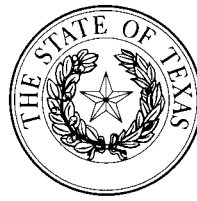


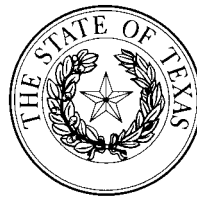
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HEALTH SPA	ADDRESS	CITY	STATE	ZIP CODE	SECURITY
#LETMESPIN POLE FITNESS SPACE LLC	830 W. PRICE RD.	BROWNSVILLE	TX	78520	YES
1500 FIT	1500 SOLANA BLVD	WESTLAKE	TX	76262	YES
24 HOUR FITNESS #202	10616 RESEARCH BOULEVARD	AUSTIN	TX	78759	YES
24 HOUR FITNESS #206	7300 WEST GREENS ROAD	HOUSTON	TX	77064-1136	YES
24 HOUR FITNESS #209	10707 WESTHEIMER ROAD	HOUSTON	TX	77042-3497	YES
24 HOUR FITNESS #211	3600 EMPORIUM CIRCLE	MESQUITE	TX	75150-6508	YES
24 HOUR FITNESS #213	1375 E. CAMPBELL ROAD	RICHARDSON	TX	75081-1938	YES
24 HOUR FITNESS #214	1131 W. ARBROOK BLVD.	ARLINGTON	TX	76015-4206	YES
24 HOUR FITNESS #301	11528 GULF FREEWAY	HOUSTON	TX	77034-3530	YES
24 HOUR FITNESS #304	15542 FM 529 ROAD	HOUSTON	TX	77095-2704	YES
24 HOUR FITNESS #306	9336 WESTVIEW DRIVE	HOUSTON	TX	77055	EXEMPT
24 HOUR FITNESS #310	2770 EAST TRINITY MILLS	CARROLLTON	TX	75006	EXEMPT
24 HOUR FITNESS #313	1017 BAY AREA BLVD.	HOUSTON	TX	77058	YES
24 HOUR FITNESS #332	11420 I-10 EAST FREEWAY	JACINTO CITY	TX	77029	YES
24 HOUR FITNESS #334	6425 SAN FELIPE STREET	HOUSTON	TX	77057-2705	YES
24 HOUR FITNESS #347	18541 KUYKENDAHL ROAD	SPRING	TX	77388	EXEMPT
24 HOUR FITNESS #362	1800 LAKE WOODLANDS DRIVE	THE WOODLANDS	TX	77380	YES
24 HOUR FITNESS #365	11100 CENTRAL EXPRESSWAY	DALLAS	TX	75243	YES
24 HOUR FITNESS #372	1000 E. 41ST STREET	AUSTIN	TX	78751	YES
24 HOUR FITNESS #375	301 N NOLEN DRIVE	SOUTHLAKE	TX	76092	EXEMPT
24 HOUR FITNESS #385	2401 RIO GRANDE BLVD.	EULESS	TX	76039	YES
24 HOUR FITNESS #388	1601 N. HARDIN BLVD	MCKINNEY	TX	75071	YES
24 HOUR FITNESS #389	361 SOUTHWIND LANE	FAIRVIEW	TX	75069	YES
24 HOUR FITNESS #390	3300 N. CENTRAL EXPRESSWAY, SUITE A	PLANO	TX	75074	YES
24 HOUR FITNESS #651	405 EAST INTERSTATE 30	ROCKWALL	TX	75087-5406	YES
24 HOUR FITNESS #656	229 EAST FM 544	MURPHY	TX	75094-4023	YES



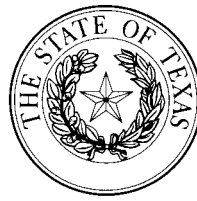
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24 HOUR FITNESS #657	2701 HALLORAN STREET	FORT WORTH	TX	76107	EXEMPT
24 HOUR FITNESS #659	2500 DUNSTAN ROAD	HOUSTON	TX	77005	EXEMPT
24 HOUR FITNESS #660	5270 WEST GRAND PARKWAY SOUTH	RICHMOND	TX	77406	EXEMPT
24 HOUR FITNESS #665	6000 QUEBEC STREET	FORT WORTH	TX	76135-3609	YES
24 HOUR FITNESS #670	1000 LAKE PLAZA DRIVE	SPRING	TX	77389	YES
24 HOUR FITNESS #671	9026 SIENNA CROSSING DRIVE	MISSOURI CITY	TX	77459	EXEMPT
24 HOUR FITNESS #672	1513 WEST 18TH STREET	HOUSTON	TX	77008	YES
24 HOUR FITNESS #674	2300 FORT WORTH AVENUE	DALLAS	TX	75211	EXEMPT
24 HOUR FITNESS #679	10011 WEST BROADWAY STREET	PEARLAND	TX	77584-7873	YES
24 HOUR FITNESS #687	2280 MARKET PLACE DRIVE	IRVING	TX	75063	YES
24 HOUR FITNESS #688	6500 OLD DENTON ROAD	FORT WORTH	TX	76137-2397	YES
24 HOUR FITNESS #691	1101 N. WALNUT CREEK DRIVE	MANSFIELD	TX	76063-2501	YES
24 HOUR FITNESS #695	3501 GARTH ROAD	BAYTOWN	TX	77521-3865	YES
24 HOUR FITNESS #696	3201 LOUISIANA STREET	HOUSTON	TX	77006-6644	YES
24 HOUR FITNESS #697	12553 WESTHEIMER ROAD	HOUSTON	TX	77077-5807	YES
24 HOUR FITNESS #699	5208 SOUTH STATE HIGHWAY 360	GRAND PRAIRIE	TX	75052-8307	YES
24 HOUR FITNESS #881	4866 STATE HIGHWAY 121	LEWISVILLE	TX	75056-2915	YES
24 HOUR FITNESS #882	5070 RICHMOND AVENUE	HOUSTON	TX	77056-7402	YES
24-7 HEALTH & FITNESS	430 W BANDERA ROAD #13	BOERNE	TX	78006	EXEMPT
24/7 NEIGHBORHOOD GYM	5017 TEASLEY LANE #161	DENTON	TX	76210	YES
30 MINUTE HIT PROSPER	1061 N. COLEMAN ST., #110	PROSPER	TX	75078	YES
360 APEX FITNESS	3789 RAYFORD ROAD, SUITE B	SPRING	TX	77386	YES
360 FITNESS	535 WSW LOOP 323, SUITE 105	TYLER	TX	75701	EXEMPT
360 PERFORMANCE TRAINING	5858 BEE CAVES ROAD, SUITE K-100	AUSTIN	TX	78746	EXEMPT
413 ALL THINGS FITNESS, LLC	2101 SOUTH PALESTINE STREET	ATHENS	TX	75751	YES
4848 INVESTMENTS, LLC DBA BURN BOOT CAMP	2006 RIVERY BLVD., #201	GEORGETOWN	TX	78626	YES



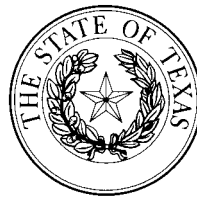
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78155 ATHLETIC CLUB	1199 E COLLEGE	SEGUIN	TX	78155	EXEMPT
806 FIT	601 FM 2590	CANYON	TX	79015	YES
9ROUND	1517 W HEBRON PKWY #104	CARROLLTON	TX	75010	YES
9ROUND	2525 INWOOD RD., SUITE 129	DALLAS	TX	75235	YES
9ROUND	7170 SKILLMAN ST., SUITE 160	DALLAS	TX	75231	YES
9ROUND	1513 N. ZARAGOZA, SUITE B	EL PASO	TX	79936	NO
9ROUND	7470 CIMARRON MARKET, BLDG. #12, SUITE 100	EL PASO	TX	79911	NO
9ROUND	5411 BASSWOOD BLVD, SUITE 221	FORT WORTH	TX	76137	YES
9ROUND	5910 N. MACARTHUR BLVD, SUITE 145	IRVING	TX	75039	YES
9ROUND	2310 EAST EXPRESSWAY 83 SUITE 6	MISSION	TX	78572	YES
9ROUND	1928 WEST HWY. 46, SUITE 112	NEW BRAUNFELS	TX	78132	YES
9ROUND	312 FM 306 SUITE 100	NEW BRAUNFELS	TX	78130	YES
9ROUND	20210 STONE OAK PARKWAY	SAN ANTONIO	TX	78258	YES
9ROUND	1513 N. ZARAGOZA, SUITE B	EL PASO	TX	79936	EXEMPT
9ROUND	7470 CIMARRON MARKET BLDG., #12, STE. 100	EL PASO	TX	79911	EXEMPT
9ROUND	13649 EASTLAKE BLVD., SUITE C8	HORIZON CITY	TX	79928	EXEMPT
9ROUND	229 EAST FM ROAD 544	MURPHY	TX	75094	YES
9ROUND AUSTIN	10900 RESEARCH BLVD STE C-150	AUSTIN	TX	78759	EXEMPT
9ROUND FITNESS	2150 JUSTIN ROAD, SUITE 200	HIGHLAND VILLAGE	TX	75077	YES
9ROUND FITNESS	725 AIRPORT FREEWAY, UNIT H	HURST	TX	76053	YES
9ROUND FITNESS	2098 MUIRFIELD BEND DR. #135	HUTTO	TX	78634	YES
9ROUND KATY - FULSHEAR CINCO	6420 FM 1463, STE. 500	KATY	TX	77494	YES
9ROUND KATY - WESTHEIMER PARKWAY & SOUTH FRY	20680 WESTHEIMER PARKWAY, STE. 80	KATY	TX	77450	YES
9ROUND KATY- AVENUE D	1806 AVENUE D, STE. 108	KATY	TX	77493	YES
9ROUND KICKBOXING FITNESS	6304 FM 1960 RD. EAST	HUMBLE	TX	77346	NO



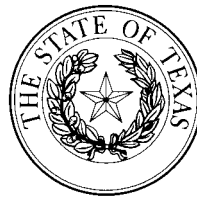
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9ROUND KICKBOXING FITNESS	9785 FM 1960 BYPASS RD. WEST	HUMBLE	TX	77338	YES
9ROUND KICKBOXING FITNESS	6304 FM 1960 ROAD EAST	HUMBLE	TX	77346	YES
9ROUND LEANDER	2906 S. BAGDAD RD. #280	LEANDER	TX	78641	YES
9ROUND MCALLEN	5113 NORTH 10TH STREET, SUITE B	MCALLEN	TX	78504	YES
9ROUND N VISTA RIDGE	901 N VISTA RIDGE BLVD., STE. 400	CEDAR PARK	TX	78613	YES
9ROUND-BULVERDE ROAD	18235 BULVERDE ROAD, SUITE 103	SAN ANTONIO	TX	78259	NO
A HEALTHIER YOU LLC	210 E COMMERCE ST.	MEXIA	TX	76667	YES
A HEALTHIER YOU, LLC	5722 FOREST BEND DR., #110	ARLINGTON	TX	76017	YES
A&S FITNESS LLC DBA BURN BOOT CAMP	12827 TELGE RD.	CYPRESS	TX	77429	YES
A+ ATHLETES, LLC	3000 BELMEADE DRIVE	CARROLLTON	TX	75006	YES
ABILENE REGIONAL MEDICAL CENTER / DAVID M. COLLINS WELL-HEALTH CENTER	6100 REGIONAL PLAZA #201	ABILENE	TX	79606	EXEMPT
ABSOLUTE FITNESS	6242 HULEN BEND BLVD., #A	FORT WORTH	TX	76132	YES
ABSOLUTE RECOMP LAS COLINAS	2000 MARKETPLACE BLVD.	IRVING	TX	75063	YES
ACTIVE WELLNESS AT ED BLUESTEIN	3501 ED BLUESTEIN BLVD	AUSTIN	TX	78721	EXEMPT
ACTIVE WELLNESS AT OAK HILL	6501 W WILLIAM CANNON DR	AUSTIN	TX	78735	EXEMPT
ACTIVE WELLNESS AT PARMER LANE	7700 W PARMER LANE, BUILDING B, SUITE 103	AUSTIN	TX	78729	EXEMPT
ACTIVE WELLNESS AT THE SUMMIT AT LANTANA	7171 SOUTHWEST PARKWAY, SUITE 100	AUSTIN	TX	78735	EXEMPT
ADRENALINE FITNESS STUDIO	1500 E. COMMERCE STREET	FAIRFIELD	TX	75840	YES
ADRIATICA FITNESS CLUB	6675 MEDITERRANEAN DR, SUITE 3105	MCKINNEY	TX	75072	YES
AEROFIT HEALTHCLUB	950 E. AUSTIN	PARIS	TX	75460	YES
AGELESS MUSCLE FITNESS CENTER	104 S. FRIENDSWOOD DRIVE, SUITE D	FRIENDSWOOD	TX	77546	YES
ALIO FITNESS CLUB	15909 SAN PEDRO AVE. SUITE 116	SAN ANTONIO	TX	78232	YES
ALL HOURS FITNESS, INC.	4218 NW LOOP	CARTHAGE	TX	75633	YES
ALL HOURS FITNESS, INC.	122 AUSTIN STREET	CENTER	TX	75935	YES



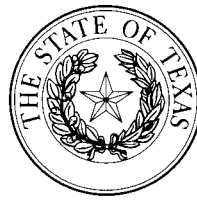
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ALL HOURS FITNESS, INC.	922 MARVIN HANCOCK DRIVE	JASPER	TX	75951	YES
ALLOY PERSONAL TRAINING	612 E SANDY LAKE RD., SUITE 140	COPPELL	TX	75019	EXEMPT
ALLOY PERSONAL TRAINING	16 VILLAGE LANE, SUITE 150	COLLEYVILLE	TX	76034	EXEMPT
ALLOY PERSONAL TRAINING - ALAMO HEIGHTS	7700 BROADWAY ST., STE. 105	SAN ANTONIO	TX	78209	YES
ALLOY PERSONAL TRAINING - CEDAR PARK	908 W WHITESTONE BLVD	CEDAR PARK	TX	78613	YES
ALLOY PERSONAL TRAINING - GLENEAGLES	5930 WEST PARK BLVD., STE. 500	PLANO	TX	75093	YES
ALLOY PERSONAL TRAINING - MCKINNEY, TX	4051 S CUSTER RD., #1130	MC KINNEY	TX	75070	YES
ALLOY PERSONAL TRAINING CASTLE HILLS	2520 KING ARTHUR BLVD., SUITE 101	LEWISVILLE	TX	75056	YES
ALLOY PERSONAL TRAINING MURPHY, TX	141 N MURPHY ROAD, SUITE 101	MURPHY	TX	75094	EXEMPT
ALLOY PERSONAL TRAINING NORTH MANSFIELD	1465 N US HWY 287, STE. 105	MANSFIELD	TX	76063	EXEMPT
AMERICAN FITNESS	1323 INDUSTRIAL DRIVE	NEW BRAUNFELS	TX	78130	EXEMPT
ANYTIME FITNESS	1117 E. N. 10TH STREET	ABILENE	TX	79601	YES
ANYTIME FITNESS	4102 BUFFALO GAP ROAD, SUITE B	ABILENE	TX	79605	YES
ANYTIME FITNESS	1108 N. GREENVILLE AVE	ALLEN	TX	75002	YES
ANYTIME FITNESS	18500 W I-40	AMARILLO	TX	79124	NO
ANYTIME FITNESS	3600 S. OSAGE ST	AMARILLO	TX	79118	EXEMPT
ANYTIME FITNESS	4514 FIRST UNITED DRIVE SUITE 200	AMARILLO	TX	79119	YES
ANYTIME FITNESS	5610 GEORGIA ST.	AMARILLO	TX	79110	YES
ANYTIME FITNESS	5749 W. AMARILLO BLVD.	AMARILLO	TX	79106	EXEMPT
ANYTIME FITNESS	2701 WEST PARK ROW DRIVE	ARLINGTON	TX	76013	EXEMPT
ANYTIME FITNESS	4101 WEST GREEN OAKS BLVD SUITE 329	ARLINGTON	TX	76016	YES
ANYTIME FITNESS	18321 WEST LAKE HOUSTON PARKWAY, STE 130	ATASCOCITA	TX	77346	YES
ANYTIME FITNESS	108 LOOP 59	ATLANTA	TX	75551	EXEMPT
ANYTIME FITNESS	26735 US HWY 380 STE. 116	AUBREY	TX	76227	YES



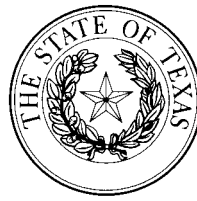
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ANYTIME FITNESS	11720 FM 1826 ROAD SUITE B-101	AUSTIN	TX	78737	NO
ANYTIME FITNESS	2525 W. ANDERSON LANE, BLDG 3, SUITE 100	AUSTIN	TX	78757	YES
ANYTIME FITNESS	6911 FM N FM 620 STE B-100	AUSTIN	TX	78732	YES
ANYTIME FITNESS	8516 ANDERSON MILL RD #108	AUSTIN	TX	78729	YES
ANYTIME FITNESS	1320 E. HOUSTON ST.	BEEVILLE	TX	78102	NO
ANYTIME FITNESS	2602 GREGG STREET, SUITE 10	BIG SPRING	TX	79720	YES
ANYTIME FITNESS	1018 RIVER ROAD	BOERNE	TX	78006	YES
ANYTIME FITNESS	1315 W. WILSON ST.	BORGER	TX	79007	EXEMPT
ANYTIME FITNESS	1510 HWY 59 NORTH	BOWIE	TX	76230	YES
ANYTIME FITNESS	1145 TEXAS AVENUE SUITE A	BRIDGE CITY	TX	77611	YES
ANYTIME FITNESS	2451 PABLO KISEL BLVD., STE E	BROWNSVILLE	TX	78526	YES
ANYTIME FITNESS	171 MAIN STREET, SUITE H	BUDA	TX	78610	EXEMPT
ANYTIME FITNESS	18670 HWY 46 PKWY, SUITE C	BULVERDE	TX	78163	YES
ANYTIME FITNESS	860 E RENFRO	BURLESON	TX	76028	YES
ANYTIME FITNESS	909 23RD ST.	CANYON	TX	79015	EXEMPT
ANYTIME FITNESS	1175 FM 2673, SUITE 8-9	CANYON LAKE	TX	78133	EXEMPT
ANYTIME FITNESS	2138 N JOSEY LANE, SUITE 108	CARROLLTON	TX	75006	YES
ANYTIME FITNESS	2741 E. BELTLINE ROAD, SUITE 103	CARROLLTON	TX	75006	YES
ANYTIME FITNESS	3709 OLD DENTON ROAD #116	CARROLLTON	TX	75007	YES
ANYTIME FITNESS	12101 W PARMER LANE	CEDAR PARK	TX	78613	YES
ANYTIME FITNESS	2301 LAKELINE BLVD STE. B100	CEDAR PARK	TX	78613	YES
ANYTIME FITNESS	639 HURST STREET	CENTER	TX	75935	YES
ANYTIME FITNESS	2212 LIVE OAK STREET	COMMERCE	TX	75428	EXEMPT
ANYTIME FITNESS	850 SOUTH LOOP 336 W., SUITE 600	CONROE	TX	77301	YES
ANYTIME FITNESS	3010 E HWY 190 STE 272	COPPERAS COVE	TX	76522	YES
ANYTIME FITNESS	3010 E HWY 190 STE 272	COPPERAS COVE	TX	76522	YES
ANYTIME FITNESS	15110 FM 2100, SUITE 1	CROSBY	TX	77532	EXEMPT
ANYTIME FITNESS	412 FM 1187 EAST	CROWLEY	TX	76036	YES
ANYTIME FITNESS	10750 BARKER CYPRESS	CYPRESS	TX	77433	YES



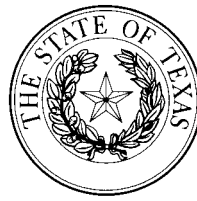
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ANYTIME FITNESS	15210 SPRING CYPRESS RD., SUITE F	CYPRESS	TX	77429	YES
ANYTIME FITNESS	18216 PRESTON ROAD, SUITE B2	DALLAS	TX	75252	YES
ANYTIME FITNESS	3434 W. ILLINOIS AVE.	DALLAS	TX	75211	YES
ANYTIME FITNESS	1401 US HWY 287, STE. 200	DECATUR	TX	76234	EXEMPT
ANYTIME FITNESS	5050 S. TEASLEY LANE	DENTON	TX	76210	YES
ANYTIME FITNESS	404 W. HWY 290, BLDG. D	DRIPPING SPRINGS	TX	78620	EXEMPT
ANYTIME FITNESS	817 E. 1ST STREET	DUMAS	TX	79029	YES
ANYTIME FITNESS	3832 S. MCCOLL RD, STE 8	EDINBURG	TX	78539	YES
ANYTIME FITNESS	101 VILLAGE COURT	EL PASO	TX	79922	YES
ANYTIME FITNESS	10641 KENWORTHY BLVD.	EL PASO	TX	79924	YES
ANYTIME FITNESS	13034 EASTLAKE BLVD., SUITE K	EL PASO	TX	79928	YES
ANYTIME FITNESS	1605 GEORGE DIETER, SUITE 206	EL PASO	TX	79936	YES
ANYTIME FITNESS	3041 N ZARAGOZA RD	EL PASO	TX	79938	YES
ANYTIME FITNESS	3800 N MESA ST., SUITE B71	EL PASO	TX	79902	YES
ANYTIME FITNESS	7456 CIMARRON MARKET STREET, A1	EL PASO	TX	79911	YES
ANYTIME FITNESS	9120 VISCOUNT BLVD, SUITE B	EL PASO	TX	79925	YES
ANYTIME FITNESS	910 W. 11TH ST., SUITE 200	ELGIN	TX	78621	EXEMPT
ANYTIME FITNESS	909 E LENNON	EMORY	TX	75440	YES
ANYTIME FITNESS	200 WEST ENNIS AVE, SUITE 100	ENNIS	TX	75119	YES
ANYTIME FITNESS	17968 FM 2493	FLINT	TX	75762	EXEMPT
ANYTIME FITNESS	534 10TH ST. UNIT D	FLORESVILLE	TX	78114	YES
ANYTIME FITNESS	1012 E. HWY. 80, STE. C	FORNEY	TX	75126	YES
ANYTIME FITNESS	1714 8TH AVENUE	FORT WORTH	TX	76110	YES
ANYTIME FITNESS	9500 RAY WHITE RD, STE 125	FORT WORTH	TX	76244	YES
ANYTIME FITNESS	1420 E MAIN STREET STE. 800	FREDERICKSBURG	TX	78624	YES
ANYTIME FITNESS	8745 GARY BURNS DRIVE #110	FRISCO	TX	75034	YES
ANYTIME FITNESS	5938 BROADWAY BLVD	GALVESTON	TX	77550	YES
ANYTIME FITNESS	1409 E MAIN ST, STE D	GATESVILLE	TX	76528	YES



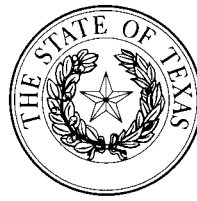
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ANYTIME FITNESS	105 WILDWOOD DRIVE, BLDG. 2	GEORGETOWN	TX	78633	YES
ANYTIME FITNESS	2400 E. AUSTIN ST., SUITE 168	GIDDINGS	TX	78942	EXEMPT
ANYTIME FITNESS	1104 HIGHWAY 16	GRAHAM	TX	76450	EXEMPT
ANYTIME FITNESS	2360 W CAMP WISDOM RD., STE. 190	GRAND PRAIRIE	TX	75052	YES
ANYTIME FITNESS	4800 JOE RAMSEY BLVD E.	GREENVILLE	TX	75401	YES
ANYTIME FITNESS	1016 W. MAIN ST.	GUN BARREL CITY	TX	75156	YES
ANYTIME FITNESS	5000 WESTERN CENTER BLVD., SUITE 170	HALTOM CITY	TX	76137	EXEMPT
ANYTIME FITNESS	560 E CENTRAL TEXAS EPY STE. 105	HARKER HEIGHTS	TX	76548	YES
ANYTIME FITNESS	560 E CENTRAL TX EXPY STE 103	HARKER HEIGHTS	TX	76548	YES
ANYTIME FITNESS	181 AVONDALE HASLET RD	HASLET	TX	76052	YES
ANYTIME FITNESS	203 LAURENCE DRIVE	HEATH	TX	75032	EXEMPT
ANYTIME FITNESS	103 ST. PAUL PL. SUITE 200	HENDERSON	TX	75654	EXEMPT
ANYTIME FITNESS	704 N. HEWITT DRIVE	HEWITT	TX	76643	YES
ANYTIME FITNESS	303 COKE AVE.	HILLSBORO	TX	76645	YES
ANYTIME FITNESS	2509 19TH STREET	HONDO	TX	78861	YES
ANYTIME FITNESS	1925 WASHINGTON AVE	HOUSTON	TX	77007	YES
ANYTIME FITNESS	2416 BAY AREA BLVD	HOUSTON	TX	77058	YES
ANYTIME FITNESS	200 S OAKRIDGE DRIVE #109	HUDSON OAKS	TX	76087	EXEMPT
ANYTIME FITNESS	2416 SAM HOUSTON AVE	HUNTSVILLE	TX	77340	YES
ANYTIME FITNESS	1856 PRECINCT LINE ROAD, SUITE 100	HURST	TX	76054	YES
ANYTIME FITNESS	6941 RIVERSIDE DRIVE STE 120	IRVING	TX	75039	NO
ANYTIME FITNESS	319 EAST TENA	JACKSONVILLE	TX	75766	EXEMPT
ANYTIME FITNESS	305 LIMESTONE TERRACE	JARRELL	TX	76537	YES
ANYTIME FITNESS	617 N. BROADWAY ST.	JOSHUA	TX	76058	YES
ANYTIME FITNESS	20045 KATY FWY	KATY	TX	77450	YES
ANYTIME FITNESS	761 KELLER PARKWAY	KELLER	TX	76248	YES
ANYTIME FITNESS	849 JUNCTION HWY	KERRVILLE	TX	78028	YES



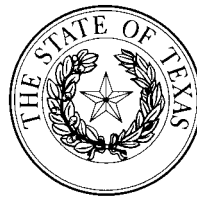
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ANYTIME FITNESS	1101 STONE ST, SUITE 111	KILGORE	TX	75662	NO
ANYTIME FITNESS	21195 B IH-35, SUITE 101	KYLE	TX	78640	YES
ANYTIME FITNESS	1414 W FAIRMONT PKWY	LA PORTE	TX	77571	YES
ANYTIME FITNESS	13857 US HWY 87 W, STE 300	LA VERNIA	TX	78121	YES
ANYTIME FITNESS	4420 WEST MAIN STREET	LEAGUE CITY	TX	77573	YES
ANYTIME FITNESS	2800 SOUTH BAGDAD ROAD, STE H	LEANDER	TX	78641	YES
ANYTIME FITNESS	1490 VALLEY RIDGE BLVD.	LEWISVILLE	TX	75077	EXEMPT
ANYTIME FITNESS	2351 N MAIN ST	LIBERTY	TX	77575	EXEMPT
ANYTIME FITNESS	14365 W. STATE HWY 29 STE 8	LIBERTY HILL	TX	78642	YES
ANYTIME FITNESS	618 N. MAIN ST.	LINDALE	TX	75771	EXEMPT
ANYTIME FITNESS	2701 LITTLE ELM PARKWAY, STE 150	LITTLE ELM	TX	75068	YES
ANYTIME FITNESS	1710 S. COLORADO STREET, STE 105	LOCKHART	TX	78644	EXEMPT
ANYTIME FITNESS	100 KATE ST	LONGVIEW	TX	75604	YES
ANYTIME FITNESS	710 ESTES DR. SUITE 100	LONGVIEW	TX	75602	YES
ANYTIME FITNESS	2950 S JOHN REDDITT DR STE 108	LUFKIN	TX	75904	YES
ANYTIME FITNESS	139 N LHS DRIVE, SUITE 215	LUMBERTON	TX	77657	EXEMPT
ANYTIME FITNESS	18535 FM 1488, SUITE #300	MAGNOLIA	TX	77354	EXEMPT
ANYTIME FITNESS	1407 MORMON MILL ROAD	MARBLE FALLS	TX	78654	YES
ANYTIME FITNESS	1806 EAST END BLVD N #1000	MARSHALL	TX	75670	YES
ANYTIME FITNESS	1860 S. INDEPENDENCE PARKWAY	MCKINNEY	TX	75072	YES
ANYTIME FITNESS	2014 WEST UNIVERSITY DRIVE, SUITE 390	MCKINNEY	TX	75071	YES
ANYTIME FITNESS	8480 TX- 121, #102	MCKINNEY	TX	75070	YES
ANYTIME FITNESS	1200 E. DAVIS, SUITE 130	MESQUITE	TX	75149	YES
ANYTIME FITNESS	1001 C EAST MILAM RD	MEXIA	TX	76667	YES
ANYTIME FITNESS	2410 FM 663, SUITE 700	MIDLOTHIAN	TX	76065	EXEMPT
ANYTIME FITNESS	140 GARRETT MORRIS PKWY	MINERAL WELLS	TX	76067	EXEMPT
ANYTIME FITNESS	3434 FM 1092 - SUITE 320	MISSOURI CITY	TX	77459	YES



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ANYTIME FITNESS	20873 EVA STREET, SUITE A	MONTGOMERY	TX	77356	EXEMPT
ANYTIME FITNESS	910 PINE MARKET AVE., SUITE 100	MONTGOMERY	TX	77316	YES
ANYTIME FITNESS	668 S. JEFFERSON AVE	MOUNT PLEASANT	TX	75455	YES
ANYTIME FITNESS	2351 LOOP 337, STE C	NEW BRAUNFELS	TX	78130	YES
ANYTIME FITNESS	1501 EAST 8TH STREET	ODESSA	TX	79761	YES
ANYTIME FITNESS	2190 SOUTH LOOP 256	PALESTINE	TX	75801	YES
ANYTIME FITNESS	211 W. 30TH AVENUE, SUITE 2	PAMPA	TX	79065	YES
ANYTIME FITNESS	8703 W BROADWAY STE 101	PEARLAND	TX	77584	YES
ANYTIME FITNESS	220 S. MAIN ST.	PERRYTON	TX	79070	YES
ANYTIME FITNESS	15812 WINDERMERE DR. BLDG. B, SUITE 100	PFLUGERVILLE	TX	78660	YES
ANYTIME FITNESS	1601 KERMIT STREET, NO. 450	PLAINVIEW	TX	79072	YES
ANYTIME FITNESS	132 E. OVILLA RD STE 12	RED OAK	TX	75154	YES
ANYTIME FITNESS	904 AUDELIA RD. STE 400	RICHARDSON	TX	75081	YES
ANYTIME FITNESS	1212 N. HWY 377 STE. 115	ROANOKE	TX	76262	YES
ANYTIME FITNESS	1636 MINONITE RD	ROSENBERG	TX	77469	YES
ANYTIME FITNESS	2650 GATTIS SCHOOL RD	ROUND ROCK	TX	78664	YES
ANYTIME FITNESS	8301 LAKEVIEW PARKWAY, SUITE 100	ROWLETT	TX	75088	YES
ANYTIME FITNESS	1029 N. SAGINAW BLVD, STE F	SAGINAW	TX	76179	EXEMPT
ANYTIME FITNESS	4471 SUNSET DRIVE	SAN ANGELO	TX	76901	YES
ANYTIME FITNESS	14249 POTRANCO, SUITE 110	SAN ANTONIO	TX	78253	YES
ANYTIME FITNESS	20079 STONE OAK PARKWAY #2106	SAN ANTONIO	TX	78258	YES
ANYTIME FITNESS	24165 IH 10 WEST, SUITE 101	SAN ANTONIO	TX	78257	EXEMPT
ANYTIME FITNESS	26108 OVERLOOK PARKWAY, SUITE 1110	SAN ANTONIO	TX	78260	EXEMPT
ANYTIME FITNESS	3030 THOUSAND OAKS DR. STE 110	SAN ANTONIO	TX	78247	YES
ANYTIME FITNESS	4200 MCCULLOUGH	SAN ANTONIO	TX	78212	EXEMPT
ANYTIME FITNESS	5138 UTSA BLVD	SAN ANTONIO	TX	78249	YES
ANYTIME FITNESS	6820 ALAMO PARKWAY	SAN ANTONIO	TX	78253	EXEMPT



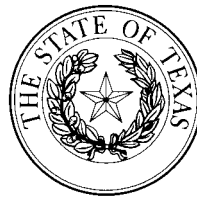
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ANYTIME FITNESS	8055 WEST AVE, SUITE 110	SAN ANTONIO	TX	78213	YES
ANYTIME FITNESS	8202 N. LOOP 1604, SUITE 116	SAN ANTONIO	TX	78249	EXEMPT
ANYTIME FITNESS	1917 DUTTON DRIVE #202	SAN MARCOS	TX	78666	EXEMPT
ANYTIME FITNESS	4247 FM 1764. STE. 100	SANTA FE	TX	77517	EXEMPT
ANYTIME FITNESS	3820 FM 3009, SUITE 140	SCHERTZ	TX	78154	EXEMPT
ANYTIME FITNESS	380 N HIGHWAY 175	SEAGOVILLE	TX	75159	EXEMPT
ANYTIME FITNESS	1425 NORTH HIGHWAY 123 BYPASS	SEGUIN	TX	78155	YES
ANYTIME FITNESS	4511 COLLEGE AVE., SUITE 150	SNYDER	TX	79549	YES
ANYTIME FITNESS	2040 LOUETTA RD	SPRING	TX	77388	YES
ANYTIME FITNESS	2115 W. WASHINGTON STREET	STEPHENVILLE	TX	76401	YES
ANYTIME FITNESS	1000 E BROADWAY ST, SUITE C	SWEETWATER	TX	79556	YES
ANYTIME FITNESS	5418 W. ADAMS AVE.	TEMPLE	TX	76502	YES
ANYTIME FITNESS	101 SAM WALTON WAY	TERRELL	TX	75160	EXEMPT
ANYTIME FITNESS	3420 PALMER HIGHWAY, SUITE A	TEXAS CITY	TX	77590	YES
ANYTIME FITNESS	710 S ROBB ST	TRINITY	TX	75862	YES
ANYTIME FITNESS	1827 TROUP HWY.	TYLER	TX	75701	EXEMPT
ANYTIME FITNESS	20071 HWY 155 S	TYLER	TX	75762	YES
ANYTIME FITNESS	6435 OLD JACKSONVILLE HIGHWAY	TYLER	TX	75703	EXEMPT
ANYTIME FITNESS	3801 HOUSTON HWY STE 300	VICTORIA	TX	77901	YES
ANYTIME FITNESS	600 N. KINGS HWY, SUITE 5	WAKE VILLAGE	TX	75501	EXEMPT
ANYTIME FITNESS	1011 HIGHWAY 77 N, SUITE 103	WAXAHACHIE	TX	75165	YES
ANYTIME FITNESS	1108 SOUTH MAIN STREET	WEATHERFORD	TX	78086	YES
ANYTIME FITNESS	2407 N. RICHMOND RD.	WHARTON	TX	77488	EXEMPT
ANYTIME FITNESS	601 HWY 110, SUITE G	WHITEHOUSE	TX	75791	EXEMPT
ANYTIME FITNESS	1100 N. TRINITY STREET	WHITNEY	TX	76692	YES
ANYTIME FITNESS	5120 GREENBRIAR RD STE 102	WICHITA FALLS	TX	76302	YES
ANYTIME FITNESS	12501 CANYON FALLS BLVD.	WILLIS	TX	77318	EXEMPT



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ANYTIME FITNESS	14306 RANCH ROAD 12, SUITE 8-10	WIMBERLEY	TX	78676	EXEMPT
ANYTIME FITNESS	101 SOUTH BALLARD	WYLIE	TX	75098	YES
ANYTIME FITNESS	18500 WEST INTERSTATE 40	AMARILLO	TX	79124	YES
ANYTIME FITNESS	201 S. PALESTINE ST.	ATHENS	TX	75751	EXEMPT
ANYTIME FITNESS	11720 FM 1826, SUITE B-101	AUSTIN	TX	78737	YES
ANYTIME FITNESS	4310 7TH STREET	BAY CITY	TX	77414	YES
ANYTIME FITNESS	1018 RIVER ROAD - #100	BOERNE	TX	78006	YES
ANYTIME FITNESS	1101 CLEMENTS	BROWNWOOD	TX	76801	YES
ANYTIME FITNESS	400 HWY 243, STE 25	CANTON	TX	75103	EXEMPT
ANYTIME FITNESS	623 WEST PANOLA STREET	CARTHAGE	TX	75633	YES
ANYTIME FITNESS	1570 S WASHINGTON AVE.	CLEVELAND	TX	77327	EXEMPT
ANYTIME FITNESS	951 WILLIAM D. FITCH, SUITE 401	COLLEGE STATION	TX	77845	YES
ANYTIME FITNESS	1023 E LOOP 304	CROCKETT	TX	75835	YES
ANYTIME FITNESS	1714 8TH AVENUE	FORT WORTH	TX	76110	YES
ANYTIME FITNESS	8745 GARY BURNS DRIVE, #110	FRISCO	TX	75034	YES
ANYTIME FITNESS	2380 FIREWHEEL PKWY	GARLAND	TX	75040	YES
ANYTIME FITNESS	2380 FIREWHEEL PKWY	GARLAND	TX	75040	YES
ANYTIME FITNESS	7602 NORTH JUPITER ROAD, SUITE 109	GARLAND	TX	75044	YES
ANYTIME FITNESS	11511 FM 1960	HUFFMAN	TX	77336	YES
ANYTIME FITNESS	217 FM 156, SUITE ABC	JUSTIN	TX	76247	YES
ANYTIME FITNESS	1009 E 4TH ST.	LAMPASAS	TX	76550	YES
ANYTIME FITNESS	1062 FM 646, SUITE C	LEAGUE CITY	TX	77539	YES
ANYTIME FITNESS	14365 W HIGHWAY 29, STE. 6	LIBERTY HILL	TX	78642	EXEMPT
ANYTIME FITNESS	2701 LITTLE ELM PARKWAY, STE. 150	LITTLE ELM	TX	75068	YES
ANYTIME FITNESS	1626 E GRIFFIN PARKWAY	MISSION	TX	78572	YES
ANYTIME FITNESS	980 JAMES BOWIE DRIVE	NEW BOSTON	TX	75570	YES
ANYTIME FITNESS	2190 S LOOP 256	PALESTINE	TX	75801	YES
ANYTIME FITNESS	3380 NE LOOP 286	PARIS	TX	75460	YES
ANYTIME FITNESS	12573 BROADWAY STREET, STE. 101	PEARLAND	TX	77584	EXEMPT



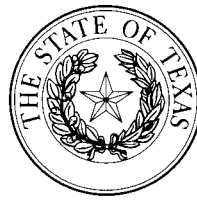
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ANYTIME FITNESS	804 NORTH OAK STREET	PEARSALL	TX	78061	YES
ANYTIME FITNESS	6921 INDEPENDENCE PKWY	PLANO	TX	75023	YES
ANYTIME FITNESS	300 TINEY BROWNING BOULEVARD	PORT LAVACA	TX	77979	YES
ANYTIME FITNESS	11170 N PROSPER RD., STE. 290	PROSPER	TX	75078	EXEMPT
ANYTIME FITNESS	635 N ROBINSON DR., STE. 1	ROBINSON	TX	76706	YES
ANYTIME FITNESS	2318 GREENCREST BOULEVARD	ROCKWALL	TX	75087	YES
ANYTIME FITNESS	213 MILL CREEK DR., SUITE 155	SALADO	TX	76571	YES
ANYTIME FITNESS	14124 CULEBRA RD., SUITE 110	SAN ANTONIO	TX	78254	YES
ANYTIME FITNESS	3111 TPC PKWY., #123	SAN ANTONIO	TX	78259	YES
ANYTIME FITNESS	9307 W. LOOP 1604 N	SAN ANTONIO	TX	78254	YES
ANYTIME FITNESS	18217 W HWY 71, STE. 300	SPICEWOOD	TX	78669	YES
ANYTIME FITNESS	1185 S BROADWAY	SULPHUR SPRINGS	TX	75482	YES
ANYTIME FITNESS	3415 RICHMOND ROAD	TEXARKANA	TX	75503	YES
ANYTIME FITNESS	385 N HENRY HYNDS EXPRESSWAY	VAN ALSTYNE	TX	75495	YES
ANYTIME FITNESS	4117 HILLCREST PLAZA	VERNON	TX	76384	YES
ANYTIME FITNESS	3801 HOUSTON HWY., STE. 300	VICTORIA	TX	77901	YES
ANYTIME FITNESS (LONGVIEW)	1011 WAL STREET	LONGVIEW	TX	75605	YES
ANYTIME FITNESS - ANTHONY	1801 ANTONIO ST.	ANTHONY	TX	79821	YES
ANYTIME FITNESS - HOUSTON HEIGHTS	1102 YALE STREET, SUITE 100	HOUSTON	TX	77008	YES
ANYTIME FITNESS - JOE BATTLE	1861 JOE BATTLE BLVD., SUITE 9	EL PASO	TX	79936	YES
ANYTIME FITNESS - KENEDY, TX	131 BUSINESS PARK DRIVE, SUITE 200	KENEDY	TX	78119	YES
ANYTIME FITNESS - MESCALERO	6211 MONTANA AVE.	EL PASO	TX	79925	YES
ANYTIME FITNESS - ZARAGOZA	8950 PELL RD.	EL PASO	TX	79907	YES
ANYTIME FITNESS @ CHANDLER, TX	636 HWY 31 E	CHANDLER	TX	75758	YES
ANYTIME FITNESS ANDERSON LANE	2525 W ANDERSON LANE, STE. 100	AUSTIN	TX	78757	YES



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ANYTIME FITNESS ARLINGTON	1140 WEST BARDIN ROAD #120	ARLINGTON	TX	76017	EXEMPT
ANYTIME FITNESS AZLE	248 PARK PLACE	AZLE	TX	76020	YES
ANYTIME FITNESS BANDERA	3540 TX-16	BANDERA	TX	78003	YES
ANYTIME FITNESS BAY CITY TX	4310 7TH ST., STE 500	BAY CITY	TX	77414	YES
ANYTIME FITNESS BEEVILLE	1320 E. HOUSTON	BEEVILLE	TX	78102	YES
ANYTIME FITNESS BENBROOK	8905 US HIGHWAY 377	BENBROOK	TX	76126	EXEMPT
ANYTIME FITNESS BRENHAM	2660 HWY 36 S	BRENHAM	TX	77833	YES
ANYTIME FITNESS BRIDGE CITY, TX	1145 TEXAS AVE., SUITE A	BRIDGE CITY	TX	77611	YES
ANYTIME FITNESS BULVERDE	18670 HIGHWAY 46 PARKWAY, SUITE C	BULVERDE	TX	78070	YES
ANYTIME FITNESS CEDAR HILL	116 W. BELTLINE STE 8,10	CEDAR HILL	TX	75104	YES
ANYTIME FITNESS CONROE	2206 I-45 NORTH	CONROE	TX	77301	YES
ANYTIME FITNESS CORSICANA	200 N. 15TH ST. STE 1	CORSICANA	TX	75110	YES
ANYTIME FITNESS DENISON	3515 FM 120, SUITE 121	DENISON	TX	75020	YES
ANYTIME FITNESS FRIENDSWOOD	810 S. FRIENDSWOOD DR., STE 100	FRIENDSWOOD	TX	77546	YES
ANYTIME FITNESS FT WORTH/RIDGMAR	643 SHERRY LANE	FORT WORTH	TX	76114	YES
ANYTIME FITNESS FULSHEAR	5430 FM 359 S RD.	BROOKSHIRE	TX	77423	YES
ANYTIME FITNESS GAINESVILLE	905 EAST HIGHWAY 82, SUITE 105	GAINESVILLE	TX	76240	NO
ANYTIME FITNESS GILMER	1924 US HWY 271	GILMER	TX	75644	YES
ANYTIME FITNESS GLADEWATER	603 W UPSHUR AVE., STE. 200	GLADEWATER	TX	75647	YES
ANYTIME FITNESS GRANBURY	4305 EAST HIGHWAY 377	GRANBURY	TX	76049	EXEMPT
ANYTIME FITNESS GRAPEVINE	2350 HALL JOHNSON SHOPPING CENTER, STE 155	GRAPEVINE	TX	76051	YES
ANYTIME FITNESS GRAPEVINE	2350 HALL JOHNSON RD.	GRAPEVINE	TX	76051	YES
ANYTIME FITNESS KATY	1251 PIN OAK ROAD, SUITE 113	KATY	TX	77494	YES
ANYTIME FITNESS KRUM	802 E MCCART ST	KRUM	TX	76249	YES
ANYTIME FITNESS KUYKENDAHL	20631 KUYKENDAHL ROAD, SUITE 150	SPRING	TX	77379	YES



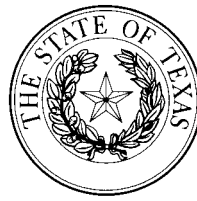
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ANYTIME FITNESS LANTANA	7160 JUSTIN ROAD, SUITE 100	LANTANA	TX	76226	YES
ANYTIME FITNESS LAREDO	7718 MCPHERSON BLDG G., SUITES 103, 104, 105	LAREDO	TX	78045	YES
ANYTIME FITNESS MONTANA	10910 MONTANA AVE	EL PASO	TX	79902	YES
ANYTIME FITNESS NACOGDOCHES	3801 NORTH STREET, SUITE 4-1	NACOGDOCHES	TX	75965	YES
ANYTIME FITNESS NEW BRAUNFELS	2341 LOOP 337, SUITE C	NEW BRAUNFELS	TX	78130	YES
ANYTIME FITNESS OF MCKINNEY	4600 ELDORADO PKWY STE 200	MCKINNEY	TX	75070	YES
ANYTIME FITNESS OF SOUTH SHORE	3202 MARINA BAY DRIVE, SUITE A	LEAGUE CITY	TX	77573	YES
ANYTIME FITNESS PEARLAND	8703 W. BROADWAY, SUITE 101	PEARLAND	TX	77584	YES
ANYTIME FITNESS PILOT POINT	770 US HWY 377, SUITE 205	PILOT POINT	TX	76258	YES
ANYTIME FITNESS PORT LAVACA, TX	300 TINEY BROWNING BLVD., STE. F	PORT LAVACA	TX	77979	YES
ANYTIME FITNESS ROCKWALL	2318 GREENCREST BLVD.	ROCKWALL	TX	75087	YES
ANYTIME FITNESS SCHULENBURG	501 NORTH MAIN ST.	SCHULENBURG	TX	78956	YES
ANYTIME FITNESS SEGUIN	1425 N HIGHWAY 123 BYPASS	SEGUIN	TX	78155	YES
ANYTIME FITNESS SMITHVILLE	314 MAIN ST.	SMITHVILLE	TX	78957	YES
ANYTIME FITNESS TERAVIDA CROSSING	5290 NORTH AW GRIMES	ROUND ROCK	TX	78665	YES
ANYTIME FITNESS THE COLONY	5701 SH 121 STE 120	THE COLONY	TX	75056	YES
ANYTIME FITNESS THE WOODLANDS	9420 COLLEGE PARK DRIVE, SUITE20	THE WOODLANDS	TX	77384	YES
ANYTIME FITNESS VIDOR	1067 N MAIN ST	VIDOR	TX	77662	YES
ANYTIME FITNESS WHITE OAK TX	202 W US 80	WHITE OAK	TX	75693	YES
ANYTIME FITNESS YOAKUM	710 YOAKUM ST.	YOAKUM	TX	77995	YES
ANYTIME FITNESS, LLC	11 OAK CREEK DR STE C	KAUFMAN	TX	75142	YES
APEX GYM	9701 SPENCER HWY	LA PORTE	TX	77571	YES
APR AT BRAKER, LLC	11000 MIDDLE FISKVILLE ROAD, BLDG B	AUSTIN	TX	78753	YES
APR AT HARTLAND PLAZA, LLC	1717 WEST 6TH STREET	AUSTIN	TX	78703	YES
ARCHETYPE BOXING CLUB	2700 WEST ANDERSON LANE #203	AUSTIN	TX	78757	YES



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AREA FIT	6415 POLARIS DRIVE	LAREDO	TX	78041	YES
ARTEMIS CROSSFIT	139 BAY AREA BLVD.	WEBSTER	TX	77598	YES
ATHENS 24/7 FAMILY FITNESS	701 E TYLER ST.	ATHENS	TX	75751	YES
AUSTIN MC PROPERTIES, LLC DBA CLUB EVERGREEN	320 S. CAPITAL OF TEXAS HWY.	WEST LAKE HILLS	TX	78746	YES
AUSTIN PICKLE RANCH	9110 BLUFF SPRINGS RD.	AUSTIN	TX	78744	YES
AV FITNESS	2714 KINGSLEY RD. SUITE G-3	GARLAND	TX	75041	EXEMPT
BAM FITNESS DBA ANYTIME FITNESS	8985 SH-39	QUINLAN	TX	75474	YES
BAYLOR TOM LANDRY FITNESS CENTER	411 N. WASHINGTON AVE. STE 1900	DALLAS	TX	75246	EXEMPT
BEAST MODE SPORTS & FITNESS TRAINING	891 CRYSTAL FARMS ROAD	TATUM	TX	75691	EXEMPT
BEAT STRONG FITNESS & NUTRITION	6420 FM 1463, STE 200	KATY	TX	77494	EXEMPT
BECKY G FITNESS DBA ANYTIME FITNESS	17034 UNIVERSITY, SUITE 500	SUGAR LAND	TX	77479	YES
BETTER BODIES GYM AND FITNESS	512 NORTH 1ST STREET	HASKELL	TX	79521	YES
BEYOND ASANA WELLNESS	5878 EVERHART ROAD, STE. A	CORPUS CHRISTI	TX	78413	YES
BLINK FITNESS	7410 N. BEACH STREET, SUITE 108	FORT WORTH	TX	76137	EXEMPT
BLINK FITNESS	11145 WESTHEIMER RD	HOUSTON	TX	77042	EXEMPT
BLINK FITNESS	4704 AIRLINE DR.	HOUSTON	TX	77022	YES
BLINK FITNESS	7840 LONG POINT RD	HOUSTON	TX	77055	YES
BLINK FITNESS	3529 HERITAGE TRACE PARKWAY, SUITE 123	FORT WORTH	TX	76244	EXEMPT
BLINK FITNESS	8201 BROADWAY	HOUSTON	TX	77061	YES
BLINK FITNESS	2192 TEXAS PARKWAY	MISSOURI CITY	TX	77489	YES
BLINK FITNESS	7901 MID CITIES BLVD., SUITE 156	NORTH RICHLAND HILLS	TX	76180	EXEMPT
BLU EDGE FITNESS	5 BRENT BLVD #100	KYLE	TX	78640	YES
BMF WELLNESS, LLC DBA BMF FITNESS	21631 RHODES ROAD, SUITE 106	SPRING	TX	77388	EXEMPT
BODY 20 AGGIELAND	937 WILLIAM D FITCH PKWY., #301	COLLEGE STATION	TX	77845	YES
BODY DISTRICT	5080 ADDISON CIRCLE	ADDISON	TX	75001	YES
BODY WORKZ HEALTH CLUB	2343 MACARTHUR DR.	ORANGE	TX	77630	EXEMPT
BODY20 MCKINNEY NORTH	1620 N. HARDIN BLVD., SUITE 800	MC KINNEY	TX	75071	EXEMPT



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BODYHACK LABS, LLC	13701 WOODWAY DR., STE. 617	WOODWAY	TX	76712	YES
BONA FITNESS & WELLNESS	5007 E 3RD STREET, SUITE 100	KATY	TX	77493	EXEMPT
BORGER FITNESS CLUB, LLC	430 N MAIN ST	BORGER	TX	79007	YES
BOSCO'S GYM	1112 E MAIN ST	GAINESVILLE	TX	76240	EXEMPT
BRENHAM FITNESS CENTER LLC	1113 PRAIRIE LEA ST.	BRENHAM	TX	77833	EXEMPT
BRENHAM FITNESS CENTER LLC	2106 S. MARKET ST.	BRENHAM	TX	77833	EXEMPT
BRICKHOUSE GYM	3300 UNICORN LAKE BLVD.	DENTON	TX	76210	EXEMPT
BROKEN CHAINS PILATES	2001 AUBURN HILLS PKWY., STE. 402	MC KINNEY	TX	75071	YES
BUCKLEY PERFORMANCE LLC	6320 FAIRDALE LN.	HOUSTON	TX	77057	EXEMPT
BUFFALO FITNESS	271 MAIN STREET, UNIT B	UTOPIA	TX	78884	EXEMPT
BULLARD FITNESS LLC DBA ANYTIME FITNESS	3800 PRECINCT LINE ROAD	COLLEYVILLE	TX	76034	YES
BUNDA - WEST EL PASO	7451 PASEO DEL NORTE B2	EL PASO	TX	79911	YES
BURKBURNETT 24 HOUR FITNESS LLC	910 W KRAMER RD.	BURKBURNETT	TX	76354	YES
BURN BOOT CAMP	11103 WEST AVE., SUITE 101	CASTLE HILLS	TX	78213	YES
BURN BOOT CAMP	1603 RANCH ROAD 620N	LAKEWAY	TX	78734	YES
BURN BOOT CAMP	450 INDUSTRY WAY, SUITE 30	PROSPER	TX	75078	YES
BURN BOOT CAMP	120 W. CITYLINE DRIVE, SUITE 120	RICHARDSON	TX	75082	YES
BURN BOOT CAMP	20818 GATHERING OAK SUITE 112	SAN ANTONIO	TX	78260	YES
BURN BOOT CAMP	233 FM 3009 STE 100	SCHERTZ	TX	78154	YES
BURN BOOT CAMP	23610 W IH-10 FRONTAGE, SUITE 103	SAN ANTONIO	TX	78257	YES
BURN BOOT CAMP - FRISCO	3288 MAIN STREET, SUITE 105	FRISCO	TX	75033	YES
BURN BOOT CAMP - HURST TX	306 GRAPEVINE HIGHWAY	HURST	TX	76054	YES
BURN BOOT CAMP - HURST, TX	306 GRAPEVINE HWY	HURST	TX	76054	YES
BURN BOOT CAMP ATASCOCITA	7154 ATASCOCITA RD.	HUMBLE	TX	77346	YES
BURN BOOT CAMP CEDAR PARK	205 CEDAR PARK DR, BLDG 2 SUITE 100	CEDAR PARK	TX	78613	YES
BURN BOOT CAMP CINCO RANCH	23930 WESTHEIMER PKWY	KATY	TX	77494	YES



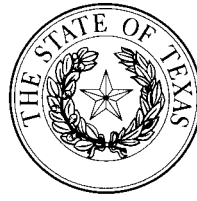
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BURN BOOT CAMP FULSHEAR, TX	6510 FM 359 S., SUITE 800	FULSHEAR	TX	77441	YES
BURN BOOT CAMP HELOTES	12540 BANDERA RD., SUITE 201	HELOTES	TX	78023	YES
BURN BOOT CAMP HELOTES, TEXAS	12540 BANDERA ROAD, STE. 201	HELOTES	TX	78023	YES
BURN BOOT CAMP KINGWOOD	1414 NORTH PARK, SUITE E	KINGWOOD	TX	77339	YES
BURN BOOT CAMP KINGWOOD	1414 NORTH PARK DRIVE, SUITE E	KINGWOOD	TX	77339	YES
BURN BOOT CAMP NEW BRAUNFELS	2063 CENTRAL PLAZA SUITE 103	NEW BRAUNFELS	TX	78130	YES
BURN BOOT CAMP ROUND ROCK	2711 LA FRONTERA BLVD. #250	ROUND ROCK	TX	78681	YES
BURN BOOTCAMP NORTH MCKINNEY	1871 N STONEBRIDGE DR., SUITE 110	MC KINNEY	TX	75071	YES
C-4 FITNESS	655 E. DALLAS AVE.	COOPER	TX	75432	YES
CANYON RANCH CLUB FORT WORTH	850 VAN CLIBURN WAY	FORT WORTH	TX	76107	YES
CARTER JACKSON CORP DBA ANYTIME FITNESS	910 PINE MARKET AVE., SUITE 100	MONTGOMERY	TX	77316	YES
CARTER JACKSON CORP DBA ANYTIME FITNESS	3759 FM 1488, SUITE 250	THE WOODLANDS	TX	77382	YES
CASS COUNTY FITNESS, LLC	204 N. WILLIAMS ST.	ATLANTA	TX	75551	YES
CASTLE HILL FITNESS	3801 N. CAPITAL OF TX HWY I-100	AUSTIN	TX	78746	EXEMPT
CASTLE HILL FITNESS	1112 N LAMAR BLVD., STE. B	AUSTIN	TX	78703	EXEMPT
CENTER COURT ATHLETIC CLUB	710 LAMAR, STE. 500	WICHITA FALLS	TX	76301	EXEMPT
CENTEX CURVES	215 E. THIRD STREET	LAMPASAS	TX	76550	YES
CENTRAL TEXAS ATHLETIC CLUB	701 SUN MEADOWS DRIVE	HARKER HEIGHTS	TX	76548	EXEMPT
CHAMPION FITNESS	613 PROFIT ST.	AZLE	TX	76020	YES
CHAMPION FITNESS CENTER TEXAS	5150 FRANZ RD., STE. 500	KATY	TX	77493	YES
CINCO FIT	23010 HIGHLAND KNOLLS, SUITE G	KATY	TX	77494	YES
CINCO FIT	28818 CINCO RANCH BLVD #200	KATY	TX	77494	YES
CIRCUIT FITNESS	23128 FM 1314 RD, SUITE D	PORTER	TX	77365	YES
CITY CAVE NEAR SOUTHSIDE	465 S. MAIN ST., STE. 100	FORT WORTH	TX	76104	EXEMPT
CITYROW ALLEN- MCDERMOTT DR.	1314 W. MCDERMOTT DRIVE, SUITE 140	ALLEN	TX	75013	YES
CKM INVESTMENTS & HOLDINGS, INC. DBA ARCO FIT	6527 SKYLINE DR., BUILDING C	FULSHEAR	TX	77441	YES



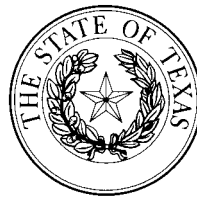
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CKO KICKBOXING	1940 W LEAGUE CITY PKWY, SUITE 240	LEAGUE CITY	TX	77573	YES
CKO KICKBOXING LEAGUE CITY	830 WEST MAIN	LEAGUE CITY	TX	77573	YES
CLAIREVISTA HOLISTIC HEALTH & FITNESS	707 SEALE ST., STE. 145	DALLAS	TX	75208	YES
CLAIREVISTA VITALITY CLUB	2001 SYLVAN AVENUE	DALLAS	TX	75208	YES
CLASS BY UFC GYM	9951 I-10 WEST	SAN ANTONIO	TX	78230	YES
CLASS UFC GYM - NORTH AUSTIN	10900 LAKELINE MALL DR., STE. 600	AUSTIN	TX	78717	YES
CLEBURNE MARTIAL ARTS, LLC DBA TX BLACK BELT ACADEMY CLUB 1000	808A W. HENDERSON ST. 1000 LOUISIANA CLUB LEVEL	CLEBURNE	TX	76031	EXEMPT
CLUB MVMNT	3244 MERIDIANA PARKWAY, SUITE 300	ROSHARON	TX	77583	YES
CLUB PILATES HELOTES	12423 BANDERA RD., SUITE 103	HELOTES	TX	78203	YES
CLUB PILATES HELOTES	12016 ALAMO RANCH PKWY, #109	SAN ANTONIO	TX	78253	YES
CLUB PILATES MCKINNEY	9245 VIRGINIA PKWY	MCKINNEY	TX	75071	YES
CLUB PILATES SOUTH MCKINNEY	7001 SOUTH CUSTER RD.	MCKINNEY	TX	75070	YES
CLUB PILATES STEVENS RANCH	14244 POTRANCO, SUITE 350	SAN ANTONIO	TX	78253	YES
CLUB STUDIO #45794	4540 KINGWOOD DR.	KINGWOOD	TX	77345	EXEMPT
CLUB4 FITNESS	820 S, MACARTHUR BLVD	COPELL	TX	75019	YES
CLUB4 FITNESS	514 S. CARRIER PKWY	GRAND PRAIRIE	TX	75051	YES
CLUB4 FITNESS	3190 S. CENTRAL EXPRESSWAY	MCKINNEY	TX	75070	YES
CLUB4 FITNESS	150 EAST FM 544 STE B	MURPHY	TX	75094	YES
CLUB4FITNESS	42220 LEGACY DRIVE	PLANO	TX	75024	YES
COLAW FITNESS	3803 S. COOPER ST., UNIT 129	ARLINGTON	TX	76015	YES
COLAW FITNESS	1050 N. WESTMORELAND RD., STE. 250	DALLAS	TX	75211	YES
COMMERCE FITNESS	2204A LIVE OAK STREET	COMMERCE	TX	75428	YES
COMPENDI	3821 ROSS AVE	DALLAS	TX	75204	EXEMPT
COMPLETE HOMETOWN PHYSICAL THERAPY	203 N. MAIN ST.	HALLETTSVILLE	TX	77964	EXEMPT



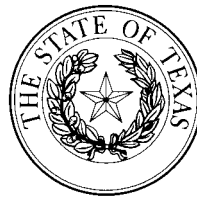
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COMPLETE HOMETOWN PHYSICAL THERAPY	105 BOEHM DR.	SHINER	TX	77984	EXEMPT
COMPLETE HOMETOWN PHYSICAL THERAPY	206 US HWY 77A S	YOAKUM	TX	77995	EXEMPT
COMPOUND TRAINING CO.	700 E SONTERRA BLVD., SUITE 305	SAN ANTONIO	TX	78258	YES
CONTAGION ATHLETICS	8210 W. AMARILLO BLVD.	AMARILLO	TX	79124	YES
CONTAGION ATHLETICS	8210 W AMARILLO BLVD.	AMARILLO	TX	79124	YES
COOPER FITNESS CENTER	12100 PRESTON ROAD	DALLAS	TX	75230	EXEMPT
CORE 24	1104 FORD ST.	LLANO	TX	78643	YES
CORE ATHLETIC CLUB, LLC	1580 RIVER ROAD	BOERNE	TX	78006	YES
CORE HEALTH & FITNESS, INC.	8170 SPRING CYPRESS RD	SPRING	TX	77379	EXEMPT
CORE PROGRESSION	9800 N. LAKE CREEK PKWY, #100	AUSTIN	TX	78717	YES
CORPUS CHRISTI ATHLETIC CLUB L.L.C.	2101 AIRLINE ROAD	CORPUS CHRISTI	TX	78414	EXEMPT
COSTA'S GYM	10850 JONES ROAD	HOUSTON	TX	77065	EXEMPT
COURTSIDE FITNESS CENTER, LLC DBA COURTSIDE FITNESS	386 S. EGRET BAY BLVD.	LEAGUE CITY	TX	77573	YES
COWBOYS FIT	5 COWBOYS WAY	FRISCO	TX	75034	YES
COWBOYS FIT DISCOVERY DISTRICT	1500 JACKSON STREET	DALLAS	TX	75201	YES
COWBOYS FIT EAST DALLAS	411 N WASHINGTON AVE, SUITE 1900 (2ND FLOOR)	DALLAS	TX	75246	YES
COWBOYS FIT PFLUGERVILLE	1401 TOWN CENTER DRIVE	PFLUGERVILLE	TX	78660	YES
COWBOYS FIT PLANO	4817 W. PARK BLVD., SUITE 800	PLANO	TX	75093	YES
CR FITNESS FRISCO, LLC DBA CRUNCH FITNESS	3865 PRESTON RD.	FRISCO	TX	75034	YES
CRAIG'S GYM LLC	711 S. GASTON STREET	CRANE	TX	79731	EXEMPT
CRENSHAW ADULT FITNESS CENTER	5000 FAIRVIEW DRIVE	AUSTIN	TX	78731	EXEMPT
CROSSFIT ARMADA	6009 COTTONWOOD STREET	PEARLAND	TX	77584	EXEMPT
CROSSFIT FORTIFY	2002 BRAZOSPORT BLVD N	RICHWOOD	TX	77531	EXEMPT
CROSSFIT LONGMA	800 SOUTH GREENLEAF STREET, REAR	BROWNWOOD	TX	76801	YES
CROSSFIT LOWE	6975 MAIN STREET	FRISCO	TX	75033	YES
CRULL FITNESS	2701 CUSTER PARKWAY, SUITE 801	RICHARDSON	TX	75080	EXEMPT
CRUNCH ARLINGTON	5906 S COOPER ST.	ARLINGTON	TX	76017	YES



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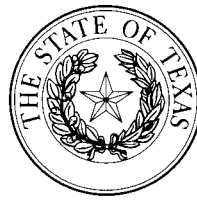
CRUNCH BANDERA	8425 BANDERA RD STE 132	SAN ANTONIO	TX	78250	YES
CRUNCH COLLEYVILLE	4701 COLLEYVILLE BLVD., SUITE 200	COLLEYVILLE	TX	76034	YES
CRUNCH EAST PLANO	801 W 15TH ST., SUITE D	PLANO	TX	75075	YES
CRUNCH FITNESS	4709 S. 14TH STREET	ABILENE	TX	79605	YES
CRUNCH FITNESS	3854 BELT LINE ROAD	ADDISON	TX	75001	YES
CRUNCH FITNESS	2020 S. GEORGIA ST	AMARILLO	TX	79109	YES
CRUNCH FITNESS	3865 PRESTON RD	FRISCO	TX	75034	YES
CRUNCH FITNESS	4601 SAN DARIO DRIVE	LAREDO	TX	78041	YES
CRUNCH FITNESS	6205 SLIDE ROAD	LUBBOCK	TX	79414	YES
CRUNCH FITNESS	3200 N. LOOP 250 W #B	MIDLAND	TX	79707	YES
CRUNCH FITNESS	2008 E. 42ND STREET	ODESSA	TX	79762	YES
CRUNCH FITNESS	8715 MARBACH RD.	SAN ANTONIO	TX	78227	YES
CRUNCH FITNESS	3007 GARNETT AVE	WICHITA FALLS	TX	76308	YES
CRUNCH FITNESS	615 UNIVERSITY DRIVE E	COLLEGE STATION	TX	77840	YES
CRUNCH FITNESS	2800 S. INTERSTATE 35, SUITE 220	ROUND ROCK	TX	78681	YES
CRUNCH FITNESS	15385 SOUTHWEST FREEWAY	SUGAR LAND	TX	77478	YES
CRUNCH FITNESS ADDISON	3854 BELT LINE	ADDISON	TX	75001	YES
CRUNCH FITNESS ALLEN	510 N. WATTERS ROAD	ALLEN	TX	75013	YES
CRUNCH FITNESS ARLINGTON	5906 S COOPER ST.	ARLINGTON	TX	76017	YES
CRUNCH FITNESS BANDERA	8425 BANDERA RD., STE. 132	SAN ANTONIO	TX	78250	YES
CRUNCH FITNESS BEAUMONT	6115 EASTEX FWY.	BEAUMONT	TX	77706	YES
CRUNCH FITNESS CEDAR HILL	213 N HWY 67	CEDAR HILL	TX	75104	YES
CRUNCH FITNESS CEDAR PARK	1335 E WHITESTONE BLVD., STE. AB	AUSTIN	TX	78613	YES
CRUNCH FITNESS CORPUS CHRISTI	4108 SOUTH STAPLES, SUITE 7	CORPUS CHRISTI	TX	78411	YES
CRUNCH FITNESS CORPUS CHRISTI SOUTH	6643 S STAPLES ST.	CORPUS CHRISTI	TX	78413	YES
CRUNCH FITNESS EL PASO - DYER	9155 DYER ST.	EL PASO	TX	79924	YES
CRUNCH FITNESS KILLEEN	1101 SOUTH FORT HOOD ST. STE. 100	KILLEEN	TX	76541	YES



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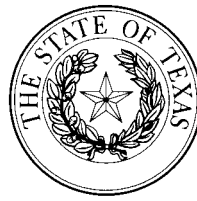
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CRUNCH FITNESS KYLE	19167 IH 35	KYLE	TX	78640	YES
CRUNCH FITNESS LEAGUE CITY	200 S GULF FREEWAY	LEAGUE CITY	TX	77573	YES
CRUNCH FITNESS LONGVIEW	2509 JUDSON RD	LONGVIEW	TX	75605	YES
CRUNCH FITNESS NORTH RICHLAND, LLC	6601 NORTHEAST LOOP 820	NORTH RICHLAND HILLS	TX	76180	YES
CRUNCH FITNESS ROUND ROCK NORTH	201 UNIVERSITY OAKS BLVD.	ROUND ROCK	TX	78664	YES
CRUNCH FITNESS SA SAN PEDRO	7142 SAN PEDRO AVE	SAN ANTONIO	TX	78216	YES
CRUNCH FITNESS SAN ANGELO, LLC	4349 SHERWOOD WAY	SAN ANGELO	TX	76901	YES
CRUNCH FITNESS SAN ANTONIO WOODLAKE	7014 FM 78	SAN ANTONIO	TX	78244	YES
CRUNCH FITNESS SAN MARCOS	450 BARNES DR.	SAN MARCOS	TX	78666	YES
CRUNCH FITNESS SOUTH AUSTIN	4625 W WILLIAM CANNON DR.	AUSTIN	TX	78749	YES
CRUNCH FITNESS TEMPLE	4501 S GENERAL BRUCE DR., STE 6	TEMPLE	TX	76502	YES
CRUNCH FITNESS TYLER	1909 E SE LOOP 323	TYLER	TX	75701	YES
CRUNCH FITNESS WACO	575 N VALLEY MILLS DR	WACO	TX	76710	YES
CRUNCH FITNESS ZARAGOZA	2060 ZARAGOZA RD.	EL PASO	TX	79938	YES
CRUNCH NORTH BROWNSVILLE	3260 GALENO CROSSING, SUITE 1	BROWNSVILLE	TX	78526	YES
CRUNCH PLANO	1701 PRESTON ROAD	PLANO	TX	75093	YES
CURVES	14611 BURNET ROAD #107	AUSTIN	TX	78728	EXEMPT
CURVES	1541 JOHN BEN SHEPPERD PKWY STE. 5	ODESSA	TX	79761	EXEMPT
CURVES	1548 FARM TO MARKET 685	PFLUGERVILLE	TX	78660	YES
CURVES	1144 N PLANO ROAD, SUITE 141	RICHARDSON	TX	75081	YES
CURVES	1201 HEWITT DRIVE, SUITE 210	WOODWAY	TX	76712	YES
CURVES	2801 E. WHITESTONE BLVD.	CEDAR PARK	TX	78613	YES
CURVES	1706 N. MAIN ST.	TAYLOR	TX	76574	YES
CURVES HUNTSVILLE	279 STATE HIGHWAY 75 N	HUNTSVILLE	TX	77320	EXEMPT
CURVES ARLINGTON, TEXAS SOUTHEAST	1110 E. BARDIN RD, STE 110	ARLINGTON	TX	76018	EXEMPT
CURVES CONROE NORTH	1111 LEAGUE LINE ROAD, SUITE 118	CONROE	TX	77303	EXEMPT
CURVES LOUETTA	7902 B LOUWETTA ROAD	SPRING	TX	77379	YES



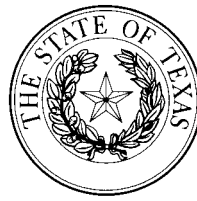
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CURVES SILSBEE/LUMBERTON	975 HIGHWAY 327 EAST SUITE 148	SILSBEE	TX	77656	YES
CYCLEBAR PEARLAND	2701 PEARLAND PARKWAY #150	PEARLAND	TX	77581	YES
DEEPWATER CROSSFIT	500 E. HACKBERRY AVE., SUITE 260	MC ALLEN	TX	78501	YES
DELTA LIFE FITNESS KATY	23021 MORTON RANCH ROAD, SUITE J	KATY	TX	77449	EXEMPT
DESTINATION DALLAS, TEXAS	1300 N. CENTRAL EXPRESSWAY, SUITE 300	ALLEN	TX	75013	EXEMPT
DIESEL FITNESS L.P.	2901 CITYPLACE WEST BLVD. #100	DALLAS	TX	75204	EXEMPT
DISCOVER STRENGTH	101 CASTLE HILLS DR., STE. 150	LEWISVILLE	TX	75056	EXEMPT
DOMINION MMA	9910 W LOOP 1604, STE. 109	SAN ANTONIO	TX	78254	YES
DOWNTOWN ATHLETIC CLUB	320 SOUTH POLK STREET, SUITE 350	AMARILLO	TX	79101	EXEMPT
DUES PAID LLC DBA ANYTIME FITNESS	910 W. 11TH ST., SUITE 200	ELGIN	TX	78621	YES
DYNAMIC FIT CLUBS OF TEXAS	9920 HIGHWAY 90A, SUITE A100	SUGAR LAND	TX	77478	EXEMPT
DYNAMIC FITNESS	2810 BUSINESS CENTER DRIVE, SUITE 144	PEARLAND	TX	77584	EXEMPT
DYNAMIC FITNESS LLC	200 E MULBERRY ST.	KAUFMAN	TX	75142	YES
EAST SIDE ATHLETIC CLUB	4003 COMMERCE ST	DALLAS	TX	75226	EXEMPT
EAST SIDE BALANCE	16512 MOONLIT PATH	MANOR	TX	78653	EXEMPT
EB FITNESS CENTER	825 SEYDLER STREET	EAST BERNARD	TX	77435	EXEMPT
EB FITNESS CENTER	825 SEYDLER STREET	EAST BERNARD	TX	77435	EXEMPT
ELITE FITNESS	10416 SPENCER HIGHWAY	LA PORTE	TX	77571	YES
EMPRESAS NOYOLA LLC	2950 S JOHN REDDITT DR., #108A	LUFKIN	TX	75904	YES
EOS FITNESS	3346 HWY 6	SUGAR LAND	TX	77478	EXEMPT
EOS FITNESS	1300 W BELT LINE RD.	DE SOTO	TX	75115	EXEMPT
EOS FITNESS	2401 RIO GRANDE BLVD.	EULESS	TX	76039	EXEMPT
EOS FITNESS	3560 ALTAMESA BLVD.	FORT WORTH	TX	76133	EXEMPT
EOS FITNESS	1755 ALLEN PARKWAY, SUITE 2	HOUSTON	TX	77019	EXEMPT
EOS FITNESS	8650 ENDICOTT LN.	HOUSTON	TX	77096	YES



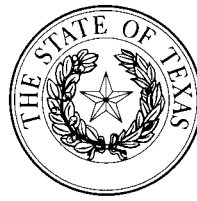
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EOS FITNESS	1719 SPRING GREEN BLVD.	KATY	TX	77494	YES
EOS FITNESS	3500 PRESTON RD., SUITE 100	PLANO	TX	75093	EXEMPT
EOS FITNESS	10445 GRAND PARKWAY	RICHMOND	TX	77407	EXEMPT
EOS FITNESS	4112 FM HIGHWAY 762	ROSENBERG	TX	77471	YES
EOS FITNESS	7422 LOUETTA RD.	SPRING	TX	77379	EXEMPT
EOS FITNESS TEXAS LLC	7120 RUFE SNOW DR.	NORTH RICHLAND HILLS	TX	76148	EXEMPT
EP FITNESS	10060 RUSHING ROAD	EL PASO	TX	79924	EXEMPT
EP FITNESS	11705 MONTWOOD DRIVE, SUITE A	EL PASO	TX	79936	EXEMPT
EP FITNESS	1430 LEE TREVINO	EL PASO	TX	79936	EXEMPT
EP FITNESS	145 PARAGON LANE	EL PASO	TX	79912	EXEMPT
EP FITNESS	981 N. RESLER	EL PASO	TX	79912	EXEMPT
EQUINOX	1007 SOUTH CONGRESS AVENUE	AUSTIN	TX	78704	YES
EQUINOX	4444 WESTHEIMER ROAD, SPACE G- 100	HOUSTON	TX	77027	EXEMPT
EQUINOX	6109 WEST PARK BLVD	PLANO	TX	75093	YES
EQUINOX FITNESS CLUB	4023 OAKLAWN AVENUE	DALLAS	TX	75219	EXEMPT
EQUINOX FITNESS CLUB	8611 HILLCREST ROAD, SUITE 250	DALLAS	TX	75225	EXEMPT
ESPORTA FITNESS	3560 ALTA MESA BLVD.	FORT WORTH	TX	76133	EXEMPT
ESPORTA FITNESS	9190 STATE HIGHWAY 121	FRISCO	TX	75035	YES
ETERNAL HEALTH AND FITNESS	1478 GEORGE DIETER DRIVE, SUITE K	EL PASO	TX	79936	YES
EVOLVE	500 S. ERVAY, SUITE 100	DALLAS	TX	75201	YES
EVOLVE PERSONAL FITNESS AND GYM	5716 W. US HIGHWAY 290	AUSTIN	TX	78735	YES
EXHALE SPA	5300 EAST MOCKINGBIRD LANE	DALLAS	TX	75206	EXEMPT
EXTREME FITNESS CENTER, LLC	14366 US HWY 190W	ONALASKA	TX	77360	YES
EXTREME GYM	1348 WALNUT STREET	COLUMBUS	TX	78934	YES
EXTREME STUDIO PERFORMANCE	4435 MCEWEN RD.	FARMERS BRANCH	TX	75244	YES
EXYGON HEALTH AND FITNESS CLUB	1001 NEDERLAND AVENUE	NEDERLAND	TX	77627	YES
EXYGON HEALTH AND FITNESS CLUB	6450 PHELAN BLVD	BEAUMONT	TX	77706	YES



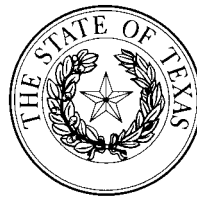
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F.I.T. FITNESS IN TRAINING	2259 BROUSSARD ST.	TYLER	TX	75701	YES
F45 FRISCO	5855 PRESTON RD., SUITE 700	FRISCO	TX	75034	YES
F45 TRAINING ARTS DISTRICT HOUSTON	1302 HOUSTON AVE.	HOUSTON	TX	77007	YES
F45 TRAINING CORPUS CHRISTI	7514 S. PADRE ISLAND DR., UNIT 201	CORPUS CHRISTI	TX	78412	YES
F45 TRAINING PONDEROSA WEST	6046 EASTRIDGE ROAD	ODESSA	TX	79762	EXEMPT
F45 TRAINING SIENNA PLANTATION	4340 SIENNA PARKWAY #114	MISSOURI CITY	TX	77459	YES
F45 TRAINING WEST SPRING	3624 FM 2920 RD. SUITE 3	SPRING	TX	77388	YES
FACTORY GYM	2581 SOUTH LOOP 4, BUILDING 300	BUDA	TX	78610	YES
FAMILY FITNESS	4800 US HWY 281 N	SPRING BRANCH	TX	78070	EXEMPT
FAMILY FITNESS, INC.	333 N HIGHWAY 2004	LAKE JACKSON	TX	77566	EXEMPT
FAST LANE FITNESS CLUB, LLC	1309 HOUSTON ST. SHOP	GEORGE WEST	TX	78022	EXEMPT
FEMFIT	7234 N. MESA STREET	EL PASO	TX	79912	YES
FIDELIS FITNESS GYM	2469 BLOUE MOUND ROAD WEST #5	HASLET	TX	76052	YES
FIFTY 8 THIRTY 1 GYM LLC	5831 HWY 27 A STE 102	CENTER POINT	TX	78010	YES
FIT 24 GYM	1118 N TEXAS BLVD	ALICE	TX	78332	EXEMPT
FIT 24 GYM	2001 S. BRAHMA BLVD	KINGSVILLE	TX	78363	EXEMPT
FIT CLUB 24	24525 GOSLING ROAD, SUITE D	SPRING	TX	77389	EXEMPT
FIT FACTORY COLLEYVILLE	4701 COLLEYVILLE BLVD.	COLLEYVILLE	TX	76034	YES
FIT FACTORY FIREWHEEL	320 WINECUP WAY	GARLAND	TX	75040	YES
FIT FITNESS CENTER	8312 E FM 3523 SUITE 180 & 190	SLATON	TX	79364	YES
FIT FITNESS CENTER	8312 E FM 3523, SUITE 180-190	SLATON	TX	79364	YES
FIT FOR LIFE	5500 OVERTON RIDGE BLVD. STE 222	FORT WORTH	TX	76132	YES
FIT OVER FORTY LLC DBA ANYTIME FITNESS CEDAR PARK	2301 S LAKELINE BLVD.	CEDAR PARK	TX	78613	YES
FIT OVER FORTY LLC DBA ANYTIME FITNESS COPPERAS COVE	3010 E. HWY 190 #272	COPPERAS COVE	TX	76522	YES
FIT OVER FORTY, LLC DBA ANYTIME FITNESS HARKER HEIGHTS	560 E, CENTRAL TX EXPY, #105	HARKER HEIGHTS	TX	76548	YES



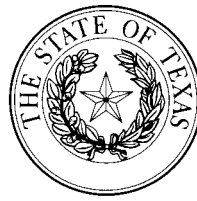
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FIT THEOREM	2640 E LEAGUE CITY PKWY, SUITE 100	LEAGUE CITY	TX	77573	YES
FIT THEOREM	2640 E LEAGUE CITY PKWY SUITE 100	LEAGUE CITY	TX	77573	YES
FIT USA FAMILY FITNESS	301 W. I 20	WEATHERFORD	TX	76087	YES
FIT540	305 N. 7TH STREET	RAYMONDVILLE	TX	78580	EXEMPT
FITNESS 110, LLC	110 N AUSTIN	COMANCHE	TX	76442	YES
FITNESS 1440	103 W LOOP 281, SUITE 800	LONGVIEW	TX	75605	YES
FITNESS 1440	4001 SUNSET DRIVE, #1230	SAN ANGELO	TX	76904	YES
FITNESS 1440	9910 W LOOP 1604 N #117	SAN ANTONIO	TX	78254	YES
FITNESS 1440-ODESSA	627 E. 42ND STREET	ODESSA	TX	79762	YES
FITNESS 19 TX 141, LLC	3111 N FRY ROAD, #401	KATY	TX	77449	YES
FITNESS 19 TX 177, LLC	17111 WEST ROAD, #100	HOUSTON	TX	77095	EXEMPT
FITNESS 24HR XPRESS	7340 HWY. 78, SUITE 300	SACHSE	TX	75048	YES
FITNESS 24HR XPRESS, LLC	2750 PRESTON RD, SUITE 119	CELINA	TX	75009	YES
FITNESS 300, LLC	10941 STATE HWY. 78	LAVON	TX	75166	YES
FITNESS 360	4822 N. UNIVERSITY DRIVE	NACOGDOCHES	TX	75965	YES
FITNESS 4:13	119 NORTH CENTRAL	TROY	TX	76579	EXEMPT
FITNESS 8:28	1510 E. SEALY	MONAHANS	TX	79756	YES
FITNESS CONNECTION	605 W. MCDERMOTT DR	ALLEN	TX	75013	EXEMPT
FITNESS CONNECTION	3775 S COOPER ST	ARLINGTON	TX	76015	EXEMPT
FITNESS CONNECTION	12901 N. IH-35 SERVICE RD., BLDG. 9	AUSTIN	TX	78753	EXEMPT
FITNESS CONNECTION	13776 US HIGHWAY 183 N	AUSTIN	TX	78750	EXEMPT
FITNESS CONNECTION	5035 GARTH ROAD	BAYTOWN	TX	77521	EXEMPT
FITNESS CONNECTION	3300 HARWOOD ROAD	BEDFORD	TX	76021	EXEMPT
FITNESS CONNECTION	2810 E. TRINITY MILLS RD., STE 150	CARROLLTON	TX	75006	EXEMPT
FITNESS CONNECTION	2550 W. RED BIRD LANE	DALLAS	TX	75237	EXEMPT
FITNESS CONNECTION	3630 FOREST LANE	DALLAS	TX	75234	EXEMPT
FITNESS CONNECTION	6750 FOREST HILL DRIVE	FOREST HILL	TX	76140	EXEMPT
FITNESS CONNECTION	6080 S. HULAN STREET, SUITE 600	FORT WORTH	TX	76132	EXEMPT



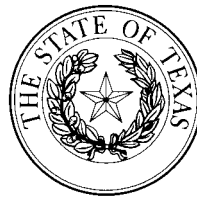
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FITNESS CONNECTION	2334 W. BUCKINGHAM RD. #210	GARLAND	TX	75042	EXEMPT
FITNESS CONNECTION	4126 S. CARRIER PARKWAY	GRAND PRAIRIE	TX	75052	EXEMPT
FITNESS CONNECTION	10920 FM 1960 WEST	HOUSTON	TX	77070	EXEMPT
FITNESS CONNECTION	11320 WESTHEIMER ROAD	HOUSTON	TX	77077	EXEMPT
FITNESS CONNECTION	12032 EAST FREEWAY	HOUSTON	TX	77029	EXEMPT
FITNESS CONNECTION	12300 NORTH FREEWAY #200	HOUSTON	TX	77060	EXEMPT
FITNESS CONNECTION	12338 GULF FREEWAY	HOUSTON	TX	77034	EXEMPT
FITNESS CONNECTION	7098 BISSONNET STREET	HOUSTON	TX	77074	EXEMPT
FITNESS CONNECTION	7533 HWY 6 S	HOUSTON	TX	77083	EXEMPT
FITNESS CONNECTION	9669 FM 1960 BYPASS ROAD W	HOUSTON	TX	77338	EXEMPT
FITNESS CONNECTION	3888 IRVING MALL, STE N01	IRVING	TX	75062	EXEMPT
FITNESS CONNECTION	333 SOUTH MASON ROAD	KATY	TX	77450	EXEMPT
FITNESS CONNECTION	1565 W. MAIN ST., #450	LEWISVILLE	TX	75067	EXEMPT
FITNESS CONNECTION	2021 N. TOWN EAST BLVD., STE 101	MESQUITE	TX	75150	EXEMPT
FITNESS CONNECTION	3900 SPENCER HIGHWAY	PASADENA	TX	77504	EXEMPT
FITNESS CONNECTION	11743 WEST AVENUE	SAN ANTONIO	TX	78216	EXEMPT
FITNESS CONNECTION	16616 CHAMPION FOREST DRIVE	SPRING	TX	77379	EXEMPT
FITNESS CONNECTION	4610 HIGHWAY 6	SUGAR LAND	TX	77479	EXEMPT
FITNESS CONNECTION	129 SAWDUST ROAD	THE WOODLANDS	TX	77380	EXEMPT
FITNESS CONNECTION	8428 DENTON HIGHWAY	WATAUGA	TX	76148	EXEMPT
FITNESS CONNECTION	20761 GULF FREEWAY	WEBSTER	TX	77598	EXEMPT
FITNESS CONNECTION	2201 S INTERSTATE 35	DENTON	TX	76205	EXEMPT
FITNESS CONNECTION	2310 SW MILITARY DR., STE. 2003	SAN ANTONIO	TX	78224	EXEMPT
FITNESS CONNECTION	8327 STATE HWY 151	SAN ANTONIO	TX	78245	EXEMPT
FITNESS FACTORY	2100 SADAU CT., #102	DENTON	TX	76210	YES
FITNESS PLUS OF TEXAS LLC	1438 S. FRONT	BELLVILLE	TX	77418	EXEMPT
FITNESS PROJECT	4775 W. PANTHER CREEK DR., #B270	THE WOODLANDS	TX	77381	EXEMPT



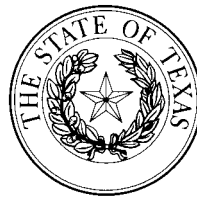
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FITNESS PROJECT CONROE	1306 WEST DAVIS, SUITE B	CONROE	TX	77304	EXEMPT
FITNESS PROJECT HUMBLE	9633 N SAM HOUSTON PARKWAY EAST	HUMBLE	TX	77396	EXEMPT
FITNESS PROJECT KINGWOOD	2213 NORTHPARK DR	KINGWOOD	TX	77339	EXEMPT
FITNESS PROJECT MAGNOLIA	6511 FM 1488	MAGNOLIA	TX	77354	EXEMPT
FITNESS PROJECT THE WOODLANDS	4775 W. PANTHER CREEK DR. #B270	THE WOODLANDS	TX	77381	EXEMPT
FITNESS STATION	119 SOUTH POINT LOOP SUITE 200	LIVINGSTON	TX	77351	YES
FITNESS ZONE	305 WEST BLUFF	WOODVILLE	TX	75979	YES
FITWELL	842 FM 471 N	CASTROVILLE	TX	78009	YES
FLASH FITNESS LLC	304 N. MAIN STREET	SWEENY	TX	77480	YES
FLOW HEALTH & FITNESS, LLC	812 N. AVE. O	POST	TX	79356	YES
FORGE STRENGTH AUSTIN	2032 B SOUTH LAMAR BLVD.	AUSTIN	TX	78704	YES
FORGE X TRAINING GROUP, LLC	1201 E. MAIN STREET, STE. 104	ALLEN	TX	75002	NO
FORM YPS LLC	2102 E STATE HWY 114, SUITE 105	SOUTHLAKE	TX	76092	YES
FORTIFIED FITNESS LLC	9744 E BANKHEAD HWY	ALEDO	TX	76008	YES
FOUR SEASONS GOLF AND SPORTS CLUB	4200 N. MACARTHUR BLVD.	IRVING	TX	75038	EXEMPT
FOX DEN FIT CLUB	701B PALO PINTO ST.	WEATHERFORD	TX	76086	YES
FOX FITNESS	965 EAST 87TH	ODESSA	TX	79765	YES
FOXFITNESSTX, LLC	6336 CROMWELL-MARINE CREEK ROAD	FORT WORTH	TX	76179	EXEMPT
FREEDOM FITNESS	3231 SOUTH ALAMEDA STREET	CORPUS CHRISTI	TX	78404	EXEMPT
FREEDOM FITNESS	5858 SPID SUITE 109	CORPUS CHRISTI	TX	78412	EXEMPT
FREEDOM FITNESS	5858 SPID SUITE 109	CORPUS CHRISTI	TX	78412	EXEMPT
FREEDOM FITNESS	4147 IH 69 ACCESS RD.	CORPUS CHRISTI	TX	78410	YES
FREEDOM FITNESS	5513 SARATOGA BLVD	CORPUS CHRISTI	TX	78413	YES
FREEDOM PHYSICAL THERAPY	5310 ACTON HIGHWAY, SUITE 106	GRANBURY	TX	76049	EXEMPT
FS8 SOCO LLC	3601 S. CONGRESS AVE., BUILDING E	AUSTIN	TX	78704	YES
FUSION ATHLETIC CLUB	140 EAGLE SPIRIT DRIVE	LINDALE	TX	75771	YES



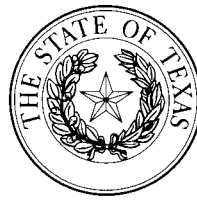
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G3 HEALTH CLUB	3101 MARTIN LUTHER KING JR., BLVD.	DALLAS	TX	75215	EXEMPT
G7 IRON WORKS HEALTH CLUB, LLC	206 STATE HWY 75 NORTH	HUNTSVILLE	TX	77320	YES
GAINZ GYM	610 SE 2ND ST.	SEMINOLE	TX	79360	YES
GALAXY FITNESS	12155 SHADOW CREEK PKWY., #111	PEARLAND	TX	77584	YES
GARNER'S SWIM & FITNESS CENTER	35125 HWY 96S	BUNA	TX	77612	EXEMPT
GARZILLA, LLC DBA FITNESS 1	2750 S PRESTON RD.	CELINA	TX	75009	YES
GB TEXAS JIU JITSU ACADEMY LLC DBA GRACIE BARRA TEXAS	1020 W. NASA PKWY., SUITE 150	WEBSTER	TX	77598	EXEMPT
GENERATOR ATHLETE LAB	800 WEST CESAR CHAVEZ, PP# 120	AUSTIN	TX	78701	YES
GENTRY GYM	6908 W. EXPRESSWAY 83	HARLINGEN	TX	78552	YES
GET FIT 4U	8924 MAIN	NEEDVILLE	TX	77461	YES
GILMER FAMILY FITNESS DBA ANYTIME FITNESS	1924 US-271 N	GILMER	TX	75644	YES
GLUTECLUB	2638 SW 34TH	AMARILLO	TX	79109	YES
GND ATX LLC	3900 DROSSETT DR., SUITE A	AUSTIN	TX	78744	YES
GOBOBGO, LLC DBA RISE COLLECTIVE WELLNESS	8300 PRECINCT LINE ROAD, STE. 108	COLLEYVILLE	TX	76034	YES
GOLD'S GYM	1224 WEDGEWOOD DR	EL PASO	TX	79925	YES
GOLD'S GYM (LA CANTERA PAVILLION)	12040 TIERRA ESTE RD.	EL PASO	TX	79938	YES
GOLD'S GYM - TOWER POINT	1285 ARRINGTON ROAD	COLLEGE STATION	TX	77845	YES
GOLD'S GYM AMARILLO	3000 BLACKBURN	AMARILLO	TX	79109	YES
GOLD'S GYM AUSTIN ANDERSON ARBOR	13435 US HIGHWAY 183 N. STE. 101	AUSTIN	TX	78750	YES
GOLD'S GYM AUSTIN BEE CAVES	12480 BEE CAVES ROAD	BEE CAVE	TX	78738	YES
GOLD'S GYM AUSTIN BELTERRA	166 HARGRAVES DRIVE, STE.D-100	AUSTIN	TX	78737	YES
GOLD'S GYM AUSTIN CEDAR PARK	1335 E. WHITESTONE BLVD, BLDG AB	CEDAR PARK	TX	78613	YES
GOLD'S GYM AUSTIN CYPRESS CREEK	1314 CYPRESS CREEK ROAD	CEDAR PARK	TX	78613	YES
GOLD'S GYM AUSTIN DOWNTOWN 6TH BRAZOS	121 E. 6TH STREET	AUSTIN	TX	78613	YES
GOLD'S GYM AUSTIN HESTERS CROSSING	2400 SOUTH IH-35	ROUND ROCK	TX	78681	YES
GOLD'S GYM AUSTIN HIGHLAND	6001 MIDDLE FISKVILLE	AUSTIN	TX	78752	YES



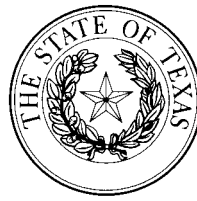
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GOLD'S GYM AUSTIN NORTH	9101 RESEARCH BLVD	AUSTIN	TX	78758	YES
GOLD'S GYM AUSTIN NORTH ROUND ROCK	4201 SUNRISE ROAD	ROUND ROCK	TX	78665	YES
GOLD'S GYM AUSTIN SLAUGHTER & SOUTH CONGRESS	8900 SOUTH CONGRESS	AUSTIN	TX	78745	YES
GOLD'S GYM AUSTIN SOUTH	4404 W. WILLIAM CANNON	AUSTIN	TX	78749	YES
GOLD'S GYM AUSTIN SOUTH CENTRAL	1701 WEST BEN WHITE BLVD., STE.165	AUSTIN	TX	78704	YES
GOLD'S GYM AUSTIN SOUTHEAST	801 WILLIAM CANNON DRIVE, STE. 105	AUSTIN	TX	78745	YES
GOLD'S GYM AUSTIN TECH RIDGE	235 CANYON RIDGE DRIVE	AUSTIN	TX	78753	YES
GOLD'S GYM AUSTIN WESTLAKE	701 CAPITAL OF TEXAS HIGHWAY	WEST LAKE HILLS	TX	78746	YES
GOLD'S GYM BELLMEAD	1000 LOOP 340	BELLMEAD	TX	76705	EXEMPT
GOLD'S GYM BINGLE ROAD	12708 NW FWY	HOUSTON	TX	77092	YES
GOLD'S GYM BROWNSVILLE	800 SUNRISE BLVD	BROWNSVILLE	TX	78526	YES
GOLD'S GYM BRYAN	3125 SOUTH TEXAS AVE., STE. 1000	BRYAN	TX	77802	YES
GOLD'S GYM COLLEGE STATION	200 BRENTWOOD DRIVE EAST	COLLEGE STATION	TX	77840	YES
GOLD'S GYM COPPERAS COVE	249 ROBERT GRIFFIN III BLVD	COPPERAS COVE	TX	76522	YES
GOLD'S GYM DEL MAR	2626 E DEL MAR	LAREDO	TX	78041	EXEMPT
GOLD'S GYM DESOTO	1001 N. BECKLEY AVENUE	DESOTO	TX	75115	EXEMPT
GOLD'S GYM EASTLAKE	12261 EASTLAKE BLVD., BUILDING D	EL PASO	TX	79928	YES
GOLD'S GYM EDINBURG	627 S. MCCOLL ROAD	EDINBURG	TX	78540	EXEMPT
GOLD'S GYM EVANS ROAD	21044 HIGHWAY 281	SAN ANTONIO	TX	78258	EXEMPT
GOLD'S GYM FLOWER MOUND	2301 CROSS TIMBERS ROAD, SUITE 175	FLOWER MOUND	TX	75028	YES
GOLD'S GYM FRIENDSWOOD	130 W. PARKWOOD AVE	FRIENDSWOOD	TX	77546	YES
GOLD'S GYM GEORGETOWN	1019 W. UNIVERSITY AVE STE 100	GEORGETOWN	TX	78628	EXEMPT
GOLD'S GYM HARLINGEN	2000 S EXPRESSWAY 83	HARLINGEN	TX	78552	EXEMPT
GOLD'S GYM HIGHLAND MEADOWS	11411 E. NORTHWEST HWY., SUITE 200	DALLAS	TX	75218	YES
GOLD'S GYM HILL COUNTRY VILLAGE	15759 SAN PEDRO AVE	SAN ANTONIO	TX	78232	EXEMPT



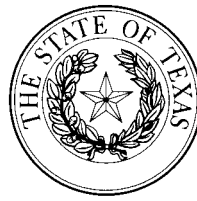
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GOLD'S GYM KILLEEN	902 W. CENTRAL TEXAS EXPWY, STE 1	KILLEEN	TX	76541	EXEMPT
GOLD'S GYM LAREDO NORTH CENTRAL	2446 SAN ISIDRO PKWY	LAREDO	TX	78045	EXEMPT
GOLD'S GYM LITTLE ELM	2700 EAST ELDORADO PKWY	LITTLE ELM	TX	75068	YES
GOLD'S GYM MCALLEN	1601 W. DOVE AVE.	MCALLEN	TX	78504	EXEMPT
GOLD'S GYM MISSION	2520 E. EXPRESSWAY 83	MISSION	TX	78572	EXEMPT
GOLD'S GYM NEW BRAUNFELS	651 NORTH BUSINESS I-35, STE. 900	NEW BRAUNFELS	TX	78130	YES
GOLD'S GYM NORTHCHASE PLAZA	4425 FM 1960 ROAD WEST	HOUSTON	TX	77068	YES
GOLD'S GYM PFLUGERVILLE	21315 NORTH SH 130 NB	PFLUGERVILLE	TX	78660	YES
GOLD'S GYM PHARR	1317 S JACKSON ROAD	PHARR	TX	78577	EXEMPT
GOLD'S GYM PRESTON CENTER	8335 WESTCHESTER DRIVE, STE 40	DALLAS	TX	75225	EXEMPT
GOLD'S GYM PRUE ROAD	5025 PRUE RD	SAN ANTONIO	TX	78240	EXEMPT
GOLD'S GYM RICHARDSON	110 WEST CAMPBELL ROAD	RICHARDSON	TX	75080	YES
GOLD'S GYM SAN ANTONIO 78TH WALZEM	7650 FM 78 SUITE 109	SAN ANTONIO	TX	78244	YES
GOLD'S GYM SAN ANTONIO ALAMO HEIGHTS	1246 AUSTIN HIGHWAY	SAN ANTONIO	TX	78209	YES
GOLD'S GYM SAN ANTONIO BABCOCK	1602 BABCOCK ROAD	SAN ANTONIO	TX	78229	YES
GOLD'S GYM SAN ANTONIO BANDERA POINTE	11761 BANDERA ROAD	SAN ANTONIO	TX	78250	YES
GOLD'S GYM SAN ANTONIO BANDERA TRAILS	11820 BANDERA ROAD, STE. 105	HELOTES	TX	78023	YES
GOLD'S GYM SAN ANTONIO BULVERDE	17934 BULVERDE	SAN ANTONIO	TX	78247	YES
GOLD'S GYM SAN ANTONIO CROSSROADS	100 CROSSROADS BLVD.	SAN ANTONIO	TX	78201	YES
GOLD'S GYM SAN ANTONIO CULEBRA	10455 CULEBRA	SAN ANTONIO	TX	78250	YES
GOLD'S GYM SAN ANTONIO FIESTA TRAILS	12481 WEST IH-10	SAN ANTONIO	TX	78230	YES
GOLD'S GYM SAN ANTONIO GOLIAD	2828 GOLIAD RD.	SAN ANTONIO	TX	78223	YES
GOLD'S GYM SAN ANTONIO LEGACY TRAILS	8935 STATE HIGHWAY 151	SAN ANTONIO	TX	78251	YES
GOLD'S GYM SAN ANTONIO LIVE OAK	7937 PAT BOOKER ROAD	LIVE OAK	TX	78233	YES



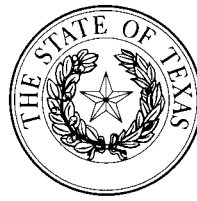
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GOLD'S GYM SAN ANTONIO LOCKHILL VILLAGE	2323 LOCKHILL SELMA ROAD	SAN ANTONIO	TX	78227	YES
GOLD'S GYM SAN ANTONIO MEDICAL CENTER	7431 MERTON MINTER	SAN ANTONIO	TX	78229	YES
GOLD'S GYM SAN ANTONIO MILITARY	2555 SW MILITARY DRIVE	SAN ANTONIO	TX	78224	YES
GOLD'S GYM SAN ANTONIO NACO	4319 THOUSAND OAKS	SAN ANTONIO	TX	78217	YES
GOLD'S GYM SAN ANTONIO ROGERS RANCH	2711 TREBLE CREEK	SAN ANTONIO	TX	78258	YES
GOLD'S GYM SAN ANTONIO TEZEL	9240 GUILBEAU ROAD	SAN ANTONIO	TX	78250	YES
GOLD'S GYM SAN ANTONIO THE QUARRY	255 E. BOSSE ROAD #310	SAN ANTONIO	TX	78209	YES
GOLD'S GYM SAN ANTONIO VALLEY HI	400 VALLEY HI DRIVE	SAN ANTONIO	TX	78227	YES
GOLD'S GYM SAN MARCOS	110 THORPE LANE, STE. 120	SAN MARCOS	TX	78666	YES
GOLD'S GYM SOUTH STAPLES	6643 SOUTH STAPLES STREET	CORPUS CHRISTI	TX	78413	YES
GOLD'S GYM TEMPLE	4501 S. GENERAL BRUCE DRIVE, STE. 6	TEMPLE	TX	76502	EXEMPT
GOLD'S GYM TRAVIS	214 E TRAVIS ST.	SAN ANTONIO	TX	78205	EXEMPT
GOLD'S GYM UPTOWN	2425 MCKINNEY AVENUE	DALLAS	TX	75201	EXEMPT
GOLD'S GYM VICTORIA	5201 N. NAVARRO STREET	VICTORIA	TX	77904	EXEMPT
GOLD'S GYM WACO	250 N. NEW ROAD	WACO	TX	76710	YES
GOLD'S GYM WAXAHACHIE	505 N. HWY 77	WAXAHACHIE	TX	75165	YES
GOOD LIFE FITNESS CENTER	1405 SIDNEY BAKER STREET	KERRVILLE	TX	78028	YES
GOSS FITNESS	6445 SOUTHWEST BOULEVARD	BENBROOK	TX	76132	EXEMPT
GRACIE BARRA BURLESON	201 NE WILSHIRE BLVD. SUITE C	BURLESON	TX	76028	YES
GRACIE BARRA CYPRESS	15103 MASON RD., STE. B7	CYPRESS	TX	77433	YES
GRACIE BARRA FULSHEAR	7609 TIKI DRIVE, SUITE A	FULSHEAR	TX	77441	YES
GRACIE BARRA KATY	21734 PROVINCIAL BLVD., 200-230	KATY	TX	77450	EXEMPT
GRACIE BARRA PEARLAND	3229 E. BROADWAY ST.	PEARLAND	TX	77581	EXEMPT
GRACIE BARRA RESEARCH FOREST	4747 RESEARCH FOREST DRIVE, #125	THE WOODLANDS	TX	77381	YES
GRACIE BARRA RIVER OAKS	4310 WESTHEIMER ROAD, SUITE 240	HOUSTON	TX	77027	YES
GRACIE BARRA TEXAS	1020 W. NASA PKWY SUITE 150	WEBSTER	TX	77598	EXEMPT



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GRACIE BARRA TYLER	6371 ELKTON TRAIL	TYLER	TX	75703	YES
GRACIE BARRA WESTCHASE	2610 FONDREN ROAD	HOUSTON	TX	77063	EXEMPT
GRANDVIEW FITNESS	301 EAST CRINER, STE 1	GRANDVIEW	TX	76050	YES
GRAPEVINE CROSSFIT	607 W. DALLAS RD. STE 1000	GRAPEVINE	TX	76051	EXEMPT
GRLPWR LLC	803 SUNLAND PARK DR., SUITE D	EL PASO	TX	79912	YES
GYM 28	18 N. CHADBOURNE ST.	SAN ANGELO	TX	76903	NO
GYM 28, LLC	18 N. CHADBOURNE ST.	SAN ANGELO	TX	76903	YES
GYM CULTURE, LLC	6609 MILWAUKEE AVE.	LUBBOCK	TX	79424	YES
GYM EVOLUTION	606 GRACE AVENUE	FORT WORTH	TX	76111	YES
GYM ONE	2545 BROCKTON DR. STE.300	AUSTIN	TX	78758	YES
GYM-CYPRESS	17721 HUFFMEISTER RD.	CYPRESS	TX	77429	EXEMPT
HALL ACTIVE	2401 INTERNET BLVD., SUITE 100	FRISCO	TX	75034	YES
HALL ACTIVE	3201 DALLAS PARKWAY	FRISCO	TX	75034	YES
HARD BODIES	201 E. MOORE AVE.	TERRELL	TX	75160	YES
HARTER STRENGTH & CONDITIONING	8412 PRESTON RD., #425	PLANO	TX	75024	EXEMPT
HAYNES PHYSICAL THERAPY	1115 FT. WORTH HIGHWAY, SUITE 1200	WEATHERFORD	TX	76086	EXEMPT
HEALTH CLUB AT TRAVIS PLACE	1010 TRAVIS STREET, SUITE 800	HOUSTON	TX	77002	YES
HEALTHLINK FITNESS & WELLNESS CENTER	288 W. BITTERS RD.	SAN ANTONIO	TX	78216	EXEMPT
HEAVY DROP LLC	2887 W. PIONEER PKWY, SUITE E	ARLINGTON	TX	76013	YES
HENRIETTA FITNESS COMPANY	109 S MAIN ST.	HENRIETTA	TX	76365	NO
HESS TOWER FITNESS CLUB	1501 MCKINNEY	HOUSTON	TX	77010	YES
HESS TOWER FITNESS CLUB	1501 MCKINNEY	HOUSTON	TX	77010	YES
HIDDEN GYM	235 N CENTRAL EXPRESSWAY	RICHARDSON	TX	75080	YES
HIDDEN GYMNASIUM, LLC	109 N. GREENVILLE AVE. SUITE A	ALLEN	TX	75002	YES
HILL COUNTRY INDOOR,	13875 BEE CAVE PKWY	BEE CAVE	TX	78738	YES
HILTON DFW LAKES TENNIS AND SPORTS CENTER	1800 HIGHWAY 26 EAST	GRAPEVINE	TX	76051	EXEMPT



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HOME BARBELL CLUB	1900 EAST HOWARD LANE	PFLUGERVILLE	TX	78660	YES
HOMETOWN FITNESS	401 W CLAYTON ST. 23 TOWN CENTER	DAYTON	TX	77535	YES
HOTWORX	3000 PABLO KISEL BLVD.	BROWNSVILLE	TX	78526	YES
HOTWORX BEAUMONT	3195 DOWLEN ROAD, SUITE 104	BEAUMONT	TX	77706	YES
HOTWORX FAIRVIEW (ALLEN)	103 WHISTLESTOP WAY	FAIRVIEW	TX	75069	YES
HOTWORX IRVING (LAS COLINAS)	114 E. JOHN CARPENTER FRWY #150	IRVING	TX	75062	YES
HOTWORX MANSFIELD SHOPS AT BROAD	414 US 287 N, SUITE 100	MANSFIELD	TX	76063	YES
HOTWORX MID-COUNTY	1475 S. HIGHWAY 69	NEDERLAND	TX	77627	YES
HOTWORX NEW BRAUNFELS	2188 HWY 46 W., SUITE 108	NEW BRAUNFELS	TX	78132	YES
HOTWORX OF ARLINGTON	3990 N. COLLINS SUITE 112	ARLINGTON	TX	76005	YES
HOTWORX STEPHENVILLE	980 WOLFE NURSERY RD., UNIT 101	STEPHENVILLE	TX	76401	YES
HOTWORX STUDIO	116 S. CUSTER RD., #400	MC KINNEY	TX	75070	YES
HOTWORX STUDIO	1417 E. WALNUT ST., SUITE 600	SEGUIN	TX	78155	YES
HOTWORX STUDIO	8845 SIX PINES DR. #190	SHENANDOAH	TX	77380	YES
HOTWORX STUDIO	326 SINGING OAKS, SUITE 153	SPRING BRANCH	TX	78070	YES
HOTWORX STUDIO	1468 TX-35, SUITE C	ALVIN	TX	77511	YES
HOTWORX STUDIO	12230 W LAKE HOUSTON PKWY., STE. 135	HOUSTON	TX	77044	YES
HOTWORX SUGAR LAND	20026 SOUTHWEST FREEWAY	SUGAR LAND	TX	77479	YES
HOTWORX-DEER PARK	3401 EAST BLVD., SUITE 500	DEER PARK	TX	77536	YES
HT FITNESS	181 SH 21	CEDAR CREEK	TX	78612	EXEMPT
HUFFINGTON PILATES AND FITNESS STUDIO	9 HOSPITAL DRIVE	ABILENE	TX	79606	EXEMPT
HUMBLE BEAST STRENGTH	520 COUNTY ROAD 108, UNIT 18	HUTTO	TX	78634	EXEMPT
HYATT CORPORATION (AGENT HLP HOTEL LLC) DBA SPA DJANGO	575 HYATT LOST PINES ROAD	LOST PINES	TX	78612	EXEMPT
HYBRIDFIT LLC	700 NE 4TH	HUBBARD	TX	76648	EXEMPT
ILEKAN	5151A MITCHELLDALE ST., A-14	HOUSTON	TX	77092	YES
ILOVEKICKBOXING.COM	1918 W. 18TH STREET	HOUSTON	TX	77008	YES



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ILOVEKICKBOXING.COM	20710 KUYKENDAHL ROAD, SUITE A	SPRING	TX	77379	YES
ILOVEKICKBOXING.COM	6333 CAMP BOWIE BLVD. SUITE 245	FORT WORTH	TX	76116	YES
IM=X PILATES & FITNESS	554 WAUGH DR.	HOUSTON	TX	77019	YES
IMMORTAL IRON GYM, LLC	1920 S MAIN	MC ALLEN	TX	78503	YES
IMPACT PERFORMANCE AND FITNESS	525 S. NOLEN DR. SUITE 100	SOUTHLAKE	TX	76092	YES
IMPULSE BODY FITNESS	5857 N. MESA STREET, SUITE 23	EL PASO	TX	79912	EXEMPT
INFAMOUS MUSCLE & FITNESS, LLC	12400 MONTWOOD	EL PASO	TX	79928	YES
INFINITY TRAINING & WELLNESS	3520 WOODROW RD., SUITE 100	LUBBOCK	TX	79423	YES
INSPIRE FITNESS PERSONAL TRAINING STUDIO	3621 E. WHITESTONE BLVD. SUITE 400	CEDAR PARK	TX	78613	YES
INTENSE 22 FITNESS	3600 N CAPITAL OF TEXAS HIGHWAY, A-210	AUSTIN	TX	78746	YES
INVINCIBLE FITNESS - CYPRESS	11712 GRAND ROAD, SUITE B	CYPRESS	TX	77429	YES
IRION COUNTY HEALTH & FITNESS CENTER	700 COUNTRY CLUB LANE	MERTZON	TX	76941	EXEMPT
IRON 24 - MAGNOLIA	32503 TAMINA RD., BLD. A, SUITE 2	MAGNOLIA	TX	77354	YES
IRON 24 FITNESS + RECOVERY	2206 I-45 NORTH	CONROE	TX	77301	YES
IRON 24 FITNESS + RECOVERY	120 CIRCLE WAY	LAKE JACKSON	TX	77566	YES
IRON 24 FITNESS + RECOVERY	5070 W. BROADWAY	PEARLAND	TX	77581	YES
IRON 24 FITNESS + RECOVERY	9330 BROADWAY, SUITE A	PEARLAND	TX	77584	YES
IRON 24 FITNESS + RECOVERY	4411 HWY 6, SUITE 4403	SUGAR LAND	TX	77478	YES
IRON FIT GYM	118 S. SECOND STREET	NORMANGEE	TX	77871	YES
IRON LAIR, LLC	116 E. 1ST STREET	EL CAMPO	TX	77437	EXEMPT
IRON LEGENDS GYM	32000 STATE HIGHWAY 249	PINEHURST	TX	77362	YES
IRON M.A.N. FITNESS	1518 W. 3RD	PECOS	TX	79772	YES
IRON MUSCLE FACTORY LLC	12400 MONTWOOD	EL PASO	TX	79936	YES
IRON TRIBE FITNESS- CHAMPIONS	20222 CHAMPION FOREST DR. #200	SPRING	TX	77379	YES
IRON VAULT GYM	2101 W. BEN WHITE BLVD #105	AUSTIN	TX	78704	EXEMPT
IRON WORKS HEALTH CLUB	206 STATE HIGHWAY 75 N.	HUNTSVILLE	TX	77320	EXEMPT
IRONXTREME FITNESS	4519 N GARFIELD ST., STE. 5	MIDLAND	TX	79705	YES



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ISLAND FITNESS LLC	5800 PADRE BLVD STE 201	SOUTH PADRE ISLAND	TX	78597	YES
ISLAND TIME FITNESS	2122 RUFE SNOW DRIVE, SUITE 110	KELLER	TX	76248	YES
JOE'S GYM	3700 FREDERICKSBURG RD	SAN ANTONIO	TX	78201	EXEMPT
JOHN NEWCOMBE COUNTRY CLUB	625 MISSION VALLEY ROAD	NEW BRAUNFELS	TX	78132	EXEMPT
JOHN REED FITNESS - DALLAS	8335 WESTCHESTER DRIVE	DALLAS	TX	75225	YES
JOHNSON FAMILY FITNESS DBA ANYTIME FITNESS	1121 S. MAGNOLIA, #200	WOODVILLE	TX	75979	YES
JONES CREEK WELLNESS CENTER	7313 FM 359 RD.	RICHMOND	TX	77406	EXEMPT
JUNCTION ELITE FITNESS	110 N 10TH ST.	JUNCTION	TX	76849	EXEMPT
K&B SCHOBY HOLDINGS COMPANY DBA ANYTIME FITNESS	13150 SENLAC DR., #150	FARMERS BRANCH	TX	75234	YES
KINECTIVE FITNESS CLUB	1020 BELVIDERE STREET	EL PASO	TX	79912	YES
KINESIO FITT, LLC	310 FORT MCKAVITT ST.	MASON	TX	76856	YES
KINETIC FITNESS & RECOVERY	4101 E. RENNER ROAD	RICHARDSON	TX	75082	EXEMPT
KINGWOOD FITNESS	1574 KINGWOOD DRIVE	KINGWOOD	TX	77339	EXEMPT
KIRKWOOD TOWER FITNESS CENTER	11757 KATY FREEWAY, SUITE 1510	HOUSTON	TX	77079	EXEMPT
KUMO FITNESS	575 COMMERCIAL STREET	EAGLE PASS	TX	78852	EXEMPT
LA FITNESS	9026 SIENNA CROSSING DRIVE	MISSOURI CITY	TX	77459	EXEMPT
LA FITNESS & PRO RESULTS #45773	21720 KUYKENDAHL ROAD	SPRING	TX	77388	EXEMPT
LA FITNESS & PRO RESULTS #45775	6793 SPENCER HIGHWAY	PASADENA	TX	77505	EXEMPT
LA FITNESS & PRO RESULTS #45776	250 W STATE HIGHWAY 121	COPPELL	TX	75019	EXEMPT
LA FITNESS & PRO RESULTS #45777	655 W. ILLINOIS AVE., SUITE 500	DALLAS	TX	75224	EXEMPT
LA FITNESS & PRO RESULTS #45793	21044 US HWY 281 N	SAN ANTONIO	TX	78258	EXEMPT
LA FITNESS & PRO RESULTS #45796	2765 GULF FREEWAY SOUTH	LEAGUE CITY	TX	77573	EXEMPT
LA FITNESS & PRO RESULTS #712	4850 LITTLE ROAD	ARLINGTON	TX	76017	EXEMPT
LA FITNESS & PRO RESULTS #741	1350 SOUTH LOOP 288	DENTON	TX	76205	EXEMPT
LA FITNESS & PRO RESULTS #743	3029 FOREST LANE	DALLAS	TX	75234	EXEMPT



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LA FITNESS & PRO RESULTS CLUB #45752	1201 W. CENTERVILLE ROAD	GARLAND	TX	75041	EXEMPT
LA FITNESS & PRO RESULTS CLUB #726	2803 WEST INTERSTATE HIGHWAY 20	GRAND PRAIRIE	TX	75052	EXEMPT
LA FITNESS AND PRO RESULT #734	114 E. HIGHWAY 67	DUNCANVILLE	TX	75137	EXEMPT
LA FITNESS AND PRO RESULTS #45750	13350 NORTHWEST FREEWAY	HOUSTON	TX	77040	EXEMPT
LA FITNESS AND PRO RESULTS #45751	5500 GREENVILLE AVENUE, SUITE 100	DALLAS	TX	75206	EXEMPT
LA FITNESS AND PRO RESULTS #45753	7140 BLANCO ROAD	SAN ANTONIO	TX	78216	EXEMPT
LA FITNESS AND PRO RESULTS #45754	5803 BABCOCK ROAD	SAN ANTONIO	TX	78240	EXEMPT
LA FITNESS AND PRO RESULTS #45755	4412 NORTH SHEPHERD DRIVE	HOUSTON	TX	77018	EXEMPT
LA FITNESS AND PRO RESULTS #45756	2020 W ANDERSON LANE	AUSTIN	TX	78757	EXEMPT
LA FITNESS AND PRO RESULTS #45757	4001 S. LAMAR BLVD	AUSTIN	TX	78704	EXEMPT
LA FITNESS AND PRO RESULTS #45758	195 YALE STREET	HOUSTON	TX	77007	EXEMPT
LA FITNESS AND PRO RESULTS #45759	16600 N RM 620 ROAD	ROUND ROCK	TX	78681	EXEMPT
LA FITNESS AND PRO RESULTS #45760	7427 NW LOOP 410	SAN ANTONIO	TX	78245	YES
LA FITNESS AND PRO RESULTS #45761	17138 AUTRY POND RD.	SAN ANTONIO	TX	78247	EXEMPT
LA FITNESS AND PRO RESULTS #45762	1339 N. LOOP 1604 WEST	SAN ANTONIO	TX	78258	EXEMPT
LA FITNESS AND PRO RESULTS #45763	9050 FALCON VIEW DRIVE	MCKINNEY	TX	75070	EXEMPT
LA FITNESS AND PRO RESULTS #45764	1824 WEST SLAUGHTER LANE	AUSTIN	TX	78748	EXEMPT
LA FITNESS AND PRO RESULTS #45766	5080 MAIN STREET	FRISCO	TX	75033	EXEMPT
LA FITNESS AND PRO RESULTS #45767	522 WEST 1604 NORTH	SAN ANTONIO	TX	78251	EXEMPT
LA FITNESS AND PRO RESULTS #45768	7720 HIGHWAY 78	SACHSE	TX	75048	EXEMPT
LA FITNESS AND PRO RESULTS #45769	9128 NORTH TARRANT PARKWAY	NORTH RICHLAND HILLS	TX	76182	EXEMPT
LA FITNESS AND PRO RESULTS #45770	1000 N. A.W. GRIMES BLVD	ROUND ROCK	TX	78665	EXEMPT
LA FITNESS AND PRO RESULTS #45771	825 W WHITESTONE BLVD	CEDAR PARK	TX	78613	EXEMPT
LA FITNESS AND PRO RESULTS #45774	2740 GESSNER RD	HOUSTON	TX	77080	EXEMPT
LA FITNESS AND PRO RESULTS #45778	3570 HARMONY COMMONS DRIVE	SPRING	TX	77386	EXEMPT



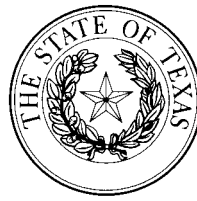
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LA FITNESS AND PRO RESULTS #45779	19409 W. BELLFORT STREET	RICHMOND	TX	77407	EXEMPT
LA FITNESS AND PRO RESULTS #45780	5601 BANDERA ROAD	LEON VALLEY	TX	78238	EXEMPT
LA FITNESS AND PRO RESULTS #45781	26726 FM 1093	RICHMOND	TX	77406	EXEMPT
LA FITNESS AND PRO RESULTS #45782	5331 W. SUBLET ROAD	ARLINGTON	TX	76017	EXEMPT
LA FITNESS AND PRO RESULTS #45783	6345 CUSTER ROAD	FRISCO	TX	75035	EXEMPT
LA FITNESS AND PRO RESULTS #45787	4900 W. UNIVERSITY DRIVE	PROSPER	TX	75078	EXEMPT
LA FITNESS AND PRO RESULTS #45789	3050 N. JOSEY LN	CARROLLTON	TX	75007	EXEMPT
LA FITNESS AND PRO RESULTS #45790	5901 GOLDEN TRIANGLE BLVD	FORT WORTH	TX	76244	EXEMPT
LA FITNESS AND PRO RESULTS #701	1861 MAIN STREET	KELLER	TX	76248	EXEMPT
LA FITNESS AND PRO RESULTS #704	5402 HIGHWAY 6	MISSOURI CITY	TX	77459	EXEMPT
LA FITNESS AND PRO RESULTS #705	2875 S. CENTRAL EXPRESSWAY	MCKINNEY	TX	75070	EXEMPT
LA FITNESS AND PRO RESULTS #706	19550 RESTAURANT ROW	HOUSTON	TX	77084	EXEMPT
LA FITNESS AND PRO RESULTS #707	9025 HIGHWAY 6 SOUTH	HOUSTON	TX	77083	EXEMPT
LA FITNESS AND PRO RESULTS #708	3701 W. PRESIDENT GEORGE W. BUSH HIGHWAY	PLANO	TX	75075	EXEMPT
LA FITNESS AND PRO RESULTS #709	5550 NORTH MACARTHUR BLVD.	IRVING	TX	75038	EXEMPT
LA FITNESS AND PRO RESULTS #710	13130 PRESTON ROAD NEAR LBJ FREEWAY	DALLAS	TX	75240	EXEMPT
LA FITNESS AND PRO RESULTS #711	4401 LAKEVIEW PARKWAY	ROWLETT	TX	75088	EXEMPT
LA FITNESS AND PRO RESULTS #714	12304 BARKER CYPRESS ROAD	CYPRESS	TX	77429	EXEMPT
LA FITNESS AND PRO RESULTS #715	1555 ELDRIDGE PARKWAY	HOUSTON	TX	77077	EXEMPT
LA FITNESS AND PRO RESULTS #717	3198 JUSTIN ROAD (FM 407)	HIGHLAND VILLAGE	TX	75077	EXEMPT
LA FITNESS AND PRO RESULTS #718	6101 K AVENUE	PLANO	TX	75074	EXEMPT
LA FITNESS AND PRO RESULTS #719	798 VISTA RIDGE MALL DRIVE	LEWISVILLE	TX	75067	EXEMPT
LA FITNESS AND PRO RESULTS #720	7620 KATY FREEWAY, SUITE 200	HOUSTON	TX	77024	EXEMPT
LA FITNESS AND PRO RESULTS #721	141 ROAD TO SIX FLAGS ST. W.	ARLINGTON	TX	76011	EXEMPT



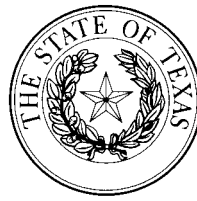
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LA FITNESS AND PRO RESULTS #722	7211 SKILLMAN STREET	DALLAS	TX	75231	EXEMPT
LA FITNESS AND PRO RESULTS #723	20127 INTERSTATE 45 NORTH	SPRING	TX	77388	EXEMPT
LA FITNESS AND PRO RESULTS #724	7422 LOUETTA ROAD	SPRING	TX	77379	EXEMPT
LA FITNESS AND PRO RESULTS #725	2600 HIGHWAY 121	EULESS	TX	75039	EXEMPT
LA FITNESS AND PRO RESULTS #727	1451 E. BELTLINE ROAD	RICHARDSON	TX	75081	EXEMPT
LA FITNESS AND PRO RESULTS #728	17800 FM 529	HOUSTON	TX	77095	EXEMPT
LA FITNESS AND PRO RESULTS #729	2850 PEARLAND PARKWAY	PEARLAND	TX	77581	EXEMPT
LA FITNESS AND PRO RESULTS #731	19880 SOUTHWEST FREEWAY	SUGAR LAND	TX	77479	EXEMPT
LA FITNESS AND PRO RESULTS #732	1220 E. LEAGUE CITY PARKWAY	LEAGUE CITY	TX	77573	EXEMPT
LA FITNESS AND PRO RESULTS #733	6500 WESTWORTH BLVD.	WESTWORTH VILLAGE	TX	76114	EXEMPT
LA FITNESS AND PRO RESULTS #735	4220 MIDWAY ROAD	CARROLLTON	TX	75007	EXEMPT
LA FITNESS AND PRO RESULTS #737	2130 W HOLCOMBE BLVD.	HOUSTON	TX	77030	EXEMPT
LA FITNESS AND PRO RESULTS #738	701 NE LOOP 820	HURST	TX	76053	EXEMPT
LA FITNESS AND PRO RESULTS #740	3838 RICHMOND AVENUE	HOUSTON	TX	77027	EXEMPT
LA FITNESS AND PRO RESULTS #742	6386 NORTH ELDRIDGE PARKWAY	HOUSTON	TX	77041	EXEMPT
LA FITNESS AND PRO RESULTS #744	2860 CROCKETT STREET	FORT WORTH	TX	76107	EXEMPT
LA FITNESS AND PRO RESULTS #745	9244 W. SAM HOUSTON PARKWAY N.	HOUSTON	TX	77064	EXEMPT
LA FITNESS AND PRO RESULTS #746	4540 WEST MOCKINGBIRD LANE	DALLAS	TX	75209	EXEMPT
LA FITNESS AND PRO RESULTS #748	9603 WESTHEIMER ROAD	HOUSTON	TX	77063	EXEMPT
LA FITNESS AND PRO RESULTS #749	2690 N. HASKELL AVE.	DALLAS	TX	75204	EXEMPT
LADIES FIRST	1304 3RD STREET	MARBLE FALLS	TX	78654	YES
LAKE SIDE FITNESS PK	617 N. FM 2353 SUITE 1	GRAFORD	TX	76449	YES
LAKELINE FIT BODY BOOT CAMP	14005 N-US 183 #300	AUSTIN	TX	78717	YES
LANDMARK FITNESS CLUB	12740 MERIT DRIVE	DALLAS	TX	75251	EXEMPT
LANDSHARK FITNESS	14329 NORTHWEST BLVD.	CORPUS CHRISTI	TX	78410	EXEMPT
LEANDER ATHLETIC CLUB, LLC	190 N. BAGDAD ROAD, BLD. D	LEANDER	TX	78641	YES



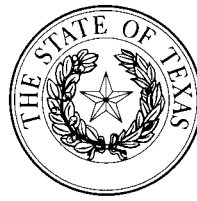
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LEGACY FITNESS & GYM	2231 S. LOOP 288 STE.130	DENTON	TX	76205	EXEMPT
LEGENDS BOXING	9414 GAYLORD DRIVE	HOUSTON	TX	77024	YES
LEGENDS BOXING CYPRESS	15103 MASON RD., STE. C-3	CYPRESS	TX	77433	YES
LEGENDS GYM & HEALTH CLUB	3315 N. STATELINE AVE	TEXARKANA	TX	75503	EXEMPT
LIBERATION BARBELL CLUB	3900 DROSSETT DR., STE A	AUSTIN	TX	78744	YES
LIFE TIME	9922 FRY ROAD	CYPRESS	TX	77433	EXEMPT
LIFE TIME	7320 N STATE HIGHWAY 161	IRVING	TX	75063	EXEMPT
LIFE TIME	7910 COLLIN MCKINNEY PARKWAY	MC KINNEY	TX	75070	EXEMPT
LIFE TIME	8421 HIGHWAY 6	MISSOURI CITY	TX	77459	EXEMPT
LIFE TIME	9000 SIX PINES DRIVE	SHENANDOAH	TX	77380	EXEMPT
LIFE TIME ATHLETIC	4210 W. BRAKER LANE	AUSTIN	TX	78759	EXEMPT
LIFE TIME ATHLETIC	1221 CHURCH ST	COLLEYVILLE	TX	76034	EXEMPT
LIFE TIME ATHLETIC	5910 N CENTRAL EXPRESSWAY	DALLAS	TX	75206	EXEMPT
LIFE TIME ATHLETIC	10761 FOUNDERS WAY	FORT WORTH	TX	76177	EXEMPT
LIFE TIME ATHLETIC	19250 GULFBROOK DRIVE	FRIENDSWOOD	TX	77546	EXEMPT
LIFE TIME ATHLETIC	4900 THRONE HALL DRIVE	FRISCO	TX	75034	EXEMPT
LIFE TIME ATHLETIC	1 HEALTHY WAY	HOUSTON	TX	77046	EXEMPT
LIFE TIME ATHLETIC	7100 PRESTON RD.	PLANO	TX	75024	EXEMPT
LIFE TIME ATHLETIC	5639 WORTH PARKWAY	SAN ANTONIO	TX	78257	EXEMPT
LIFE TIME ATHLETIC	1331 HWY 6	SUGARLAND	TX	77478	EXEMPT
LIFE TIME ATHLETIC	907 W. 5TH STREET	AUSTIN	TX	78703	EXEMPT
LIFE TIME ATHLETIC	1202 MAIN STREET, SUITES 110 & 210	HOUSTON	TX	77002	EXEMPT
LIFE TIME FITNESS	971 STATE HWY 121	ALLEN	TX	75013	EXEMPT
LIFE TIME FITNESS	13725 RANCH ROAD 620 NORTH	AUSTIN	TX	78717	EXEMPT
LIFE TIME FITNESS	7101 S. MOPAC EXPRESSWAY	AUSTIN	TX	78749	EXEMPT
LIFE TIME FITNESS	3419 TRINITY MILLS RD.	DALLAS	TX	75287	EXEMPT
LIFE TIME FITNESS	3100 CHURCHILL DR.	FLOWER MOUND	TX	75022	YES
LIFE TIME FITNESS	5602 NAAMAN FOREST BLVD.	GARLAND	TX	75044	EXEMPT
LIFE TIME FITNESS	7717 WILLOW CHASE BLVD.	HOUSTON	TX	77070	EXEMPT



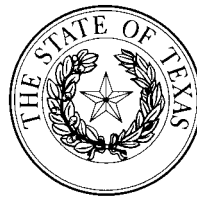
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LIFE TIME FITNESS	815 TOWN AND COUNTRY LANE	HOUSTON	TX	77024	EXEMPT
LIFE TIME FITNESS	13600 WILL CLAYTON PARKWAY	HUMBLE	TX	77346	EXEMPT
LIFE TIME FITNESS	20515 W. LAKE PARKWAY	HUMBLE	TX	77346	EXEMPT
LIFE TIME FITNESS	23211 CINCO RANCH BLVD.	KATY	TX	77494	EXEMPT
LIFE TIME FITNESS	1551 EAST DEBBIE LANE	MANSFIELD	TX	76063	EXEMPT
LIFE TIME FITNESS	18510 US 281 N.	SAN ANTONIO	TX	78259	EXEMPT
LIFE TIME FITNESS AND LIFE TIME ATHLETIC	5015 WESTHEIMER ROAD, SUITE 4020	HOUSTON	TX	77056	EXEMPT
LIFESTYLE 360 HEALTH & FITNESS CENTER	12155 SHADOW CREEK PARKWAY, #111	PEARLAND	TX	77584	YES
LIFT ATX, LLC	1005 SPRINGDALE #3	AUSTIN	TX	78721	YES
LIGHTWEIGHT BODYBUILDING	200 S. LAVACA STREET	WHITNEY	TX	76692	EXEMPT
LIME FITNESS, LLC	15 SMITH ROAD, SUITE 1200	MIDLAND	TX	79705	EXEMPT
LIV FIERCE, LLC	119 SOUTHPOINT DR., SUITE 200	LIVINGSTON	TX	77351	YES
LIVWELL ATHLETIC CLUB	1616 TULANE DRIVE	LUFKIN	TX	75901	YES
LIVINGSTON FITNESS CENTER "LFC"	601 W CHURCH ST	LIVINGSTON	TX	77351	YES
LOS CAMPEONE GYM AUSTIN NORTH	6406 N IH 35 FRONTAGE ROAD	AUSTIN	TX	78752	YES
LOS CAMPEONES AUSTIN	9811 VIKKI TERRACE	AUSTIN	TX	78736	YES
LOTT FITNESS CENTER	1026 W. 2ND	CORSICANA	TX	75110	YES
LOTT PHYSICAL THERAPY & FITNESS CENTER	375A W US HWY 84	FAIRFIELD	TX	75840	YES
LOVE OAK 24/7 HEALTH CLUB	805 WEST MAIN STREET	EASTLAND	TX	76448	YES
LUCKY TRANSFORMATION CENTER	2204 SHANNON DRIVE	MCKINNEY	TX	75072	YES
LVFT FITNESS, LLC DBA GET FIT FITNESS	2222 TRAWOOD	EL PASO	TX	79935	YES
M16 GYM LLC	129 W. NOPAL	UVALDE	TX	78801	YES
MA'AM CAVE FITNESS, LLC	2315 HARVEY DR., SUITE 8 & 9	MC ALLEN	TX	78501	YES
MADABOLIC	8200 WASHINGTON AVE., SUITE 300	HOUSTON	TX	77007	YES
MADABOLIC	1901 PRESTON ROAD, SUITE E1002	PLANO	TX	75023	EXEMPT
MADABOLIC MCALLEN	923 W DOVE AVE	MC ALLEN	TX	78504	YES
MAIN STREET FITNESS	208 S. MAIN	MCGREGOR	TX	76657	EXEMPT



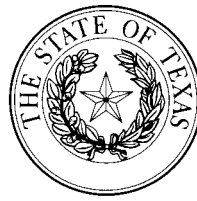
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MAIN STREET FITNESS MARLIN	204 LIVE OAK	MARLIN	TX	76661	NO
MAIN STREET GYM	1000 E MAIN STREET STE. 205	MIDLOTHIAN	TX	76065	YES
MAINSTREET GYM	211 WEST BUCK STREET	CALDWELL	TX	77836	EXEMPT
MARSH LANE KICKBOXING	3767 FOREST LN., STE. 126	DALLAS	TX	75244	EXEMPT
MAYHEM FITNESS	1501 DARRINGTON RD.	HORIZON CITY	TX	79928	YES
MAYWEATHER BOXING + FITNESS CEDAR HILL TX	305W. FM-1382, STE. 219	CEDAR HILL	TX	75104	YES
MAYWEATHER BOXING + FITNESS PEARLAND	11200 BROADWAY ST., STE. 620	PEARLAND	TX	77584	YES
MAYWEATHER BOXING + FITNESS PLANO WEST TEXAS	18484 PRESTON ROAD, SUITE 301	DALLAS	TX	75252	YES
MAYWEATHER BOXING + FITNESS PRESTON HOLLOW	6060 FOREST LANE, #896	DALLAS	TX	75230	YES
MAYWEATHER BOXING AND FITNESS	11101 BURNET RD, STE A190	AUSTIN	TX	78758	YES
ME FITNESS 508	508 S. ALFORD	CRANE	TX	79731	YES
METROFLEX GYM	2921 S. COOPER ST. #109	ARLINGTON	TX	76015	EXEMPT
METROFLEX GYM SAN MARCOS	2101 CLOVIS R. BARKER RD.	SAN MARCOS	TX	78666	EXEMPT
METROFLEX GYM WEATHERFORD	2113 CLEAR LAKE ROAD, SUITE 700	WEATHERFORD	TX	76087	YES
METROFLEX GYM- FT WORTH MMA	5501 THELIN STREET, SUITE 125	FORT WORTH	TX	76115	EXEMPT
MOMENTUM PHYSICAL THERAPY & SPORTS REHAB	3456 HIGHWAY 16 SOUTH	BANDERA	TX	78003	EXEMPT
MOMENTUM UNLEASHED	4738 SOUTH PADRE ISLAND DRIVE, SUITE B	CORPUS CHRISTI	TX	78411	EXEMPT
MONKEY FITNESS 915 LLC	1065 DONIPHAN PARK CIR., STE. A&B	EL PASO	TX	79922	YES
MONSTER BODYBUILDING SPORT AND FITNESS, LLC	235 NORTH CENTRAL EXPRESSWAY	RICHARDSON	TX	75080	YES
MOOV	6009 MAIN ST.	FRISCO	TX	75034	YES
MORE THAN YOGA	2865 MCDERMOTT RD., #201	PLANO	TX	75025	YES
MOVEMENT CLIMBING, YOGA AND FITNESS	141 GLASS STREET	DALLAS	TX	75207	YES
MOVEMENT CLIMBING, YOGA AND FITNESS	8021 WALNUT HILL LANE	DALLAS	TX	75231	YES
MOVEMENT CLIMBING, YOGA AND FITNESS	2828 W LANCASTER AVE.	FORT WORTH	TX	76107	YES
MOVEMENT CLIMBING, YOGA AND FITNESS	2389 MIDWAY ROAD	CARROLLTON	TX	75006	YES



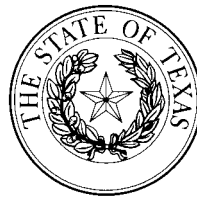
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MOVEMENT CLIMBING, YOGA AND FITNESS	220 W OAK ST.	DENTON	TX	76201	YES
MOVEMENT CLIMBING, YOGA AND FITNESS	3105 WILLIAM D TATE AVE	GRAPEVINE	TX	76051	YES
MOVEMENT CLIMBING, YOGA AND FITNESS	525 TALBERT DRIVE	PLANO	TX	75903	YES
MVEMENT, LLC	7560 GREENVILLE AVENUE	DALLAS	TX	75231	YES
MY HOUSE FITNESS - ALLEN	190 EAST STACY ROAD, SUITE 1506	ALLEN	TX	75002	EXEMPT
MY TIME FITNESS, LLC	12770 EDGEMERE BLVD, BLDG H	EL PASO	TX	79938	YES
NAUTILUS FAMILY FITNESS OF PARIS	110 S. COLLEGIATE	PARIS	TX	75460	EXEMPT
NAUTILUS FAMILY FITNESS OF PARIS	110 S. COLLEGIATE	PARIS	TX	75460	EXEMPT
NAUTILUS SPORT & FITNESS CENTER DENISON	2402 WEST MORTON, SUITE 201	DENISON	TX	75020	YES
NAUTILUS TOTAL FITNESS CENTER	2235 N. CENTER	BONHAM	TX	75418	EXEMPT
NCAL LIFESTYLE LLC DBA 9 ROUND BEECHNUT	4656 BEECHNUT STREET	HOUSTON	TX	77096	YES
NEPTUNE FITNESS, LLC DBA NEPTUNE FITNESS	1001 SECOND ST., BLDG. 3	CORPUS CHRISTI	TX	78404	YES
NEW LIFE FITNESS	24911 KUYKENDAHL ROAD	TOMBALL	TX	77375	EXEMPT
NO FEAR FITNESS LLC	2602 FORT WORTH HWY., SUITE 116	HUDSON OAKS	TX	76087	YES
NORTH RICHLAND HILLS CURVES	7140 RUFÉ SNOW DRIVE #212	NORTH RICHLAND HILLS	TX	76148	EXEMPT
NRICH FITNESS	4100 SOUTH LAKE FOREST DR. #330	MCKINNEY	TX	75070	EXEMPT
O ATHLETIK LLC	767 N SHEPHERD DR., STE. 300	HOUSTON	TX	77007	YES
ODESSA CROSSFIT	6130 E. 56TH STREET	ODESSA	TX	79762	EXEMPT
OLD FIREHOUSE GYM	515 W MAIN ST	DENISON	TX	75020	EXEMPT
OMEGA PT	3405 MIDWAY STE. 690	PLANO	TX	75093	EXEMPT
ONE FITNESS LUBBOCK	7615 82ND STREET	LUBBOCK	TX	79424	YES
ONE ON ONE PERSONAL TRAINING AND FITNESS CENTER	3343 WINTHROP AVE.	FORT WORTH	TX	76116	YES
ONE-ON-ONE PERSONAL TRAINING & FITNESS	3343 WINTHROP	FORT WORTH	TX	76116	YES
ONNIT ACADEMY HQ	4401 FREIDRICH LANE, SUITE 301	AUSTIN	TX	78744	YES
ORANGETHEORY FITNESS	945 W STACY RD, STE. 180	ALLEN	TX	75013	EXEMPT
ORANGETHEORY FITNESS	4280 SOUTH SONCY RD., #400	AMARILLO	TX	79121	YES
ORANGETHEORY FITNESS	1805 N. COLLINS #111	ARLINGTON	TX	76011	YES



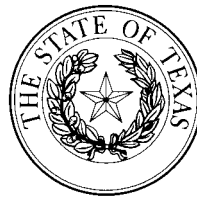
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ORANGETHEORY FITNESS	4000 FIVE POINTS BLVD, STE. 155	ARLINGTON	TX	76018	YES
ORANGETHEORY FITNESS	10721 RESEARCH BLVD A-100	AUSTIN	TX	78759	YES
ORANGETHEORY FITNESS	1100 SOUTH LAMAR, BUILDING 1, SUITE 1115	AUSTIN	TX	78704	EXEMPT
ORANGETHEORY FITNESS	1211 EAST 5TH STREET	AUSTIN	TX	78702	YES
ORANGETHEORY FITNESS	12314 N INTERSTATE HWY 35, SUITE 105	AUSTIN	TX	78753	YES
ORANGETHEORY FITNESS	13000 N FM 620 SUITE 105	AUSTIN	TX	78750	YES
ORANGETHEORY FITNESS	14900 AVERY RANCH BLVD, SUITE A-100	AUSTIN	TX	78717	EXEMPT
ORANGETHEORY FITNESS	1911 ALDRICH STREET, SUITE 175	AUSTIN	TX	78723	YES
ORANGETHEORY FITNESS	3100 ESPERANZA CROSSING, STE. 118	AUSTIN	TX	78758	EXEMPT
ORANGETHEORY FITNESS	401 W. 3RD STREET	AUSTIN	TX	78701	YES
ORANGETHEORY FITNESS	4601 N. LAMAR BLVD., SUITE 508	AUSTIN	TX	78751	EXEMPT
ORANGETHEORY FITNESS	5601 BRODIE LANE, SUITE 1200B	AUSTIN	TX	78745	EXEMPT
ORANGETHEORY FITNESS	5700 SLAUGHTER LANE, SUITE 260	AUSTIN	TX	78749	EXEMPT
ORANGETHEORY FITNESS	7415 SOUTHWEST PKWY, BUILDING 5D	AUSTIN	TX	78735	YES
ORANGETHEORY FITNESS	9500 SOUTH I.H. 35 SUITE L800	AUSTIN	TX	78748	EXEMPT
ORANGETHEORY FITNESS	1561 SW WILSHIRE BLVD., STE. 405	BURLESON	TX	76028	YES
ORANGETHEORY FITNESS	5001 183A TOLL RD, SUITE L100	CEDAR PARK	TX	78613	YES
ORANGETHEORY FITNESS	513 CIBOLO VALLEY DRIVE, SUITE 155	CIBOLO	TX	78108	NO
ORANGETHEORY FITNESS	1025 UNIVERSITY DRIVE, SUITE 103	COLLEGE STATION	TX	77840	YES
ORANGETHEORY FITNESS	11655 FM 2154, STE 200	COLLEGE STATION	TX	77845	YES
ORANGETHEORY FITNESS	240 N. DENTON TAP, STE 440	COPPELL	TX	75019	YES
ORANGETHEORY FITNESS	4938 SOUTH STAPLES ST. SUITE C-18	CORPUS CHRISTI	TX	78411	YES
ORANGETHEORY FITNESS	28404 HIGHWAY 290 SUITE G21	CYPRESS	TX	77433	EXEMPT



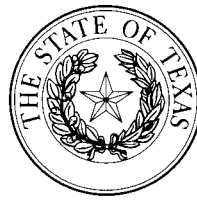
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ORANGETHEORY FITNESS	9925 BARKER CYPRESS SUITE 142	CYPRESS	TX	77433	YES
ORANGETHEORY FITNESS	9925 BARKER CYPRESS SUITE 142	CYPRESS	TX	77433	EXEMPT
ORANGETHEORY FITNESS	1801 PRESTON RD., STE. 105	DALLAS	TX	75252	YES
ORANGETHEORY FITNESS	1911 ABRAMS RD.	DALLAS	TX	75214	EXEMPT
ORANGETHEORY FITNESS	4447 NORTH CENTRAL EXPRESSWAY, STE. 100	DALLAS	TX	75205	EXEMPT
ORANGETHEORY FITNESS	5290 BELT LINE RD, STE. 156	DALLAS	TX	75254	YES
ORANGETHEORY FITNESS	5549 LOVERS LANE	DALLAS	TX	75209	YES
ORANGETHEORY FITNESS	6065 FOREST LANE	DALLAS	TX	75230	YES
ORANGETHEORY FITNESS	625 HIGH MARKET ST. STE 100	DALLAS	TX	75219	EXEMPT
ORANGETHEORY FITNESS	7949 WALNUT HILL LN, STE 165	DALLAS	TX	75230	EXEMPT
ORANGETHEORY FITNESS	2600 WEST 7TH STREET, STE. 131	FORT WORTH	TX	76107	YES
ORANGETHEORY FITNESS	5701 BRYANT IRVIN RD., STE. 106	FORT WORTH	TX	76132	YES
ORANGETHEORY FITNESS	6201 SUNSET DR., STE. 680	FORT WORTH	TX	76116	YES
ORANGETHEORY FITNESS	9500 FEATHER GRASS LN.	FORT WORTH	TX	76177	YES
ORANGETHEORY FITNESS	1769 S FRIENDSWOOD DR., SUITE 100	FRIENDSWOOD	TX	77546	EXEMPT
ORANGETHEORY FITNESS	15910 ELDORADO PARKWAY, SUITE 500	FRISCO	TX	75035	EXEMPT
ORANGETHEORY FITNESS	3555 LEGACY DR. SUITE 110	FRISCO	TX	75034	EXEMPT
ORANGETHEORY FITNESS	4350 W MAIN ST, SUITE 100	FRISCO	TX	75034	EXEMPT
ORANGETHEORY FITNESS	1500 RIVERY BLVD, SUITE 340	GEORGETOWN	TX	78628	YES
ORANGETHEORY FITNESS	1111 ELDRIDGE PARKWAY, SUITE 400	HOUSTON	TX	77077	EXEMPT
ORANGETHEORY FITNESS	1428 W. GRAY STREET	HOUSTON	TX	77019	EXEMPT
ORANGETHEORY FITNESS	15556 CUTTEN RD SUITE# 100	HOUSTON	TX	77070	YES
ORANGETHEORY FITNESS	16402 W LAKE HOUSTON PARKWAY SUITE 200	HOUSTON	TX	77044	EXEMPT



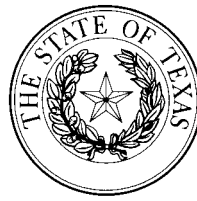
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ORANGETHEORY FITNESS	2313 EDWARDS STREET, SUITE 135	HOUSTON	TX	77007	EXEMPT
ORANGETHEORY FITNESS	2400 MIDLANE RD.	HOUSTON	TX	77027	EXEMPT
ORANGETHEORY FITNESS	2516 WROXTON RD SUITE 100	HOUSTON	TX	77005	EXEMPT
ORANGETHEORY FITNESS	3004 YALE ST SUITE 200	HOUSTON	TX	77018	EXEMPT
ORANGETHEORY FITNESS	3415 LOUISIANA ST	HOUSTON	TX	77002	EXEMPT
ORANGETHEORY FITNESS	3905 BELLAIRE BLVD.	HOUSTON	TX	77025	EXEMPT
ORANGETHEORY FITNESS	6415A SAN FELIPE	HOUSTON	TX	77057	YES
ORANGETHEORY FITNESS	788 W. SAM HOUSTON PARKWAY N., SUITE 128	HOUSTON	TX	77024	EXEMPT
ORANGETHEORY FITNESS	4810 GATTIS SCHOOL ROAD	HUTTO	TX	78634	EXEMPT
ORANGETHEORY FITNESS	7640 N. MACARTHUR BLVD. SUITE 140	IRVING	TX	75063	EXEMPT
ORANGETHEORY FITNESS	23144 CINCO RANCH BLVD SUITE K	KATY	TX	77494	EXEMPT
ORANGETHEORY FITNESS	4906 FM 1463 SUITE 500	KATY	TX	77494	EXEMPT
ORANGETHEORY FITNESS	101 TOWN CENTER LANE, STE A108	KELLER	TX	76248	YES
ORANGETHEORY FITNESS	4525 KINGWOOD DRIVE SUITE 100	KINGWOOD	TX	77345	EXEMPT
ORANGETHEORY FITNESS	5940 KYLE PARKWAY, SUITE 100	KYLE	TX	78640	YES
ORANGETHEORY FITNESS	1516 RR 620 SOUTH, STE 100	LAKEWAY	TX	78734	YES
ORANGETHEORY FITNESS	3502 E. DEL MAR BLVD., SUITE #6	LAREDO	TX	78045	YES
ORANGETHEORY FITNESS	3421 N LAKELINE BLVD SUITE 220	LEANDER	TX	78641	YES
ORANGETHEORY FITNESS	6201 N JOSEY LN, SUITE 200	LEWISVILLE	TX	75056	EXEMPT
ORANGETHEORY FITNESS	3141 E. BROAD ST., STE. 221	MANSFIELD	TX	76063	YES
ORANGETHEORY FITNESS	5800 NORTH 10TH ST. SUITE 110	MCALLEN	TX	78504	YES
ORANGETHEORY FITNESS	3625 W UNIVERSITY DR. SUITE 100	MCKINNEY	TX	75071	YES
ORANGETHEORY FITNESS	1765 NORTH TOWN EAST BLVD., #141	MESQUITE	TX	75150	YES
ORANGETHEORY FITNESS	601 E FM 544, STE 300	MURPHY	TX	75094	YES



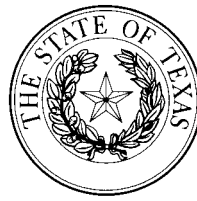
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ORANGETHEORY FITNESS	1691 W STATE HWY 46, SUITE 305	NEW BRAUNFELS	TX	78132	NO
ORANGETHEORY FITNESS	1300 W. PLANO PKWY, STE. 140	PLANO	TX	75075	YES
ORANGETHEORY FITNESS	2208 DALLAS PARKWAY, SUITE 321	PLANO	TX	75093	EXEMPT
ORANGETHEORY FITNESS	8245 PRESTON ROAD, SUITE 200	PLANO	TX	75024	EXEMPT
ORANGETHEORY FITNESS	790 PRESTON ROAD, SUITE #40	PROSPER	TX	75078	YES
ORANGETHEORY FITNESS	10169 W GRAND PARKWAY S, STE 200	RICHMOND	TX	77407	EXEMPT
ORANGETHEORY FITNESS	1063 E INTERSTATE 30 #103	ROCKWALL	TX	75087	YES
ORANGETHEORY FITNESS	311 UNIVERSITY BLVD., SUITE 100	ROUND ROCK	TX	78665	EXEMPT
ORANGETHEORY FITNESS	661 LOUIS HENNA BLVD, SUITE 450	ROUND ROCK	TX	78664	YES
ORANGETHEORY FITNESS	10538 POTRANCO RD.	SAN ANTONIO	TX	78251	YES
ORANGETHEORY FITNESS	11600 BANDERA ROAD	SAN ANTONIO	TX	78250	EXEMPT
ORANGETHEORY FITNESS	12055 VANCE JACKSON RD, SUITE 105	SAN ANTONIO	TX	78230	YES
ORANGETHEORY FITNESS	13433 SAN PEDRO AVE.	SAN ANTONIO	TX	78216	YES
ORANGETHEORY FITNESS	18018 OVERLOOK LOOP, SUITE 101	SAN ANTONIO	TX	78259	YES
ORANGETHEORY FITNESS	20811 US HIGHWAY 281N	SAN ANTONIO	TX	78258	EXEMPT
ORANGETHEORY FITNESS	22211 I-10 #1113	SAN ANTONIO	TX	78257	YES
ORANGETHEORY FITNESS	320 E. BASSE ROAD #107	SAN ANTONIO	TX	78209	YES
ORANGETHEORY FITNESS	427 N. LOOP 1604 W., SUITE 106	SAN ANTONIO	TX	78232	NO
ORANGETHEORY FITNESS	6482 N. NEW BRAUNFELS AVE	SAN ANTONIO	TX	78209	YES
ORANGETHEORY FITNESS	243 WONDER WORLD DRIVE, SUITE 108	SAN MARCOS	TX	78666	YES
ORANGETHEORY FITNESS	621 E SOUTHLAKE BLVD, STE 100	SOUTHLAKE	TX	76092	EXEMPT
ORANGETHEORY FITNESS	6600 SPRING STUEBNER ROAD SUITE 190	SPRING	TX	77389	EXEMPT
ORANGETHEORY FITNESS	6600 SPRING STUEBNER ROAD, SUITE 190	SPRING	TX	77389	YES
ORANGETHEORY FITNESS	15890 SOUTHWEST FREEWAY, SUITE 300	SUGAR LAND	TX	77478	EXEMPT



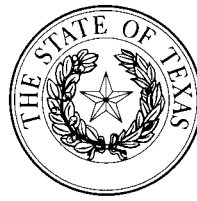
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ORANGETHEORY FITNESS	18841 UNIVERSITY BLVD., SUITE 420	SUGAR LAND	TX	77478	EXEMPT
ORANGETHEORY FITNESS	4747 RESEARCH FOREST DR SUITE 445	THE WOODLANDS	TX	77381	EXEMPT
ORANGETHEORY FITNESS	3150 PAT BOOKER ROAD	UNIVERSAL CITY	TX	78148	YES
ORANGETHEORY FITNESS	136 W BAY AREA BLVD	WEBSTER	TX	77598	EXEMPT
ORANGETHEORY FITNESS	3300 BEE CAVE RD SUITE 200	WESTLAKE	TX	78746	YES
ORANGETHEORY FITNESS	12680 W US 290, SUITE 150	AUSTIN	TX	78737	YES
ORANGETHEORY FITNESS	7301 N FM 620, SUITE175	AUSTIN	TX	78726	YES
ORANGETHEORY FITNESS	513 CIBOLO VALLEY DRIVE, SUITE 155	CIBOLO	TX	78108	YES
ORANGETHEORY FITNESS	4271 ESPLANADE PLACE, SUITE 100	FLOWER MOUND	TX	75028	EXEMPT
ORANGETHEORY FITNESS	3050 WAITS AVE.	FORT WORTH	TX	76109	YES
ORANGETHEORY FITNESS	19380 RONALD W REAGAN BLVD., STE. 400	GEORGETOWN	TX	78628	YES
ORANGETHEORY FITNESS	7205 FANNIN STREET, STE. 120	HOUSTON	TX	77030	EXEMPT
ORANGETHEORY FITNESS	4410 19TH STREET, SUITE 400	LUBBOCK	TX	79407	YES
ORANGETHEORY FITNESS	5214 98TH STREET, #300	LUBBOCK	TX	79424	EXEMPT
ORANGETHEORY FITNESS	2700 W. EXPRESSWAY 83, STE 465	MCALLEN	TX	78501	YES
ORANGETHEORY FITNESS	1691 W STATE HWY 46, SUITE 305	NEW BRAUNFELS	TX	78132	YES
ORANGETHEORY FITNESS	6149 HWY TX 191	ODESSA	TX	79762	YES
ORANGETHEORY FITNESS	15900 LA CANTERA PARKWAY, SUITE 26160	SAN ANTONIO	TX	78256	YES
ORANGETHEORY FITNESS	320 E BASSE RD., SUITE 107	SAN ANTONIO	TX	78201	YES
ORANGETHEORY FITNESS	427 N LOOP 1604 W, SUITE 106	SAN ANTONIO	TX	78232	YES
ORANGETHEORY FITNESS	6482 N NEW BRAUNFELS AVE.	SAN ANTONIO	TX	78209	YES
ORANGETHEORY FITNESS	188441 UNIVERSITY BLVD., SUITE 420	SUGAR LAND	TX	77478	EXEMPT
ORANGETHEORY FITNESS - CORONADO	6801 N MESA ST., STE. B-8	EL PASO	TX	79912	YES
ORANGETHEORY FITNESS BROWNSVILLE	3230 PABLO KISEL BLVD. SUITE E-109	BROWNSVILLE	TX	78526	NO



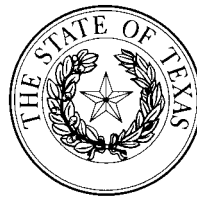
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ORANGETHEORY FITNESS CONROE	2105 W. DAVIS, SUITE B	CONROE	TX	77304	YES
ORANGETHEORY FITNESS HARLINGEN	6710 W EXPRESSWAY, SUITE 104	HARLINGEN	TX	78552	YES
ORANGETHEORY FITNESS OF MIDLAND	4410 N MIDKIFF RD B1	MIDLAND	TX	79705	EXEMPT
ORANGETHEORY FITNESS PASADENA	7730 SPENCER HIGHWAY, SUITE 210	PASADENA	TX	77505	YES
ORANGETHEORY FITNESS PASADENA	7730 SPENCER HWY, STE. 210	PASADENA	TX	77505	YES
ORANGETHEORY TEXOMA	5101 GATEWAY BLVD.	DENISON	TX	75020	YES
OSTEOSTRONG MIDTOWN DALLAS	12835 PRESTON RD., STE. 227	DALLAS	TX	75230	YES
OUTLAW FITCAMP FORT WORTH	5250 N. TARRANT PKWY #130	FORT WORTH	TX	76137	YES
OUTLAW FITCAMP KELLER	459 KELLER PARKWAY, SUITE B	KELLER	TX	76248	YES
OUTLAW FITCAMP MCKINNEY	500 N CUSTER ROAD, SUITE 104	MC KINNEY	TX	75071	YES
OUTLAW FITCAMP PLANO	4757 W. PARK BLVD STE 104	PLANO	TX	75093	YES
P.R.O. FIT	13402 WEST AVENUE SUITE 106	SAN ANTONIO	TX	78216	YES
PALMS TAN N TONE, LLC	1401 MLK BLVD, SUITE G	EL CAMPO	TX	77437	YES
PARADIGM GYM	1605 GREENVILLE AVE	DALLAS	TX	75206	YES
PBG COLLEGE STATION LLC DBA ANYTIME FITNESS	404 UNIVERSITY DR. EAST, SUITE X	COLLEGE STATION	TX	77840	YES
PBG IRVING LLC DBA ANYTIME FITNESS IRVING	6941 RIVERSIDE DRIVE, #120	IRVING	TX	75039	YES
PBG VICTORIA, LLC DBA ANYTIME FITNESS	3801 HOUSTON HWY., STE. 300	VICTORIA	TX	77901	YES
PEAK FITNESS	1337 BANDERA HIGHWAY	KERRVILLE	TX	78028	EXEMPT
PEAK PHYSICAL THERAPY AND FITNESS	176 N. MAIN ST.	VAN ALSTYNE	TX	75495	YES
PERFORMANT FITNESS	501 TROPHY LAKE DRIVE	TROPHY CLUB	TX	76262	YES
PERSPIRE SAUNA STUDIO - FORT WORTH WATERSIDE	3700 VISION DRIVE, SUITE 112	FORT WORTH	TX	76109	YES
PHARR GYM	101 E. INTERSTATE 2, SUITE F	PHARR	TX	78577	EXEMPT
PHYSICAL THERAPY TODAY WELLNESS CENTER	2431 S LOOP 289	LUBBOCK	TX	79423	EXEMPT



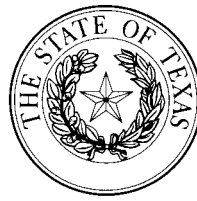
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PICKLELAND	21427 MARTIN LANE	PFLUGERVILLE	TX	78660	YES
PINNACLE STRENGTH	950 S. CARRIER PARKWAY, SUITE 140	GRAND PRAIRIE	TX	75051	YES
PITTMAN'S ACADEMY OF MARTIAL ARTS	2233 34TH STREET	LUBBOCK	TX	79411	YES
PLANET FITNESS	1701 FAIRWAY DRIVE, SUITE 9	ALVIN	TX	77511	YES
PLANET FITNESS	5425 S. COOPER ST.	ARLINGTON	TX	76017	YES
PLANET FITNESS	819 E. PIONEER PKWY	ARLINGTON	TX	76010	EXEMPT
PLANET FITNESS	1100 W. ANDERSON LANE	AUSTIN	TX	78757	EXEMPT
PLANET FITNESS	12611 NORTH MOPAC EXPRESSWAY #3	AUSTIN	TX	78727	YES
PLANET FITNESS	1807 W. SLAUGHTER LN, SUITE 480	AUSTIN	TX	78748	EXEMPT
PLANET FITNESS	1819 PLEASANT VALLEY ROAD, SUITE A	AUSTIN	TX	78741	EXEMPT
PLANET FITNESS	6425 S. IH-35	AUSTIN	TX	78744	EXEMPT
PLANET FITNESS	6800 WESTGATE BLVD.	AUSTIN	TX	78745	EXEMPT
PLANET FITNESS	489 STATE HWY 71	BASTROP	TX	78602	YES
PLANET FITNESS	6515 GARTH RD. STE 200	BAYTOWN	TX	77521	YES
PLANET FITNESS	7921 CAMP BOWIE W. BLVD.	BENBROOK	TX	76116	EXEMPT
PLANET FITNESS	1601 E PRICE ROAD, B	BROWNSVILLE	TX	78521	YES
PLANET FITNESS	432 N. HWY 67	CEDAR HILL	TX	75104	EXEMPT
PLANET FITNESS	1906 NORTH FRAZIER STREET	CONROE	TX	77301	YES
PLANET FITNESS	430 E. MAIN ST.	CROWLEY	TX	76036	EXEMPT
PLANET FITNESS	13140 LOUETTA ROAD, SUITE B	CYPRESS	TX	77429	YES
PLANET FITNESS	26068 US 290	CYPRESS	TX	77429	YES
PLANET FITNESS	11835 GREENVILLE AVE.	DALLAS	TX	75243	YES
PLANET FITNESS	3200 FALLS DRIVE	DALLAS	TX	75211	EXEMPT
PLANET FITNESS	3701 W NORTHWEST HWY BLG 2, SUITE 222	DALLAS	TX	75220	YES
PLANET FITNESS	912 W 12TH STREET	DALLAS	TX	75028	EXEMPT
PLANET FITNESS	3601 CENTER STREET	DEER PARK	TX	77536	YES
PLANET FITNESS	2434 S. IH-35	DENTON	TX	76205	EXEMPT
PLANET FITNESS	806 W. UNIVERSITY DR.	DENTON	TX	76201	EXEMPT



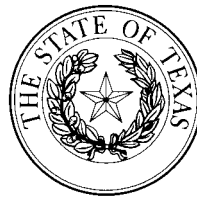
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PLANET FITNESS	1001 N. BECKLEY AVE. SUITE 240B	DESOTO	TX	75115	YES
PLANET FITNESS	1200 N. MAIN ST SUITE 100	EULESS	TX	76039	YES
PLANET FITNESS	2740 VALWOOD PARKWAY, SUITE 147	FARMERS BRANCH	TX	75234	YES
PLANET FITNESS	6605 FOREST HILL AVE.	FOREST HILL	TX	76140	YES
PLANET FITNESS	1950 EPHRIHAM AVE, SUITE 230	FORT WORTH	TX	76164	EXEMPT
PLANET FITNESS	4109 E. LANCASTER AVENUE, SUITE 101	FORT WORTH	TX	76103	EXEMPT
PLANET FITNESS	5334 TRAIL LAKE DR.	FORT WORTH	TX	76133	EXEMPT
PLANET FITNESS	6951 PRESTON RD	FRISCO	TX	75034	EXEMPT
PLANET FITNESS	541 W. PIONEER PKWY	GRAND PRAIRIE	TX	75051	EXEMPT
PLANET FITNESS	3316 DENTON HIGHWAY	HALTOM CITY	TX	76117	YES
PLANET FITNESS	913 N 13TH STREET STE 26	HARLINGEN	TX	78550	YES
PLANET FITNESS	2230 JUSTIN RD	HIGHLAND VILLAGE	TX	75077	YES
PLANET FITNESS	10116 HAMMERLY BOULEVARD	HOUSTON	TX	77080	YES
PLANET FITNESS	11187 FONDREN ROAD	HOUSTON	TX	77096	YES
PLANET FITNESS	14485 BELLAIRE BLVD., SUITE A	HOUSTON	TX	77083	YES
PLANET FITNESS	310 CYPRESS CREEK PKWY	HOUSTON	TX	77090	YES
PLANET FITNESS	3936 N. SHEPHERD DR.	HOUSTON	TX	77018	YES
PLANET FITNESS	5770 HOLLISTER RD	HOUSTON	TX	77040	YES
PLANET FITNESS	6102 SCOTT ST.	HOUSTON	TX	77021	YES
PLANET FITNESS	6960 BARKER CYPRESS ROAD	HOUSTON	TX	77084	YES
PLANET FITNESS	8150 SOUTHWEST FREEWAY, SUITE U	HOUSTON	TX	77074	YES
PLANET FITNESS	8455 HIGHWAY 6 NORTH	HOUSTON	TX	77095	YES
PLANET FITNESS	920 N. DURHAM DR.	HOUSTON	TX	77008	YES
PLANET FITNESS	9425 JONES ROAD	HOUSTON	TX	77065	YES
PLANET FITNESS	210 FM 1960 BYPASS ROAD EAST	HUMBLE	TX	77338	YES
PLANET FITNESS	372 E. PIPELINE ROAD	HURST	TX	76053	EXEMPT
PLANET FITNESS	664 GRAPEVINE HWY STE A	HURST	TX	76054	YES



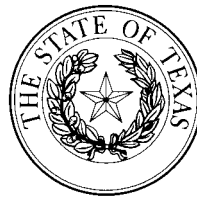
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PLANET FITNESS	1706 W. IRVING BLVD.	IRVING	TX	75061	YES
PLANET FITNESS	7640 N MACARTHUR BLVD	IRVING	TX	75063	YES
PLANET FITNESS	1705 N. FRY RD.	KATY	TX	77449	YES
PLANET FITNESS	24547 KATY FREEWAY	KATY	TX	77494	YES
PLANET FITNESS	1610 KELLER PARKWAY	KELLER	TX	76248	YES
PLANET FITNESS	1001 VETERANS MEMORIAL BLVD.	KILLEEN	TX	76541	EXEMPT
PLANET FITNESS	3404 W. STAN SCHLUETER LOOP	KILLEEN	TX	76549	YES
PLANET FITNESS	500 E ROUND GROVE RD., #201	LEWISVILLE	TX	75067	EXEMPT
PLANET FITNESS	400 N TIMBERLAND DR	LUFKIN	TX	75901	YES
PLANET FITNESS	118 US 287 FRONTAGE RD	MANSFIELD	TX	76063	YES
PLANET FITNESS	2901 N 23RD STREET	MCALLEN	TX	78501	YES
PLANET FITNESS	1102 SOUTH STREET	NACOGDOCHES	TX	75964	YES
PLANET FITNESS	20185 US HIGHWAY 59	NEW CANEY	TX	77357	YES
PLANET FITNESS	1535 S BOWEN	PANTEGO	TX	76013	YES
PLANET FITNESS	4802 FAIRMONT PKWY	PASADENA	TX	77505	YES
PLANET FITNESS	11005 SHADOW CREEK PKWY. STE 110	PEARLAND	TX	77584	YES
PLANET FITNESS	2700 WEST PECAN STREET #400	PFLUGERVILLE	TX	78660	EXEMPT
PLANET FITNESS	1300 E US BUSINESS HWY 83	PHARR	TX	78577	YES
PLANET FITNESS	5101 AVENUE H, SUITE 12	ROSENBERG	TX	77471	YES
PLANET FITNESS	200 W PALM VALLEY BLVD.	ROUND ROCK	TX	78664	EXEMPT
PLANET FITNESS	608 S. SAGINAW BLVD	SAGINAW	TX	76179	YES
PLANET FITNESS	410 NORTH US HWY 175 #101	SEAGOVILLE	TX	75159	YES
PLANET FITNESS	725 E.TAYLOR ST.	SHERMAN	TX	75090	EXEMPT
PLANET FITNESS	21356 KUYKENDAHL RD.	SPRING	TX	77379	YES
PLANET FITNESS	1800 N ROBISON ROAD SPACE 1-D	TEXARKANA	TX	75501	YES
PLANET FITNESS	27830 TOMBALL PARKWAY	TOMBALL	TX	77375	YES
PLANET FITNESS	2747 EAST 5TH ST.	TYLER	TX	75701	EXEMPT
PLANET FITNESS	8950 S. BROADWAY AVE.	TYLER	TX	75703	YES



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PLANET FITNESS	5206 N NAVARRO STREET, SUITE 200	VICTORIA	TX	77904	YES
PLANET FITNESS	300 N. VALLEY MILLS DR.	WACO	TX	76710	EXEMPT
PLANET FITNESS	3100 EAST FM 528 ROAD, SUITE A	WEBSTER	TX	77598	YES
PLANET FITNESS	560 EL DORADO BLVD.	WEBSTER	TX	77598	YES
PLANET FITNESS	1901 W EXPRESSWAY 83, STE 900	WESLACO	TX	78596	YES
PLANET FITNESS	3915 KELL BLVD, SUITE C	WICHITA FALLS	TX	76308	EXEMPT
PLANET FITNESS	1002 TX-3340 LOOP B	BELLMEAD	TX	76705	YES
PLANET FITNESS	13530 RONALD W REAGAN BLVD., STE. C-100	CEDAR PARK	TX	78613	YES
PLANET FITNESS	220 S LOOP 336 W	CONROE	TX	77304	YES
PLANET FITNESS	105 KENNINGS RD	CROSBY	TX	77532	YES
PLANET FITNESS	11255 GARLAND RD.	DALLAS	TX	75218	YES
PLANET FITNESS	1639 SOUTH BUCKNER BOULEVARD, SUITE 180	DALLAS	TX	75217	EXEMPT
PLANET FITNESS	3200 CAMP WISDOM DRIVE	DALLAS	TX	75237	EXEMPT
PLANET FITNESS	3701 W NORTHWEST HWY BLDG 2, SUITE 222	DALLAS	TX	75220	EXEMPT
PLANET FITNESS	4800 COLUMBIA AVE	DALLAS	TX	75266	EXEMPT
PLANET FITNESS	4800 COLUMBIA AVE.	DALLAS	TX	75266	YES
PLANET FITNESS	5301 ALPHA ROAD, SUITE 62	DALLAS	TX	75240	EXEMPT
PLANET FITNESS	5301 ALPHA ROAD, SUITE 62	DALLAS	TX	75240	EXEMPT
PLANET FITNESS	5744 SKILLMAN ST.	DALLAS	TX	75206	YES
PLANET FITNESS	912 WEST 12TH STREET	DALLAS	TX	75208	EXEMPT
PLANET FITNESS	9120 N FWY., #200	FORT WORTH	TX	76177	YES
PLANET FITNESS	1402 WEST WALNUT ST.	GARLAND	TX	75042	EXEMPT
PLANET FITNESS	6545 DUCK CREEK DRIVE	GARLAND	TX	75043	EXEMPT
PLANET FITNESS	1103 RIVERY BLVD., #3-307	GEORGETOWN	TX	78628	YES
PLANET FITNESS	201 E CENTRAL TEXAS EXPY., SUITE 1270	HARKER HEIGHTS	TX	76548	YES
PLANET FITNESS	10770 WESTHEIMER ROAD, SUITE 200	HOUSTON	TX	77042	YES



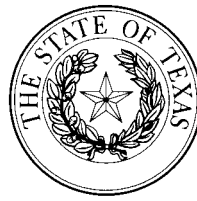
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PLANET FITNESS	12171 KATY FREEWAY	HOUSTON	TX	77079	YES
PLANET FITNESS	21147 SH-249	HOUSTON	TX	77070	YES
PLANET FITNESS	3333 TELEPHONE ROAD	HOUSTON	TX	77023	YES
PLANET FITNESS	1001 E VETERANS MEMORIAL BLVD., #101E	KILLEEN	TX	76541	EXEMPT
PLANET FITNESS	1245 S US 183	LEANDER	TX	78641	YES
PLANET FITNESS	117 S CENTRAL EXPY	MC KINNEY	TX	75070	EXEMPT
PLANET FITNESS	1016 PIONEER RD,	MESQUITE	TX	75149	EXEMPT
PLANET FITNESS	5500 S. BUCKNER BLVD. SUITE 400	MESQUITE	TX	75149	YES
PLANET FITNESS	5550 S BUCKNER BLVD.	MESQUITE	TX	75149	EXEMPT
PLANET FITNESS	5732 HIGHWAY 6	MISSOURI CITY	TX	77459	YES
PLANET FITNESS	28624 I-45	OAK RIDGE NORTH	TX	77386	YES
PLANET FITNESS	2550 PEARLAND PKWY., #170	PEARLAND	TX	77581	YES
PLANET FITNESS	1021 N. CENTRAL EXPRESSWAY	PLANO	TX	75075	YES
PLANET FITNESS	1306 E BELT LINE RD.	RICHARDSON	TX	75081	YES
PLANET FITNESS	1108 US-377	ROANOKE	TX	76262	YES
PLANET FITNESS	5505 ROWLETT RD.	ROWLETT	TX	75088	YES
PLANET FITNESS	13831 SOUTHWEST FWY	SUGARLAND	TX	77478	YES
PLANET FITNESS	3407 PALMER HIGHWAY	TEXAS CITY	TX	77590	YES
PLANET FITNESS	8950 S BROADWAY AVE	TYLER	TX	75703	YES
PLANET FITNESS #1140	2270 MACARTHUR DRIVE SUITE T-29	ORANGE	TX	77630	EXEMPT
PLANET FITNESS #1342	1201 RIDGE ROAD, SUITE 101	ROCKWALL	TX	75087	EXEMPT
PLANET FITNESS #1410	2900 WEST WASHINGTON SUITE 80 A	STEPHENVILLE	TX	76401	EXEMPT
PLANET FITNESS #1698	701 WEST ENNIS AVENUE	ENNIS	TX	75119	EXEMPT
PLANET FITNESS #23024	3871 STAGG DRIVE, #166	BEAUMONT	TX	77701	YES
PLANET FITNESS #268	3111 S. 31ST STREET, SUITE 6502	TEMPLE	TX	76502	EXEMPT
PLANET FITNESS #299	3220 OLTON ROAD	PLAINVIEW	TX	79072	EXEMPT
PLANET FITNESS #3512	1655 W HENDERSON STREET	CLEBURNE	TX	76033	EXEMPT
PLANET FITNESS #3513	5101 WESLEY ST. SUITE A	GREENVILLE	TX	75402	EXEMPT



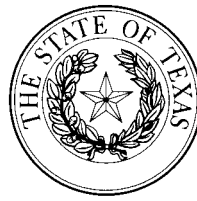
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PLANET FITNESS #4018	455 SOUTH BIBB AVE	EAGLE PASS	TX	78852	EXEMPT
PLANET FITNESS #441	3249 50TH STREET, SUITE 100	LUBBOCK	TX	79413	EXEMPT
PLANET FITNESS #6160	620 EAST END BOULEVARD SOUTH	MARSHALL	TX	75670	EXEMPT
PLANET FITNESS #627	1000 NORTH MIDKIFF ROAD, SUITE 13	MIDLAND	TX	79701	EXEMPT
PLANET FITNESS #6954	2500 VETERANS BLVD	DEL RIO	TX	78840	EXEMPT
PLANET FITNESS #7139	3552 KNICKERBOCKER RD.	SAN ANGELO	TX	76904	EXEMPT
PLANET FITNESS #775	4900 TWIN CITY HIGHWAY	GROVES	TX	77619	EXEMPT
PLANET FITNESS #8258	525 NORTH MAIN STREET, STE 100	BELTON	TX	76513	EXEMPT
PLANET FITNESS #869	1673 BRIARCREST DR. SUITE 100A	BRYAN	TX	77802	EXEMPT
PLANET FITNESS #870	2501 S. TEXAS AVE. SUITE B	COLLEGE STATION	TX	77840	EXEMPT
PLANET FITNESS #8732	1355 W. UNIVERSITY BLVD	ODESSA	TX	79764	EXEMPT
PLANET FITNESS #880	6430 EASTEX FREEWAY	BEAUMONT	TX	77708	EXEMPT
PLANET FITNESS #9155	1500 EAST COURT STREET, SUITE 800	SEGUIN	TX	78155	EXEMPT
PLANET FITNESS #9290	1821 SOUTH MAIN STREET, SUITE 100	WEATHERFORD	TX	76086	EXEMPT
PLANET FITNESS #9293	3500 WEST 7TH STREET. SUITE 20	CORSICANA	TX	75110	EXEMPT
PLANET FITNESS #93034	104 NORTH GREENVILLE AVE., SUITE 102A	ALLEN	TX	75002	EXEMPT
PLANET FITNESS #93424	5005 MARSHA SHARP FREEWAY	LUBBOCK	TX	79407	EXEMPT
PLANET FITNESS #93561	4025 LAMAR AVENUE, SUITE 200	PARIS	TX	75462	EXEMPT
PLANET FITNESS #93584	301 E HWY 377, SUITE 106	GRANBURY	TX	76048	EXEMPT
PLANET FITNESS #9388	3801 OLSEN BLVD. UNIT A	AMARILLO	TX	79109	EXEMPT
PLANET FITNESS #9531	2540 BARROW STREET	ABILENE	TX	79605	EXEMPT
PLANET FITNESS - CHELMONT	5026 MONTANA AVE.	EL PASO	TX	79903	EXEMPT
PLANET FITNESS - HORIZON	13681 GATEWAY WEST BLVD.	EL PASO	TX	79928	YES
PLANET FITNESS - JOE BATTLE	3000 JOE BATTLE	EL PASO	TX	79938	EXEMPT
PLANET FITNESS - MESA	5700 N MESA	EL PASO	TX	79912	EXEMPT



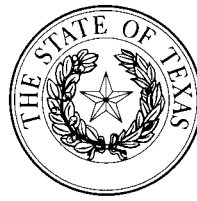
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PLANET FITNESS - MONTANA	6375 MONTANA AVE.	EL PASO	TX	79925	EXEMPT
PLANET FITNESS - MONTWOOD	11330 MONTWOOD DR.	EL PASO	TX	79936	EXEMPT
PLANET FITNESS - NORTHEAST	10861 GATEWAY SOUTH	EL PASO	TX	79934	EXEMPT
PLANET FITNESS - NORTHEAST	10861 GATEWAY SOUTH	EL PASO	TX	79934	EXEMPT
PLANET FITNESS - PEBBLE HILLS	10780 PEBBLE HILLS DRIVE	EL PASO	TX	79935	EXEMPT
PLANET FITNESS - PEBBLE HILLS	10780 PEBBLE HILLS DRIVE	EL PASO	TX	79935	EXEMPT
PLANET FITNESS - PENDALE	1317 PENDALE RD.	EL PASO	TX	79936	EXEMPT
PLANET FITNESS - RESLER	725 N RESLER	EL PASO	TX	79912	EXEMPT
PLANET FITNESS - ROJAS	1317 PENDALE RD.	EL PASO	TX	79936	EXEMPT
PLANET FITNESS - ZARAGOZA	1505 NORTH ZARAGOZA	EL PASO	TX	79936	EXEMPT
PLANET FITNESS - ZARAGOZA II	3266 N ZARAGOZA	EL PASO	TX	79938	EXEMPT
PLANET FITNESS ALAMO	1449 W DURANTA #6	ALAMO	TX	78516	YES
PLANET FITNESS ANNAVILLE	11330 LEOPARD ST.	CORPUS CHRISTI	TX	78410	YES
PLANET FITNESS BANDERA	6700 HUEBNER ROAD, SUITE 101	SAN ANTONIO	TX	78238	EXEMPT
PLANET FITNESS BOERNE	1361 S MAIN ST	BOERNE	TX	78006	EXEMPT
PLANET FITNESS BOOKER	1705 PAT BOOKER ROAD, SUITE 216	UNIVERSAL CITY	TX	78148	EXEMPT
PLANET FITNESS BUCKNER	1639 S BUCKNER BLVD, SUITE 180	DALLAS	TX	75217	YES
PLANET FITNESS BULVERDE	20475 HIGHWAY 46 #80	BULVERDE	TX	78070	YES
PLANET FITNESS CONVERSE	8338 FM 78	CONVERSE	TX	78109	YES
PLANET FITNESS CORPUS	5858 SOUTH PADRE ISLAND DRIVE, #196	CORPUS CHRISTI	TX	78412	EXEMPT
PLANET FITNESS EDINBURG	1606 W. UNIVERSITY DR.	EDINBURG	TX	78539	YES
PLANET FITNESS FREDERICKSBURG	4400 FREDERICKSBURG ROAD, SUITE 100	SAN ANTONIO	TX	78201	EXEMPT
PLANET FITNESS GARLAND	6545 DUCK CREEK DRIVE	GARLAND	TX	75043	EXEMPT
PLANET FITNESS HOUSTON	13839 BRECK STREET	HOUSTON	TX	77066	YES
PLANET FITNESS KILGORE	605 N. HENDERSON BLVD.	KILGORE	TX	75662	YES
PLANET FITNESS LAKE JACKSON	208 HWY 332 WEST	LAKE JACKSON	TX	77566	YES



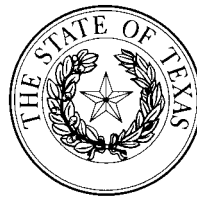
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PLANET FITNESS LAREDO	402 W CARLTON RD	LAREDO	TX	78041	YES
PLANET FITNESS LONGVIEW	110 TRIPLE CREEK DRIVE, STE 10	LONGVIEW	TX	75601	YES
PLANET FITNESS MARBACH	1739 SW LOOP 410, SUITE 814	SAN ANTONIO	TX	78227	EXEMPT
PLANET FITNESS MESQUITE	1016 PIONEER ROAD	MESQUITE	TX	75149	YES
PLANET FITNESS MISSION	1131 SE MILITARY DRIVE, SUITE 101	SAN ANTONIO	TX	78214	EXEMPT
PLANET FITNESS MISSION	901 N. DUNLAP AVE.	MISSION	TX	78572	YES
PLANET FITNESS NACOGDOCHES	13932 NACOGDOCHES ROAD	SAN ANTONIO	TX	78217	EXEMPT
PLANET FITNESS NEW BRAUNFELS	1671 IH-35 SOUTH, SUITE 401	NEW BRAUNFELS	TX	78130	EXEMPT
PLANET FITNESS OLMOS	14610 HUEBNER ROAD, SUITE 110	SAN ANTONIO	TX	78230	EXEMPT
PLANET FITNESS PAVILIONS	2502 NACOGDOCHES RD	SAN ANTONIO	TX	78217	EXEMPT
PLANET FITNESS PORTLAND	1550 WILDCAT DR	PORTLAND	TX	78374	YES
PLANET FITNESS POTRANCO	11227 POTRANCO ROAD	SAN ANTONIO	TX	78253	EXEMPT
PLANET FITNESS SOUTHWEST MILITARY	2315 SW MILITARY DRIVE	SAN ANTONIO	TX	78224	YES
PLANET FITNESS STONE OAK	20760 US HIGHWAY 281 NORTH, SUITE B	SAN ANTONIO	TX	78259	EXEMPT
PLANET FITNESS WESTSIDE	207 N GENERAL MCMULLEN DR	SAN ANTONIO	TX	78237	EXEMPT
PLANET FITNESS WHITE ROAD	1721 S.W.W. WHITE ROAD, SUITE 105	SAN ANTONIO	TX	78220	YES
PLANET FITNESS-CIMARRON	7725 CIMARRON BAZAAR CT.	EL PASO	TX	79912	EXEMPT
PLANET FITNESS-MONTWOOD	11330 MONTWOOD DR.	EL PASO	TX	79936	YES
PLANET FITNESS - RESLER	725 N RESLER	EL PASO	TX	79912	EXEMPT
PLANO ATHLETIC CLUB	4600 WEST PARK BLVD.	PLANO	TX	75093	YES
PLANT FITNESS	11703 EASTEX FWY	HOUSTON	TX	77039	YES
PLATINIUM FITNESS	2955 HWY 35 N	ROCKPORT	TX	78382	YES
PLEASANTON ATHLETIC CENTER	1202 W. OAKLAWN RD.	PLEASANTON	TX	78064	EXEMPT
POWER CORE PILATES, LLC	526 S. 2ND STREET	WACO	TX	76706	YES
POWER PLAY FITNESS	6090 CAMPBELL ROAD, SUITE 136	DALLAS	TX	75248	EXEMPT
POWERHOUSE GYM	2420 BOB WHITE DRIVE	GRANBURY	TX	76049	EXEMPT
POWERHOUSE GYM	2825 NALL ST. #6	PORT NECHES	TX	77651	YES



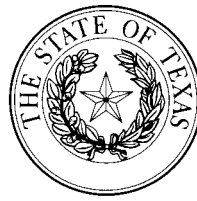
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POWERHOUSE GYM	1840 N. LEE TREVINO DR., STE. 100	EL PASO	TX	79936	YES
POWERMASTER FITNESS	15747 SAN PEDRO	SAN ANTONIO	TX	78232	YES
PRECISION FITNESS	17390 PRESTON RD. SUITE 360	DALLAS	TX	75252	YES
PREMIER MARTIAL ARTS	12611 IH-10 WEST, SUITE 102	SAN ANTONIO	TX	78230	YES
PREMIER MARTIAL ARTS FLOWER MOUND	2608 FLOWER MOUND RD., SUITE 100	FLOWER MOUND	TX	75028	YES
PREMIER MARTIAL ARTS OF RICHMOND	8019 WEST GRAND PARKWAY SOUTH #1070	RICHMOND	TX	77407	YES
PRESTON FITNESS	6118 LUTHER LN	DALLAS	TX	75225	EXEMPT
PRINCETON PERFORMANT FITNESS, LLC	302 WEST PRINCETON ROAD	PRINCETON	TX	75407	YES
PRO FIT 24, LLC	3416 FM 2920 ROAD, STE. 180	SPRING	TX	77388	EXEMPT
PRO FLEX GYM	120 JOHNSTON STREET	LONGVIEW	TX	75601	YES
PRO FLEX GYM	1905 W. LOOP 281, SUITE 74	LONGVIEW	TX	75604	YES
PRO MARTIAL ARTS	6465 E. MOCKINGBIRD LN, SUITE 420	DALLAS	TX	75214	YES
PROACTIVE LIFESTYLE FITNESS	811 S. MASON RD	KATY	TX	77450	YES
PROACTIVE LIFESTYLE FITNESS	6905 CYPRESSWOOD DR.	SPRING	TX	77379	YES
PROSISELY LLC DBA BEPROSISE PERFORMANCE	15222 KING ROAD, SUITE 903	FRISCO	TX	75036	YES
PT GYM, LLC	3751 S. STONEBRIDGE DR., STE. 600	MC KINNEY	TX	75070	YES
PUMP HOUSE GYM	500 PARK ST.	WINNSBORO	TX	75494	YES
PURE FITNESS FOR WOMEN	6370 LOUETTA ROAD #A	SPRING	TX	77379-7590	YES
QUALITY LIFE FITNESS	4543 POST OAK PLACE DR, STE 100	HOUSTON	TX	77027	EXEMPT
R&R HEALTH AND FITNESS CENTER	110 EAST FRANKLIN ST.	HILLSBORO	TX	76645	YES
RACHEL TEMPLE'S GYM, LLC DBA AEROFIT HEALTH CLUB	950 EAST AUSTIN	PARIS	TX	75460	EXEMPT
RADIANT YOGA, LLC	449 EAST INTERSTATE 30	ROCKWALL	TX	75087	EXEMPT
RAMM'S FITNESS, LLC	5500 W I-30	GREENVILLE	TX	75402	EXEMPT
RAW IRON	403 N. KILGORE ST.	KILGORE	TX	75662	YES
RAW IRON	2520 S. WASHINGTON AVE.	MARSHALL	TX	75672	YES



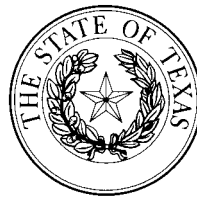
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RAW IRON	406 WEST BROADWAY	WINNSBORO	TX	75494	YES
RAW IRON	609 N. JEFFERSON AVE	MT. PLEASANT	TX	75455	NO
RAW IRON DAINGERFIELD	1407 FRANKLIN STREET	DAINGERFIELD	TX	75638	YES
RAW IRON GYM HENDERSON	2101 STATE HWY 64 WEST	HENDERSON	TX	75652	YES
RAW IRON GYM HENDERSON	2101 STATE HIGHWAY 64 W	HENDERSON	TX	75652	YES
RAW IRON GYM JACKSONVILLE	1300 SOUTH BOLTON ST.	JACKSONVILLE	TX	75766	YES
RAW IRON GYM PALESTINE	1312 MOODY ST.	PALESTINE	TX	75801	YES
RAW IRON GYM TYLER	3320 TROUP HWY SUITE 160	TYLER	TX	75701	YES
RAW IRON GYM TYLER	3810 TIMMS ST.	TYLER	TX	75701	YES
RAW IRON MT PLEASANT	609 NORTH JEFFERSON	MOUNT PLEASANT	TX	75455	YES
RAW IRON PITTSBURG	905 NORTH GREER BLVD.	PITTSBURG	TX	75686	YES
RAW IRON WINNSBORO	406 WEST BROADWAY	WINNSBORO	TX	75494	YES
RE:GEN PILATES, LLC	1061 N. COLEMAN, SUITE 110	PROSPER	TX	75078	EXEMPT
REAL PERFORMANCE TRAINING & FITNESS CENTER	1014 N. NOLAN RIVER ROAD	CLEBURNE	TX	76033	EXEMPT
REAL PERFORMANCE TRAINING & FITNESS	1014 N. NOLAN RIVER ROAD, UNIT B	CLEBURNE	TX	76033	YES
RECESS FITNESS CLUB	5706 E. MOCKINGBIRD LN #310	DALLAS	TX	75206	YES
RECOVERY PROJECT	6503 FM 1488, STE 401	MAGNOLIA	TX	77354	EXEMPT
REDLINE ATHLETICS - COPPELL	801 HAMMOND STREET, SUITE 100	COPPELL	TX	75019	YES
REDLINE ATHLETICS - KELLER	5951 PARK VISTA CIRCLE, SUITE 100	FORT WORTH	TX	76244	YES
REDSKULL FITNESS 2.0 LLC	5561-A ALEMEDA AVENUE	EL PASO	TX	79905	YES
REDSKULL FITNESS LLC	1501 DARRINGTON RD.	EL PASO	TX	79928	YES
REFORM AND RIDE	1125 LEGACY DR. STE. 100	FRISCO	TX	75034	YES
REGION 3 FITNESS	19178 BLANCO RD #201	SAN ANTONIO	TX	78258	YES
REGYMEN FITNESS	10515 N. MOPAC EXPRESSWAY, SUITE A150	AUSTIN	TX	78759	YES
REGYMEN FITNESS AT THE GROVE	2609 PERSEVERANCE DRIVE	AUSTIN	TX	78731	NO
REGYMEN ROUND ROCK	3021 S IH 35, #150	ROUND ROCK	TX	78664	YES



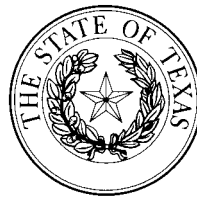
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RENEAU REHAB	208 S. RED RIVER EXPY	BURKBURNETT	TX	76354	EXEMPT
RENEAU REHAB	2500 KEMP BLVD.	WICHITA FALLS	TX	76309	EXEMPT
RESULTS FITNESS FOR WOMEN	2135 RIDGE ROAD #200	ROCKWALL	TX	75087	EXEMPT
RETROFITNESS OF ALIEF	11753 WEST BELLFORT	STAFFORD	TX	77477	YES
RETROFITNESS OF GARLAND	3265 BROADWAY BLVD., #102	GARLAND	TX	75043	YES
RETROFITNESS OF MESQUITE	2524 N. GALLOWAY AVE.	MESQUITE	TX	75150	YES
RETROFITNESS OF NORTH DALLAS	7989 BELT LINE ROAD #200	DALLAS	TX	75248	YES
RETROFITNESS OF PASADENA	3510-3650 SPENCER HWY	PASADENA	TX	77504	YES
RETROFITNESS OF RICHARDSON	1301 E BELT LINE ROAD	RICHARDSON	TX	75081	YES
RETROFITNESS OF WESTCHASE	12568 WESTHEIMER ROAD	HOUSTON	TX	77077	YES
REV 180 FITNESS	6225 FM 920, STE. 101	WEATHERFORD	TX	76088	YES
REV180 FITNESS	6225 FM 920 SUITE 101	WEATHERFORD	TX	76088	NO
REVIVAL FITNESS	931 SAINT LAWRENCE ST	GONZALES	TX	78629	YES
REVIVAL FITNESS	4627 LAMAR AVE.	PARIS	TX	75462	EXEMPT
RIATA THERAPY SPECIALISTS OF BEDFORD	4153 BEDFORD RD., SUITE 200	BEDFORD	TX	76021	EXEMPT
RIATA THERAPY SPECIALISTS OF GRAPEVINE	821 E NORTHWEST HWY, SUITE 300	GRAPEVINE	TX	76051	YES
RIATA THERAPY SPECIALISTS OF HASLET	2412 AVONDALE HASLET RD., SUITE 200	FORT WORTH	TX	76052	EXEMPT
RIATA THERAPY SPECIALISTS OF KELLER	651 S. MAIN STREET, SUITE 100	KELLER	TX	76248	EXEMPT
RIATA THERAPY SPECIALISTS OF NORTHLAKE	100 PLAZA PLACE, SUITE 400	NORTH LAKE	TX	76226	EXEMPT
RIATA THERAPY SPECIALISTS OF SOUTHLAKE	2813 W. SOUTHLAKE BLVD., SUITE 110	SOUTHLAKE	TX	76092	EXEMPT
RIATA THERAPY SPECIALISTS OF TROPHY CLUB	2550 BOBCAT BLVD., SUITE 109	TROPHY CLUB	TX	76262	EXEMPT
RIO MAX FITNESS LLC	5404 BRAND ST., STE. 1	RIO GRANDE CITY	TX	78582	YES
RISE MODERN WELLNESS	14555 W LAKE HOUSTON PKWY., STE. D	HOUSTON	TX	77044	YES
RISE PERFORMANCE	1057 DONIPHAN PARK CIR, SUITE C-D	EL PASO	TX	79922	YES



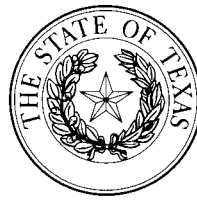
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RISE RX FITNESS	3500 S BROADWAY, #300	TYLER	TX	75701	YES
RISING FITNESS	19734 SAUMS RD. A	HOUSTON	TX	77084	YES
ROBINSON ACRES GYM, LLC	1547 HACKLEMAN ROAD	WHITESBORO	TX	76273	EXEMPT
ROCK'S GYM	1006 US HWY 181	PORTLAND	TX	78374	YES
ROCK'S GYM	311 E, MOCKINGBIRD LANE	VICTORIA	TX	77904	YES
ROCKBOX FITNESS CORINTH	6820 S STEMMONS FREEWAY	CORINTH	TX	76210	YES
ROW HOUSE KELLER	1411 KELLER PARKWAY, SUITE 700	KELLER	TX	76248	YES
ROW HOUSE SOUTHLAKE	2600 E. SOUTHLAKE BLVD	SOUTHLAKE	TX	76092	YES
RUMBLE BOXING KELLER	1320 N. MAIN STREET, SUITE 500	KELLER	TX	76248	YES
RUSH CYCLE	3206 MARINA BAY DRIVE, SUITE P2	KEMAH	TX	77565	YES
RUSH CYCLE WOODFOREST	2300 WOODFOREST PARKWAY N, SUITE 500	MONTGOMERY	TX	77316	YES
S&S GYM, LLC DBA 30 MINUTE HILL FLOWER MOUND	2311 CROSS TIMBERS RD., STE. 303	FLOWER MOUND	TX	75028	YES
SAN ANGELO CROSSFIT	133 E. CONCHO AVENUE	SAN ANGELO	TX	76903	EXEMPT
SCI FITNESS CENTER	1919 ALLEN PARKWAY	HOUSTON	TX	77019	EXEMPT
SETX B. FIT	2595 N. MAIN	VIDOR	TX	77662	EXEMPT
SHAKE AND BAKE STONE OAK, LLC DBA BURN BOOT CAMP	20818 GATHERING OAK, SUITE 112	SAN ANTONIO	TX	78260	YES
SHAPES FITNESS FOR WOMEN	5801 LONG PRAIRIE ROAD, SUITE 180	FLOWER MOUND	TX	75028	YES
SHAPES FITNESS FOR WOMEN	6905 CYPRESSWOOD DR, SUITE C	SPRING	TX	77379	YES
SHARPEN IRON ACADEMY	4017 PRESTON RD., STE. 542	PLANO	TX	75093	EXEMPT
SIAM STAR MUAY THAI AND MIXED MARTIAL ARTS	1223 W. MCDERMOTT DR., #100	ALLEN	TX	75013	EXEMPT
SILVERBACK GYM, LLC	398 LEAGUE LINE RD	CONROE	TX	77303	YES
SKYLINE SPA & HEALTH CLUB	500 E. 4TH STREET	AUSTIN	TX	78701	EXEMPT
SKYLINE SPA & HEALTH CLUB	1600 LAMAR STREET, 23RD FLOOR	HOUSTON	TX	77010	YES



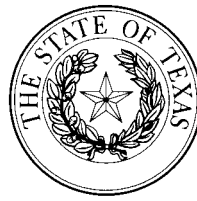
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SLAM DUNK BELTLINE DBA ANYTIME FITNESS	2741 E. BELT LINE RD., UNIT 103	CARROLLTON	TX	75006	YES
SMARTER FITNESS GYM	13620 NEUTRON ROAD	FARMERS BRANCH	TX	75244	YES
SMTX TITANS FITNESS LLC	2061 CLOVIS R BARKER RD., STE. 8	SAN MARCOS	TX	78666	EXEMPT
SNAP FITNESS	1715 E HOUSTON STREET	CLEVELAND	TX	77327	EXEMPT
SNAP FITNESS	6500 FM2100, SUITE 290	CROSBY	TX	77532	YES
SNAP FITNESS	2209 WEST LOOP	EL CAMPO	TX	77437	EXEMPT
SNAP FITNESS	303 A S. BRAZOSPORT BLVD	FREEPORT	TX	77541	EXEMPT
SNAP FITNESS	130 COL. ETHEREDGE BLVD, STE A	HUNTSVILLE	TX	77340	YES
SNAP FITNESS	2334 HIGHWAY 361 SUITE 138-158	INGLESIDE	TX	78362	EXEMPT
SNAP FITNESS	2017-A S. WASHINGTON ST.	KAUFMAN	TX	75142	YES
SNAP FITNESS	2510 MILLS BRANCH DRIVE, SUITE 160	KINGWOOD	TX	77345	EXEMPT
SNAP FITNESS	605 STATE PARK ROAD	LOCKHART	TX	78644	EXEMPT
SNAP FITNESS	417 DAVIS STREET	LULING	TX	78648	EXEMPT
SNAP FITNESS	4607 SIENNA PARKWAY	MISSOURI CITY	TX	77459	YES
SNAP FITNESS	1610 N LASALLE ST., SUITE C	NAVASOTA	TX	77868	EXEMPT
SNAP FITNESS	1610 NORTH LASALLE STREET, SUITE C	NAVASOTA	TX	77868	EXEMPT
SNAP FITNESS	120 S STATE HWY 342	RED OAK	TX	75154	YES
SNAP FITNESS	13841 US HWY 59 N UNIT B	SPLENDORA	TX	77372	EXEMPT
SNAP FITNESS	344 NORTH WEST LOOP 564, SUITE 100	MINEOLA	TX	75773	YES
SNAP FITNESS	13841 US HWY 59 N, UNIT B	SPLENDORA	TX	77372	EXEMPT
SNAP FITNESS - ALAMO RANCH	6511 WEST FM LOOP 1604 NORTH, SUITE 104	SAN ANTONIO	TX	78254	YES
SNAP FITNESS - GREENVILLE TX	8118 WESLEY STREET	GREENVILLE	TX	75402	YES
SNAP FITNESS - ROYSE CITY TX	125 W. I-30 SUITE L	ROYSE CITY	TX	75189	YES
SNAP FITNESS - SULPHUR SPRINGS TX	400 GILMER STREET	SULPHUR SPRINGS	TX	75482	YES
SNAP FITNESS 1004	1111 EAST TYLER STREET, SUITE 101-B	ATHENS	TX	75751	YES



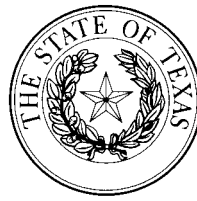
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SNAP FITNESS 24-7	560 COUNTRY CLUB ROAD SUITE 102, 103, 104	WYLIE	TX	75098	YES
SNAP FITNESS 24/7	9806 INDIANA AVENUE	LUBBOCK	TX	79423	YES
SNAP FITNESS 24/7	7035 W. GRAND PARKWAY SOUTH #60	RICHMOND	TX	77407	YES
SNAP FITNESS ALICE	2521 E. MAIN ST. SUITE 103	ALICE	TX	78332	EXEMPT
SNAP FITNESS BCS	4282 BOONVILLE ROAD, SUITE 130	BRYAN	TX	77802	YES
SNAP FITNESS CIBOLO	113 RODEO WAY, SUITE 116	CIBOLO	TX	78108	YES
SNAP FITNESS CORPUS CHRISTI	6534 YORKTOWN BLVD. SUITE 104	CORPUS CHRISTI	TX	78414	YES
SNAP FITNESS CROCKETT	1275 E. TX 304 LOOP SUITE 100	CROCKETT	TX	75835	YES
SNAP FITNESS DEVINE	615 E. HONDO	DEVINE	TX	78016	EXEMPT
SNAP FITNESS EAGLE PASS	1975 N VETERANS BLVD, SUITE 2B	EAGLE PASS	TX	78852	EXEMPT
SNAP FITNESS FERRIS	454 FM 664, SUITE F	FERRIS	TX	75125	YES
SNAP FITNESS KINGSVILLE	805 S 14TH ST.	KINGSVILLE	TX	78363	YES
SNAP FITNESS MISSOURI CITY	7746 HWY 6 #F	MISSOURI CITY	TX	77459	YES
SNAP FITNESS NORTH DALLAS	6911 FRANKFORD #700	DALLAS	TX	75252	YES
SNAP FITNESS QUINLAN	723 E. QUINLAN PKWY, SUITE A	QUINLAN	TX	75474	EXEMPT
SNAP FITNESS RIO GRANDE CITY	1212 E. US HWY 83	RIO GRANDE CITY	TX	78582	YES
SNAP FITNESS ROCKDALE	734 W. CAMERON AVE	ROCKDALE	TX	76567	EXEMPT
SNAP FITNESS ROCKPORT	2810 HIGHWAY 35 N	ROCKPORT	TX	78382	YES
SNAP FITNESS SPRING	6905 CYPRESSWOOD DR.	SPRING	TX	77379	YES
SNAP FITNESS SPRINGTOWN	511 E. HWY 199	SPRINGTOWN	TX	76082	YES
SNAP FITNESS UVALDE	2310 E. MAIN ST.	UVALDE	TX	78801-4945	EXEMPT
SNAP FITNESS- DAYTON	400 E. HWY 90	DAYTON	TX	77535	YES
SOAR HEALTH CLUB	105 W. GRAYSON ST.	LLANO	TX	78643	YES
SOAR HEALTH CLUB	105 W. GRAYSON STREET	LLANO	TX	78643	YES
SOCO TRAINING LABS, LLC	3601 S. CONGRESS AVE., BUILDING E, STE. 1A	AUSTIN	TX	78704	YES
SOLIDCORE	204 COLORADO STREET	AUSTIN	TX	78701	YES
SOLIDCORE	3210 ESPERANZA CROSSING SUITE 110	AUSTIN	TX	78758	EXEMPT



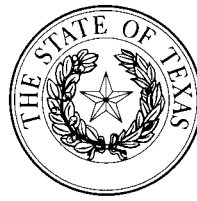
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SOLIDCORE	4601 N LAMAR BLVD., #506	AUSTIN	TX	78751	EXEMPT
SOLIDCORE	7949 WALNUT HILL LN., #140	AUSTIN	TX	78751	EXEMPT
SOLIDCORE	4640 MCKINNEY AVE., SUITE 160	DALLAS	TX	75205	EXEMPT
SOLIDCORE	5455 BELT LINE ROAD, SUITE 120	DALLAS	TX	75254	EXEMPT
SOLIDCORE	2411 TIMES BLVD.	HOUSTON	TX	77005	YES
SOLIDCORE	600 N SHEPHERD DR., SUITE 490	HOUSTON	TX	77007	EXEMPT
SOLIDCORE	888 WESTHEIMER ROAD, SUITE 128	HOUSTON	TX	77006	EXEMPT
SOUTH AUSTIN GYM	5700 MANCHACA RD #365	AUSTIN	TX	78745	EXEMPT
SOUTHEAST TEXAS HEALTH & RACQUET CLUB	1075 HWY. 327 E.	SILSBEE	TX	77656	EXEMPT
SOUTHWEST AQUA SPORTS	3909 NORTH FRANKFORD AVENUE	LUBBOCK	TX	79416	EXEMPT
SOUTHWEST TRAINING	212 W SAN ANTONIO ST., A	SAN MARCOS	TX	78666	EXEMPT
SPA AT THE POST OAK HOTEL	1600 WEST LOOP SOUTH	HOUSTON	TX	77027	YES
SPENGA	3100 HULEN ST., #138	FORT WORTH	TX	76109	YES
SPENGA	7056 BLUE MOUND RD.	FORT WORTH	TX	76131	YES
SPENGA	900 S. PRESTON ROAD, SUITE 30	PROSPER	TX	75078	YES
SPENGA - TANGLEWOOD	5706 SAN FELIPE ST., B-100	HOUSTON	TX	77057	YES
SPENGA BAYBROOK	1507 W. BAY AREA BLVD.	WEBSTER	TX	77598	YES
SPENGA COLLEYVILLE	3825 GLADE RD., STE. 130	COLLEYVILLE	TX	76034	YES
SPENGA DALLAS UPTOWN	3232 MCKINNEY AVE. SUITE 150	DALLAS	TX	75204	YES
SPENGA FLOWER MOUND	2450 CROSS TIMBERS ROAD, SUITE 130	FLOWER MOUND	TX	75028	YES
SPENGA FRISCO	16710 FM 423, SUITE 300	FRISCO	TX	75034	YES
SPENGA NORTH DALLAS	7517 CAMPBELL RD. STE 601	DALLAS	TX	75248	YES
SPENGA OF ROGERS RANCH	2715 N LOOP 1604 W., STE. 102	SAN ANTONIO	TX	78258	YES
SPENGA SUGAR LAND	13540 UNIVERSITY BLVD. #250	SUGAR LAND	TX	77479	YES
SPENGA- THE WOODLANDS	24 WATERWAY AVENUE, SUITE 135	THE WOODLANDS	TX	77380	YES
SPRING FITNESS	15618 SUMMIT PARK DR., STE 802	MONTGOMERY	TX	77356	EXEMPT



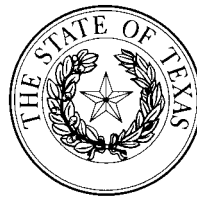
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SPRING FITNESS	2400 FM 2920, SUITE 150	SPRING	TX	77388	EXEMPT
SPRING FITNESS	9311 FM 1488 ROAD	MAGNOLIA	TX	77354	EXEMPT
STAFFORD WELLNESS	2111 COURTHOUSE DRIVE	LONGVIEW	TX	75605	YES
STARTING STRENGTH HOUSTON	3701 S. SHEPHERD, SUITE B	HOUSTON	TX	77098	YES
STARTING STRENGTH KATY	1230 N MASON RD., SUITE B	KATY	TX	77449	YES
STEEL FITNESS GYM	105 EAST NAVASOTA ST.	GROESBECK	TX	76642	EXEMPT
STEEL JUNGLE, INC.	751 W. LAMAR BLVD., SUITE 103	ARLINGTON	TX	76012	YES
STRIDES FITNESS STUDIO	811 N. MARGARET	KIRBYVILLE	TX	75956	YES
STRIVE FITNESS LLC	8500 FM 1283	LAKEHILLS	TX	78063	EXEMPT
STRONGFOUND PERSONAL TRAINING	2540 BROADWAY ST., STE B	PEARLAND	TX	77581	YES
STUDIO FITNESS	356 RANCH TRAIL	ROCKWALL	TX	75032	EXEMPT
STUDIO THREE	501 BRAZOS STREET	AUSTIN	TX	78701	EXEMPT
SUPERSET FITNESS	18030 NASSAU BAY DRIVE	HOUSTON	TX	77058	EXEMPT
SURE CURE LLC	4541 N. JOSEY LANE, SUITE 130	CARROLLTON	TX	75010	YES
SWEAT 1000	725 WEST 18TH STREET	HOUSTON	TX	77008	YES
SWEAT AT COVE FITNESS	1013 WEST HWY 190	COPPERAS COVE	TX	76522	EXEMPT
SWEAT EQUITY	201 WEST WALL STREET, SUITE 222	MIDLAND	TX	79701	EXEMPT
SWEAT OR SWEAT DALLAS	5470 W. LOVERS LN #335	DALLAS	TX	75209	EXEMPT
SWEAT SHOP	141 PAN AMERICAN DR	LIVINGSTON	TX	77351	YES
SY GYM	4347 US HIGHWAY 83	SAN YGNACIO	TX	78067	EXEMPT
SYNERGY FITNESS	119 S. RANCH HOUSE RD. #700	WILLOW PARK	TX	76008	YES
TALLEY AND TALLEY LLC DBA ANYTIME FITNESS	9533 FM 1488 RD., SUITE 1500	MAGNOLIA	TX	77354	YES
TAPOUT FITNESS	440 W. 4TH STREET	FORT WORTH	TX	76102	YES
TAPOUT FITNESS	5480 FM 423, SUITE 300	FRISCO	TX	75034	YES
TAPOUT FITNESS	2717 E. SOUTHLAKE BLVD, STE 180	SOUTHLAKE	TX	76092	NO
TAPOUT FITNESS	903 E. BITTERS RD. #309	SAN ANTONIO	TX	78216	YES
TAYFIT LLC	112 N MAIN ST.	DILLEY	TX	78017	YES



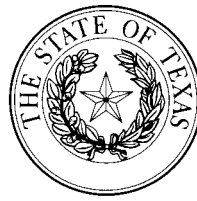
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TBG MARTIAL ARTS, LLC	1101 OHIO DR., STE. 118	PLANO	TX	75093	YES
TENNIS WEST	1 TENNIS WEST LANE	EL PASO	TX	79932	YES
TERLINGO CYCLE	3105 REAGAN STREET	DALLAS	TX	75219	YES
TEXANS FIT ALLEN PARKWAY	1755 ALLEN PARKWAY, SUITE 2	HOUSTON	TX	77019	YES
TEXANS FIT KATY	1719 SPRING GREEN BLVD	KATY	TX	77494	YES
TEXANS FIT MEYERLAND	8650 ENDICOTT LANE	HOUSTON	TX	77096	YES
TEXANS FIT ROSENBERG	4112 FM 762 RD	RICHMOND	TX	77469	YES
TEXAS FAMILY FITNESS	102A N. GREENVILLE AVENUE	ALLEN	TX	75002	EXEMPT
TEXAS FAMILY FITNESS	6465 E. MOCKINGBIRD LANE, #210	DALLAS	TX	75214	YES
TEXAS FAMILY FITNESS	1447 S. LOOP 288	DENTON	TX	76205	EXEMPT
TEXAS FAMILY FITNESS	9120 NORTH FREEWAY, SUITE 200	FORT WORTH	TX	76177	EXEMPT
TEXAS FAMILY FITNESS	1121 NORTHWEST HIGHWAY	GARLAND	TX	75041	EXEMPT
TEXAS FAMILY FITNESS	1361 W. CAMPBELL RD.	RICHARDSON	TX	75080	YES
TEXAS FLEX FITNESS, LLC	2100 E. NASA PKWY., SUITE 130	SEABROOK	TX	77586	YES
TEXAS HEALTH & RACQUET CLUB	110 E MARTIN LUTHER KING DR., STE. 122	SAN MARCOS	TX	78666	EXEMPT
TEXAS HEALTH AND RACQUET CLUB	109 E. MCCARTY LN	SAN MARCOS	TX	78666	EXEMPT
TEXAS HEALTH HUGULEY FITNESS CENTER	11801 S. FREEWAY	BURLESON	TX	76028	EXEMPT
TEXASFITT	1919 W. PIONEER PARKWAY	ARLINGTON	TX	76013	YES
TEXINS FITNESS CENTER	13900 N. CENTRAL EXPRESSWAY	DALLAS	TX	75243	EXEMPT
TEXOMA YOGA & FITNESS CENTER	580 HWY 377 NORTH	WHITESBORO	TX	76273	EXEMPT
THE ATHLETIC CLUB	2312 HWY 281 N	MARBLE FALLS	TX	78654	YES
THE BAR METHOD SOUTHLAKE	2211 E SOUTHLAKE BLVD., #550	SOUTHLAKE	TX	76092	YES
THE BODY SHOP GYM & FITNESS	800 WALLIS AVENUE	SANTA ANNA	TX	76878	EXEMPT
THE BODY SHOP GYM & FITNESS	800 WALLIS AVE	SANTA ANNA	TX	76878	YES
THE CAMP TRANSFORMATION CENTER	16708 PICADILLY CT. STE #106	ROUND ROCK	TX	78664	EXEMPT



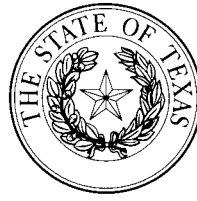
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THE CAMP TRANSFORMATION CENTER	431 ISOM ROAD #210	SAN ANTONIO	TX	78216	YES
THE CAMP TRANSFORMATION CENTER	1420 FEDERAL RD.	HOUSTON	TX	77015	YES
THE CAMP TRANSFORMATION CENTER DALLAS	12630 E NORTHWEST HWY., #300	DALLAS	TX	75228	YES
THE CAMP TRANSFORMATION CENTER FARMERS BRANCH	13615 WELCH RD. SUITE 103	FARMERS BRANCH	TX	75244	YES
THE CAMP TRANSFORMATION CENTER MCKINNEY	1701 ELDORADO PKWY 206	MC KINNEY	TX	75069	EXEMPT
THE CAMP TRANSFORMATION CENTER RICHARDSON	675 N GLENVILLE DRIVE, SUITE 155	RICHARDSON	TX	75081	EXEMPT
THE CAMP TRANSFORMATION CENTER SAN ANTONIO #2	10242 W LOOP 1604 N #108	SAN ANTONIO	TX	78254	YES
THE CENTER FOR FITNESS	1407 WATER STREET	KERRVILLE	TX	78028	EXEMPT
THE CORE HOUSTON	4665 SOUTHWEST FREEWAY	HOUSTON	TX	77027	YES
THE DOWNTOWN CLUB, INC.	1100 CAROLINE, 11TH FLOOR	HOUSTON	TX	77002	EXEMPT
THE EXERCISE COACH	4235 W. NORTHWEST HIGHWAY #500	DALLAS	TX	75220	EXEMPT
THE EXERCISE COACH	5600 WEST LOVERS LANE, SUITE 210	DALLAS	TX	75209	EXEMPT
THE EXERCISE COACH	6757 ARAPHO RD., #711	DALLAS	TX	75248	EXEMPT
THE EXERCISE COACH	2745 S. HULEN STREET	FORT WORTH	TX	76109	YES
THE EXERCISE COACH	2323 SOUTH SHEPHERD, SUITE 100	HOUSTON	TX	77019	EXEMPT
THE EXERCISE COACH	4060 BISSONNET ST., SUITE 34A	HOUSTON	TX	77005-1912	EXEMPT
THE EXERCISE COACH	7880 SAN FELIPE, SUITE 200	HOUSTON	TX	77063	EXEMPT
THE EXERCISE COACH	1890 N. STONEBRIDGE DRIVE, SUITE 330	MCKINNEY	TX	75071	YES
THE EXERCISE COACH	2309 COIT ROAD, SUITE B	PLANO	TX	75075	YES
THE EXERCISE COACH	1500 NORTH KIMBALL AVENUE, STE 140	SOUTHLAKE	TX	76092	YES
THE EXERCISE COACH	4900 BROADWAY, SUITE 100	ALAMO HEIGHTS	TX	78209	YES



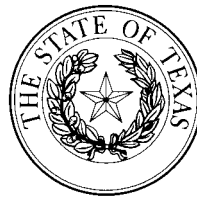
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THE EXERCISE COACH	10510 W PARMER LN., SUITE 106	AUSTIN	TX	78717	YES
THE EXERCISE COACH	55 MAIN STREET, SUITE 110	COLLEYVILLE	TX	76034	YES
THE EXERCISE COACH	6757 ARAPAHO ROAD, STE. 711	DALLAS	TX	75248	YES
THE EXERCISE COACH	331 EAST PARKWOOD DRIVE	FRIENDSWOOD	TX	77546	YES
THE EXERCISE COACH	25663 SMOTHERMAN RD., SUITE 206	FRISCO	TX	75033	YES
THE EXERCISE COACH	9300 JOHN HICKMAN PARKWAY, #802	FRISCO	TX	75035	YES
THE EXERCISE COACH	24124 CINCO VILLAGE CENTER BLVD., STE. 300	KATY	TX	77494	YES
THE EXERCISE COACH	940 KELLER PARKWAY, SUITE 160	KELLER	TX	76248	YES
THE EXERCISE COACH	3503 WILD CHERRY DRIVE, BLD. 15B	LAKEWAY	TX	78738	YES
THE EXERCISE COACH - FLOWER MOUND	400 FLOWER MOUND RD., STE. 120	FLOWER MOUND	TX	75028	YES
THE EXERCISE COACH - WHITE ROCK	10611 GARLAND RD., STE. 216	DALLAS	TX	75218	YES
THE FITNESS ZONE	2801 W. LOOP 306, STE. B	SAN ANGELO	TX	76904	EXEMPT
THE GYM	209 CENTER ST.	FRANKLIN	TX	77856	EXEMPT
THE GYM	2329 SOUTH 57TH STREET	TEMPLE	TX	76504	YES
THE GYM IN LOST PINES, LLC	603 CHESTNUT ST.	BASTROP	TX	78602	YES
THE GYM PARIS TX	4625 LAMAR AVE	PARIS	TX	75462	EXEMPT
THE HEIGHTS ATHLETIC CLUB, LLC	701 SUN MEADOWS DRIVE	HARKER HEIGHTS	TX	76548	YES
THE HIVE COMPANY, LLC	2762 STATE HIGHWAY 21 E	CALDWELL	TX	77836	YES
THE HOUSTONIAN CLUB	111 N. POST OAK LN.	HOUSTON	TX	77024	EXEMPT
THE IRON BATTLEFIELD GYM LLC	901 E. HIGHWAY 90A, STE 100	RICHMOND	TX	77406	YES
THE IRON ISLAND GYM	5123 REYES ST.	WICHITA FALLS	TX	76306	EXEMPT
THE MET BUSINESS AND SPORTS CLUB AT DOWNTOWN	340 W. DALLAS, 6TH FLOOR	HOUSTON	TX	77002	EXEMPT
THE METTLESMITH'S FORGE	1200 EAST BROADWAY ST.	CUERO	TX	77954	YES
THE MOVE PROJECT	4809 COLE AVE, SUITE 110	DALLAS	TX	75205	EXEMPT
THE PEOPLES GYM LLC	212 DENROCK AVE	DALHART	TX	79022	EXEMPT
THE PRESERVE	3303 AUDLEY ST	HOUSTON	TX	77098	EXEMPT



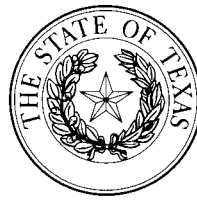
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THE SPA AT THE CRESCENT	400 CRESCENT COURT	DALLAS	TX	75201	EXEMPT
THE SPA AT THE CRESCENT	400 CRESCENT COURT	DALLAS	TX	75201	YES
THE SPA AT THE HIGHLANDS	5300 E. MOCKINGBIRD LN SUITE 100	DALLAS	TX	75206	YES
THE SPA AT THE RITZ-CARLTON DALLAS	2121 MCKINNEY AVENUE	DALLAS	TX	75201	EXEMPT
THE SPORTSPLEX BY HEALTHCARE EXPRESS, LLC	5610 RICHMOND ROAD	TEXARKANA	TX	75503	YES
THE VERANDAH CLUB	2201 N. STEMMONS FREEWAY	DALLAS	TX	75207	EXEMPT
THE ZOO HEALTH CLUB	2513 N POWELL PKWY #400	ANNA	TX	75409	YES
THRIVXR	4305 MAPLE AVENUE, SUITE B	DALLAS	TX	75219	YES
TIMBERLINE FITNESS STUDIO	4305 JACK STREET	HOUSTON	TX	77006	EXEMPT
TITAN FITNESS	125 S. PATRICK STREET	DUBLIN	TX	76446	EXEMPT
TITAN FITNESS	201-B NORTH HEWITT DRIVE	HEWITT	TX	76643	EXEMPT
TITLE BOXING CLUB	13945 HIGHWAY 183	AUSTIN	TX	78717	EXEMPT
TITLE BOXING CLUB	11613 N CENTRAL EXPRESSWAY	DALLAS	TX	75243	YES
TITLE BOXING CLUB	9630 WESTHEIMER RD STE 600	HOUSTON	TX	77063	YES
TITLE BOXING CLUB	25031 WESTHEIMER PARKWAY, SUITE 100	KATY	TX	77494	YES
TITLE BOXING CLUB	2904 E. STAN SCHLUETER LOOP, BLDG B	KILLEEN	TX	76542	YES
TITLE BOXING CLUB	5080 VIRGINIA PARKWAY, STE. 800	MCKINNEY	TX	75071	YES
TITLE BOXING CLUB	4823 HIGHWAY 6 SOUTH	MISSOURI CITY	TX	77459	EXEMPT
TITLE BOXING CLUB	6101 WINDHAVEN PARKWAY, SUITE 130	PLANO	TX	75093	YES
TITLE BOXING CLUB ALLEN	503 WEST MCDERMOTT DR.	ALLEN	TX	75013	YES
TITLE BOXING CLUB UPTOWN	4140 LEMMON AVENUE, SUITE 275	DALLAS	TX	75219	YES
TONE 360 FITNESS STUDIO	913A HARVEY ROAD	COLLEGE STATION	TX	77840	EXEMPT
TONE UP HEALTH & FITNESS LLC	1500 W. HARRISON AVE. STE. A	HARLINGEN	TX	78550	YES



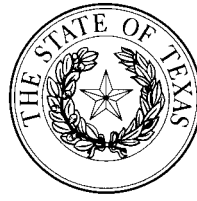
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TOTAL BODY GYM & TAN	202 N. WELLS	EDNA	TX	77957	EXEMPT
TRAIN 4 LIFE FITNESS	800 SOUTH BUCHNAN STREET	AMARILLO	TX	79102	EXEMPT
TRAINING MATE - EAST DALLAS	4823 BRYAN STREET	DALLAS	TX	75204	YES
TRAX CYCLING STUDIO	211 BARTLETT DRIVE, SUITE 105	EL PASO	TX	79912	YES
TREAD FITNESS	5454 LEMMON AVE	DALLAS	TX	75209	YES
TRIBAL FITNESS	100 N. MAIN ST.	STINNETT	TX	79083	YES
TROPHY FITNESS DOWNTOWN	1700 PACIFIC AVE #200	DALLAS	TX	75201	YES
TRU FIT ATHLETIC CLUB	2200 BELL ST	AMARILLO	TX	79106	YES
TRU FIT ATHLETIC CLUB	2320 E. EXPRESS WAY 77/83	BROWNSVILLE	TX	78521	YES
TRU FIT ATHLETIC CLUB	1900 W. VILLA MARIA RD	BRYAN	TX	77807	EXEMPT
TRU FIT ATHLETIC CLUB	3155 WILDFLOWER DR., #1100	BRYAN	TX	77802	EXEMPT
TRU FIT ATHLETIC CLUB	3526 LONGMIRE DR	COLLEGE STATION	TX	77845	EXEMPT
TRU FIT ATHLETIC CLUB	1901 W. TRENTON RD.	EDINBURG	TX	78539	EXEMPT
TRU FIT ATHLETIC CLUB	2241 W. UNIVERSITY	EDINBURG	TX	78539	EXEMPT
TRU FIT ATHLETIC CLUB	750 SUNLAND PARK STE 101B	EL PASO	TX	79924	YES
TRU FIT ATHLETIC CLUB	1001 N. ED CAREY DR	HARLINGEN	TX	78550	EXEMPT
TRU FIT ATHLETIC CLUB	5300 SAN DARIO AVE #2003 BLDG G	LAREDO	TX	78041	EXEMPT
TRU FIT ATHLETIC CLUB	4124 19TH STREET	LUBBOCK	TX	79407	EXEMPT
TRU FIT ATHLETIC CLUB	5105 82ND STREET	LUBBOCK	TX	79424	EXEMPT
TRU FIT ATHLETIC CLUB	5402 4TH STREET, UNIT 3	LUBBOCK	TX	79416	EXEMPT
TRU FIT ATHLETIC CLUB	5921 34TH STREET	LUBBOCK	TX	79407	EXEMPT
TRU FIT ATHLETIC CLUB	5300 N. 23RD ST.	MCALLEN	TX	78501	EXEMPT
TRU FIT ATHLETIC CLUB	900 S 10TH ST	MCALLEN	TX	78501	EXEMPT
TRU FIT ATHLETIC CLUB	3205 N. CONWAY AVE	MISSION	TX	78573	EXEMPT
TRU FIT ATHLETIC CLUB	165 SW MILITARY DR.	SAN ANTONIO	TX	78221	EXEMPT
TRU FIT ATHLETIC CLUB	2935 PAT BOOKER RD	SAN ANTONIO	TX	78221	EXEMPT
TRU FIT ATHLETIC CLUB	3524 S. NEW BRAUNFELS #101	SAN ANTONIO	TX	78223	YES
TRU FIT ATHLETIC CLUB	522 NORTHWEST LOOP 410	SAN ANTONIO	TX	78216	YES
TRU FIT ATHLETIC CLUB	5819 NW LOOP 410	SAN ANTONIO	TX	78238	EXEMPT
TRU FIT ATHLETIC CLUBS	2412 TEXAS AVE SOUTH	COLLEGE STATION	TX	77840	YES



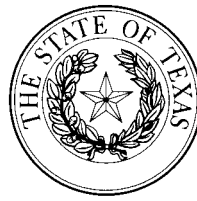
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TRU FIT ATHLETIC CLUBS	2651 CORNERSTONE BLVD.	EDINBURG	TX	78539	EXEMPT
TRU FIT ATHLETIC CLUBS	511 E. UNIVERSITY DR.	EDINBURG	TX	78539	EXEMPT
TRU FIT ATHLETIC CLUBS	1500 WEST HARRISON SUITE A	HARLINGEN	TX	78550	EXEMPT
TRU FIT ATHLETIC CLUBS	1201 EAST RIDGE ROAD, SUITE C	MCALLEN	TX	78503	YES
TRU FIT ATHLETIC CLUBS	3 META DRIVE	MIDLAND	TX	79701	EXEMPT
TRU FIT ATHLETIC CLUBS	3404 N. MIDLAND DR.	MIDLAND	TX	79707	EXEMPT
TRU FIT ATHLETIC CLUBS	1718 EAST GRIFFIN PARKWAY	MISSION	TX	78572	EXEMPT
TRU FIT ATHLETIC CLUBS	2423 N. COUNTRY RD W.	ODESSA	TX	79763	EXEMPT
TRU FIT ATHLETIC CLUBS	4110 SUNSET DRIVE	SAN ANGELO	TX	76904	EXEMPT
TRU FIT ATHLETIC CLUBS	500 W. EXPRESSWAY 83	WESLACO	TX	78596	EXEMPT
TRUFIT ATHLETIC CLUB	301-D E EXPRESSWAY 83	MISSION	TX	78572	YES
TRUFIT ATHLETIC CLUBS	2944 BOCA CHICA BLVD.	BROWNSVILLE	TX	78521	EXEMPT
TRUFIT ATHLETIC CLUBS	902 W. CENTRAL EXPY	KILLEEN	TX	76541	YES
TRUFIT ATHLETIC CLUBS	4037 W. EXPRESSWAY 83	MCALLEN	TX	78501	EXEMPT
TRUFIT ATHLETIC CLUBS	2555 SW MILITARYDR.	SAN ANTONIO	TX	78224	YES
TRUFIT ATHLETIC CLUBS	5330 WALZEM RD.	SAN ANTONIO	TX	78218	EXEMPT
TRUFUSION	1980 POST OAK BLVD, SUITE A	HOUSTON	TX	77056	YES
TWIN BRIDGES CROSSFIT	6600 N. HIGHWAY 6	WACO	TX	76712	EXEMPT
TX FITNESS	127 EAST HIGHWAY 80	FORNEY	TX	75126	YES
TYLAFITNESS LLC DBA ANYTIME FITNESS	4200 MCCULLOUGH AVE.	OLMOS PARK	TX	78212	YES
TYLER ATHLETIC AND SWIM CLUB	2767 OAK CREEK BLVD	TYLER	TX	75703	YES
U.S. GYM	5959 HOLLY RD.	CORPUS CHRISTI	TX	78412	EXEMPT
UFC FIT ALLEN	510 N WATTERS ROAD	ALLEN	TX	75013	YES
UFC FIT NORTH RICHLAND HILLS	6601 NORTHEAST LOOP 820	NORTH RICHLAND HILLS	TX	76180	YES
UFC GYM MCALLEN	3300 N. MCCOLL RD.	MC ALLEN	TX	78501	YES
UFC GYM SUGAR LAND	16618 SOUTHWEST FWY, SUITE B	SUGAR LAND	TX	77478	YES
UFC GYM THE HEIGHTS	1431 W 20TH STREET, SUITE C	HOUSTON	TX	77008	YES



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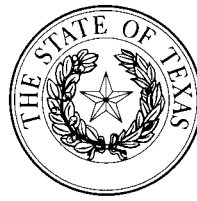
UFCGYM PEARLAND	8201 BROADWAY ST. #181	PEARLAND	TX	77581	YES
ULTRAFIT GYM & FITNESS CENTER	124 WEST BURKE AVE	LUFKIN	TX	75904	YES
UNDERGROUND PERFORMANCE	5312 FRANKLIN AVE	WACO	TX	76710	EXEMPT
UNDERWATER TREADMILL EXERCISE CENTER	6202 82ND STREET	LUBBOCK	TX	79424	EXEMPT
VALIDUS FITNESS AND TRAINING	4311 WEST ADAMS AVE., SUITE 206	TEMPLE	TX	76504	YES
VALLEY BAPTIST HEALTH AND FITNESS CENTER	3001 N. AUGUSTA NATIONAL DR	HARLINGEN	TX	78550	EXEMPT
VERDURE	5701 TIME SQUARE BLVD., STE. 100	AMARILLO	TX	79119	EXEMPT
VERDURE, LLC	5701 TIME SQUARE BLVD., STE. 100	AMARILLO	TX	79119	YES
VIEWPOINT COMMUNITY AND FITNESS CENTER	2628 BILLS OWENS PKWY	LONGVIEW	TX	75604	YES
VIGOR ACTIVE	615 COMMERCE ST	FORT WORTH	TX	76102	EXEMPT
VILLASPORT ATHLETIC CLUB AND SPA	12951 BARKER CYPRESS RD	CYPRESS	TX	77433	EXEMPT
VILLASPORT ATHLETIC CLUB AND SPA	9930 GASTON ROAD	KATY	TX	77494	YES
VILLASPORT ATHLETIC CLUB AND SPA	4141 TECHNOLOGY FOREST BLVD	THE WOODLANDS	TX	77381	EXEMPT
VITAL FITNESS STUDIO	1608 MAIN STREET	DALLAS	TX	75201	YES
VOLOFIT COLLEYVILLE	5600 COLLEYVILLE BLVD.	COLLEYVILLE	TX	76034	YES
WARRIOR MARTIAL ARTS ACADEMY	765 CROSS TIMBERS RD. STE. 107	FLOWER MOUND	TX	75028	YES
WARRIOR MARTIAL ARTS ACADEMY	2833 ELDORADO PARKWAY, SUITE 303	FRISCO	TX	75033	YES
WARRIOR MARTIAL ARTS ACADEMY	8822 TEEL PKWY, SUITE 400	FRISCO	TX	75034	YES
WARRIOR MARTIAL ARTS ACADEMY WEST MCKINNEY	6840 VIRGINIA PARKWAY, SUITE 145	MCKINNEY	TX	75071	YES
WARRIOR MARTIAL ARTS EAST FLOWER MOUND	765 CROSS TIMBERS ROAD, SUITE 107	FLOWER MOUND	TX	75028	YES
WARRIOR MARTIAL ARTS WEST PLANO	3400 PRESTON ROAD, SUITE 220	PLANO	TX	75093	YES
WATCHDOG STRENGTH	7715 MAINLAND DR., SUITE 119	SAN ANTONIO	TX	78250	YES
WE DO WORX, LLC DBA HOTWORX STUDIO	1921 N PRESTON RD., SUITE 30	PROSPER	TX	75078	YES



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WESTFORK FITNESS	4661 WHITE SETTLEMENT ROAD	FORT WORTH	TX	76114	YES
WHITE OAK FAMILY FITNESS DBA ANYTIME FITNESS	202 W US HWY 80	WHITE OAK	TX	75693	YES
WILD BASIN FITNESS	317 GRACE LANE, STE L-100	AUSTIN	TX	78746	EXEMPT
WILD BASIN FITNESS AT STEINER RANCH	4308 N. QUINLAN PARK RD., STE. 200	AUSTIN	TX	78732	EXEMPT
WILDWOOD FITNESS CENTER	480 WILDWOOD FOREST DRIVE	SPRING	TX	77380	EXEMPT
WILLOW BEND FITNESS CLUB	2500 DALLAS PARKWAY, STE 111	PLANO	TX	75093	YES
WILSON ADVENTURES 5, LLC DBA ANYTIME FITNESS	636 STATE HWY 31 E, SUITE A	CHANDLER	TX	75758	YES
WINNSBORO CROSSFIT, LLC DBA PUMP HOUSE GYM	500 PARK STREET	WINNSBORO	TX	75494	YES
WOLVES DEN GYM/WOLVES DEN FITNESS	1010 WALL STREET	EL PASO	TX	79915	YES
WORKOUT ANYTIME	1952 W. FM 407 SUITE 118	HIGHLAND VILLAGE	TX	75077	YES
WORKOUT ANYTIME	712 W. PIPELINE RD., SUITE 500	HURST	TX	76053	YES
WORKOUT ANYTIME	4101 E. PARK BLVD., #180	PLANO	TX	75074	YES
WORKOUT ANYTIME - NORTH ARLINGTON	542 FIELDER NORTH PLAZA	ARLINGTON	TX	76012	YES
WORKOUT ANYTIME - WEST PLANO	3100 INDEPENDENCE PKY., STE. 314	PLANO	TX	75075	YES
WORKOUT ANYTIME ANNA	2010 W. WHITE STREET, SUITE 140	ANNA	TX	75409	YES
WORKOUT ANYTIME ARLINGTON	4701 WEST SUBLETT RD. #100	ARLINGTON	TX	76017	YES
WORKOUT ANYTIME CARROLLTON	2722 N JOSEY LANE, STE. 100A	CARROLLTON	TX	75006	YES
WORKOUT ANYTIME LAKE HIGHLANDS	8648 SKILLMAN ST.	DALLAS	TX	75243	YES
WORKOUT ANYTIME LAKE WORTH	4625 BOAT CLUB RD	FORT WORTH	TX	76135	YES
WORKOUT ANYTIME TERRELL	111 STATE HIGHWAY 205, SUITE 106	TERRELL	TX	75160	YES
WORKOUT ANYTIME TYLER SOUTH	6004 S BROADWAY AVE., STE. 208	TYLER	TX	75703	YES
WORLD GYM BURLESON	3300 SW WILSHIRE BLVD	JOSHUA	TX	76058	YES
WORLD GYM CLEBURNE	1301-J WEST HENDERSON ST.	CLEBURNE	TX	76033	YES

Registrations Unit
P.O. Box 13193
Austin, Texas 78711-3193



Jane Nelson
Secretary of State

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WORLD GYM FITNESS CENTER	229 DOWLEN ROAD #5	BEAUMONT	TX	77706	EXEMPT
YEAGER FITNESS, LLC DBA ISI ELITE TRAINING CEDAR PARK	14105 RONALD REAGAN BLVD., SUITE 101	CEDAR PARK	TX	78641	YES
YGT FITNESS	1144 ERNST PKWY	NEW ULM	TX	78950	EXEMPT
YOAKUM SHAPE SHOP, INC.	116 E. GONZALES ST.	YOAKUM	TX	77995	EXEMPT
YOGAFIT	2865 MCDERMOTT RD #210	PLANO	TX	75025	YES
YOGASIX RIVERSTONE	18921 UNIVERSITY BLVD., #920	SUGAR LAND	TX	77479	EXEMPT
YOUFIT HEALTH CLUBS	7989 BELT LINE RD STE #200	DALLAS	TX	75248	YES
YOUFIT HEALTH CLUBS	3265 BROADWAY SUITE 102	GARLAND	TX	75043	YES
YOUFIT HEALTH CLUBS	2524 N GALLOWAY AVE	MESQUITE	TX	75150	YES
YOUFIT HEALTH CLUBS	1301 BELT LINE RD	RICHARDSON	TX	75081	YES
YOUR TIME FITNESS	125 E. MCHARG STREET	STAMFORD	TX	79553	YES
ZACH'S CLUB 1	4229 78TH STREET	LUBBOCK	TX	79423	YES
ZACH'S CLUB AMARILLO	6022 S.W. 48TH AVE	AMARILLO	TX	79109	YES
ZEUS FITNESS	4321 WOODROW ROAD, SUITE 1	LUBBOCK	TX	79424	EXEMPT