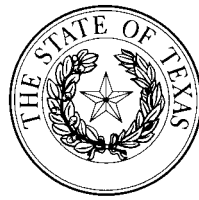


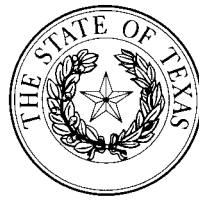
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HEALTH SPA	ADDRESS	CITY	STATE	ZIP CODE	SECURITY
#1 FITNESS	300 W HANING ST	HOWE	TX	75459	EXEMPT
17SEVENTEEN FITNESS CENTER	1900 CEDAR SPRINGS	DALLAS	TX	75201	EXEMPT
24 HOUR FITNESS #202	10616 RESEARCH BOULEVARD	AUSTIN	TX	78759	EXEMPT
24 HOUR FITNESS #206	7300 WEST GREENS ROAD	HOUSTON	TX	77064	EXEMPT
24 HOUR FITNESS #208	14111 SOUTHWEST FREEWAY	SUGAR LAND	TX	77478	EXEMPT
24 HOUR FITNESS #209	10707 WESTHEIMER ROAD	HOUSTON	TX	77042	EXEMPT
24 HOUR FITNESS #211	3600 EMPORIUM CIRCLE	MESQUITE	TX	75150	EXEMPT
24 HOUR FITNESS #212	4600 WEST PARK BLVD.	PLANO	TX	75093	EXEMPT
24 HOUR FITNESS #213	1375 E. CAMPBELL ROAD	RICHARDSON	TX	75081	EXEMPT
24 HOUR FITNESS #214	1131 W. ARBROOK BLVD.	ARLINGTON	TX	76015	EXEMPT
24 HOUR FITNESS #215	2100 PLAZA PARKWAY	BEDFORD	TX	76021	EXEMPT
24 HOUR FITNESS #218	5001 OVERTON RIDGE BLVD.	FORT WORTH	TX	76132	EXEMPT
24 HOUR FITNESS #301	11528 GULF FREEWAY	HOUSTON	TX	77034	EXEMPT
24 HOUR FITNESS #304	15542 FM 529 ROAD	HOUSTON	TX	77095	EXEMPT
24 HOUR FITNESS #305	5727 WESTHEIMER	HOUSTON	TX	77057	EXEMPT
24 HOUR FITNESS #306	9336 WESTVIEW DRIVE	HOUSTON	TX	77055	EXEMPT
24 HOUR FITNESS #307	7622 CAMPBELL ROAD	DALLAS	TX	75248	EXEMPT
24 HOUR FITNESS #310	2770 EAST TRINITY MILLS	CARROLLTON	TX	75006	EXEMPT
24 HOUR FITNESS #313	1017 BAY AREA BLVD.	HOUSTON	TX	77058	EXEMPT
24 HOUR FITNESS #319	1550 S. MASON ROAD	KATY	TX	77450	EXEMPT
24 HOUR FITNESS #323	724 W. MAIN ST. #190	LEWISVILLE	TX	75067	EXEMPT
24 HOUR FITNESS #332	11420 I-10 EAST FREEWAY	JACINTO CITY	TX	77029	EXEMPT
24 HOUR FITNESS #334	6425 SAN FELIPE STREET	HOUSTON	TX	77057	EXEMPT
24 HOUR FITNESS #341	5100 BELT LINE ROAD #600	DALLAS	TX	75254	EXEMPT
24 HOUR FITNESS #344	2407 WEST AIRPORT FREEWAY	IRVING	TX	75062	EXEMPT
24 HOUR FITNESS #347	18541 KUYKENDAHL ROAD	SPRING	TX	77388	EXEMPT
24 HOUR FITNESS #349	7068 FM-1960 EAST	HUMBLE	TX	77346	EXEMPT



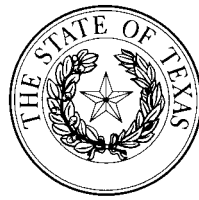
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24 HOUR FITNESS #353	130 WEST PARKWOOD AVENUE	FRIENDSWOOD	TX	77546	EXEMPT
24 HOUR FITNESS #354	510 WATTERS ROAD	ALLEN	TX	75013	EXEMPT
24 HOUR FITNESS #356	21614 TOMBALL PARKWAY	HOUSTON	TX	77070	EXEMPT
24 HOUR FITNESS #360	700 N. HARWOOD	DALLAS	TX	75201	EXEMPT
24 HOUR FITNESS #362	1800 LAKE WOODLANDS DRIVE	THE WOODLANDS	TX	77380	EXEMPT
24 HOUR FITNESS #365	11100 CENTRAL EXPRESSWAY	DALLAS	TX	75243	EXEMPT
24 HOUR FITNESS #366	8650 ENDICOTT LANE	HOUSTON	TX	77096	EXEMPT
24 HOUR FITNESS #369	5706 E. MOCKINGBIRD LANE #310	DALLAS	TX	75206	NO
24 HOUR FITNESS #372	1000 E. 41ST STREET	AUSTIN	TX	78751	EXEMPT
24 HOUR FITNESS #373	1208 S NORTH IH-35	ROUND ROCK	TX	78681	EXEMPT
24 HOUR FITNESS #375	301 N NOLEN DRIVE	SOUTHLAKE	TX	76092	EXEMPT
24 HOUR FITNESS #377	13802 N. HWY 183	AUSTIN	TX	78750	EXEMPT
24 HOUR FITNESS #385	2401 RIO GRANDE BLVD.	EULESS	TX	76039	EXEMPT
24 HOUR FITNESS #387	4112 FM HIGHWAY 762	ROSENBERG	TX	77471	EXEMPT
24 HOUR FITNESS #392	12708 NORTHWEST FREEWAY	HOUSTON	TX	77092	EXEMPT
24 HOUR FITNESS #393	3865 PRESTON ROAD	FRISCO	TX	75034	EXEMPT
24 HOUR FITNESS #651	405 EAST INTERSTATE 30	ROCKWALL	TX	75087	EXEMPT
24 HOUR FITNESS #653	5901 GOLDEN TRIANGLE	FORT WORTH	TX	76248	EXEMPT
24 HOUR FITNESS #656	229 EAST FM 544	MURPHY	TX	75094	EXEMPT
24 HOUR FITNESS #657	2701 HALLORAN STREET	FORT WORTH	TX	76107	EXEMPT
24 HOUR FITNESS #658	1401 TOWN CENTER DRIVE	PFLUGERVILLE	TX	78660	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	EXEMPT
24 HOUR FITNESS #673	1719 SPRING GREEN BLVD.	KATY	TX	77494	EXEMPT
24 HOUR FITNESS #676	4625 WEST WILLIAM CANNON DRIVE	AUSTIN	TX	78749	EXEMPT
24 HOUR FITNESS #677	19734 SAUMS ROAD	HOUSTON	TX	77084	EXEMPT



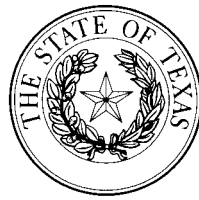
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24 HOUR FITNESS #679	10011 WEST BROADWAY STREET	PEARLAND	TX	77584	EXEMPT
24 HOUR FITNESS #680	213 NORTH HIGHWAY 67	CEDAR HILL	TX	75104	EXEMPT
24 HOUR FITNESS #681	6601 NORTHEAST LOOP 820	NORTH RICHLAND HILLS	TX	76180	EXEMPT
24 HOUR FITNESS #682	12400 N. IH-35 SVC ROAD SOUTHBOUND	AUSTIN	TX	78741	EXEMPT
24 HOUR FITNESS #684	25632 HIGHWAY 290	CYPRESS	TX	77429	EXEMPT
24 HOUR FITNESS #685	10860 KUYKENDAHL ROAD	THE WOODLANDS	TX	77381	EXEMPT
24 HOUR FITNESS #687	2280 MARKET PLACE BLVD.	IRVING	TX	75063	EXEMPT
24 HOUR FITNESS #688	6500 OLD DENTON ROAD	FORT WORTH	TX	76137	EXEMPT
24 HOUR FITNESS #689	5946 FAIRMOUNT PARKWAY	PASADENA	TX	77505	EXEMPT
24 HOUR FITNESS #690	4421 FM 1960 WEST	HOUSTON	TX	77014	EXEMPT
24 HOUR FITNESS #691	1101 N. WALNUT CREEK DRIVE	MANSFIELD	TX	76063	EXEMPT
24 HOUR FITNESS #692	2765 GULF FREEWAY SOUTH	LEAGUE CITY	TX	77573	EXEMPT
24 HOUR FITNESS #694	2700 E. ELDORADO PARKWAY, SUITE 300	LITTLE ELM	TX	75068	EXEMPT
24 HOUR FITNESS #695	3501 GARTH ROAD	BAYTOWN	TX	77521	EXEMPT
24 HOUR FITNESS #696	3201 LOUISIANA STREET	HOUSTON	TX	77006	EXEMPT
24 HOUR FITNESS #697	12553 WESTHEIMER ROAD	HOUSTON	TX	77077	EXEMPT
24 HOUR FITNESS #699	5208 SOUTH STATE HIGHWAY 360	GRAND PRAIRIE	TX	75052	EXEMPT
24 HOUR FITNESS #881	4866 STATE HIGHWAY 121	LEWISVILLE	TX	75056	EXEMPT
24 HOUR FITNESS #882	5070 RICHMOND AVENUE	HOUSTON	TX	77056	EXEMPT
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 - FRISCO	100 - 8992 PRESTON ROAD	FRISCO	TX	75034	YES
3523 FITNESS	8312 E FM 3523	SLATON	TX	79364	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



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711 FIT HEALTH CLUB	711 LOUISIANA, SUITE 200	HOUSTON	TX	77002	YES
78155 ATHLETIC CLUB	1199 E COLLEGE	SEGUIN	TX	78155	EXEMPT
9ROUND	401 CYPRESS CREEK BLVD SUITE 400	CEDAR PARK	TX	78613	YES
9ROUND	1513 N. ZARAGOZA, SUITE B	EL PASO	TX	79936	YES
9ROUND	1400 E. OLD SETTLERS BLVD SUITE 301	ROUND ROCK	TX	78664	YES
9ROUND	#103 20210 STONE OAK PKWY	SAN ANTONIO	TX	78258	YES
9ROUND #5	14439 NW MILITARY HWY, SUITE M110	SAN ANTONIO	TX	78230	YES
9ROUND - GRANBURY	301 HWY 377, SUITE 120	GRANBURY	TX	76049	YES
9ROUND BASSWOOD	5411 BASSWOOD BLVD, SUITE 221	FORT WORTH	TX	76137	YES
9ROUND FITNESS	2510 JUSTIN ROAD, SUITE 200	HIGHLAND VILLAGE	TX	75077	YES
9ROUND FITNESS	725 AIRPORT FREEWAY, UNIT H	HURST	TX	76053	YES
9ROUND FITNESS, FRISCO TX	8811 TEEL PARKWAY STE. 120	FRISCO	TX	75034	YES
9ROUND FLOWER MOUND	1901 LONG PRAIRIE ROAD, SUITE 314	FLOWER MOUND	TX	75022	YES
9ROUND PLANO	3020 LEGACY DRIVE, SUITE 110	PLANO	TX	75075	YES
ABILENE REGIONAL MEDICAL CENTER / DAVID M. COLLINS WELL-HEALTH CENTER	6100 REGIONAL PLAZA #201	ABILENE	TX	79606	EXEMPT
ABSOLUTE FITNESS AND NUTRITION	25600 WESTHEIMER PARKWAY, SUITE 300	KATY	TX	77494	YES
ADRENALINE FITNESS	1500 E. COMMERCE STREET	FAIRFIELD	TX	75840	YES
AERIAL FITNESS	11605 S FRY RD. SUITE 105	FULSHEAR	TX	77441	YES
AEROFIT EXPRESS	3100 WILDFLOWER DR., #300	BRYAN	TX	77802	EXEMPT
AEROFIT HEALTH & FITNESS CENTERS	4455 CARTER CREEK PARKWAY	BRYAN	TX	77802	EXEMPT
AEROFIT HEALTH AND FITNESS CENTERS	1900 W VILLA MARIA RD	BRYAN	TX	77807	EXEMPT
AEROFIT HEALTH AND WELLNESS	3526 LONGMIRE DR.	COLLEGE STATION	TX	77845	EXEMPT
ALL HOURS FITNESS, INC.	4218 NW LOOP	CARTHAGE	TX	75633	YES



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ALL HOURS FITNESS, INC.	122 AUSTIN STREET	CENTER	TX	75935	YES
ALL HOURS FITNESS, INC.	922 MARVIN HANCOCK DRIVE	JASPER	TX	75951	YES
ALL LADIES FITNESS, LLC	837 B JUNCTION HIGHWAY	KERRVILLE	TX	78028	YES
AMBITION FITNESS CENTER	246 WEST 19TH STREET	HOUSTON	TX	77008	YES
AMERICAN FITNESS	1323 INDUSTRIAL DRIVE	NEW BRAUNFELS	TX	78130	EXEMPT
ANYTIME FITNESS	1117 EAST NORTH 10TH	ABILENE	TX	79601	YES
ANYTIME FITNESS	4102 BUFFALO GAP ROAD, SUITE B	ABILENE	TX	79605	YES
ANYTIME FITNESS	1108 N. GREENVILLE AVE, SUITE 103	ALLEN	TX	75002	YES
ANYTIME FITNESS	1505 W. MCDERMOTT DR.	ALLEN	TX	75013	YES
ANYTIME FITNESS	3600 S. OSAGE	AMARILLO	TX	79118	YES
ANYTIME FITNESS	5749 W. AMARILLO BLVD.	AMARILLO	TX	79106	YES
ANYTIME FITNESS	804 S. CENTRAL EXPRESSWAY, SUITE 208	ANNA	TX	75409	YES
ANYTIME FITNESS	2701 WEST PARK ROW DRIVE	ARLINGTON	TX	76013	YES
ANYTIME FITNESS	6220 US HIGHWAY 287, SUITE 130	ARLINGTON	TX	76001	YES
ANYTIME FITNESS	26735 US STATE HWY 380 E, SUITE 116	AUBREY	TX	76227	EXEMPT
ANYTIME FITNESS	11720 FM 1826 ROAD SUITE B-101	AUSTIN	TX	78737	YES
ANYTIME FITNESS	2525 W. ANDERSON LANE, BLDG 3, SUITE 100	AUSTIN	TX	78757	YES
ANYTIME FITNESS	3407 GUADALUPE STREET, SUITE A	AUSTIN	TX	78705	YES
ANYTIME FITNESS	6911 N FM 620, SUITE B100	AUSTIN	TX	78732	EXEMPT
ANYTIME FITNESS	7300 FM 2222, STE. 208	AUSTIN	TX	78730	YES
ANYTIME FITNESS	696 HIGHWAY 71 WEST BLDG. 3, SUITE A	BASTROP	TX	78602	EXEMPT
ANYTIME FITNESS	14360 FALCONHEAD BLVD, SUITE 140	BEE CAVE	TX	78738	YES
ANYTIME FITNESS	1320 E. HOUSTON ST.	BEEVILLE	TX	78102	EXEMPT
ANYTIME FITNESS	2602 GREGG STREET, SUITE 10	BIG SPRING	TX	79720	YES
ANYTIME FITNESS	1018 RIVER ROAD #100	BOERNE	TX	78006	YES



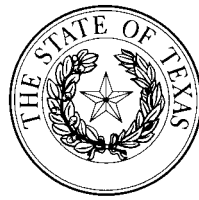
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ANYTIME FITNESS	1315 W. WILSON	BORGER	TX	79007	YES
ANYTIME FITNESS	1145 TEXAS AVE., SUITE A	BRIDGE CITY	TX	77611	EXEMPT
ANYTIME FITNESS	1671 MAIN STREET, SUITE H	BUDA	TX	78610	YES
ANYTIME FITNESS	18670 46 PARKWAY, SUITE C	BULVERDE	TX	78163	YES
ANYTIME FITNESS	860 E RENFRO	BURLESON	TX	76028	YES
ANYTIME FITNESS	909 23RD ST.	CANYON	TX	79015	YES
ANYTIME FITNESS	1175 FM 2673 SUITE 8-9	CANYON LAKE	TX	78133	YES
ANYTIME FITNESS	3709 OLD DENTON ROAD	CARROLLTON	TX	75007	EXEMPT
ANYTIME FITNESS	12101 W. PARMER LANE	CEDAR PARK	TX	78613	YES
ANYTIME FITNESS	639 HURST STREET	CENTER	TX	75935	YES
ANYTIME FITNESS	1301 W HENDERSON L3	CLEBURNE	TX	76031	YES
ANYTIME FITNESS	2212 LIVE OAK STREET	COMMERCE	TX	75428	EXEMPT
ANYTIME FITNESS	2206 I-45 NORTH	CONROE	TX	77301	YES
ANYTIME FITNESS	9160 FM 78, SUITE 4	CONVERSE	TX	78109	YES
ANYTIME FITNESS	200 N. 15TH ST., STE 1	CORSICANA	TX	75110	YES
ANYTIME FITNESS	412 FM 1187 EAST	CROWLEY	TX	76036	YES
ANYTIME FITNESS	15210 SPRING CYPRESS ROAD, SUITE F	CYPRESS	TX	77429	YES
ANYTIME FITNESS	18216 PRESTON ROAD	DALLAS	TX	75252	YES
ANYTIME FITNESS	3434 W ILLINOIS AVE, SUITE 102	DALLAS	TX	75211	YES
ANYTIME FITNESS	611 N. BISHOP AVE, SUITE 100	DALLAS	TX	75208	YES
ANYTIME FITNESS	1401 US HWY 287, STE. 200	DECATUR	TX	76234	YES
ANYTIME FITNESS	3709 CENTER STREET, SUITE E	DEER PARK	TX	77536	YES
ANYTIME FITNESS	101 VILLAGE COURT	EL PASO	TX	79922	YES
ANYTIME FITNESS	10640 GATEWAY NORTH	EL PASO	TX	79924	YES
ANYTIME FITNESS	1605 GEORGE DIETER, SUITE 206	EL PASO	TX	79936	YES
ANYTIME FITNESS	2230 N. ZARAGOSA ROAD, SUITE 110	EL PASO	TX	79938	EXEMPT
ANYTIME FITNESS	3800 N MESA, SUITE B-7	EL PASO	TX	79902	YES
ANYTIME FITNESS	910 W 11TH STREET. SUITE 200	ELGIN	TX	78621	YES



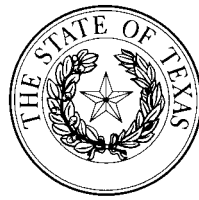
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ANYTIME FITNESS	200 WEST ENNIS AVE, SUITE A	ENNIS	TX	75119	YES
ANYTIME FITNESS	9091 FAIR OAKS PKWY., SUITE101	FAIR OAKS RANCH	TX	78015	EXEMPT
ANYTIME FITNESS	17968 FM 2493	FLINT	TX	75762	YES
ANYTIME FITNESS	534 10TH ST. UNIT D	FLORESVILLE	TX	78114	YES
ANYTIME FITNESS	1012 HIGHWAY 80, STE. C	FORNEY	TX	75126	YES
ANYTIME FITNESS	1714 8TH AVENUE	FORT WORTH	TX	76110	YES
ANYTIME FITNESS	1420 E MAIN STREET STE. 800	FREDERICKSBURG	TX	78624	YES
ANYTIME FITNESS	8745 GARY BURNS DRIVE, SUITE 110	FRISCO	TX	75034	YES
ANYTIME FITNESS	5938 BROADWAY BLVD	GALVESTON	TX	77550	YES
ANYTIME FITNESS	2380 FIREWHEEL PARKWAY, SUITE 1200	GARLAND	TX	75040	YES
ANYTIME FITNESS	105 WILDWOOD DRIVE, BLDG. 2	GEORGETOWN	TX	78633	YES
ANYTIME FITNESS	2400 E AUSTIN ST, SUITE 168	GIDDINGS	TX	78942	YES
ANYTIME FITNESS	1104 HIGHWAY 16	GRAHAM	TX	76450	YES
ANYTIME FITNESS	950 S CARRIER PKWY #140	GRAND PRAIRIE	TX	75051	YES
ANYTIME FITNESS	4800 JOE RAMSEY BLVD E	GREENVILLE	TX	75401	YES
ANYTIME FITNESS	1016 W. MAIN	GUN BARREL CITY	TX	75156	YES
ANYTIME FITNESS	702 W. MAIN ST., SUITE C	HALLSVILLE	TX	75650	EXEMPT
ANYTIME FITNESS	5000 WESTERN CENTER BLVD. SUITE 170	HALTOM CITY	TX	76137	YES
ANYTIME FITNESS	203 LAURENCE DRIVE	HEATH	TX	75032	YES
ANYTIME FITNESS	103 ST. PAUL PL. SUITE 200	HENDERSON	TX	75654	YES
ANYTIME FITNESS	303 COKE AVE, SUITE 100	HILLSBORO	TX	76645	YES
ANYTIME FITNESS	2416 BAY AREA BLVD., SUITE A	HOUSTON	TX	77058	YES
ANYTIME FITNESS	6872 HIGHWAY 6 SOUTH	HOUSTON	TX	77083	YES
ANYTIME FITNESS	200 S OAKRIDGE DRIVE #109	HUDSON OAKS	TX	76087	YES
ANYTIME FITNESS	20121 WEST LAKE HOUSTON PARKWAY, SUITE 200	HUMBLE	TX	77346	YES
ANYTIME FITNESS	2416 SAM HOUSTON AVE	HUNTSVILLE	TX	77340	YES
ANYTIME FITNESS	1856 PRECINCT LINE ROAD, SUITE 100	HURST	TX	76054	YES



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ANYTIME FITNESS	3401 W. AIRPORT FREEWAY, SUITE 216	IRVING	TX	75062	YES
ANYTIME FITNESS	319 EAST TENA	JACKSONVILLE	TX	75766	YES
ANYTIME FITNESS	305 LIMESTONE TERRACE	JARRELL	TX	76537	YES
ANYTIME FITNESS	617 N. BROADWAY	JOSHUA	TX	76058	YES
ANYTIME FITNESS	761 KELLER PARKWAY, SUITE 104	KELLER	TX	76248	YES
ANYTIME FITNESS	9500 RAY WHITE RD, STE 125	KELLER	TX	76244	YES
ANYTIME FITNESS	1101 STONE STREET, SUITE 111	KILGORE	TX	75662	YES
ANYTIME FITNESS	2802 W. STAN SCHLUETER LOOP, SUITE 180	KILLEEN	TX	76549	YES
ANYTIME FITNESS	21195 B IH-35, SUITE 101	KYLE	TX	78640	YES
ANYTIME FITNESS	304 E TRAVIS STREET	LA GRANGE	TX	78945	EXEMPT
ANYTIME FITNESS	1450 W. PLEASANT RUN ROAD, SUITE 222	LANCASTER	TX	75146	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	YES
ANYTIME FITNESS	2351 NORTH MAIN	LIBERTY	TX	77575	YES
ANYTIME FITNESS	14365 W. STATE HWY 29	LIBERTY HILL	TX	78642	YES
ANYTIME FITNESS	618 N. MAIN ST.	LINDALE	TX	75771	YES
ANYTIME FITNESS	119 S. POINT DRIVE, SUITE 200	LIVINGSTON	TX	77351	YES
ANYTIME FITNESS	1710 S. COLORADO STREET, SUITE #105	LOCKHART	TX	78644	YES
ANYTIME FITNESS	100 KATE STREET	LONGVIEW	TX	75604	YES
ANYTIME FITNESS	1013 WAL STREET	LONGVIEW	TX	75603	YES
ANYTIME FITNESS	710 ESTES DRIVE, SUITE 100	LONGVIEW	TX	75602	YES
ANYTIME FITNESS	10202 FRANKFORD AVE	LUBBOCK	TX	79424	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	YES
ANYTIME FITNESS	18535 FM 1488, SUITE #300	MAGNOLIA	TX	77354	YES
ANYTIME FITNESS	30340 FM 2978, SUITE 100	MAGNOLIA	TX	77354	YES



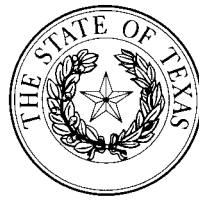
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ANYTIME FITNESS	1407 MORMON MILL ROAD	MARBLE FALLS	TX	78654	YES
ANYTIME FITNESS	2014 WEST UNIVERSITY DRIVE, SUITE 390	MCKINNEY	TX	75071	YES
ANYTIME FITNESS	4600 W. ELDORADO PARKWAY	MCKINNEY	TX	75070	YES
ANYTIME FITNESS	1200 E. DAVIS, SUITE 130	MESQUITE	TX	75149	YES
ANYTIME FITNESS	1001 C EAST MILAM RD	MEXIA	TX	76667	YES
ANYTIME FITNESS	800 SILKEN CROSSING, SUITE 102	MIDLOTHIAN	TX	76065	YES
ANYTIME FITNESS	140 GARRETT MORRIS PKWY.	MINERAL WELLS	TX	76067	EXEMPT
ANYTIME FITNESS	3434 FM 1092 - SUITE 320	MISSOURI CITY	TX	77459	YES
ANYTIME FITNESS	20873 EVA STREET, SUITE A	MONTGOMERY	TX	77356	YES
ANYTIME FITNESS	668 SOUTH JEFFERSON AVE	MOUNT PLEASANT	TX	75455	YES
ANYTIME FITNESS	2351 LOOP 337, SUITE B	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 WEST 30TH AVENUE, SUITE 2	PAMPA	TX	79065	YES
ANYTIME FITNESS	1700 GRAND AVENUE PARKWAY	PFLUGERVILLE	TX	78660	YES
ANYTIME FITNESS	3505 E PARK BLVD #300	PLANO	TX	75074	YES
ANYTIME FITNESS	6921 INDEPENDENCE PARKWAY, SUITE 250	PLANO	TX	75023	YES
ANYTIME FITNESS	8900 OHIO DRIVE, SUITE B	PLANO	TX	75024	YES
ANYTIME FITNESS	409 CEDAR DRIVE	PORTLAND	TX	78374	EXEMPT
ANYTIME FITNESS	132 E. OVILLA ROAD #12	RED OAK	TX	75154	EXEMPT
ANYTIME FITNESS	819 ARAPAHO ROAD	RICHARDSON	TX	75080	YES
ANYTIME FITNESS	1500 JACKSON STREET, SUITE 100	RICHMOND	TX	77469	EXEMPT
ANYTIME FITNESS	1150 SATELLITE VIEW	ROUND ROCK	TX	78665	YES
ANYTIME FITNESS	1650 ROUND ROCK AVE, SUITE 400	ROUND ROCK	TX	78681	YES
ANYTIME FITNESS	8301 LAKEVIEW PARKWAY, SUITE 100	ROWLETT	TX	75088	YES



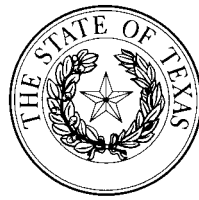
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ANYTIME FITNESS	1029 N. SAGINAW BLVD, STE F	SAGINAW	TX	76179	YES
ANYTIME FITNESS	213 MILL CREEK DR., SUITE 155	SALADO	TX	76571	EXEMPT
ANYTIME FITNESS	4471 SUNSET DRIVE	SAN ANGELO	TX	76901	YES
ANYTIME FITNESS	16535 HUEBNER RD., SUITE 115	SAN ANTONIO	TX	78248	EXEMPT
ANYTIME FITNESS	20079 STONE OAK PKWY., SUITE 2106	SAN ANTONIO	TX	78258	EXEMPT
ANYTIME FITNESS	22250 BULVERDE ROAD, SUITE 116	SAN ANTONIO	TX	78261	YES
ANYTIME FITNESS	26108 OVERLOOK PARKWAY, SUITE 1110	SAN ANTONIO	TX	78260	EXEMPT
ANYTIME FITNESS	3030 THOUSAND OAKS STE 110	SAN ANTONIO	TX	78247	YES
ANYTIME FITNESS	4200 MCCULLOUGH	SAN ANTONIO	TX	78212	YES
ANYTIME FITNESS	6820 ALAMO PKWY	SAN ANTONIO	TX	78253	YES
ANYTIME FITNESS	8126 TEZEL RD.	SAN ANTONIO	TX	78250	YES
ANYTIME FITNESS	8202 N LOOP 1604 W. SUITE 116	SAN ANTONIO	TX	78249	YES
ANYTIME FITNESS	9902 POTRANCO ROAD, SUITE 104	SAN ANTONIO	TX	78251	EXEMPT
ANYTIME FITNESS	1917 DUTTON DRIVE SUITE 202	SAN MARCOS	TX	78666	YES
ANYTIME FITNESS	551 N STEMMONS FREEWAY SUITE 400	SANGER	TX	76266	YES
ANYTIME FITNESS	3820 FM 3009, SUITE 140	SCHERTZ	TX	78154	YES
ANYTIME FITNESS	380 N HIGHWAY 175	SEAGOVILLE	TX	75159	YES
ANYTIME FITNESS	2040 LOUETTA RD	SPRING	TX	77388	YES
ANYTIME FITNESS	2900 W. WASHINGTON ST. SUITE 21	STEPHENVILLE	TX	76401	YES
ANYTIME FITNESS	1000 E BROADWAY ST, SUITE C	SWEETWATER	TX	79556	YES
ANYTIME FITNESS	106 W. LAKE DRIVE	TAYLOR	TX	76574	YES
ANYTIME FITNESS	5418 W. ADAMS AVE.	TEMPLE	TX	76502	YES
ANYTIME FITNESS	101 SAM WALTON WAY	TERRELL	TX	75160	YES
ANYTIME FITNESS	3415 RICHMOND ROAD	TEXARKANA	TX	75503	YES
ANYTIME FITNESS	3420 PALMER HIGHWAY, SUITE A	TEXAS CITY	TX	77590	YES
ANYTIME FITNESS	5701 SH-121 STE 120	THE COLONY	TX	75056	YES



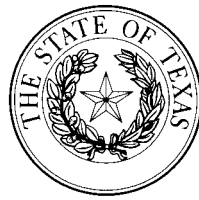
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ANYTIME FITNESS	9420 COLLEGE PARK DRIVE #20	THE WOODLANDS	TX	77354	YES
ANYTIME FITNESS	3826 TROUP HWY. 110	TYLER	TX	75703	YES
ANYTIME FITNESS	3869 HWY 64 WEST	TYLER	TX	75704	YES
ANYTIME FITNESS	6435 OLD JACKSONVILLE HIGHWAY	TYLER	TX	75703	YES
ANYTIME FITNESS	1011 HIGHWAY 77 N, SUITE 103	WAXAHACHIE	TX	75165	YES
ANYTIME FITNESS	1108 SOUTH MAIN STREET	WEATHERFORD	TX	78086	YES
ANYTIME FITNESS	601 HWY 110, SUITE G	WHITEHOUSE	TX	75791	YES
ANYTIME FITNESS	1100 N. TRINITY	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	YES
ANYTIME FITNESS	14306 RANCH ROAD 12, SUITE 8- 10	WIMBERLEY	TX	78676	EXEMPT
ANYTIME FITNESS	101 S BALLARD AVENUE	WYLIE	TX	75098	YES
ANYTIME FITNESS	1101 CLEMENTS	BROWNWOOD	TX	76801	YES
ANYTIME FITNESS	3501 CUSTER PARKWAY #123	RICHARDSON	TX	75080	YES
ANYTIME FITNESS	1523 RAYFORD ROAD	SPRING	TX	77386	YES
ANYTIME FITNESS	5645 TREASCHWIG ROAD	SPRING	TX	77373	YES
ANYTIME FITNESS	1185 S BROADWAY	SULPHUR SPRINGS	TX	75482	YES
ANYTIME FITNESS - GYM	8300 PRECINCT LINE ROAD #118	COLLEYVILLE	TX	76034	YES
ANYTIME FITNESS - HEIGHTS	1102 YALE STREET, SUITE 100	HOUSTON	TX	77008	YES
ANYTIME FITNESS - KENEDY, TEXAS	131 BUSINESS PARK DRIVE, SUITE 200	KENEDY	TX	78119	YES
ANYTIME FITNESS - THE MARKET @ BOERNE STAGE ROAD	24165 IH 10 WEST, SUITE 101	SAN ANTONIO	TX	78257	YES
ANYTIME FITNESS @ CHANDLER, TX	636 HWY 31 E	CHANDLER	TX	75758	YES
ANYTIME FITNESS ARLINGTON	1140 WEST BARDIN ROAD #120	ARLINGTON	TX	76017	EXEMPT
ANYTIME FITNESS AZLE	248 PARK PLACE	AZLE	TX	76020	YES
ANYTIME FITNESS BONHAM TEXAS	1909 N HWY 121	BONHAM	TX	75418	YES
ANYTIME FITNESS CEDAR PARK	2301 S. LAKELINE BLVD STE 100	CEDAR PARK	TX	78613	YES
ANYTIME FITNESS CENTER	108 LOOP 59	ATLANTA	TX	75551	YES



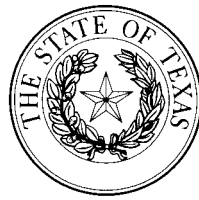
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ANYTIME FITNESS CENTER	980 JAMES BOWIE DRIVE	NEW BOSTON	TX	75570	YES
ANYTIME FITNESS CENTER	1170 N. PRESTON ROAD, STE 290	PROSPER	TX	75078	YES
ANYTIME FITNESS CENTER	600 N. KINGS HWY, SUITE 4	WAKE VILLAGE	TX	75501	YES
ANYTIME FITNESS COPPERAS COVE	3010 EAST HIGHWAY 190, SUITE 272	COPPERAS COVE	TX	76522	YES
ANYTIME FITNESS DENISON TX	3515 FM 120, SUITE 121/126	DENISON	TX	75020	YES
ANYTIME FITNESS FRIENDSWOOD	810 S. FRIENDSWOOD DR., STE 100	FRIENDSWOOD	TX	77546	YES
ANYTIME FITNESS GAINESVILLE	905 EAST HIGHWAY 82, SUITE 105	GAINESVILLE	TX	76240	YES
ANYTIME FITNESS GILMER	1924 NORTH WOOD STREET	GILMER	TX	75644	YES
ANYTIME FITNESS GLADEWATER	603 W UPSHUR SUITE 200	GLADEWATER	TX	75647	YES
ANYTIME FITNESS GRANBURY	4305 EAST HIGHWAY 377	GRANBURY	TX	76049	EXEMPT
ANYTIME FITNESS GRAND PARKWAY	7850 W. GRAND PARKWAY S., SUITE 650	RICHMOND	TX	77406	YES
ANYTIME FITNESS HARKER HEIGHTS	560 E. CENTRAL EXPRESSWAY, SUITE 103	HARKER HEIGHTS	TX	76548	YES
ANYTIME FITNESS HUFFMAN	11511 FM 1690 E, SUITE 103	HUFFMAN	TX	77336	YES
ANYTIME FITNESS JUSTIN	217 FM 156, SUITE ABC	JUSTIN	TX	76247	YES
ANYTIME FITNESS KATY	1251 PIN OAK ROAD, SUITE 113	KATY	TX	77494	YES
ANYTIME FITNESS KERRVILLE	849 JUNCTION HIGHWAY	KERRVILLE	TX	78028	YES
ANYTIME FITNESS KRUM	802 MCCART ST	KRUM	TX	76249	YES
ANYTIME FITNESS KUYKENDAHL	20631 KUYKENDAHL ROAD, SUITE 150	SPRING	TX	77379	YES
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 MEDICAL CENTER	9023 HUEBNER ROAD, SUITE 100	SAN ANTONIO	TX	78240	YES
ANYTIME FITNESS NACOGDOCHES, TX	3801 NORTH STREET, SUITE 4-1	NACOGDOCHES	TX	75965	YES
ANYTIME FITNESS OF ALVIN	3130 HIGHWAY 35 SOUTH	ALVIN	TX	77511	YES
ANYTIME FITNESS OF COLLEGE STATION	951 WILLIAM D FITCH, STE 401	COLLEGE STATION	TX	77845	YES
ANYTIME FITNESS OF KATY / RICHMOND	15014 LAKEFAIR DRIVE, SUITE A	RICHMOND	TX	77406	YES



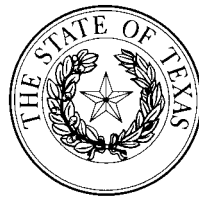
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ANYTIME FITNESS OF SOUTH SHORE	3202 MARINA BAY DRIVE, SUITE A	LEAGUE CITY	TX	77573	YES
ANYTIME FITNESS PARIS TEXAS	4033 LAMAR AVENUE	PARIS	TX	75462	YES
ANYTIME FITNESS PEARLAND	8703 W. BROADWAY, SUITE 101	PEARLAND	TX	77584	YES
ANYTIME FITNESS PILOT POINT	770 US HWY 377, SUITE 205	PILOT POINT	TX	76258	YES
ANYTIME FITNESS PLEASANTON	1020 BENS DALE ROAD, SUITE B	PLEASANTON	TX	78064	YES
ANYTIME FITNESS PORT LAVACA, TX	300 TINEY BROWNING BLVD	PORT LAVACA	TX	77979	YES
ANYTIME FITNESS RIDGMAR	643 SHERRY LANE	FORT WORTH	TX	76114	YES
ANYTIME FITNESS ROCKWALL, TX	2346 GREENCREST BOULEVARD	ROCKWALL	TX	75087	YES
ANYTIME FITNESS SANTA FE	4247 FM 1764 RD, SUITE 100	SANTA FE	TX	77517	YES
ANYTIME FITNESS SCHULENBURG	501 NORTH MAIN ST.	SCHULENBURG	TX	78956	YES
ANYTIME FITNESS SEGUIN	1425 NORTH HIGHWAY 123 BYPASS	SEGUIN	TX	78155	YES
ANYTIME FITNESS VICTORIA	3801 HOUSTON HWY STE 300	VICTORIA	TX	77901	YES
ANYTIME FITNESS VIDOR	1067 N MAIN ST	VIDOR	TX	77662	YES
ANYTIME FITNESS WHARTON LLC	2407 N RICHMOND ROAD	WHARTON	TX	77488	YES
ANYTIME FITNESS, LA VERNIA TX	13857 US HWY 87 WEST, SUITE 300	LA VERNIA	TX	78121	YES
ANYTIME FITNESS, LLC	11 OAK CREEK DR STE C	KAUFMAN	TX	75142	YES
AROUND THE CLOCK FITNESS	4239 N DIXIE BLVD.	ODESSA	TX	79762	EXEMPT
ATHENS 24/7 FAMILY FITNESS	701 E TYLER ST.	ATHENS	TX	75751	YES
ATLAS FIT	1010 RANCH ROAD 620 SOUTH, SUITE 106 AND SUITE 101	LAKESIDE	TX	78734	YES
B-FIT PERSONAL TRAINING	212 OLD GRANDE BLVD. STE A100	TYLER	TX	75703	YES
BACK STREET GYM	4798 N. MESA	EL PASO	TX	79912	YES
BARE PERFORMANCE GYM	2590 OAKMONT DR. SUITE 420	ROUND ROCK	TX	78665	EXEMPT
BAYLOR TOM LANDRY FITNESS CENTER	411 N. WASHINGTON AVE. STE 900	DALLAS	TX	75246	EXEMPT
BEAT STRONG FITNESS & NUTRITION	6420 FM 1463, STE 200	KATY	TX	77494	EXEMPT
BELLA FITNESS SPA & SALON	4700 EAST UNIVERSITY	ODESSA	TX	79762	YES
BELLA WOMEN'S FITNESS	18720 STONE OAK PARKWAY, SUITE 157	SAN ANTONIO	TX	78258	EXEMPT
BELLA WOMEN'S FITNESS	2602 N LOOP 1604, SUITE 205	SAN ANTONIO	TX	78248	EXEMPT



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BETTER BODIES GYM AND FITNESS	512 NORTH 1ST STREET	HASKELL	TX	79521	YES
BLAST FITNESS	3936 N. SHEPHERD DR.	HOUSTON	TX	77018	EXEMPT
BLAST FITNESS	7584 BELLAIRE BLVD	HOUSTON	TX	77036	EXEMPT
BLAST FITNESS	1265 TOWN EAST BLVD	MESQUITE	TX	75150	EXEMPT
BLAST FITNESS	20761 GULF FREEWAY	WEBSTER	TX	77598	EXEMPT
BLU EDGE FITNESS	5 BRENT BLVD #100	KYLE	TX	78640	YES
BODY EVOLUTION	12155 SHADOW CREEK PARKWAY #111	PEARLAND	TX	77584	EXEMPT
BODY FITNUS	901 HALSELL ST.	BRIDGEPORT	TX	76426	EXEMPT
BODY WORKZ	2313 C MACARTHUR DR.	ORANGE	TX	77630	EXEMPT
BODYBUSINESS HEALTH CLUB AND SPA	3801 N. CAPITAL OF TEXAS HIGHWAY, SUITE I-100	AUSTIN	TX	78746	YES
BODYWORKS	5025 50TH STREET	LUBBOCK	TX	79414	EXEMPT
BODYWORKS	5402 4TH STREET, UNIT 3	LUBBOCK	TX	79416	EXEMPT
BODYWORKS	5921 W. 34TH STREET	LUBBOCK	TX	79407	EXEMPT
BODYWORKS	5105 82ND STREET	LUBBOCK	TX	79424	EXEMPT
BODYWORKS FOR WOMEN	5715 82ND STREET	LUBBOCK	TX	79424	EXEMPT
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, INC.	1112 E MAIN ST	GAINESVILLE	TX	76240	EXEMPT
BRENHAM FITNESS CENTER, LLC	1113 PRAIRIE LEA STREET	BRENHAM	TX	77833	EXEMPT
BRENHAM FITNESS CENTER, LLC	2106 S MARKET STREET	BRENHAM	TX	77833	EXEMPT
BRICKHOUSE GYM	3300 UNICORN LAKE BLVD.	DENTON	TX	76210	EXEMPT
BROOKHAVEN ATHLETIC CLUB	3333 GOLFING GREEN DRIVE	FARMERS BRANCH	TX	75234	EXEMPT
BROWNWOOD FITNESS CENTER	104 CENTER AVE.	BROWNWOOD	TX	76801	EXEMPT
BUNA ELITE FITNESS, LLC	35060 HIGHWAY 96, SUITE 6000	BUNA	TX	77612	EXEMPT
BURN BOOT CAMP LAKEWAY	1603 RANCH ROAD 620 N, SUITE 100	AUSTIN	TX	78734	YES
BURN DALLAS OR JUST BURN	11661 PRESTON RD #175	DALLAS	TX	75230	YES
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



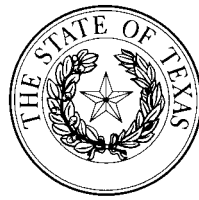
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CG INTERNATIONAL, L.L.C.	9185 RESEARCH BLVD.	AUSTIN	TX	78758	YES
CHAMPION FITNESS	913 BOYD RD. SUITE 700	AZLE	TX	76020	EXEMPT
CHINA SPRING FITNESS CENTER	9022 CHINA SPRING ROAD	WACO	TX	76708	YES
CINCO FIT	23010 HIGHLAND KNOLLS, SUITE G	KATY	TX	77494	YES
CINCO FIT	28818 CINCO RANCH BLVD #200	KATY	TX	77494	YES
CIRCUIT FITNESS	23128 FM 1314 SUITE D	PORTER	TX	77365	YES
CKO KICKBOXING	17700 US HWY 281 N, SUITE 500	SAN ANTONIO	TX	78232	YES
CLAIREVISTA VITALITY CLUB, INC.	2001 SYLVAN AVENUE	DALLAS	TX	75208	YES
CLUB 1000	1000 LOUISIANA, CLUB LEVEL	HOUSTON	TX	77002	YES
COMMERCE FITNESS LLC	2204A LIVE OAK ST	COMMERCE	TX	75428	YES
COMPLETE FITNESS GYM	104 PASCHALL BLVD	MABANK	TX	75147	EXEMPT
COMPLETE HOMETOWN PHYSICAL THERAPY	203 N. MAIN ST.	HALLETTSVILLE	TX	77964	EXEMPT
COMPLETE HOMETOWN PHYSICAL THERAPY	105 BOEHM DRIVE	SHINER	TX	77984	EXEMPT
COOPER FITNESS CENTER	12100 PRESTON ROAD	DALLAS	TX	75230	EXEMPT
COOPER FITNESS CENTER AT CRAIG RANCH	7910 COLLIN MCKINNEY PARKWAY	MCKINNEY	TX	75070	EXEMPT
CORE 24	1104 FORD ST.	LLANO	TX	78643	YES
CORE HEALTH & FITNESS, INC.	8170 SPRING CYPRESS RD	SPRING	TX	77379	EXEMPT
CORPUS CHRISTI ATHLETIC CLUB L.L.C.	2101 AIRLINE ROAD	CORPUS CHRISTI	TX	78414	EXEMPT
CORSICANA 24/7 FAMILY FITNESS	3811 W. STATE HIGHWAY 31, SUITE 901	CORSICANA	TX	75110	YES
COSTA'S GYM	10850 JONES ROAD	HOUSTON	TX	77065	EXEMPT
COVE FITNESS	1013 WEST BUSINESS 190	COPPERAS COVE	TX	76522	YES
COVE FITNESS EXPRESS 24 HOURS	1009 W. HIGHWAY 190, STE 112	COPPERAS COVE	TX	76522	EXEMPT
COWBOYS FIT	FIVE COWBOYS WAY	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, LLC	6009 COTTONWOOD STREET	PEARLAND	TX	77584	EXEMPT
CROSSFIT CHAUTAUQUA HILL	1720 REDWOOD ROAD, SUITE C	SAN MARCOS	TX	78666	EXEMPT



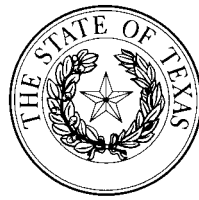
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CROSSFIT S-5	4503 SPRING CYPRESS ROAD, UNIT B6	SPRING	TX	77388	YES
CROSSFIT WARRIOR SPIRIT	5902 BROADWAY	ALAMO HEIGHTS	TX	78209	EXEMPT
CROWBAR CARDIO	5726 BELMONT AVENUE	DALLAS	TX	75206	YES
CRULL FITNESS	2701 CUSTER PARKWAY, SUITE 801	RICHARDSON	TX	75080	EXEMPT
CRUNCH FITNESS BROWNSVILLE	3025 BOCA CHICA BLVD	BROWNSVILLE	TX	78521	YES
CURVES	4388 W. GREEN OAKS BLVD., STE. 101	ARLINGTON	TX	76016	EXEMPT
CURVES	14611 BURNET ROAD #107	AUSTIN	TX	78728	EXEMPT
CURVES	3001 W LOOP 250 N, SUITE C-117	MIDLAND	TX	79705	YES
CURVES	1475 S. HWY 69	NEDERLAND	TX	77627	YES
CURVES	1541 JBS PARKWAY, SUITE 5	ODESSA	TX	79761	EXEMPT
CURVES	3277 INDEPENDENCE PARKWAY	PLANO	TX	75075	EXEMPT
CURVES	1144 N PLANO ROAD, SUITE 141	RICHARDSON	TX	75081	YES
CURVES	2812-B THOUSAND OAKS	SAN ANTONIO	TX	78232	EXEMPT
CURVES	11355 MONTWOOD STE. A	EL PASO	TX	79936	YES
CURVES	121 E HARWOOD RD	HURST	TX	76054	EXEMPT
CURVES	110 PINE PLAZA	SILSBEE	TX	77656	YES
CURVES - HUNTSVILLE	279 STATE HIGHWAY 75 N	HUNTSVILLE	TX	77320	EXEMPT
CURVES - WILLIS	10535 FM 1097 W	WILLIS	TX	77318	EXEMPT
CURVES / CURVES FOR WOMEN	1706 N. MAIN ST.	TAYLOR	TX	76574	YES
CURVES ARLINGTON, TEXAS SOUTHEAST	1110 E. BARDIN RD, SUITE 110	ARLINGTON	TX	76018	YES
CURVES HELOTES	12274 BANDERA ROAD, SUITE 101	HELOTES	TX	78023	YES
CURVES OF LUBBOCK SOUTHWEST	8004 INDIANA AVENUE # A-8	LUBBOCK	TX	79424	YES
CURVES OF MT. PLEASANT	312-A WEST FERGUSON	MT. PLEASANT	TX	75455	YES
CURVES OF RED OAK	206 SOUTH HIGHWAY 342, SUITE D	RED OAK	TX	75154	YES
CURVES WEST	7234 N. MESA STREET	EL PASO	TX	79912	YES
CURVES WEST U	5326 WESLAYAN	HOUSTON	TX	77005	YES
CURVES WOODWAY/HEWITT/MCGREGOR	1201 HEWITT DRIVE, SUITE 210	WACO	TX	76712	YES



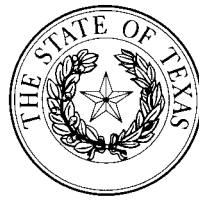
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DENTON FITNESS CENTER	723 SOUTH I-35E, SUITE 100	DENTON	TX	76205	YES
DIESEL FITNESS	2901 CITYPLACE WEST BLVD.	DALLAS	TX	75204	EXEMPT
DIVINE STRENGTH PERSONAL TRAINING & DIET CENTER	1200 LAKEWAY DRIVE, SUITE 21	AUSTIN	TX	78734	EXEMPT
DOUG'S GYM	2010 1/2 COMMERCE	DALLAS	TX	75201	EXEMPT
DOWNTOWN ATHLETIC CLUB	320 SOUTH POLK STREET, SUITE 350	AMARILLO	TX	79101	EXEMPT
DOWNTOWN FITNESS TECH	230 MAIN STREET	SULPHUR SPRINGS	TX	75482	YES
DYNAMIC FIT CLUB OF TEXAS	17750 KATY FREEWAY	HOUSTON	TX	77094	YES
DYNAMIC FIT CLUB OF TEXAS (DYNAMIC FITNESS)	2810 BUSINESS CENTER DRIVE, SUITE 144	PEARLAND	TX	77584	YES
DYNAMIC FIT CLUBS OF TEXAS	1980 POST OAK BOULEVARD, SUITE A	HOUSTON	TX	77056	YES
DYNAMIC FIT CLUBS OF TEXAS	9920 HIGHWAY 90A, SUITE A100	SUGAR LAND	TX	77478	YES
DYNAMICS HEALTH & FITNESS	1407 N. JEFFERSON AVENUE	MOUNT PLEASANT	TX	75455	EXEMPT
EAST SIDE ATHLETIC CLUB	4003 COMMERCE ST	DALLAS	TX	75226	YES
EAST SIDE BALANCE	815 EAST 52ND STREET	AUSTIN	TX	78751	EXEMPT
EB FITNESS CENTER	825 SEYDLER STREET	EAST BERNARD	TX	77435	EXEMPT
EDGE FITNESS	1415 CHICO HIGHWAY	BRIDGEPORT	TX	76426	EXEMPT
ELYSIAN FITNESS	821 WASHINGTON AVE.	WACO	TX	76710	YES
EMBODY FITNESS CENTER FIRST COLONY	4799 LEXINGTON BLVD.	MISSOURI CITY	TX	77459	YES
EMBODY KINGWOOD FITNESS CENTER	1574 KINGWOOD DRIVE	KINGWOOD	TX	77339	YES
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	4444 WESTHEIMER ROAD, SPACE G- 100	HOUSTON	TX	77027	YES
EQUINOX FITNESS CLUB	4023 OAKLAWN AVENUE	DALLAS	TX	75219	EXEMPT
EQUINOX FITNESS CLUB	8611 HILLCREST ROAD, SUITE 250	DALLAS	TX	75225	EXEMPT
EVOLVE	500 S. ERVAY, SUITE 100	DALLAS	TX	75201	YES



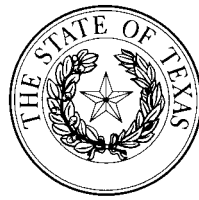
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EVOLVE PERSONAL FITNESS AND GYM	5716 WEST HIGHWAY 290, SUITE 106	AUSTIN TX	78610	YES
EXHALE MINDBODY SPA	5300 EAST MOCKINGBIRD LANE	DALLAS TX	75206	EXEMPT
EXTREME FITNESS CENTER, LLC	14366 US HWY 190 W	ONALASKA TX	77360	YES
EXTREME GYM	1348 WALNUT STREET	COLUMBUS TX	78934	YES
EXTREME IRON PRO GYM	17390 PRESTON RD STE 360	DALLAS TX	75252	EXEMPT
EXYGON HEALTH AND FITNESS CLUB	6450 PHELAN BLVD.	BEAUMONT TX	77706	EXEMPT
EXYGON HEALTH AND FITNESS CLUB	1001 NEDERLAND AVENUE	NEDERLAND TX	77627	NO
F.I.T. FITNESS IN TRAINING	5201 S. BROADWAY, SUITE 160	TYLER TX	75703	YES
FALLS FITNESS	2611 PLAZA PKWY #206	WICHITA FALLS TX	76308	EXEMPT
FAMILY FITNESS	4800 HIGHWAY 281 NORTH	SPRING BRANCH TX	78070	EXEMPT
FAMILY FITNESS, INC.	333 N HIGHWAY 2004	LAKE JACKSON TX	77566	EXEMPT
FIGHTER UP CROSSFIT	12241 SAN PEDRO, STE. 100	SAN ANTONIO TX	78216	EXEMPT
FIT 30, LLC	3950 DONIPHAN DRIVE, SUITE G	EL PASO TX	79922	YES
FIT CLUB 24, LLC	24525 GOSLING ROAD, SUITE D	SPRING TX	77389	EXEMPT
FIT FAMILY FITNESS	3404 N MIDLAND DRIVE	MIDLAND TX	79707	EXEMPT
FIT FOR LIFE	5500 OVERTON RIDGE BLVD. #222	FORT WORTH TX	76132	YES
FIT FOR LIFE COLLEYVILLE	4906 COLLEYVILLE BLVD	COLLEYVILLE TX	76034	YES
FIT FOR LIFE WEATHERFORD	148 COLLEGE PARK DRIVE	WEATHERFORD TX	76086	YES
FIT FOR LIFE WILLOW PARK	119 S. RANCH HOUSE RD #700	WILLOW PARK TX	76008	YES
FIT USA FAMILY FITNESS	301 I-20 WEST	WEATHERFORD TX	76086	YES
FIT24 GYM	1118 N TX BLVD	ALICE TX	78332	EXEMPT
FIT24 GYM	2001 S. BRAHMA BLVD	KINGSVILLE TX	78363	EXEMPT
FITNESS 1440	103 W LOOP 281, SUITE 800	LONGVIEW TX	75605	YES
FITNESS 1440 - SAN ANTONIO TX	8725 MARBACH ROAD, SUITE 100-103	SAN ANTONIO TX	78227	YES
FITNESS 19 TX 141 LLC	3111 N. FRY RD. SUITE 401	KATY TX	77449	EXEMPT
FITNESS 19 TX 150 LLC	12215 GRANT ROAD, SUITE K	CYPRESS TX	77429	EXEMPT



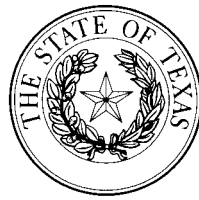
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FITNESS 19 TX 177 LLC	17111 WEST ROAD #100	HOUSTON	TX	77095	EXEMPT
FITNESS 19 TX 215, LLC	9910 WEST LOOP 1604 NORTH, SUITE 117	SAN ANTONIO	TX	78254	EXEMPT
FITNESS 2000	615 HARWOOD RD.	BEDFORD	TX	76021	EXEMPT
FITNESS 2000	7410 N. BEACH ST. STE 120	FT. WORTH	TX	76137	EXEMPT
FITNESS 2000	7901 MID CITIES BLVD.	N RICHLAND HILLS	TX	76180	EXEMPT
FITNESS 2000 - KELLER	3529 HERITAGE TRACE PARKWAY	KELLER	TX	76248	EXEMPT
FITNESS 300, LLC	10941 STATE HWY. 78	LAVON	TX	75166	EXEMPT
FITNESS 360	4822 NORTH UNIVERSITY DRIVE	NACOGDOCHES	TX	75965	YES
FITNESS 8:28	1510 E. SEALY	MONAHANS	TX	79756	YES
FITNESS CENTER	433 E. LAS COLINAS BLVD.	IRVING	TX	75039	EXEMPT
FITNESS CONNECTION	605 W. MC DERMOTT DR	ALLEN	TX	75013	YES
FITNESS CONNECTION	3775 COOPER ST.	ARLINGTON	TX	76015	YES
FITNESS CONNECTION	13776 US HIGHWAY 183 N	AUSTIN	TX	78750	YES
FITNESS CONNECTION	5035 GARTH ROAD	BAYTOWN	TX	77521	YES
FITNESS CONNECTION	2810 E. TRINITY MILLS RD., STE 150	CARROLLTON	TX	75006	YES
FITNESS CONNECTION	2334 W. BUCKINGHAM RD. #100	GARLAND	TX	75042	YES
FITNESS CONNECTION	10920 FM 1960 WEST	HOUSTON	TX	77070	YES
FITNESS CONNECTION	11320 WESTHEIMER ROAD	HOUSTON	TX	77077	YES
FITNESS CONNECTION	12032 EAST FREEWAY	HOUSTON	TX	77029	YES
FITNESS CONNECTION	12300 NORTH FREEWAY #200	HOUSTON	TX	77060	YES
FITNESS CONNECTION	12338 GULF FREEWAY	HOUSTON	TX	77034	YES
FITNESS CONNECTION	7098 BISSONNET STREET	HOUSTON	TX	77074	YES
FITNESS CONNECTION	9669 FM 1960 BYPASS ROAD W	HUMBLE	TX	77338	YES
FITNESS CONNECTION	3888 IRVING MALL, STE N 01	IRVING	TX	75062	YES
FITNESS CONNECTION	333 1/2 SOUTH MASON ROAD	KATY	TX	77450	YES
FITNESS CONNECTION	1565 W. MAIN ST., #450	LEWISVILLE	TX	75067	YES
FITNESS CONNECTION	2021 N. TOWN EAST BLVD., STE 101	MESQUITE	TX	75150	YES



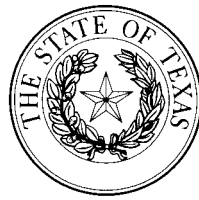
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FITNESS CONNECTION	3900 SPENCER HIGHWAY	PASADENA	TX	77504	YES
FITNESS CONNECTION	16616 CHAMPION FOREST DRIVE	SPRING	TX	77379	YES
FITNESS CONNECTION	4610 HIGHWAY 6	SUGAR LAND	TX	77479	YES
FITNESS CONNECTION	129 SAWDUST ROAD	THE WOODLANDS	TX	77380	YES
FITNESS EXPRESS LLC	2601 E. EXPRESSWAY 83, UNIT C	DONNA	TX	78537	YES
FITNESS NOW	6801 RUFÉ SNOW DRIVE #300	WATAUGA	TX	76148	YES
FITNESS PLUS OF TEXAS LLC	1438 S. FRONT HIGHWAY 36	BELLVILLE	TX	77418	EXEMPT
FITNESS XPRESS	2750 PRESTON RD, SUITE 119	CELINA	TX	75009	YES
FITNESS XPRESS SACHSE	7340 HWY. 78, SUITE 300	SACHSE	TX	75048	YES
FITNESS ZONE	305 WEST BLUFF	WOODVILLE	TX	75979	YES
FITWELL	842 FM 471 N	CASTROVILLE	TX	78009	YES
FLEX FIT GYM 24-7 CEDAR PARK LLC	401 E. WHITESTONE BLVD, SUITE B101	CEDAR PARK	TX	78613	EXEMPT
FLYWHEEL DOMAIN, LLC	11410 CENTURY OAK TERRACE, SUITE 128	AUSTIN	TX	78758	YES
FOCUS FITNESS	8650 SPICEWOOD SPRINGS ROAD #103	AUSTIN	TX	78759	EXEMPT
FOX FITNESS	980 E. 87TH SUITE F,G & C	ODESSA	TX	79765	YES
FREEDOM FITNESS	2944 BOCA CHICA BLVD.	BROWNSVILLE	TX	78521	EXEMPT
FREEDOM FITNESS	3231 SOUTH ALAMEDA STREET	CORPUS CHRISTI	TX	78404	EXEMPT
FREEDOM FITNESS	5858 S. PADRE ISLAND #109	CORPUS CHRISTI	TX	78412	EXEMPT
FREEDOM FITNESS	1901 W. TRENTON	EDINBURG	TX	78539	EXEMPT
FREEDOM FITNESS	2247 W. UNIVERSITY DRIVE	EDINBURG	TX	78539	EXEMPT
FREEDOM FITNESS	4124 19TH STREET	LUBBOCK	TX	79407	YES
FREEDOM FITNESS	100 S. 2ND STREET	MCALLEN	TX	78501	EXEMPT
FREEDOM FITNESS	5300 N. 23RD STREET	MCALLEN	TX	78504	EXEMPT
FREEDOM FITNESS	16628 SAN PEDRO AVENUE	SAN ANTONIO	TX	78232	EXEMPT
FREEDOM FITNESS	5330 WALZEM ROAD	SAN ANTONIO	TX	78218	EXEMPT
FREEDOM FITNESS	5819 NW LOOP 410 #150	SAN ANTONIO	TX	78238	EXEMPT
FREEDOM PHYSICAL THERAPY	5310 ACTON HIGHWAY, SUITE 106	GRANBURY	TX	76049	EXEMPT



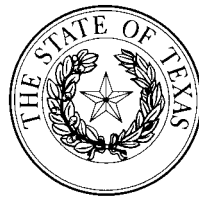
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FSA FITNESS & COACHING	2800 N. STANTON ST	EL PASO	TX	79902	YES
FTX PERFORMANCE TRAINING	9090 FIRST STREET	FRISCO	TX	75033	EXEMPT
GARNER'S SWIM & FITNESS CENTER, INC.	35125 HWY 96S	BUNA	TX	77612	EXEMPT
GEORGETOWN CURVES	3010 WILLIAMS DRIVE, SUITE180	GEORGETOWN	TX	78628	YES
GET FIT 4U	8924 MAIN STREET	NEEDVILLE	TX	77461	YES
GOLD'S GYM	3000 S. BLACKBURN	AMARILLO	TX	79109	EXEMPT
GOLD'S GYM	3440 BELL	AMARILLO	TX	79109	EXEMPT
GOLD'S GYM	1224 WEDGEWOOD DRIVE	EL PASO	TX	79925	YES
GOLD'S GYM - ALAMO HEIGHTS	1246 AUSTIN HIGHWAY	SAN ANTONIO	TX	78209	EXEMPT
GOLD'S GYM - ANDERSON ARBOR	13435 US HIGHWAY 183 N SUITE 101	AUSTIN	TX	78750	EXEMPT
GOLD'S GYM - AUSTIN DOWNTOWN	115 EAST 6TH STREET	AUSTIN	TX	78701	EXEMPT
GOLD'S GYM - AUSTIN NORTH	9101 RESEARCH BOULEVARD	AUSTIN	TX	78758	EXEMPT
GOLD'S GYM - AUSTIN SOUTH	4404 WILLIAM CANNON	AUSTIN	TX	78749	EXEMPT
GOLD'S GYM - AUSTIN SOUTHEAST	801 E WILLIAM CANNON DRIVE, SUITE 105	AUSTIN	TX	78745	EXEMPT
GOLD'S GYM - BABCOCK	1602 BABCOCK ROAD	SAN ANTONIO	TX	78229	EXEMPT
GOLD'S GYM - BANDERA POINTE	11761 BANDERA ROAD	SAN ANTONIO	TX	78250	EXEMPT
GOLD'S GYM - BANDERA TRAILS	11820 BANDERA ROAD, SUITE 105	SAN ANTONIO	TX	78023	EXEMPT
GOLD'S GYM - BEE CAVES	12480 BEE CAVES ROAD	BEE CAVES	TX	78733	EXEMPT
GOLD'S GYM - BELLMEAD	1000 N. LOOP 340	BELLMEAD	TX	76705	EXEMPT
GOLD'S GYM - BROWNSVILLE	800 SUNRISE BLVD.	BROWNSVILLE	TX	78526	EXEMPT
GOLD'S GYM - BRYAN	3125 S. TEXAS AVENUE, SUITE 1000	BRYAN	TX	77802	EXEMPT
GOLD'S GYM - CEDAR PARK	1335 E WHITESTONE BLVD. SUITE AB	CEDAR PARK	TX	78613	EXEMPT
GOLD'S GYM - COLLEGE STATION	200 BRENTWOOD DRIVE EAST	COLLEGE STATION	TX	77840	EXEMPT
GOLD'S GYM - CONCORD	7700 JONES MALTSBERGER ROAD	SAN ANTONIO	TX	78216	EXEMPT
GOLD'S GYM - CROSSROADS	100 CROSSROADS BLVD. #107	SAN ANTONIO	TX	78201	EXEMPT
GOLD'S GYM - CULEBRA	10455 CULEBRA ROAD	SAN ANTONIO	TX	78250	EXEMPT
GOLD'S GYM - CYPRESS CREEK	1314 CYPRESS CREEK RD	CEDAR PARK	TX	78613	EXEMPT



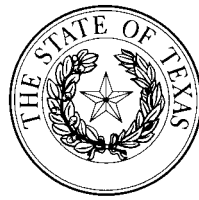
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GOLD'S GYM - DESOTO	1001 N. INTERSTATE 35 E.	DALLAS	TX	75115	EXEMPT
GOLD'S GYM - DOWNTOWN TRAVIS	214 E. TRAVIS STREET	SAN ANTONIO	TX	78205	EXEMPT
GOLD'S GYM - EVANS ROAD	21044 US HIGHWAY 281 N	SAN ANTONIO	TX	78258	EXEMPT
GOLD'S GYM - FIESTA TRAILS	12481 W. IH-10	SAN ANTONIO	TX	78230	EXEMPT
GOLD'S GYM - FM 78 & WALZEM	7650 FM 78	SAN ANTONIO	TX	78244	EXEMPT
GOLD'S GYM - GEORGETOWN	610 AUSTIN AVE. N.	GEORGETOWN	TX	78626	EXEMPT
GOLD'S GYM - GOLIAD	2828 GOLIAD ROAD	SAN ANTONIO	TX	78201	EXEMPT
GOLD'S GYM - HESTER'S CROSSING	2400 SOUTH IH 35	ROUND ROCK	TX	78681	EXEMPT
GOLD'S GYM - HIGHLAND	6001 MIDDLE FISKVILLE, SUITE 100	AUSTIN	TX	78752	EXEMPT
GOLD'S GYM - HILL COUNTRY VILLAGE	15759 SAN PEDRO AVENUE	SAN ANTONIO	TX	78232	EXEMPT
GOLD'S GYM - KILLEEN	902 W CENTRAL EXPRESSWAY	KILLEEN	TX	76541	EXEMPT
GOLD'S GYM - LEGACY TRAILS	8935 STATE HIGHWAY 151	SAN ANTONIO	TX	78251	EXEMPT
GOLD'S GYM - LIVE OAK	7937 PAT BOOKER ROAD	LIVE OAK	TX	78233	EXEMPT
GOLD'S GYM - MEDICAL CENTER	7431 MERTON MINTER	SAN ANTONIO	TX	78229	EXEMPT
GOLD'S GYM - MILITARY	2555 SW MILITARY DRIVE	SAN ANTONIO	TX	78224	EXEMPT
GOLD'S GYM - NACO	12233 NACOGDOCHES RD	SAN ANTONIO	TX	78217	EXEMPT
GOLD'S GYM - PRESTON CENTER	8335 WESTCHESTER DRIVE	DALLAS	TX	75225	EXEMPT
GOLD'S GYM - PRUE ROAD	5025 W. PRUE ROAD	SAN ANTONIO	TX	78240	EXEMPT
GOLD'S GYM - RICHARDSON	110 W. CAMPBELL RD., SUITE 100	RICHARDSON	TX	75080	EXEMPT
GOLD'S GYM - ROGERS RANCH	2711 TREBLE CREEK	SAN ANTONIO	TX	78258	EXEMPT
GOLD'S GYM - SAN MARCOS	1180 THORPE LN #120	SAN MARCOS	TX	78666	EXEMPT
GOLD'S GYM - SOUTH CENTRAL	1701 W. BEN WHITE BLVD., SUITE 165	AUSTIN	TX	78704	EXEMPT
GOLD'S GYM - SOUTH STAPLES	6643 SOUTH STAPLES	CORPUS CHRISTI	TX	78413	EXEMPT
GOLD'S GYM - TECH RIDGE	235 CANYON RIDGE DRIVE	AUSTIN	TX	78753	EXEMPT
GOLD'S GYM - TEMPLE	4501 S. GENERAL BRUCE DRIVE	TEMPLE	TX	76502	EXEMPT
GOLD'S GYM - TEXARKANA	2700 RICHMOND ROAD	TEXARKANA	TX	75503	EXEMPT
GOLD'S GYM - TEZEL	9240 GUILBEAU ROAD	SAN ANTONIO	TX	78250	EXEMPT



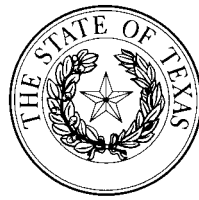
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GOLD'S GYM - UNIVERSAL CITY	2925 PAT BOOKER ROAD	UNIVERSAL CITY	TX	78148	EXEMPT
GOLD'S GYM - UPTOWN	2425 MCKINNEY AVENUE	DALLAS	TX	75201	EXEMPT
GOLD'S GYM - VICTORIA	5201 N. NAVARRO	VICTORIA	TX	77904	EXEMPT
GOLD'S GYM - WACO	250 N. NEW ROAD	WACO	TX	76710	EXEMPT
GOLD'S GYM - WAXAHACHIE	505 N. HWY 77	WAXAHACHIE	TX	75165	EXEMPT
GOLD'S GYM BEAR CREEK	16233 CLAY ROAD, SUITE 300	HOUSTON	TX	77084	EXEMPT
GOLD'S GYM BULVERDE	17934 BULVERDE RD.	SAN ANTONIO	TX	78259	EXEMPT
GOLD'S GYM CONROE	1306 WEST DAVIS, SUITE B	CONROE	TX	77304	EXEMPT
GOLD'S GYM COPPERAS COVE	294 ROBERT GRIFFIN 111 BLVD.	COPPERAS COVE	TX	76522	EXEMPT
GOLD'S GYM FM 1960	3040 FM 1960 EAST, SUITE 300	HOUSTON	TX	77073	EXEMPT
GOLD'S GYM HARLINGEN	2000 S EXPRESSWAY 83	HARLINGEN	TX	78552	EXEMPT
GOLD'S GYM HOUSTON	6511 FM 1488	MAGNOLIA	TX	77354	EXEMPT
GOLD'S GYM HUMBLE	9633 N SAM HOUSTON PARKWAY EAST	HUMBLE	TX	77396	EXEMPT
GOLD'S GYM KINGWOOD	2213 NORTH PARK DR	KINGWOOD	TX	77339	EXEMPT
GOLD'S GYM LAREDO	2626 E DEL MAR	LAREDO	TX	78041	EXEMPT
GOLD'S GYM LAREDO NORTH CENTRAL	2446 SAN ISIDRO PKWY	LAREDO	TX	78045	EXEMPT
GOLD'S GYM LOCKHILL VILLAGE	2323 LOCKHILL SELMA ROAD	SAN ANTONIO	TX	78227	EXEMPT
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 N. BUSINESS I-35, SUITE 900	NEW BRAUNFELS	TX	78130	EXEMPT
GOLD'S GYM NORTH ROUND ROCK	4201 SUNRISE ROAD	ROUND ROCK	TX	78665	EXEMPT
GOLD'S GYM PFLUGERVILLE	21315 N. STATE HWY. 130 NB.	PFLUGERVILLE	TX	78660	EXEMPT
GOLD'S GYM PHARR	1317 S JACKSON ROAD	PHARR	TX	78577	EXEMPT
GOLD'S GYM SAN ANTONIO (THE QUARRY)	255 E. BASSE ROAD, #310	SAN ANTONIO	TX	78209	EXEMPT
GOLD'S GYM VALLEY HI	400 VALLEY HI DRIVE	SAN ANTONIO	TX	78227	EXEMPT
GOLD'S GYM WESTLAKE	701 CAPITAL OF TEXAS HIGHWAY SOUTH	WESTLAKE HILLS	TX	78746	EXEMPT
GOLD'S GYM WICHITA FALLS	3007 GARNETT AVE.	WICHITA FALLS	TX	76308	EXEMPT
GOLD'S GYM WOODLANDS/MAGNOLIA	6511 FM 1488	MAGNOLIA	TX	77354	EXEMPT
GOOD LIFE FITNESS CENTER	1405 SIDNEY BAKER STREET	KERRVILLE	TX	78028	YES



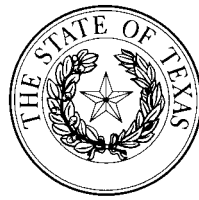
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GOSS FITNESS	6445 SOUTHWEST BOULEVARD	BENBROOK	TX	76132	EXEMPT
GRANDVIEW FITNESS	301 EAST CRINER, STE 1	GRANDVIEW	TX	76050	YES
GRAPEVINE CROSSFIT	607 W. DALLAS ROAD, SUITE 1000	GRAPEVINE	TX	76051	EXEMPT
GRIFFIN FITNESS USA	750 GRAPEVINE HWY	HURST	TX	76054	EXEMPT
GYM ONE - WORKOUT FACILITY	3300 WEST ANDERSON LANE	AUSTIN	TX	78757	YES
GYM-CYPRESS	17721 HUFFMEISTER RD.	CYPRESS	TX	77429	EXEMPT
GYMBOX FITNESS	110 TRIPLE CREEK DRIVE #10	LONGVIEW	TX	75601	YES
GYMX 24 HOURS	2327 S. 57TH STREET	TEMPLE	TX	76504	EXEMPT
HALL ACTIVE	2401 INTERNET BLVD., SUITE 100	FRISCO	TX	75034	YES
HANCOCK BODY BUSINESS	2700 W. ANDERSON LANE ST. 802	AUSTIN	TX	78757	YES
HEALTH CLUB AT TRAVIS PLACE	1010 TRAVIS PLACE, SUITE 800	HOUSTON	TX	77002	YES
HEROES FITNESS	#3 META DRIVE	MIDLAND	TX	79701	EXEMPT
HEROES FITNESS	4400 N. MIDLAND DRIVE, SUITE 2001	MIDLAND	TX	79707	EXEMPT
HEROES FITNESS	2423 N COUNTY ROAD WEST	ODESSA	TX	79763	EXEMPT
HEROES FITNESS	4110 SUNSET DRIVE	SAN ANGELO	TX	76904	EXEMPT
HESS TOWER FITNESS CLUB	1501 MCKINNEY	HOUSTON	TX	77010	YES
HILTON DFW LAKES TENNIS AND SPORTS CENTER	1800 STATE HIGHWAY 26 EAST	GRAPEVINE	TX	76051	EXEMPT
HOMETOWN FITNESS	23 TOWN CENTER	DAYTON	TX	77535	YES
HOOD BARBELL STRENGTH & FITNESS	406 W BROADWAY	WINNSBORO	TX	75494	YES
HOUSE OF GAINZ	610 N AUSTIN AVENUE #110	GEORGETOWN	TX	78626	YES
HOUSTON GYM	1501 DURHAM	HOUSTON	TX	77007	EXEMPT
HUB CITY FIELDHOUSE	11703 INDIANA AVENUE	LUBBOCK	TX	79423	YES
I-FIT BURLESON, LLC	212 NE WILSHIRE BLVD	BURLESON	TX	76028	EXEMPT
I-FIT ELITE CROWLEY, LLC	740 S. CROWLEY RD	CROWLEY	TX	76036	EXEMPT
IFC FORNEY 1, INC	127 EAST HIGHWAY 80	FORNEY	TX	75126	EXEMPT
IFC WHITE ROCK, INC	718 N. BUCKNER BLVD STE 200	DALLAS	TX	75218	EXEMPT
IGNITE FITNEZ	1109 - B SOUTH CONGRESS AVE.	AUSTIN	TX	78704	YES
ILOVEKICKBOXING.COM	6935 FM 1960 WEST	HOUSTON	TX	77069	YES



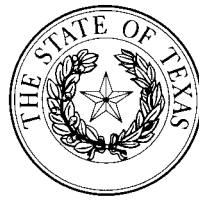
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ILOVEKICKBOXING.COM	8404 KATY FREEWAY SUITE 400	HOUSTON	TX	77024	YES
ILOVEKICKBOXING.COM	2640 E LEAGUE CITY PKWY	LEAGUE CITY	TX	77573	YES
ILOVEKICKBOXING.COM	9810 SLIDE ROAD, SUITE 200	LUBBOCK	TX	79424	YES
ILOVEKICKBOXING.COM	11200 BROADWAY ST. SUITE 620	PEARLAND	TX	77584	YES
ILOVEKICKBOXING.COM	20710 KUYKENDAHL RD STE A	SPRING	TX	77379	YES
ILOVEKICKBOXING.COM - CYPRESS	15014 SPRING CYPRESS, SUITE 130	CYPRESS	TX	77429	YES
ILOVEKICKBOXING.COM - LAKE HOUSTON	18321 WEST LAKE HOUSTON PARKWAY, SUITE 130	HUMBLE	TX	77346	YES
ILOVEKICKBOXING.COM - TYLER	5526 OLD JACKSONVILLE HWY.	TYLER	TX	75703	YES
ILOVEKICKBOXING.COM- HOUSTON,TX-WESTHEIMER	11803 WESTHEIMER ROAD, SUITE 730	HOUSTON	TX	77077	YES
IMPACT FITNESS - GARLAND	1332 BELTLINE ROAD	GARLAND	TX	75040	EXEMPT
INNERGYZE	3665 LAMAR AVENUE	PARIS	TX	75460	YES
INSPIRE FITNESS	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
IRION COUNTY HEALTH & FITNESS CENTER	700 COUNTRY CLUB LANE	MERTZON	TX	76941	EXEMPT
IRON FIT GYM	118 S. 2ND STREET	NORMANGEE	TX	77871	YES
IRON TRIBE FITNESS	2303 HWY 620, SUITE 170	LAKEWAY	TX	78734	YES
IRON TRIBE FITNESS - CINCO RANCH	9555 SPRING GREEN BLVD, SUITE F	KATY	TX	77494	YES
IRON WORKS HEALTH CLUB	206 STATE HIGHWAY 75 N.	HUNTSVILLE	TX	77320	EXEMPT
ISLAND CURVES	6225 STEWART RD.	GALVESTON	TX	77551	YES
ISLAND FITNESS LLC	5800 PADRE BLVD #201	SOUTH PADRE ISLAND	TX	78597	YES
ISLAND RAYZ	1150 SABINE ST.	HEMPHILL	TX	75948	EXEMPT
ISLAND TIME FITNESS	2122 RUFÉ SNOW DRIVE, SUITE 110	KELLER	TX	76248	YES
JOE'S GYM	1707 FREDERICKSBURG ROAD	SAN ANTONIO	TX	78201	EXEMPT
JOHN NEWCOMBE COUNTRY CLUB	625 MISSION VALLEY ROAD	NEW BRAUNFELS	TX	78132	EXEMPT



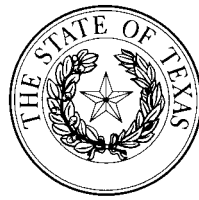
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JONES ELITE ATHLETES	3209 PREMIER DRIVE, SUITE 109	PLANO	TX	75075	EXEMPT
JROBS SPORTS AND FITNESS	2803 S US HWY 287	DECATUR	TX	76234	YES
JUST FITNESS 24/7	511 LAKE RD., SUITE 100	BELTON	TX	76513	YES
KING'S GYM	1411 GREEN AVE.	ORANGE	TX	77630	YES
KIRKWOOD TOWER FITNESS CENTER	11757 KATY FREEWAY, SUITE 1510	HOUSTON	TX	77079	EXEMPT
KOKO FIT CLUB	1420 CYPRESS CREEK ROAD, SUITE 700	CEDAR PARK	TX	78613	YES
KOKO FIT CLUB AUSTIN	2800 EAST WHITESTONE BLVD, SUITE 123	CEDAR PARK	TX	78613	YES
KOKO FITCLUB	23010 SEVEN MEADOWS PARKWAY, SUITE C	KATY	TX	77494	YES
KOKO FITCLUB	1632 KELLER PARKWAY, SUITE 500	KELLER	TX	76248	YES
KOKO FITCLUB	100 N. KIMBALL AVE, SUITE 106	SOUTHLAKE	TX	76092	YES
KOKO FITCLUB	18318 UNIVERSITY BLVD STE 300	SUGAR LAND	TX	77479	YES
KOSAMA OF HOUSTON	12545 BRIAR FOREST DR., SUITE F	HOUSTON	TX	77077	YES
KRAV MAGA PLANO	3263 INDEPENDENCE PARKWAY	PLANO	TX	75075	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 #45752	1201 W CENTERVILLE ROAD	GARLAND	TX	75041	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



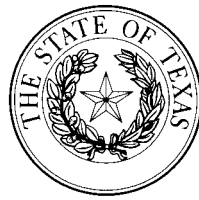
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LA FITNESS AND PRO RESULTS #45760	7427 NW LOOP 410	SAN ANTONIO	TX	78245	EXEMPT
LA FITNESS AND PRO RESULTS #45761	17138 BULVERDE BLVD	SAN ANTONIO	TX	78247	EXEMPT
LA FITNESS AND PRO RESULTS #45762	1339 N. LOOP 1604 WEST	SAN ANTONIO	TX	78258	EXEMPT
LA FITNESS AND PRO RESULTS #45763	9050 FALCON VIEW DRIVE	MCKINNEY	TX	75050	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 #701	1861 MAIN STREET	KELLER	TX	76248	EXEMPT
LA FITNESS AND PRO RESULTS #702	9190 STATE HIGHWAY 121	FRISCO	TX	75035	EXEMPT
LA FITNESS AND PRO RESULTS #704	5402 STATE 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 #712	4850 LITTLE ROAD	ARLINGTON	TX	76017	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 #716	3560 ALTA MESA BLVD.	FORT WORTH	TX	76133	EXEMPT
LA FITNESS AND PRO RESULTS #717	3198 JUSTIN ROAD (FM 407)	HIGHLAND VILLAGE	TX	75077	EXEMPT



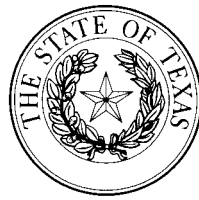
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LA FITNESS AND PRO RESULTS #718	6101 K AVENUE	PLANO	TX	75074	EXEMPT
LA FITNESS AND PRO RESULTS #719	798 VISTA RIDGE MALL DRIVE	LEWISVILLE	TX	75067	EXEMPT
LA FITNESS AND PRO RESULTS #720	7620 KATY FREEWAY, SUITE 200	HOUSTON	TX	77024	EXEMPT
LA FITNESS AND PRO RESULTS #721	141 ROAD TO SIX FLAGS ST. W	ARLINGTON	TX	76011	EXEMPT
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 #726	2807 WEST INTERSTATE HIGHWAY 20	GRAND PRAIRIE	TX	75052	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 #730	3200 GRAPEVINE MILL PARKWAY	GRAPEVINE	TX	76051	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 #734	114 E. HIGHWAY 67	DUNCANVILLE	TX	75137	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 LOOP 820	HURST	TX	76053	EXEMPT
LA FITNESS AND PRO RESULTS #740	3838 RICHMOND AVENUE	HOUSTON	TX	77046	EXEMPT
LA FITNESS AND PRO RESULTS #741	1350 SOUTH LOOP 288	DENTON	TX	76205	EXEMPT
LA FITNESS AND PRO RESULTS #742	6386 NORTH ELDRIDGE PARKWAY	HOUSTON	TX	77041	EXEMPT
LA FITNESS AND PRO RESULTS #743	3029 FOREST LANE	DALLAS	TX	75234	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



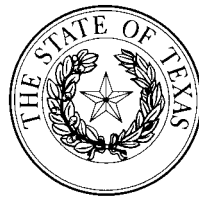
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LA FITNESS AND PRO RESULTS #746	4540 WEST MOCKINGBIRD LANE	DALLAS	TX	75209	EXEMPT
LA FITNESS AND PRO RESULTS #748	9603 WESTHEIMER ROAD	HOUSTON	TX	77063	EXEMPT
LA FITNESS AND PRO RESULTS #749	2690 N. HASKELL AVE.	DALLAS	TX	75204	EXEMPT
LA TORRETТА LAKE RESORT & SPA	600 LATORRETТА BLVD.	MONTGOMERY	TX	77356	EXEMPT
LADIES FIRST, LLC	1304 3RD STREET	MARBLE FALLS	TX	78654	YES
LAKE GRANBURY FITNESS	1301 PALUXY ROAD	GRANBURY	TX	76048	YES
LANDMARK FITNESS CLUB	12740 MERIT DRIVE	DALLAS	TX	75251	EXEMPT
LANDSHARK FITNESS	14329 NORTHWEST BLVD.	CORPUS CHRISTI	TX	78410	YES
LARRY NORTH FITNESS	6030 LUTHER LANE, STE. 180	DALLAS	TX	75230	EXEMPT
LARRY NORTH FITNESS	615 COMMERCE STREET	FORT WORTH	TX	76102	EXEMPT
LARRY NORTH FITNESS AT CITYPLACE	2711 N. HASKELL #300	DALLAS	TX	75204	YES
LARRY NORTH FITNESS AT SOLANA	2902 SAMS SCHOOL ROAD	WESTLAKE	TX	76262	EXEMPT
LEAN FITNESS CENTER	1514 S 77 SUNSHINE STRIP SUITE 20	HARLINGEN	TX	78550	YES
LEGACY FITNESS & GYM LLC	2231 S. LOOP 288 STE.130	DENTON	TX	76205	EXEMPT
LEGENDS GYM & HEALTH CLUB	3315 N. STATELINE AVE	TEXARKANA	TX	75503	EXEMPT
LIFE TIME ATHLETIC	5910 N CENTRAL EXPRESSWAY #2100	DALLAS	TX	75206	EXEMPT
LIFE TIME FITNESS	971 STATE HWY 121	ALLEN	TX	75013	EXEMPT
LIFE TIME FITNESS	13725 N. RM 620	AUSTIN	TX	78717	EXEMPT
LIFE TIME FITNESS	7101 S. MOPAC EXPRESSWAY NB	AUSTIN	TX	78749	EXEMPT
LIFE TIME FITNESS	1221 CHURCH ST	COLLEYVILLE	TX	76034	EXEMPT
LIFE TIME FITNESS	3419 TRINITY MILLS RD.	DALLAS	TX	75287	EXEMPT
LIFE TIME FITNESS	3100 CHURCHILL DR.	FLOWER MOUND	TX	75022	EXEMPT
LIFE TIME FITNESS	5602 NAAMAN FOREST BLVD.	GARLAND	TX	75044	EXEMPT
LIFE TIME FITNESS	7717 WILLOW CHASE BLVD.	HOUSTON	TX	77070	EXEMPT
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



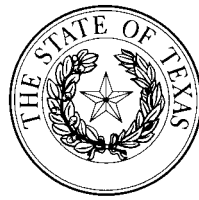
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LIFE TIME FITNESS	23211 CINCO RANCH BLVD.	KATY	TX	77494	EXEMPT
LIFE TIME FITNESS	1551 EAST DEBBIE LANE	MANSFIELD	TX	76063	EXEMPT
LIFE TIME FITNESS	7100 PRESTON RD.	PLANO	TX	75024	EXEMPT
LIFE TIME FITNESS	18510 US 281 N.	SAN ANTONIO	TX	78259	EXEMPT
LIFE TIME FITNESS	5639 WORTH PARKWAY	SAN ANTONIO	TX	78251	EXEMPT
LIFE TIME FITNESS	1331 HWY 6	SUGAR LAND	TX	77478	EXEMPT
LIFE TIME FITNESS AND LIFE TIME ATHLETIC	5015 WESTHEIMER ROAD, SUITE 4020	HOUSTON	TX	77056	EXEMPT
LINCOLN CENTRE FITNESS CLUB	5430 LBJ FRWY, STE 250	DALLAS	TX	75240	EXEMPT
LIVEWELL ATHLETIC CLUB	1616 TULANE DRIVE	LUFKIN	TX	75901	YES
LIVINGSTON FITNESS CENTER "LFC"	601 W CHURCH ST	LIVINGSTON	TX	77351	YES
LONGVIEW TAEKWONDO ACADEMY LLC	3547 GILMER ROAD	LONGVIEW	TX	75605	EXEMPT
LOS FRESNOS FITNESS GYM	810 W. OCEAN BLVD.	LOS FRESNOS	TX	78566	YES
LOTT FITNESS CENTER	1026 W. 2ND	CORSICANA	TX	75110	YES
LOTT FITNESS CENTER	375A W US HWY 84	FAIRFIELD	TX	75840	YES
MAIN STREET FITNESS	208 S. MAIN STREET	MCGREGOR	TX	76657	EXEMPT
MAIN STREET GYM	1000 E MAIN STREET STE. 205	MIDLOTHIAN	TX	76065	YES
MAINSTREET GYM	211 WEST BUCK STREET	CALDWELL	TX	77836	EXEMPT
MARBLE FALLS ATHLETIC CLUB	2312 HWY 281 N	MARBLE FALLS	TX	78654	EXEMPT
MAVERICK ATHLETIC CLUB	1919 WEST PIONEER PARKWAY	ARLINGTON	TX	76013	EXEMPT
MECCA GYM & SPA	524 LAMAR BLVD. SUITE 300	AUSTIN	TX	78703	EXEMPT
MEMORIAL ATHLETIC CLUB AND AQUATIC CENTER	14690 MEMORIAL DRIVE	HOUSTON	TX	77079	EXEMPT
METRO FLEX GYM INC.	2921 S. COOPER ST. #109	ARLINGTON	TX	76015	EXEMPT
METROFLEX GYM	3320 TROUP HWY, STE 160	TYLER	TX	75701	EXEMPT
METROFLEX GYM NORTH DALLAS/PLANO	2701 DOBIE DRIVE	PLANO	TX	75074	EXEMPT
METROFLEX GYM-FT WORTH MMA	5501 THELIN STREET, SUITE 125	FORT WORTH	TX	76115	EXEMPT
METROFLEX WICHITA FALLS	3411 MCNIEL AVE, SUITE 201	WICHITA FALLS	TX	76308	EXEMPT
MICHAEL JOHNSON PERFORMANCE CENTER AT CRAIG RANCH	6051 ALMA DRIVE	MCKINNEY	TX	75070	EXEMPT
MOMENTUM PHYSICAL THERAPY & SPORTS REHAB	3456 HIGHWAY 16 SOUTH	BANDERA	TX	78003	EXEMPT
MOVE FIT LIVE	5999 DE ZAVALA RD. STE 130	SAN ANTONIO	TX	78249	YES



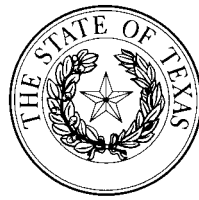
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MPOWER FITNESS	11907 FM 2154, SUITE 131	COLLEGE STATION	TX	77845	YES
MUSCLES AND CURVES GYM	2312 NORTH FOURTH STREET	CROCKETT	TX	75835	EXEMPT
MY HOUSE FITNESS - ALLEN	190 EAST STACY ROAD, SUITE 1506	ALLEN	TX	75002	EXEMPT
MY HOUSE FITNESS PLANO	8200 PRESTON ROAD, SUITE 125	PLANO	TX	75024	EXEMPT
MY TIME FITNESS, LLC	12770 EDGEMERE BLVD, SUITE H	EL PASO	TX	79938	YES
N2 FITNESS	207 HIDALGO	ZAPATA	TX	78076	EXEMPT
NAUTILUS FAMILY FITNESS	2719 HWY 75	SHERMAN	TX	75090	EXEMPT
NAUTILUS FAMILY FITNESS OF PARIS	110 S. COLLEGIATE	PARIS	TX	75460	EXEMPT
NAUTILUS FITNESS OF NORTH TEXAS	12881 E. HWY 82	WHITESBORO	TX	76273	EXEMPT
NAUTILUS GAINESVILLE	1207 N. GRAND AVE.	GAINESVILLE	TX	76240	EXEMPT
NAUTILUS SPORT & FITNESS CENTER DENISON	2402 W. MORTON, SUITE 201	DENISON	TX	75020	EXEMPT
NAUTILUS TOTAL FITNESS CENTER	2235 N. CENTER	BONHAM	TX	75418	EXEMPT
NAUTILUS WEST	1711 HERITAGE PKWY #600	SHERMAN	TX	75092	EXEMPT
NEW LIFE FITNESS	24911 KUYKENDAHL ROAD	TOMBALL	TX	77375	EXEMPT
NORTHSIDE BARBELL	3704 BILLY DR.	VICTORIA	TX	77904	EXEMPT
O ATHLETIK, LLC	767 N. SHEPHERD DR. STE. 300	HOUSTON	TX	77007	YES
ODESSA CROSSFIT	6046 EASTRIDGE ROAD	ODESSA	TX	79762	YES
OLD FIREHOUSE GYM	515 W MAIN ST	DENISON	TX	75020	EXEMPT
OLYMPUS GYM	516 W. JACKSON	HARLINGEN	TX	78550	EXEMPT
OMEGA PERFORMANCE TRAINING	3405 MIDWAY ROAD, SUITE 690	PLANO	TX	75093	EXEMPT
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
ORANGE THEORY FITNESS	3502 E. DEL MAR BLVD, UNIT 6	LAREDO	TX	78045	EXEMPT
ORANGE THEORY FITNESS	5800 NORTH 10TH ST. SUITE 110	MCALLEN	TX	78504	EXEMPT
ORANGETHEORY FITNESS	945 W STACY RD, SUITE 180	ALLEN	TX	75013	EXEMPT
ORANGETHEORY FITNESS	10721 RESEARCH BLVD., SUITE A- 100	AUSTIN	TX	78759	EXEMPT
ORANGETHEORY FITNESS	1100 SOUTH LAMAR, BUILDING 1, SUITE 1115	AUSTIN	TX	78704	EXEMPT
ORANGETHEORY FITNESS	12314 N IH 35 SVRD SB, STE 105	AUSTIN	TX	78753	EXEMPT



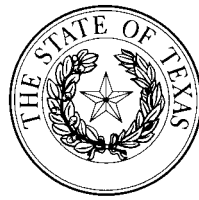
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ORANGETHEORY FITNESS	13000 N FM 620 RD SB., SUITE 105	AUSTIN	TX	78750	EXEMPT
ORANGETHEORY FITNESS	14900 AVERY RANCH BLVD, SUITE A-100	AUSTIN	TX	78717	EXEMPT
ORANGETHEORY FITNESS	3100 ESPERANZA CROSSING, STE. 118	AUSTIN	TX	78758	EXEMPT
ORANGETHEORY FITNESS	3300 BEE CAVE ROAD, SUITE 200	AUSTIN	TX	78746	EXEMPT
ORANGETHEORY FITNESS	4550 MUELLER BLVD.	AUSTIN	TX	78723	EXEMPT
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	7301 N FM 620 STE 175	AUSTIN	TX	78726	EXEMPT
ORANGETHEORY FITNESS	HIGHWAY 183A AND NEW HOPE DRIVE	CEDAR PARK	TX	78613	EXEMPT
ORANGETHEORY FITNESS	513 CIBOLO VALLEY DR., STE. 155	CIBOLO	TX	78108	EXEMPT
ORANGETHEORY FITNESS	9925 BARKER CYPRESS RD, SUITE 143	CYPRESS	TX	77433	EXEMPT
ORANGETHEORY FITNESS	7949 WALNUT HILL LN, STE 165	DALLAS	TX	75230	EXEMPT
ORANGETHEORY FITNESS	15910 ELDORADO PARKWAY, SUITE 500	FRISCO	TX	75035	EXEMPT
ORANGETHEORY FITNESS	4350 W MAIN ST, SUITE 100	FRISCO	TX	75034	EXEMPT
ORANGETHEORY FITNESS	1500 RIVERY BLVD, SUITE 340	GEORGETOWN	TX	78628	EXEMPT
ORANGETHEORY FITNESS	2313 EDWARDS ST	HOUSTON	TX	77007	EXEMPT
ORANGETHEORY FITNESS	2516 WROXTON RD. SUITE 100	HOUSTON	TX	77005	EXEMPT
ORANGETHEORY FITNESS	6415 A. SAN FELIPE	HOUSTON	TX	77057	EXEMPT
ORANGETHEORY FITNESS	700 TOWN & COUNTRY BLVD	HOUSTON	TX	77024	EXEMPT
ORANGETHEORY FITNESS	800 TOWN AND COUNTRY BLVD., STE 200	HOUSTON	TX	77024	EXEMPT
ORANGETHEORY FITNESS	4810 GATTIS SCHOOL ROAD	HUTTO	TX	78634	EXEMPT
ORANGETHEORY FITNESS	23144 CINCO RANCH BLVD. SUITE K	KATY	TX	77494	EXEMPT
ORANGETHEORY FITNESS	4525 KINGWOOD DR., SUITE 100	KINGWOOD	TX	77345	EXEMPT
ORANGETHEORY FITNESS	1516 RR 620 S, SUITE 100	LAKEWAY	TX	78734	EXEMPT



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ORANGETHEORY FITNESS	3501 N. LAKELINE BLVD., SUITE 220	LEANDER	TX	78641	EXEMPT
ORANGETHEORY FITNESS	6201 N JOSEY LN, SUITE 200	LEWISVILLE	TX	75056	EXEMPT
ORANGETHEORY FITNESS	1691 W STATE HWY 46, STE. 305	NEW BRAUNFELS	TX	78130	EXEMPT
ORANGETHEORY FITNESS	2208 DALLAS PARKWAY, SUITE 321	PLANO	TX	75093	EXEMPT
ORANGETHEORY FITNESS	8245 PRESTON ROAD, SUITE 300	PLANO	TX	75024	EXEMPT
ORANGETHEORY FITNESS	311 UNIVERSITY BLVD., SUITE 100	ROUND ROCK	TX	78665	EXEMPT
ORANGETHEORY FITNESS	661 LOUIS HENNA BLVD, SUITE 450	ROUND ROCK	TX	78664	EXEMPT
ORANGETHEORY FITNESS	11600 BANDERA ROAD	SAN ANTONIO	TX	78250	EXEMPT
ORANGETHEORY FITNESS	12055 VANCE JACKSON RD.	SAN ANTONIO	TX	78230	EXEMPT
ORANGETHEORY FITNESS	20935 US HIGHWAY 281N	SAN ANTONIO	TX	78258	EXEMPT
ORANGETHEORY FITNESS	5619 TX-1604 LOOP	SAN ANTONIO	TX	78253	EXEMPT
ORANGETHEORY FITNESS	243 WONDER WORLD DRIVE, SUITE 108	SAN MARCOS	TX	78666	EXEMPT
ORANGETHEORY FITNESS	9500 SOUTH I.H. 35 SUITE L800	SOUTH AUSTIN	TX	78748	EXEMPT
ORANGETHEORY FITNESS	621 E SOUTHLAKE BLVD, STE 621-100	SOUTHLAKE	TX	76092	EXEMPT
ORANGETHEORY FITNESS	15890 SOUTHWEST FREEWAY, SUITE 300	SUGAR LAND	TX	77478	EXEMPT
ORANGETHEORY FITNESS	136 BAY AREA BLVD.	WEBSTER	TX	77598	EXEMPT
PALMS TAN N TONE, LLC	1401 MLK BLVD, SUITE G	EL CAMPO	TX	77437	YES
PARADIGM GYM	1605 GREENVILLE AVE	DALLAS	TX	75206	YES
PARKE WAY FAMILY FITNESS & RECREATION CENTER, INC.	2628 BILL OWENS PARKWAY	LONGVIEW	TX	75604	EXEMPT
PEAK FITNESS	1337 BANDERA HIGHWAY	KERRVILLE	TX	78028	EXEMPT
PEAK PHYSICAL THERAPY & FITNESS	176 N. MAIN ST.	VAN ALSTYNE	TX	75495	YES
PEAK ZONE FITNESS	10531 EAST NORTHWEST HIGHWAY, SUITE A	DALLAS	TX	75238	YES
PELTON RIDGE COUNTRY CLUB, LTD	701 SUN MEADOWS DRIVE	HARKER HEIGHTS	TX	76548	EXEMPT
PHARR GYM	101 E. INTERSTATE 2, SUITE F	PHARR	TX	78577	EXEMPT
PHOENIX GROUP FITNESS	900 SOUTH MAIN STREET	LUMBERTON	TX	77657	YES



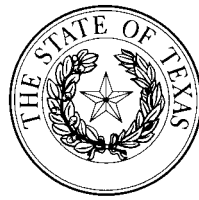
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PHYSICAL THERAPY TODAY WELLNESS CENTER	2431 S LOOP 289	LUBBOCK	TX	79423	EXEMPT
PINNACLE PERFORMANCE CENTER	1180 E. PROSPER TRAIL, SUITE 40	PROSPER	TX	75078	YES
PLANET FITNESS	2540 BARROW STREET	ABILENE	TX	79605	YES
PLANET FITNESS	1701 FAIRWAY DRIVE, SUITE B	ALVIN	TX	77511	YES
PLANET FITNESS	3801 OLSEN BLVD. UNIT A	AMARILLO	TX	79109	YES
PLANET FITNESS	819 E. PIONEER PKWY	ARLINGTON	TX	76010	YES
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 LANE, SUITE 480	AUSTIN	TX	78748	EXEMPT
PLANET FITNESS	1819 PLEASANT VALLEY ROAD, SUITE A	AUSTIN	TX	78741	EXEMPT
PLANET FITNESS	6800 WESTGATE BLVD	AUSTIN	TX	78745	YES
PLANET FITNESS	7100 US HIGHWAY 290, SUITE A	AUSTIN	TX	78736	EXEMPT
PLANET FITNESS	6430 EASTEX FREEWAY	BEAUMONT	TX	77708	YES
PLANET FITNESS	525 NORTH MAIN STREET	BELTON	TX	76513	YES
PLANET FITNESS	1673 BRIARCREST DR. SUITE 100A	BRYAN	TX	77802	YES
PLANET FITNESS	1655 W HENDERSON ST SUITE A	CLEBURNE	TX	76033	YES
PLANET FITNESS	2501 S. TEXAS AVE. BLDG. B	COLLEGE STATION	TX	77840	YES
PLANET FITNESS	1906 NORTH FRAZIER STREET	CONROE	TX	77301	YES
PLANET FITNESS	3500 WEST 7TH AVE. SUITE 20	CORSICANA	TX	75110	YES
PLANET FITNESS	430 E. MAIN ST.	CROWLEY	TX	76036	YES
PLANET FITNESS	13140 LOUETTA ROAD, SUITE B	CYPRESS	TX	77429	YES
PLANET FITNESS	3200 FALLS DRIVE	DALLAS	TX	75211	EXEMPT
PLANET FITNESS	3601 CENTER STREET	DEER PARK	TX	77536	YES
PLANET FITNESS	806 W. UNIVERSITY DR.	DENTON	TX	76201	YES
PLANET FITNESS	2740 VALWOOD PARKWAY, SUITE 147	FARMERS BRANCH	TX	75234	YES
PLANET FITNESS	6605 FOREST HILL AVE.	FOREST HILL	TX	76140	YES



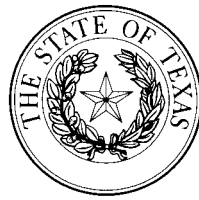
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PLANET FITNESS	1950 EPHRIHAM AVE, SUITE 230	FORT WORTH	TX	76164	YES
PLANET FITNESS	4109 E. LANCASTER AVENUE, SUITE 101	FORT WORTH	TX	76103	YES
PLANET FITNESS	5334 TRAIL LAKE DR.	FORT WORTH	TX	76133	YES
PLANET FITNESS	6951 PRESTON ROAD	FRISCO	TX	75034	YES
PLANET FITNESS	541 W. PIONEER PKWY	GRAND PRAIRIE	TX	75051	YES
PLANET FITNESS	5101 WESLEY ST.	GREENVILLE	TX	75402	YES
PLANET FITNESS	4900 TWIN CITY HWY	GROVES	TX	77619	YES
PLANET FITNESS	3316 DENTON HIGHWAY	HALTOM CITY	TX	76117	YES
PLANET FITNESS	901 N. 13TH ST., SUITE 26	HARLINGEN	TX	78550	YES
PLANET FITNESS	10116 HAMMERLY BOULEVARD	HOUSTON	TX	77080	YES
PLANET FITNESS	10701 JONES ROAD, SUITE A	HOUSTON	TX	77065	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 PARKWAY	HOUSTON	TX	77090	YES
PLANET FITNESS	6960 BARKER CYPRESS ROAD	HOUSTON	TX	77084	YES
PLANET FITNESS	8150 SOUTHWEST FREEWAY, SUITE U	HOUSTON	TX	77036	YES
PLANET FITNESS	256 FM 1960 BYPASS ROAD EAST	HUMBLE	TX	77338	YES
PLANET FITNESS	24547 KATY FREEWAY	KATY	TX	77494	YES
PLANET FITNESS	1001 VETERANS MEMORIAL BLVD.	KILLEEN	TX	76541	YES
PLANET FITNESS	1165 S STEMMONS FREEWAY	LEWISVILLE	TX	75067	YES
PLANET FITNESS	3249 50TH STREET, SUITE 100	LUBBOCK	TX	79413	YES
PLANET FITNESS	400 N. TIMBERLAND DRIVE	LUFKIN	TX	75901	YES
PLANET FITNESS	620 EAST END BLVD. SOUTH	MARSHALL	TX	75670	YES
PLANET FITNESS	1000 NORTH MIDKIFF ROAD, SUITE 13	MIDLAND	TX	79701	YES
PLANET FITNESS	1102 SOUTH STREET	NACOGDOCHES	TX	75691	YES



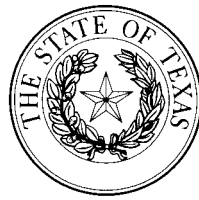
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PLANET FITNESS	1355 WEST UNIVERSITY	ODESSA	TX	79764	YES
PLANET FITNESS	2270 MACARTHUR DRIVE	ORANGE	TX	77630	YES
PLANET FITNESS	2700 WEST PECAN STREET #400	PFLUGERVILLE	TX	78660	YES
PLANET FITNESS	1201 RIDGE ROAD, SUITE 101	ROCKWALL	TX	75087	YES
PLANET FITNESS	5101 AVENUE H, SUITE 12	ROSENBERG	TX	77471	YES
PLANET FITNESS	200 W PALM VALLEY BLVD.	ROUND ROCK	TX	78664	EXEMPT
PLANET FITNESS	3552 KNICKERBOCKER RD.	SAN ANGELO	TX	76904	YES
PLANET FITNESS	1500 EAST COURT STREET, SUITE 800	SEGUIN	TX	78155	YES
PLANET FITNESS	721 E.TAYLOR ST.	SHERMAN	TX	75090	YES
PLANET FITNESS	1801 N. ROBINSON RD. 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	YES
PLANET FITNESS	300 N. VALLEY MILLS DR.	WACO	TX	76710	YES
PLANET FITNESS	1821 SOUTH MAIN STREET, SUITE 100	WEATHERFORD	TX	76086	YES
PLANET FITNESS	560 EL DORADO BLVD.	WEBSTER	TX	77598	YES
PLANET FITNESS	1901 W. EXPRESSWAY 83, STE., 900	WESLACO	TX	78598	YES
PLANET FITNESS	3915 KELL BLVD, SUITE C	WICHITA FALLS	TX	76308	YES
PLANET FITNESS - CHELMONT	5026 MONTANA AVE	EL PASO	TX	79903	EXEMPT
PLANET FITNESS - JOE BATTLE	3000 JOE BATTLE	EL PASO	TX	79938	EXEMPT
PLANET FITNESS - MESA	5700 N. MESA	EL PASO	TX	79912	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 - RESLER	725 N. RESLER	EL PASO	TX	79912	EXEMPT
PLANET FITNESS - ROJAS	11160 ROJAS DRIVE	EL PASO	TX	79935	EXEMPT
PLANET FITNESS - ZARAGOZA	1505 NORTH ZARAGOZA	EL PASO	TX	79936	EXEMPT
PLANET FITNESS 12TH STREET	912 WEST 12TH STREET	DALLAS	TX	75028	YES
PLANET FITNESS BANDERA	6700 HUEBNER ROAD, SUITE 101	SAN ANTONIO	TX	78238	YES
PLANET FITNESS BOOKER	1705 PAT BOOKER ROAD, SUITE 216	UNIVERSAL CITY	TX	78148	YES
PLANET FITNESS BUCKNER	1639 S BUCKNER BLVD, SUITE 180	DALLAS	TX	75217	YES



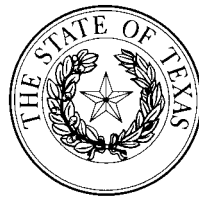
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PLANET FITNESS CAMP WISDOM	3200 W CAMP WISDOM ROAD	DALLAS	TX	75237	YES
PLANET FITNESS CORPUS	5858 SOUTH PADRE ISLAND DRIVE, SUITE 196	CORPUS CHRISTI	TX	78412	YES
PLANET FITNESS DALLAS	5301 ALPHA ROAD	DALLAS	TX	75240	EXEMPT
PLANET FITNESS FREDERICKSBURG	4400 FREDERICKSBURG ROAD, SUITE 100	SAN ANTONIO	TX	78201	YES
PLANET FITNESS GARLAND	6545 DUCK CREEK DRIVE	GARLAND	TX	75043	EXEMPT
PLANET FITNESS MARBACH	1739 SW LOOP 410, SUITE 814	SAN ANTONIO	TX	78227	YES
PLANET FITNESS MARSH LANE	10031 MARSH LANE	DALLAS	TX	75229	YES
PLANET FITNESS MESQUITE	1016 PIONEER ROAD	MESQUITE	TX	75149	YES
PLANET FITNESS MISSION	1131 SE MILITARY DRIVE STE 101	SAN ANTONIO	TX	78214	YES
PLANET FITNESS NACOGDOCHES	13932 NACOGDOCHES ROAD	SAN ANTONIO	TX	78217	YES
PLANET FITNESS NEW BRAUNFELS	1671 IH-35 SOUTH, SUITE 401	NEW BRAUNFELS	TX	78130	YES
PLANET FITNESS OLMOS	14610 HUEBNER ROAD, SUITE 110	SAN ANTONIO	TX	78230	YES
PLANET FITNESS PAVILIONS	25 NE LOOP 410, SUITE 107	SAN ANTONIO	TX	78216	YES
PLANET FITNESS POTRANCO	11227 POTRANCO ROAD	SAN ANTONIO	TX	78253	YES
PLANET FITNESS STONE OAK	20760 US HIGHWAY 281 NORTH, SUITE B	SAN ANTONIO	TX	78529	YES
PLANET FITNESS TOWN CENTER	1402 WEST WALNUT STREET	GARLAND	TX	75042	EXEMPT
PLANET FITNESS WESTSIDE	207 N GENERAL MCMULLEN DR	SAN ANTONIO	TX	78237	YES
PLATINUM FITNESS	2953 HIGHWAY 35 N.	ROCKPORT	TX	78382	YES
PLUM FIT	4100 EVERETT, SUITE 130	KYLE	TX	78640	EXEMPT
POWERHOUSE GYM	100 HIGHWAY 332 W, SUITE 1328	LAKE JACKSON	TX	77566	YES
PREMIER FITNESS	5604 DONNYBROOK AVE.	TYLER	TX	75703	EXEMPT
PRIVATE WORKOUT	5400 E. MOCKINGBIRD LANE #213	DALLAS	TX	75206	EXEMPT
PRIVATE WORKOUT	1221 FLOWER MOUND ROAD #140	FLOWER MOUND	TX	75028	EXEMPT
PRIVATE WORKOUT	4835 N. O'CONNOR #120	IRVING	TX	75039	EXEMPT
PRIVATE WORKOUT	4701 W. PARK BLVD. #204	PLANO	TX	75093	EXEMPT



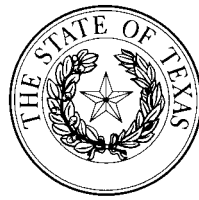
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PRO FITNESS	26 S CORIA STREET SUITE A	BROWNSVILLE	TX	78520	EXEMPT
PRO MARTIAL ARTS	6465 E. MOCKINGBIRD LN, SUITE 420	DALLAS	TX	75214	YES
PROACTIVE LIFESTYLE FITNESS	811 S. MASON RD	KATY	TX	77450	YES
PURE AUSTIN FITNESS	410 PRESSLER STREET	AUSTIN	TX	78708	EXEMPT
PURE AUSTIN FITNESS	4210 W. BRAKER LANE	AUSTIN	TX	78759	EXEMPT
PURE AUSTIN FITNESS	907 WEST 5TH STREET, SUITE 201	AUSTIN	TX	78703	EXEMPT
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 STREET	HILLSBORO	TX	76645	YES
RAW IRON LLC	609 N. JEFFERSON	MT. PLEASANT	TX	75455	YES
RAW IRON XTREME	905 N GREER BLVD	PITTSBURG	TX	75686	YES
RD7 INVESTMENTS, LLC/ZACH'S CLUB DOWNTOWN	1215 AVENUE J / BASEMENT	LUBBOCK	TX	79401	YES
REAL PERFORMANCE TRAINING & FITNESS CENTER	1014 N. NOLAN RIVER ROAD	CLEBURNE	TX	76033	EXEMPT
REFORM AND RIDE	1125 LEGACY DR. STE. 100	FRISCO	TX	75034	YES
RENEAU REHAB, PC	208 S RED RIVER EXPY	BURKBURNETT	TX	76354	EXEMPT
RESOLUTE WELLNESS & AQUATICS CENTER	545 CREEKSIDE CROSSING, SUITE 145	NEW BRAUNFELS	TX	78130	EXEMPT
RESULTS FITNESS	2400 SE GREEN OAKS BLVD., SUITE 120	ARLINGTON	TX	76018	EXEMPT
RESULTS FITNESS FOR WOMEN	18110 MIDWAY ROAD	DALLAS	TX	75287	EXEMPT
RETRO FITNESS	13450 RESEARCH BLVD., SUITE 106	AUSTIN	TX	78750	YES
REV180 FITNESS	6225 FM 920 SUITE 101	WEATHERFORD	TX	76088	YES
REVIVAL FITNESS, LLC	931 SAINT LAWRENCE STREET	GONZALES	TX	78629	YES
REVOLUTION MUSCLE & FITNESS LLC	5427 CUELLAR LANE	ZAPATA	TX	78076	YES
RGV FITNESS 24/7	1800 SOUTH MAIN STREET, SUITE 1010	MCALLEN	TX	78503	EXEMPT
RIATA THERAPY SPECIALISTS	2008 L DON DODSON DRIVE, SUITE 105	BEDFORD	TX	76021	EXEMPT
RIATA THERAPY SPECIALISTS OF GRAPEVINE	607 W DALLAS DR, SUITE 1000A	GRAPEVINE	TX	76051	EXEMPT



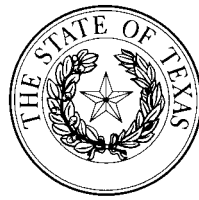
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RIATA THERAPY SPECIALISTS OF HASLET	2412 AVONDALE HASLET RD, SUITE 200	HASLET	TX	76052	EXEMPT
RIATA THERAPY SPECIALISTS OF SOUTHLAKE	2813 W SOUTHLAKE BLVD. SUITE 110	SOUTHLAKE	TX	76092	EXEMPT
ROCA FITNESS	12145 MONTWOOD	EL PASO	TX	79936	EXEMPT
ROCA FITNESS	9585 PLAZA CIRCLE	EL PASO	TX	79927	EXEMPT
ROCA FITNESS	9740 DYER	EL PASO	TX	79924	EXEMPT
ROCK FITNESS CENTER	1705 JACAMAN ROAD	LAREDO	TX	78041	EXEMPT
ROCK FITNESS CENTER	1707 JACAMAN ROAD	LAREDO	TX	78041	YES
ROCK FITNESS CENTER	9505 FM 1472 MINES ROAD	LAREDO	TX	78041	YES
ROCKPORT FITNESS	619 S FULTON BEACH RD	ROCKPORT	TX	78382	EXEMPT
RS FITNESS, LLC	1477 LOMALAND A-9	EL PASO	TX	79935	YES
RUSTY'S GYM	1104 SOUTH MASONIC	BELLVILLE	TX	77418	EXEMPT
S A FITNESS	20330 HUEBNER RD. SUITE 102	SAN ANTONIO	TX	78258	EXEMPT
SAN ANGELO CROSSFIT	133 E. CONCHO AVENUE	SAN ANGELO	TX	76903	EXEMPT
SCI FITNESS CENTER	1919 ALLEN PARKWAY	HOUSTON	TX	77019	EXEMPT
SIAM STAR MUAY THAI, SIAM STAR MIXED MARTIAL ARTS	1314 W. MCDERMOTT DR. #130	ALLEN	TX	75013	EXEMPT
SKYLINE SPA & HEALTH CLUB	1600 LAMAR STREET, 23RD FLOOR	HOUSTON	TX	77010	YES
SNAP FITNESS	1715 E HOUSTON STREET	CLEVELAND	TX	77327	EXEMPT
SNAP FITNESS	400 E HWY 90	DAYTON	TX	77535	EXEMPT
SNAP FITNESS	3703 FM 2765 SUITE J	EL CAMPO	TX	77437	EXEMPT
SNAP FITNESS	12371 EDGEMERE SUITE 202-205	EL PASO	TX	79938	YES
SNAP FITNESS	303 A S. BRAZOSPORT BLVD	FREEPORT	TX	77541	EXEMPT
SNAP FITNESS	1030 E HIGHWAY 377 STE 124	GRANBURY	TX	76048	YES
SNAP FITNESS	302 NORTH MAIN ST SUITE A	HIGHLANDS	TX	77562	EXEMPT
SNAP FITNESS	130 COL. ETHEREDGE BLVD, STE A	HUNTSVILLE	TX	77340	YES
SNAP FITNESS	2510 MILLS BRANCH DRIVE, SUITE 160	KINGWOOD	TX	77345	EXEMPT



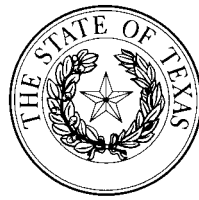
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SNAP FITNESS	7708 LOHMANS FORD ROAD, SUITE B-103	LAGO VISTA	TX	78645	EXEMPT
SNAP FITNESS	605 STATE PARK ROAD	LOCKHART	TX	78644	EXEMPT
SNAP FITNESS	9806 INDIANA AVE.	LUBBOCK	TX	79423	YES
SNAP FITNESS	417 DAVIS STREET	LULING	TX	78648	YES
SNAP FITNESS	540 CLAY-MATHIS ROAD, SUITE 102	MESQUITE	TX	75181	YES
SNAP FITNESS	4607 SIENNA PARKWAY	MISSOURI CITY	TX	77459	YES
SNAP FITNESS	15260 HIGHWAY 105 WEST, SUITE 130	MONTGOMERY	TX	77356	YES
SNAP FITNESS	1610 NORTH LASALLE ST SUITE C	NAVASOTA	TX	77868	EXEMPT
SNAP FITNESS	20851-A FM 1485 W.	NEW CANEY	TX	77357	EXEMPT
SNAP FITNESS	1625 S, LOOP 256	PALESTINE	TX	75801	YES
SNAP FITNESS	205 S. MAIN ST. #1901	RED OAK	TX	75154	YES
SNAP FITNESS	734 W. CAMERON AVENUE	ROCKDALE	TX	76567	EXEMPT
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 - ALAMO RANCH	6511 WEST F.M. 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	1395 E. TYLER, SUITE 101	ATHENS	TX	75751	YES
SNAP FITNESS 24-7	9002 A CHIMNEY ROCK	HOUSTON	TX	77096	EXEMPT
SNAP FITNESS 24/7	1802 A NORTH VELASCO	ANGLETON	TX	77515	YES
SNAP FITNESS 24/7	6534 YORKTOWN BLVD, SUITE 104	CORPUS CHRISTI	TX	78414	YES
SNAP FITNESS 24/7	6500 N FM 2100, SUITE 290	CROSBY	TX	77532	YES
SNAP FITNESS 24/7	2035 FM 359 RD, SUITE C	RICHMOND	TX	77406	YES
SNAP FITNESS 24/7	9825 S. MASON RD SUITE #140	RICHMOND	TX	77406	YES
SNAP FITNESS ALVIN	202 EAST HOUSE ST, STE A	ALVIN	TX	77511	EXEMPT
SNAP FITNESS ARLINGTON	6507 S. COOPER STREET, SUITE 117	ARLINGTON	TX	76001	YES



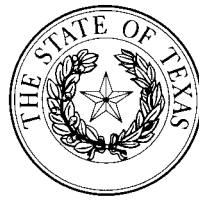
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SNAP FITNESS BCS	4282 BOONVILLE ROAD, SUITE 130	BRYAN	TX	77802	YES
SNAP FITNESS BRADY	2209 SOUTH BRIDGE STREET, SUITE 100	BRADY	TX	76825	YES
SNAP FITNESS CROCKETT	1275 SW LOOP 304	CROCKETT	TX	75835	YES
SNAP FITNESS DEVINE	615 E. HONDO	DEVINE	TX	78016	EXEMPT
SNAP FITNESS EAGLE PASS	1975 N VETERANS BLVD, SUITE 2B	EAGLE PASS	TX	78852	EXEMPT
SNAP FITNESS ENNIS	108 S MCKINNEY AVENUE	ENNIS	TX	75119	YES
SNAP FITNESS FERRIS	454 FM 664, SUITE F	FERRIS	TX	75125	YES
SNAP FITNESS JACKSONVILLE	1311 S. JACKSON STREET, STE. A	JACKSONVILLE	TX	75766	YES
SNAP FITNESS KILGORE, TX	1021 KILGORE PLAZA	KILGORE	TX	75662	EXEMPT
SNAP FITNESS KINGSVILLE	1010 S. 14TH ST.	KINGSVILLE	TX	78363	EXEMPT
SNAP FITNESS LITTLEFIELD	1607 SOUTH PHELPS AVENUE	LITTLEFIELD	TX	79339	YES
SNAP FITNESS NORTH DALLAS	6911 FRANKFORD #700	DALLAS	TX	75252	YES
SNAP FITNESS OF DUNCANVILLE TX	723 W. WHEATLAND RD.	DUNCANVILLE	TX	75116	YES
SNAP FITNESS OF HEREFORD TEXAS	819 S. 25 MILE AVE	HEREFORD	TX	79045	YES
SNAP FITNESS OF KAUFMAN	2017-A S. WASHINGTON STREET	KAUFMAN	TX	75142	YES
SNAP FITNESS PEARLAND	3108 DIXIE FARM ROAD, SUITE 110 B	PEARLAND	TX	77581	YES
SNAP FITNESS PITTSBURG	300 S. GREER BLVD.	PITTSBURG	TX	75686	YES
SNAP FITNESS QUINLAN	723 EAST QUINLAN PKWY, SUITE A	QUINLAN	TX	75474	YES
SNAP FITNESS RICHARDSON	4101 E RENNER RD #110	RICHARDSON	TX	75082	YES
SNAP FITNESS RIO GRANDE CITY	2546 CENTRAL PALM DR STE 105	RIO GRANDE CITY	TX	78582	EXEMPT
SNAP FITNESS SPRINGTOWN	511 E. HWY 199	SPRINGTOWN	TX	76082	YES
SNAP FITNESS TEMPLE	407 E. CANYON CREEK #101	TEMPLE	TX	76502	YES
SNAP FITNESS UVALDE	2310 E MAIN STREET	UVALDE	TX	78801-4945	EXEMPT
SNAP FITNESS, TERRELL TEXAS	111 S.H. 205, SUITE 106	TERRELL	TX	75160	EXEMPT
SOUND FITNESS AT HILLCROFT LLC	5645 BEECHNUT ST	HOUSTON	TX	77096	YES
SOUTH AUSTIN GYM & EVENTS CENTER	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 AVE.	LUBBOCK	TX	79416	EXEMPT



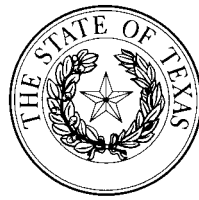
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SPA DJANGO - HYATT REGENCY LOST PINES RESORT AND SPA SPRING FITNESS	575 LOST PINES ROAD	LOST PINES	TX	78612	EXEMPT
SPRING FITNESS	9311 FM 1488 ROAD	MAGNOLIA	TX	77354	EXEMPT
SPRING FITNESS	17089 WALDEN ROAD, SUITE 210	MONTGOMERY	TX	77356	EXEMPT
SPRING FITNESS	2400 FM 2920, SUITE 150	SPRING	TX	77388	EXEMPT
STAFFORD WELLNESS CENTER	2111 COURTHOUSE DRIVE	LONGVIEW	TX	75605	YES
STEEL FITNESS GYM LLC	105 EAST NAVASOTA ST.	GROESBECK	TX	76642	EXEMPT
STRIDE'S FITNESS STUDIO	811 N. MARGARET	KIRBYVILLE	TX	75956	YES
STRIVE FITNESS LLC	8500 FM 1283	LAKEHILLS	TX	78063	EXEMPT
STRONG BOX GYM KILLEEN STUDIO FITNESS	400 CHEYENNE 2215 LAWRENCE ST.	KILLEEN HOUSTON	TX TX	76543 77008	EXEMPT EXEMPT
STUDIO FITNESS	356 RANCH TRAIL	ROCKWALL	TX	75032	EXEMPT
SUMMIT ATHLETICS, LLC	1806-F BATTLEGROUND RD S.	LA PORTE	TX	77571	YES
SUPERSET FITNESS	18030 NASSAU BAY DRIVE	HOUSTON	TX	77058	EXEMPT
SWEAT	5470 W LOVERS LANE #335	DALLAS	TX	75209	YES
SWEAT EQUITY	201 W. WALL STREET, SUITE 222	MIDLAND	TX	79701	EXEMPT
SWEAT SHOP	141 PAN AMERICAN DR	LIVINGSTON	TX	77351	YES
T'DAY'S HEALTH - FITNESS & TANNING LLC	1415 MAIN STREET	BROWNWOOD	TX	76801	EXEMPT
TELOS FITNESS CENTER	13701 DALLAS PARKWAY	DALLAS	TX	75240	EXEMPT
TENNIS WEST SPORTS & RACQUET CLUB	1 TENNIS WEST LN.	EL PASO	TX	79932	YES
TERLINGO CYCLE	3105 REAGAN STREET	DALLAS	TX	75219	EXEMPT
TEXAS FAMILY FITNESS	1320-G AIRPORT FREEWAY	BEDFORD	TX	76022	EXEMPT
TEXAS FAMILY FITNESS	9160 NORTH FREEWAY, SUITE 432	FORT WORTH	TX	76177	EXEMPT
TEXAS FAMILY FITNESS - ALLEN	102A N. GREENVILLE AVE.	ALLEN	TX	75002	EXEMPT
TEXAS FAMILY FITNESS - COPPELL	120 S. DENTON TAP ROAD, SUITE 302	COPPELL	TX	75019	EXEMPT
TEXAS FAMILY FITNESS - EAST PLANO	910 W. PARKER RD. SUITE 250	PLANO	TX	75075	EXEMPT
TEXAS FAMILY FITNESS - FRISCO	11501 CUSTER ROAD #104	FRISCO	TX	75035	EXEMPT
TEXAS FAMILY FITNESS - THE COLONY	5000 MAIN STREET, SUITE 50	THE COLONY	TX	75056	EXEMPT



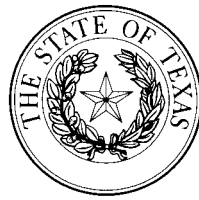
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TEXAS FAMILY FITNESS - WEST FRISCO	303 W. MAIN STREET	FRISCO	TX	75034	EXEMPT
TEXAS FAMILY FITNESS - WEST PLANO	6205 COIT RD, SUITE 205	PLANO	TX	75024	EXEMPT
TEXAS FITT	1535 S. BOWEN ROAD	PANTEGO	TX	76013	YES
TEXAS HEALTH & RACQUET CLUB	109 E. MCCARTY LANE	SAN MARCOS	TX	78666	EXEMPT
TEXAS HEALTH HUGULEY FITNESS CENTER	11079 S FREEWAY	FORT WORTH	TX	76115	EXEMPT
TEXINS FITNESS CENTER	13900 N. CENTRAL EXPRESSWAY	DALLAS	TX	75243	EXEMPT
TEXOMA YOGA & FITNESS CENTER	580 HIGHWAY 377 NORTH	WHITESBORO	TX	76273	EXEMPT
THE BARRE CODE	2300 S. LAMAR BLVD	AUSTIN	TX	78704	YES
THE BODY SHOP GYM & FITNESS	800 WALLIS AVENUE	SANTA ANNA	TX	76878	EXEMPT
THE CENTER FOR FITNESS, INC.	1407 WATER STREET	KERRVILLE	TX	78028	EXEMPT
THE COMPOUND GYM, LLC	1529 E. INTERSTATE HWY 30 STE. 110	GARLAND	TX	75043	YES
THE COMPOUND TXK, INC.	421B INDUSTRIAL BLVD.	NASH	TX	75569	YES
THE CORE	4665 SOUTHWEST FRWY	HOUSTON	TX	77027	EXEMPT
THE EXERCISE COACH	14891 PRESTON ROAD	DALLAS	TX	75254	YES
THE EXERCISE COACH	4235 W. NORTHWEST HIGHWAY	DALLAS	TX	75220	YES
THE EXERCISE COACH	5600 WEST LOVERS LANE, SUITE 210	DALLAS	TX	75209	YES
THE EXERCISE COACH	2055 WESTHEIMER ROAD, SUITE 125	HOUSTON	TX	77098	YES
THE EXERCISE COACH	4060 BISSONET ST., SUITE 34A	HOUSTON	TX	77005-1912	YES
THE EXERCISE COACH	5885 SAN FELIPE, SUITE 300	HOUSTON	TX	77057	YES
THE EXERCISE COACH	9412-A GAYLORD STREET	HOUSTON	TX	77024	YES
THE EXERCISE COACH	6777 WOODLANDS PARKWAY, SUITE 320	THE WOODLANDS	TX	77382	YES
THE FALLS TENNIS & ATHLETIC CLUB	4705 112TH ST.	LUBBOCK	TX	79424	EXEMPT
THE FIELD HOUSE GYM	704 EDWARDS DR.	HARKER HEIGHTS	TX	76548	YES
THE FIELD HOUSE GYM	4305 S. 31ST	TEMPLE	TX	76502	YES
THE FIELDHOUSE FITNESS CENTER	15080 S. HWY 156	JUSTIN	TX	76247	EXEMPT
THE FITNESS CENTER AT SOUTH SHORE HARBOUR	3000 INVINCIBLE DRIVE	LEAGUE CITY	TX	77573	EXEMPT
THE FITNESS CLUB AT WILLIAMS SQUARE	5221 N. O'CONNOR BLVD. SUITE 160	IRVING	TX	75039	EXEMPT



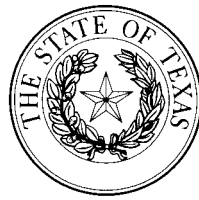
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THE FITNESS ZONE	2801 W. LOOP 306, STE. B	SAN ANGELO	TX	76904	EXEMPT
THE FOUR SEASONS RESORT AND CLUB	4150 N. MACARTHUR BLVD	IRVING	TX	75038	EXEMPT
THE GUARDIAN GYM, LLC.	16240 HWY 205	TERRELL	TX	75160	EXEMPT
THE GYM	921 W. MAYFIELD RD. STE. 112	ARLINGTON	TX	76015	EXEMPT
THE GYM	209 N. CENTER ST.	FRANKLIN	TX	77856	YES
THE GYM OF BUFFALO, LLC	152 NORTH CENTER STREET	BUFFALO	TX	75831	YES
THE HOUSTON CENTER CLUB AT DOWNTOWN	1100 CAROLINE, 11TH FLOOR	HOUSTON	TX	77002	EXEMPT
THE HOUSTON CITY CLUB	1 CITY CLUB DRIVE	HOUSTON	TX	77046	EXEMPT
THE HOUSTONIAN CLUB	111 N. POST OAK LN.	HOUSTON	TX	77024	EXEMPT
THE MET BUSINESS AND SPORTS CLUB AT DOWNTOWN	340 W. DALLAS, 6TH FLOOR	HOUSTON	TX	77002	EXEMPT
THE MOVE PROJECT	4809 COLE AVE, SUITE 110	DALLAS	TX	75205	EXEMPT
THE ORIGINAL GYM	8611 N. NEW BRAUNFELS	SAN ANTONIO	TX	78217	EXEMPT
THE QUAD	4851 SOUTH ALAMEDA STREET, SUITE 105	CORPUS CHRISTI	TX	78412	EXEMPT
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
TIMBERLINE FITNESS STUDIO	3939 MONTROSE BLVD, SUITE A	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	5001 S. COOPER ST. #103	ARLINGTON	TX	76017	YES
TITLE BOXING CLUB	13945 HIGHWAY 183	AUSTIN	TX	78717	YES
TITLE BOXING CLUB	305 W FM 1382 #219	CEDAR HILL	TX	75104	YES
TITLE BOXING CLUB	11613 N CENTRAL EXPRESSWAY, SUITE 108	DALLAS	TX	75243	YES
TITLE BOXING CLUB	4140 LEMMON AVENUE, SUITE 275	DALLAS	TX	75219	YES
TITLE BOXING CLUB	3184 PRESTON RD., SUITE 250	FRISCO	TX	75034	YES
TITLE BOXING CLUB	9630 WESTHEIMER	HOUSTON	TX	77063	YES



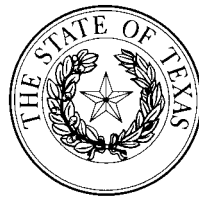
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TITLE BOXING CLUB	2904 EAST STAN SCHLUETER LOOP	KILLEEN	TX	76542	YES
TITLE BOXING CLUB	3980 BOAT CLUB ROAD #119	LAKE WORTH	TX	76135	YES
TITLE BOXING CLUB	5080 VIRGINIA PARKWAY, SUITE 800	MCKINNEY	TX	75071	YES
TITLE BOXING CLUB	4823 HIGHWAY 6 SOUTH	MISSOURI CITY	TX	77459	YES
TITLE BOXING CLUB	1401 S IH-35	ROUND ROCK	TX	78664-6600	YES
TITLE BOXING CLUB - THE WOODLANDS	3335 COLLEGE PARK DRIVE	THE WOODLANDS	TX	77384	YES
TITLE BOXING CLUB ALLEN	300 N. GREENVILLE AVENUE	ALLEN	TX	75002	YES
TITLE BOXING CLUB PLANO	6101 WINDHAVEN PARKWAY, SUITE 130	PLANO	TX	75093	YES
TONE 360 FITNESS STUDIO	913A HARVEY ROAD	COLLEGE STATION	TX	77840	EXEMPT
TOTAL BODY GYM & TAN	202 N. WELLS	EDNA	TX	77957	EXEMPT
TOWER HEALTH CLUB & SPA	500 E. 4TH STREET	AUSTIN	TX	78701	EXEMPT
TREAD FITNESS	5150 LEMMON AVE	DALLAS	TX	75209	YES
TROPHY FITNESS DOWNTOWN	1700 PACIFIC AVE #200	DALLAS	TX	75201	EXEMPT
TRU FIT ATHLETIC CLUBS	2651 CORNERSTONE BLVD.	EDINBURG	TX	78539	EXEMPT
TRU FIT ATHLETIC CLUBS	1500 WEST HARRISON	HARLINGEN	TX	78550	EXEMPT
TRU FIT ATHLETIC CLUBS	1201 EAST RIDGE ROAD, SUITE C	MCALLEN	TX	78503	EXEMPT
TRU FIT ATHLETIC CLUBS	4037 W. EXPRESSWAY 83, SUITE 135	MCALLEN	TX	78503	EXEMPT
TRU FIT ATHLETIC CLUBS	1718 EAST GRIFFIN PARKWAY	MISSION	TX	78572	EXEMPT
TRU FIT ATHLETIC CLUBS	500 W. EXPRESSWAY 83	WESLACO	TX	78596	EXEMPT
TWIN BRIDGES CROSSFIT	6600 N. HIGHWAY 6, STE D	WACO	TX	76712	EXEMPT
TYLER ATHLETIC AND SWIM CLUB	11048 OAK CREEK BLVD	TYLER	TX	75703	YES
TYTAN PHYSIQUES	104 S FRIENDSWOOD DR SUITE D	FRIENDSWOOD	TX	77546	YES
U.S. GYM	5959 HOLLY RD.	CORPUS CHRISTI	TX	78412	EXEMPT
UFC GYM	8820 BURNET ROAD, SUITE NO. 400	AUSTIN	TX	78757	YES
UFC GYM	9155 BLVD 26, #270	NORTH RICHLAND HILLS	TX	76180	YES
UFC GYM ALLIANCE	8933 TEHAMA RIDGE PKWY	FORT WORTH	TX	76177	YES



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UFC GYM EL PASO EAST	3136 TRAWOOD, SUITE E7-9	EL PASO	TX	79936	YES
UFC GYM EL PASO WEST	6633 N. MESA ST. STE. 305	EL PASO	TX	79912	YES
UFC GYM PLANO	1491 PRESTON ROAD, SUITE 1022	PLANO	TX	75093	YES
UFC GYM RICHARDSON	101 S. COIT RD, A20	RICHARDSON	TX	75080	YES
UFC GYM WHITE ROCK	7324 GASTON AVENUE, SUITE 300	DALLAS	TX	75214	YES
UFCGYM PEARLAND	8201 BROADWAY ST. #181	PEARLAND	TX	77581	YES
ULTRAFIT GYM & FITNESS CENTER	124 WEST BURKE AVE	LUFKIN	TX	75904	EXEMPT
UNDERGROUND PERFORMANCE LLC	3004 DUTTON	BEVERLY HILLS	TX	76711	EXEMPT
UNDERWATER TREADMILL EXERCISE CENTER	6202 82ND STREET	LUBBOCK	TX	79424	EXEMPT
USA MARTIAL ARTS & FITNESS	6205 COIT ROAD #174	PLANO	TX	75024	EXEMPT
UTOPIA FITNESS	703 EAST BROAD STREET	MANSFIELD	TX	76063	EXEMPT
VALIDUS FITNESS TRAINING	4311 WEST ADAMS AVE SUITE #206	TEMPLE	TX	76504	YES
VALLEY BAPTIST HEALTH AND FITNESS CENTER	3001 N. AUGUSTA NATIONAL	HARLINGEN	TX	78550	NO
VERDURE	5701 TIME SQUARE BLVD., STE. 100	AMARILLO	TX	79119	YES
VICTORY MARTIAL ARTS	3803 WILLIAMS DRIVE #103	GEORGETOWN	TX	78628	NO
VICTORY MARTIAL ARTS	11398 BANDERA ROAD, SUITE 103	SAN ANTONIO	TX	78250	EXEMPT
VICTORY MARTIAL ARTS	19179 BLANCO ROAD, SUITE 107	SAN ANTONIO	TX	78258	EXEMPT
VICTORY MARTIAL ARTS	21019 U S HIGHWAY 281N	SAN ANTONIO	TX	78258	EXEMPT
VICTORY MARTIAL ARTS	2850 HUNTERS GREEN STREET	SAN ANTONIO	TX	78231	EXEMPT
VICTORY MARTIAL ARTS OF LEON SPRING	24165 W. IH-10, SUITE 113	SAN ANTONIO	TX	78257	EXEMPT
VILLASPORT ATHLETIC CLUB AND SPA	12951 BARKER CYPRESS RD	CYPRESS	TX	77433	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
WACO REGIONAL TENNIS & FITNESS CENTER	900 B W. LAKE SHORE DRIVE	WACO	TX	76708	YES
WARRIOR MARTIAL ARTS	2833 ELDORADO PARKWAY #303	FRISCO	TX	75033	EXEMPT
WARRIOR MARTIAL ARTS	8822 TEEL PARKWAY #400	FRISCO	TX	75034	EXEMPT
WELCYON FITNESS AFTER 50	14855 BLANCO RD, SUITE 300	SAN ANTONIO	TX	78216	YES



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WELLNESS TODAY NORTHSTAR	4642 N LOOP 289, STE 205	LUBBOCK	TX	79416	EXEMPT
WILD BASIN FITNESS	300 BEARDSLEY LANE, B100	AUSTIN	TX	78746	EXEMPT
WILD BASIN FITNESS	4308 N QUINLAN PARK ROAD, SUITE 200	AUSTIN	TX	78732	YES
WILDCAT POWER SHACK	301 W 1ST STREET	IDALOU	TX	79329	EXEMPT
WILLOW BEND FITNESS CLUB	2500 DALLAS PARKWAY, SUITE 111	PLANO	TX	75093	YES
WOLVES DEN GYM	1010 WALL STREET	EL PASO	TX	79915	YES
WORKOUT ANYTIME	200 S. BEAUCHAMP ROAD, SUITE 106	PRINCETON	TX	75407	YES
WORLD GYM	10000 EMMETT F. LOWRY EXPRESSWAY, SUITE 4000-2A	TEXAS CITY	TX	77591	YES
WORLD GYM - INGRAM PARK	6727 NW LOOP 410	SAN ANTONIO	TX	78238	EXEMPT
WORLD GYM FITNESS CENTER	229 DOWLEN ROAD #5	BEAUMONT	TX	77706	EXEMPT
XTC FITNESS & SPORTS	7922 S. BROADWAY	TYLER	TX	75703	YES
YELLOW JACKET FITNESS	6922 WEST RAYFORD ROAD, SUITE 200	SPRING	TX	77389	YES
YOAKUM SHAPE SHOP, INC.	116 E. GONZALES	YOAKUM	TX	77995	EXEMPT
YOGAFIT	2865 MCDERMOTT RD #210	PLANO	TX	75025	YES
YOUFIT HEALTH CLUBS	11411 E NORTHWEST HIGHWAY	DALLAS	TX	75218	YES
YOUFIT HEALTH CLUBS	17721 DALLAS PARKWAY	DALLAS	TX	75287	YES
YOUFIT HEALTH CLUBS	7989 BELT LINE RD	DALLAS	TX	75248	YES
YOUFIT HEALTH CLUBS	6242 HULEN BEND BLVD, SUITE A	FORT WORTH	TX	76132	YES
YOUFIT HEALTH CLUBS	3265 BROADWAY, SUITE 102	GARLAND	TX	75043	YES
YOUFIT HEALTH CLUBS	5121 ANTOINE DR.	HOUSTON	TX	77092	YES
YOUFIT HEALTH CLUBS	500 E. ROUND GROVE RD, SUITE 201	LEWISVILLE	TX	75067	YES
YOUFIT HEALTH CLUBS	2524 N GALLOWAY AVE	MESQUITE	TX	75150	YES
YOUFIT HEALTH CLUBS	3636 GUS THOMASSON RD, SUITE 125	MESQUITE	TX	75150	YES
YOUFIT HEALTH CLUBS	1301 BELT LINE RD	RICHARDSON	TX	75081	YES
YOUR TIME FITNESS	125 EAST MCHARG STREET	STAMFORD	TX	79553	YES

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



Rolando B. Pablos
Secretary of State

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Z ZONE FITNESS STUDIO	4603 FM 1463, SUITE 300	KATY	TX	77494	EXEMPT
ZACH'S CLUB	7105 KEWANEE AVE	LUBBOCK	TX	79424	EXEMPT
ZACH'S CLUB AMARILLO	6022 S.W. 48TH	AMARILLO	TX	79109	YES
ZACH'S CLUB LUBBOCK	4229 78TH STREET	LUBBOCK	TX	79423	EXEMPT