITNESSMEMBERSHIPS.COM
24HOURFITNESSNATURALBODYZ.COM
24HOURFITNESSOMAN.COM
24HOURFITNESSONDEMAND.COM
24HOURFITNESSPRO.COM
24HOURFITNESSPROMOTIONCODE.NET
24HOURFITNESSPROS.COM
24HOURFITNESSQATAR.COM



24HOURFITNESSAUDIARABIA.COM
24HOURFITNESSSPORT.COM
24HOURFITNESSSUCKS.COM
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Schedule C to the  
Intellectual Property Security Agreement

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Membership agreement	TX0005758620 7-14-2003
Strength training/personal & athletic strength training	TX0005704874 5-30-2003
Apex Fitness and nutrition analysis system for achieving the ultimate body: daily journal and fitness guide	TX0003842765 10-24-1994
Apex Fitness Web site	TX0006334614 10-28-2004
Workbook and reference guide	TX0003922373 10-24-1994

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**Schedule D to the  
Intellectual Property Security Agreement**

**Exclusive Copyright Licenses**

None.