

PX 1

New From

SKECHERS
Fitness Group

Shape-ups



Patent Pending



**SHAPE UP
WHILE YOU
WALK**

DESIGNED TO:

- PROMOTE WEIGHT LOSS
- TONE MUSCLES
- IMPROVE POSTURE

IMPROVES
POSTURE

IMPROVES
BLOOD
CIRCULATION

STRENGTHENS
THE BACK

TIGHTENS
ABDOMINAL
MUSCLES

FIRMS
BUTTOCKS
MUSCLES

TONES AND
FIRMS THIGH
MUSCLES

REDUCES
KNEE JOINT
STRESS

FIRMS CALF
MUSCLES

See what people are saying

"I've had my Shape-ups about a month and I already feel a difference in the way my jeans fill!"

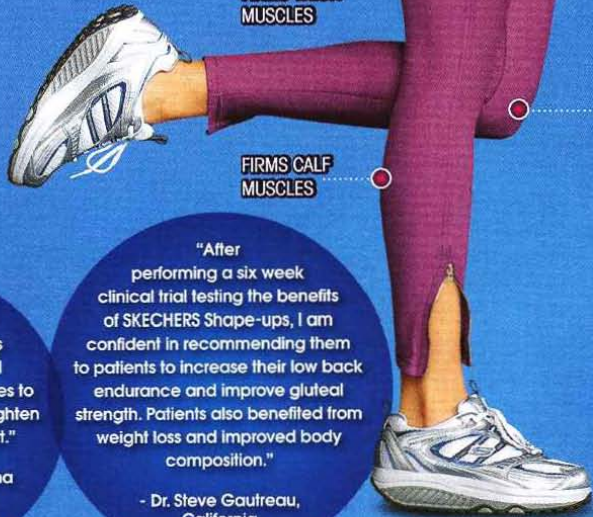
- Lisa, Missouri

"Best athletic shoes I have ever worn... I recommend these shoes to anyone who wants to tighten up their legs and butt."

- Leah, North Carolina

"After performing a six week clinical trial testing the benefits of SKECHERS Shape-ups, I am confident in recommending them to patients to increase their low back endurance and improve gluteal strength. Patients also benefited from weight loss and improved body composition."

- Dr. Steve Gauvreau, California



GET IN SHAPE WITHOUT SETTING FOOT IN A GYM.

also available at select **NORDSTROM**

Visit Skechers.com

PX 2

(Disc filed manually)

Transcript – Super Bowl Ad 2011, “Break Up 2 Shape Up”

Kim Kardashian:

I don't really know how to say this other than to just say it. You're amazing. The best I've ever had. But things just aren't working out. Well, that's not completely true. I am working out. It's not someone else. It's something else. Bye-bye, Trainer. Hello, Shape-ups. Nice shoes.

Transcript – “Newest Move”

Brooke Burke:

The newest move in fitness is tying your shoelaces. Because once my Skechers Shape-ups are on snug and comfy, I'm toning my muscles, strengthening my core, burning calories. Why? Because Shape-ups really work. No matter what I do, or what they do. Skechers Shape-ups. Step into your new body.

PX 3

New From

SKECHERS
Fitness Group

Shape-ups

SHAPE UP WHILE YOU WALK



IMPROVES
POSTURE

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FIRMS THIGH
MUSCLES

FIRMS CALF
MUSCLES

REDUCES
KNEE JOINT
STRESS

Designed to:

- **Promote weight loss**
- **Tone muscles**
- **Improve posture**
- **Reduce stress on knees and ankles**



Patent Pending

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**EXHIBIT 3
LEFT FACING PAGE OF MAGAZINE AD**

Comments from Actual Shape-ups Wearers:

"They are really comfortable and give my legs a good workout. Friends have noticed that they improve my posture."

- Amy, Nevada

"After performing a six week clinical trial testing the benefits of SKECHERS Shape-ups, I am confident in recommending them to patients to increase their low back endurance and improve gluteal strength. Patients also benefited from weight loss and improved body composition."

- Dr. Steve Gautreau, California

"Shape-ups really help my back feel better— and after walking in the shoes daily, my muscles feel much stronger."

- Frank, Arizona



IMPROVES BLOOD CIRCULATION

IMPROVES POSTURE

TIGHTENS ABDOMINAL MUSCLES

STRENGTHENS AND FIRMS THE BACK MUSCLES

FIRMS LEG MUSCLES

FIRMS CALF MUSCLES

REDUCES KNEE JOINT STRESS

Get in Shape Without Setting Foot in a Gym.


also available at select  Famous Footwear

EXHIBIT 3
RIGHT FACING PAGE OF MAGAZINE AD

PX 4



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WOMEN | MEN | KIDS | STYLES | NEW ARRIVALS | FITNESS | BUZZ

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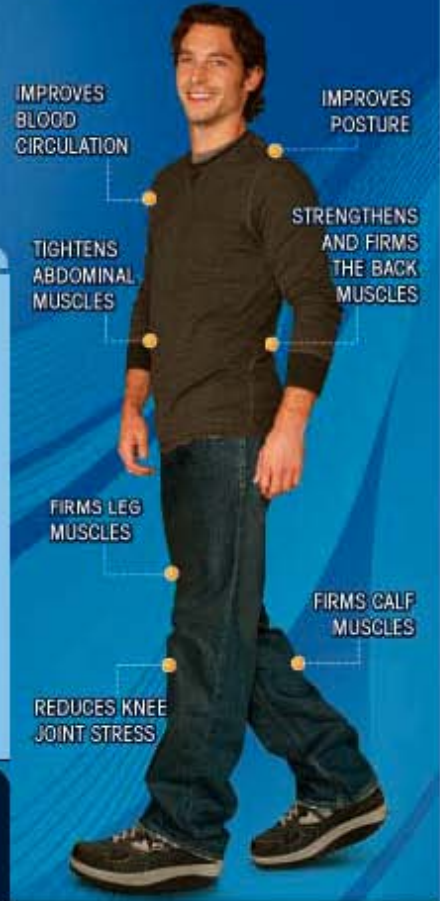
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SKECHERS Fitness Group Shape-ups® SHAPE UP WHILE YOU WALK



Shape-ups FOR WOMEN

Shape-ups FOR MEN



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GO TO MYSHAPEUPS.COM

Hall of Fame
Quarterback
JOE MONTANA
wears Shape-ups

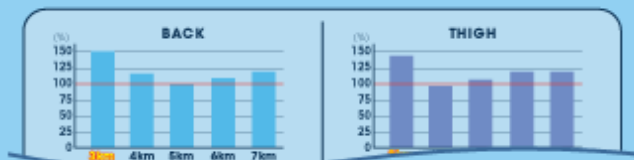
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HIS NEW AD!

Shape-ups CLINICAL CASE STUDIES

"After performing a six-week clinical trial testing the benefits of SKECHERS **Shape-ups**, I am confident in recommending them to patients to increase their low back endurance and improve gluteal strength. Patients also benefited from weight loss and improved body composition."

— *Dr. Steve Gautreau, California*

INTEGRATED ELECTROMYOGRAPHY



[READ UP ON THE CLINICAL STUDIES](#)

Shape-ups TESTIMONIALS

"They are so nice to walk in and in fact really inspire you to walk by the way they propel you... they're very supportive and made really well... I don't know how I ever lived without them!"

— *Pam, Massachusetts*

"This is the most comfortable shoe I have ever put on. I feel myself standing up straighter and the amount of cushion and bounce in the sole is incredible."

— *Craig, Illinois*

[READ WHAT WOMEN ARE SAYING](#)

[READ WHAT MEN ARE SAYING](#)

3 REASONS WHY YOU NEED **Shape-ups**

1. Stronger You

Shape-ups are designed to help you strengthen your muscles, including your back, abdomen and calves.

2. Healthier You

Shape-ups will help you lose weight and improve your circulation, creating a healthier you!

3. Easy Exercise Routine

It's easy to shape up with **Shape-ups**. Wear your **Shape-ups** everywhere and anywhere you walk (or stand), and your body will feel the benefits.

[SHOP NOW](#)

WHAT'S INSIDE **Shape-ups**

UPPER:

Superior quality, well-padded uppers of durable leather and breathable mesh designed to provide needed support and supreme comfort.

SOCKLINER:

Removable insole provides superior arch support; molded cushioning for comfort; and antibacterial treatment to prevent odor, wick away moisture and increase breathability.

MIDSOLE:

Firm polyurethane frame designed to support and stabilize the foot.

KINETIC WEDGE:

Super soft foam designed for maximum shock absorption to protect the body while exercising core muscles.

OUTSOLE:

Long-lasting rubber outsole designed to contribute to biomechanical motion vital to a natural walking state by propelling wearers into their next step.

SHOP NOW

Shape-ups: HOW IT WORKS

Designed to improve your life by changing the way you walk, **Shape-ups** feature a unique soft kinetic wedge insert and dynamic rolling bottom to simulate walking on soft sand. With the comfort of **Shape-ups**, you will feel your heel sink to the ground as you step, roll forward as your weight shifts to its center, and push off with your toes. This movement will result in stronger leg, buttock, back and abdominal muscles as you stabilize your steps.

Due to this unconventional manner of walking, we suggest you moderate your walking routine in **Shape-ups** for the first week or two (25 to 45 minutes per day), depending on your level of fitness. As you continue to wear your **Shape-ups**, your body will adjust to this new method of walking. You will find it easy and comfortable while still enjoying its strengthening cardiovascular benefits.

SHOP NOW



WOMEN

MEN

PATENT PENDING

Get in Shape Without Setting Foot in a Gym.

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GO BACK

Designed to help:

- Burn more calories
- Activate core muscles
- Improve posture
- Reduce joint and back stress



IMPROVES POSTURE

STRENGTHENS THE BACK

FIRMS BUTTOCKS MUSCLES

TONES AND FIRMS THIGH MUSCLES

FIRMS CALF MUSCLES

IMPROVES BLOOD CIRCULATION

TIGHTENS ABDOMINAL MUSCLES

REDUCES KNEE JOINT STRESS



Shape-ups CLINICAL CASE STUDIES

Summary

Study 1

Study 2

Study 3

Study 4

Four clinical studies in the US and Japan show that **Shape-ups** increase muscle activity and energy consumption over standard fitness shoes!*

Doctors and researchers have confirmed that walking in **Shape-ups** can have major benefits on our health, including:

- More toned and strengthened leg, back, buttock and abdominal muscles
- Reduced body fat
- Improved circulation, aerobic conditioning and exercise tolerance
- Improved posture, relieving muscle tension and back/joint problems

These studies show that **Shape-ups'** dynamic rolling bottom, soft foam insert and dual-density midsole may produce real results. Check out the results from the tabs above to learn how you can get in shape without setting foot in a gym!

*These independent case studies were commissioned by SKECHERS. Results may vary from person to person. For the greatest results, walking in Shape-ups should be combined with a proper diet and regular exercise regimen.

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Get in Shape Without Setting Foot in a Gym.®

Walking regularly in Shape-ups may lead to the fitness benefits indicated on this page. Individual results will vary.

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THE BENEFITS OF SKECHERS *Shape-ups* ON WEIGHT LOSS, BODY TONING AND MUSCLE STRENGTHENING*

Study Conducted by Dr. Steven Gautreau, D.C., N.A.S.M., Joshua Petalus, B.S., N.A.S.M.,
Dr. Victor Rodriguez, D.C., N.A.S.M.

NOVEMBER 2009

80 men and women completed a prescribed and measured eight-week walking program, which compared subjects wearing *Shape-ups* to those wearing normal athletic shoes (control group).

RESULTS

The average results for *Shape-ups* wearers included:

- **2.78 lbs. of weight loss** (vs. 0.30 lbs. for the control group)
- **A 1.31% reduction of body fat** (vs. 0.57% for the control group)
- **A 114% improvement in glutei, hamstring and gastrocnemius muscles** (vs. 68% for the control group)
- **A 23% improvement in low back endurance strength** (vs. 0.04% for the control group)

These findings allow us to conclude that a *Shape-ups* walking program can improve fitness markers such as weight loss, improved body composition and certain muscle strength gains.

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IMPROVES POSTURE

STRENGTHENS THE BACK

FIRMS BUTTOCKS MUSCLES

TONES AND FIRMS THIGH MUSCLES

FIRMS CALF MUSCLES

IMPROVES BLOOD CIRCULATION

TIGHTENS ABDOMINAL MUSCLES

REDUCES KNEE JOINT STRESS



Shape-ups CLINICAL CASE STUDIES

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TESTING OF SKECHERS Shape-ups SHOES*

AUGUST 2009

The purpose of this study was to compare motions, forces, and electromyographic activity during standing and walking in SKECHERS Shape-ups shoes versus conventional walking shoes.

The study subjects were 10 healthy adult females with normal gait as assessed visually by a physical therapist. Each subject was tested under two conditions: 1) wearing SKECHERS Shape-ups shoes and 2) wearing conventional walking shoes.

RESULTS

The study results show that muscles in the legs are used more with Shape-ups than with standard sneakers:

1. The extra use of the leg muscles tones and strengthens the muscles in the legs, back and abdomen.
2. The increase in muscle activity and strength may also improve overall aerobic conditioning and lead to improved circulation, reduced body fat, increased exercise tolerance, and improved overall health.

An increase in muscle strength may also improve posture and may help relieve back and joint problems and muscle tension.

*These independent case studies were commissioned by SKECHERS. Results may vary from person to person. For the greatest results, walking in Shape-ups should be combined with a proper diet and regular exercise regimen.

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Shape-ups CLINICAL CASE STUDIES

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THE EFFECTS OF Shape-ups

MAY 2009

Shape-ups have an unstable center of balance compared to normal sport shoes. The body will instinctively try to find the center of balance by wearing these unstable Shape-ups. As a result, it has been demonstrated that there is more muscle activity in the muscles on the back and down to the feet compared to common sport shoes.

Testing Protocol

Subjects wore either Shape-ups or normal sports shoes, and their muscles' activities were measured with an electromyogram while walking at various speeds.

Results

CLINICAL STUDIES ▶

TESTIMONIALS ▶

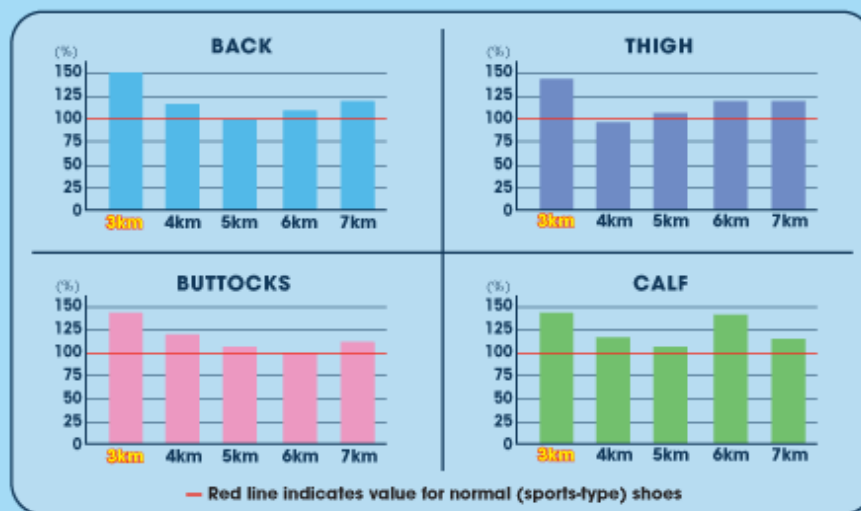
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INTEGRATED ELECTROMYOGRAPHY



A comparison showed higher muscle activities at all speeds for subjects wearing **Shape-ups**. In particular, walking slowly at around 3 km/hr was effective for muscle activities (normal walking speed is 4km/hr). **Walking with proper posture is the key to stimulating muscle activity.**

Wearing **Shape-ups** increases muscle activity, which leads to higher energy consumption compared to normal shoes, so exercising for a long time (walking) will burn subcutaneous fat and visceral fat, and effects such as firmer buttocks may be expected. This varies between individuals.

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SKECHERS
Fitness Group
Shape-ups
SHAPE UP WHILE YOU WALK

Designed to help:

- Burn more calories
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- Reduce joint and back stress

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THE BENEFITS OF SKECHERS *Shape-ups* SHOES ON WEIGHT LOSS, BODY COMPOSITION, GLUTEI STRENGTH, AND LOW BACK ENDURANCE*

Study Conducted by Dr. Steven Gautreau, D.C., N.A.S.M.

JUNE 2009

During a six-week trial, we tested SKECHERS *Shape-ups* shoe wearers on weight loss, body composition, glutei strength, and lower back endurance. Participants were instructed to wear the *Shape-ups* shoes during their normal daily activities and typical walking program, and were advised to maintain their usual diet and exercise strategies.

Eight participants were assessed at the beginning of the trial and every two weeks until its conclusion. All data was recorded, charted and analyzed.

The results indicated:

- an average weight loss by our participants of 3.25 pounds
- an overall average improvement of body composition (reduction of body fat) of 1.125%
- an average improvement of glutei strength by 41%
- an average improvement of low back endurance by 37%

As the trial was only six weeks, we could anticipate an even greater improvement in body weight and body composition with continued use of the shoes. Glutei strength and lower back endurance both greatly improved. One can assume that *Shape-ups*' dynamic rolling bottom, soft foam insole and dual-density midsole can target and condition the postural and stability muscles of the hips and lower back.

*These independent case studies were commissioned by SKECHERS. Results may vary from person to person. For the greatest results, walking in Shape-ups should be combined with a proper diet and regular exercise

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regimen.

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GO BACK

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IMPROVES
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BUTTOCKS
MUSCLESTONES AND
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MUSCLESFIRMS CALF
MUSCLESIMPROVES
BLOOD
CIRCULATIONTIGHTENS
ABDOMINAL
MUSCLESREDUCES
KNEE JOINT
STRESS

TOP 5 QUESTIONS ABOUT *Shape-ups*

Frequently Asked Questions

1. What's the difference between the different models of *Shape-ups*?

All of the Original version of *Shape-ups* shoes share the same midsole and outsole, so they should fit and feel the same. The different names denote different looks, but the original *Shape-ups* are all the same basic shoe. The new XT, XF and XW versions of *Shape-ups* shoes are lower profile and more stabilized than the Originals. XT, XF and XW shoes are more suitable for higher impact fitness activities, jogging and extended wearing.

2. Are Shape-ups available in extra wide widths?

Yes, extra wide width *Shape-ups* are available in select styles for [men](#) and [women](#).

3. Are Shape-ups good for foot problems, surgeries, back problems, pregnant women, etc.?

We have received tons of reviews from customers with foot problems ranging from diabetes to plantar fasciitis, heel spurs, knee replacements and fused spines, and they all tell us how much they love the comfort, support and fitness benefits of their *Shape-ups*. Pregnant women have also given *Shape-ups* great reviews. Please consult with your doctor to see if Shape-ups are appropriate for your specific medical condition.

4. Can I stand and walk for long hours in my *Shape-ups*?

Teachers, restaurant servers, nurses, and many other professionals have contacted us to let us know how supportive and comfortable *Shape-ups* are for wearing to work. Many of them have long shifts which require standing on hard surfaces, and they say that they can now work these hours pain-free, and also get a workout while doing it.

CLINICAL STUDIES ▶

TESTIMONIALS ▶

TOP 5 QUESTIONS ▶

3 REASONS WHY YOU
NEED SHAPE-UPS ▶

WHAT'S INSIDE ▶

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5. Can I run, use the treadmill and elliptical machines, do aerobics, climb stairs and hills, and/or drive in my *Shape-ups*?

Shape-ups are specifically designed for walking, and using them regularly during your daily activities is the best way to get an easy workout. However, you can complement your *Shape-ups* workout by using them on hills, treadmills, elliptical machines, and low-impact gym activities such as weight training. Once you get used to wearing your *Shape-ups*, they're also fine for driving. Since the midsole and outsole are designed for low-impact activity, we don't recommend that you run or do high-impact aerobics in them. You may find that the newer XT, XF and XW versions of *Shape-ups* are more suitable for jogging and higher impact fitness activities.

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WOMEN



MEN



Patent Pending

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PX 5

run less. get more: JOIN THE RESISTANCE™



PATENT PENDING

FEATURING

Shape-ups

TECHNOLOGY

THE BENEFITS OF
SKECHERS RESISTANCE RUNNER



85%

HELPS INCREASE
POSTURAL MUSCLE
ACTIVATION UP TO 85%

71%

HELPS INCREASE
GLUTEUS MEDIUS MUSCLE
ACTIVATION UP TO 71%

68%

HELPS INCREASE
CALF MUSCLE
ACTIVATION UP TO 68%

13.2%

HELPS BURN UP
TO 13.2%
MORE CALORIES

THE SKECHERS RESISTANCE RUNNER

has kinetic wedge technology designed to help create a more fluid stride that emulates a natural running state. This helps reduce injuries and enhances your performance.

Traditional running shoes' box designs create an unnatural training platform.



SRR's innovative design returns the body to a more natural, fluid stride.



TECH SPECS

ULTRA-LIGHT, INJECTION-MOLDED
KINETIC FOOTBED



KINETIC RETURN SYSTEM

Shape-ups
HIGH-VISCOSITY
KINETIC WEDGE
TECHNOLOGY

absorbs energy, minimizing impact,
creates resistance, maximizing your workout.
HIGH-ABRASION, ULTRA-LIGHT
RUBBER OUTSOLE



SRR IS COMING

To be notified when SRR arrives, sign up here.

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▶ SUBMIT

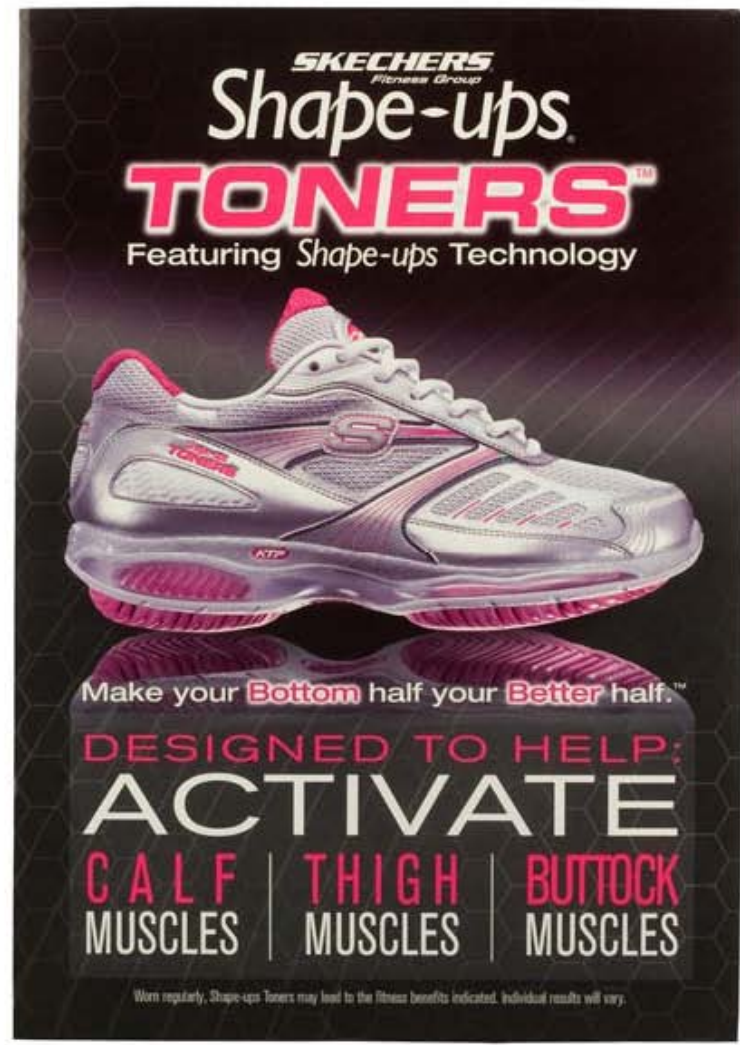
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SKECHERS
Finish Line
Nordstrom
Modell's

Academy Sports + Outdoors
Lady Foot Locker
Foot Locker

The Sports Authority
Road Runner Sports
Famous Footwear
Hibbett Sports

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More Views:



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ORGANIC INSPIRATION **Shape-ups TONERS™**

CONTACT



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BI-AXIAL NATURAL INSTABILITY



2

ACTIVATE



3

When designing Shape-ups Toners, we looked for inspiration in simple workout tools with great core-strengthening benefits, such as balance disks, yoga balls, and foam rolls. These items, like the Kinetic Toning Pods™ they inspired, utilize contact 1 points with convex shapes to create a bi-axial natural instability 2 that forces the user to focus and activate 3 underused muscles to maintain balance.

EXPERTS AGREE YOU'LL SEE RESULTS

Leading podiatrists, fitness experts and medical research have confirmed that walking often in the proper footwear may reduce stress, increase weight loss, relieve tension, tone muscles and burn calories. Shape-ups Toners with Kinetic Toning Pods are designed to help you walk with a positive impact, change the way you approach exercise, and enhance the way you feel.

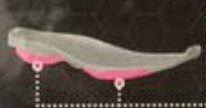
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EXPERIENCE THE POWER OF KINETIC TONING

Developed by the SKECHERS Fitness Group, Shape-ups Toners feature Kinetic Toning Pods that are designed to help sculpt your lower body by stimulating underused muscles when worn regularly. Ideal for busy women of all ages, Shape-ups Toners may help burn more calories, improve agility, strengthen calf and thigh muscles, firm your buttocks and increase general fitness, without an additional time commitment.



KINETIC TONING PODS™ (KTP)
Kinetic Toning Pods help create bi-axial natural instability with every step and may activate underused muscles to maintain balance.

TPU-VIS
The TPU-VIS KTP helps...

ORGANIC INSPIRATION



When designing Shape-ups Toners, we looked for organic inspiration in simple strengthening balls, and foam Toning Pods with convenient instability underfoot.

EXPERIENCE IT ALL

SKECHERS
**Shape-ups
TONERS™**



More Views:



EXHIBIT 6
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EXPERIENCE THE POWER OF KINETIC TONING

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KINETIC TONING PODS™ (KTP)

Kinetic Toning Pods help create bi-axial natural instability with every step and may activate underused muscles to maintain balance.



T.P.U.-VIS™

The T.P.U.-VIS elements on each side of the KTP help control motion and focus instability onto each Pod. This helps you maximize the efficiency and intensity of every workout.



OUTSOLE

Durable high-abrasion rubber outsole protects the KTP and provides traction control at bi-axial natural instability contact points.

PATENT PENDING

More Views:



EXHIBIT 6
p. 4 of 4

PX 7



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FREE Shipping for all VIP Members
 No Sales Tax (except in CA) • 100% Safe Shopping

Welcome!

WOMEN | MEN | KIDS | STYLES | NEW ARRIVALS | FITNESS | BUZZ

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- Best of Summer
- Top Rated Shoes
- Get Toned!
- Foot Health Shoes
- Must Haves
- Vegetarian Shoes
- Back To School

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Women
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+ COLLECTIONS

Skechers Tone Ups Sandals
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+ SIZE

- [Size Chart](#)
- 5
- 6
- 7
- 8
- 9
- 10
- 11

+ PRICE RANGE

- \$25-\$49
- \$50-\$74
- \$75-\$99

+ COLOR

- Black
- Brown
- Gray
- Natural
- Navy
- Olive
- Red
- Silver

Tone-ups® sandals are a great new way to help tone your legs, get more exercise and lose weight while you walk! Tone up in style in our top sellers and new arrivals.*

* Walking regularly in Tone-ups® may lead to the fitness benefits noted. individual results may vary

RECENTLY VIEWED









- Shape-ups - Kinetix Response S R T \$100.00
- Tone Ups - Eurhythmics \$52.00

You are here: [Home](#) > [Women](#) > [SKECHERS Tone-ups](#)

Color: Size: [Size Chart](#) View All Price Range: Shoes per Page: Page Sorting:

You've selected 32 shoes. [« Previous Page](#) 1 **2** [Next Page »](#)





Women's Tone Ups - Eurhythmics \$52.00	Women's Tone Ups - Eurhythmics \$52.00	Women's Tone Ups Chalet - Snow White \$99.00	Women's Tone Ups Chalet - Snow White \$99.00
1 more color!	1 more color!	1 more color!	1 more color!
Women's Tone-ups - Spindrift \$52.00	Women's Tone Ups - Psst \$49.00	Women's Tone-ups - Spindrift \$52.00	Women's Tone-ups - Blast Out \$49.00
3 more colors!	1 color available	3 more colors!	1 more color!
Women's Tone-ups - Spindrift \$52.00	Women's Tone Ups - Meow \$49.00	Women's Tone-ups - Chalet \$75.00	Women's Tone-ups - Spindrift \$52.00
3 more colors!	1 more color!	1 more color!	3 more colors!

			
Women's Tone Ups - Rhythm Method \$95.00 2 more colors!	Women's Tone Ups - Rhythm Method \$95.00 3 more colors!	Women's Tone Ups - Rhythm Method \$95.00 2 more colors!	Women's Tone Ups - Rhythmic \$65.00 1 more color!
			
Women's Tone Ups - Rhythmic \$65.00 1 more color!	Women's Tone-ups - Electric Slide \$49.00 1 color available	Women's Tone Ups - Glamgirl \$49.00 2 more colors!	Women's Tone-ups - Soul Train \$49.00 1 more color!

Color: Size: [Size Chart](#) Price Range: Shoes per Page: Page Sorting:

You've selected 32 shoes. [« Previous Page](#) 1 2 [Next Page »](#)

Shape up with SKECHERS Shape-ups sneakers!

			
Women's Shape-ups - Sleek Fit \$100.00 1 more color!	Women's Shape Ups X Wear Slip Resistant - Register \$105.00 1 more color!	Women's Shape-ups - Motivation - Wide Width \$100.00 1 color available	Women's Shape-ups Toners - Ultra \$95.00 4 more colors!

	DESIGNED TO HELP • BURN MORE CALORIES • IMPROVE POSTURE • TONE MUSCLES • REDUCE STRESS ON BACK AND LEGS	<input type="button" value="SHOP NOW"/>
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- SKECHERS Global
- Affiliate Program
- Int'l Franchise Opportunities
- SKECHERS Charities

Customer Service

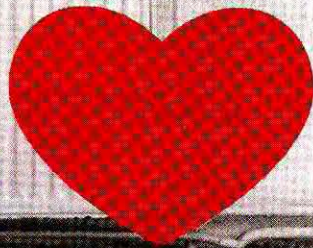
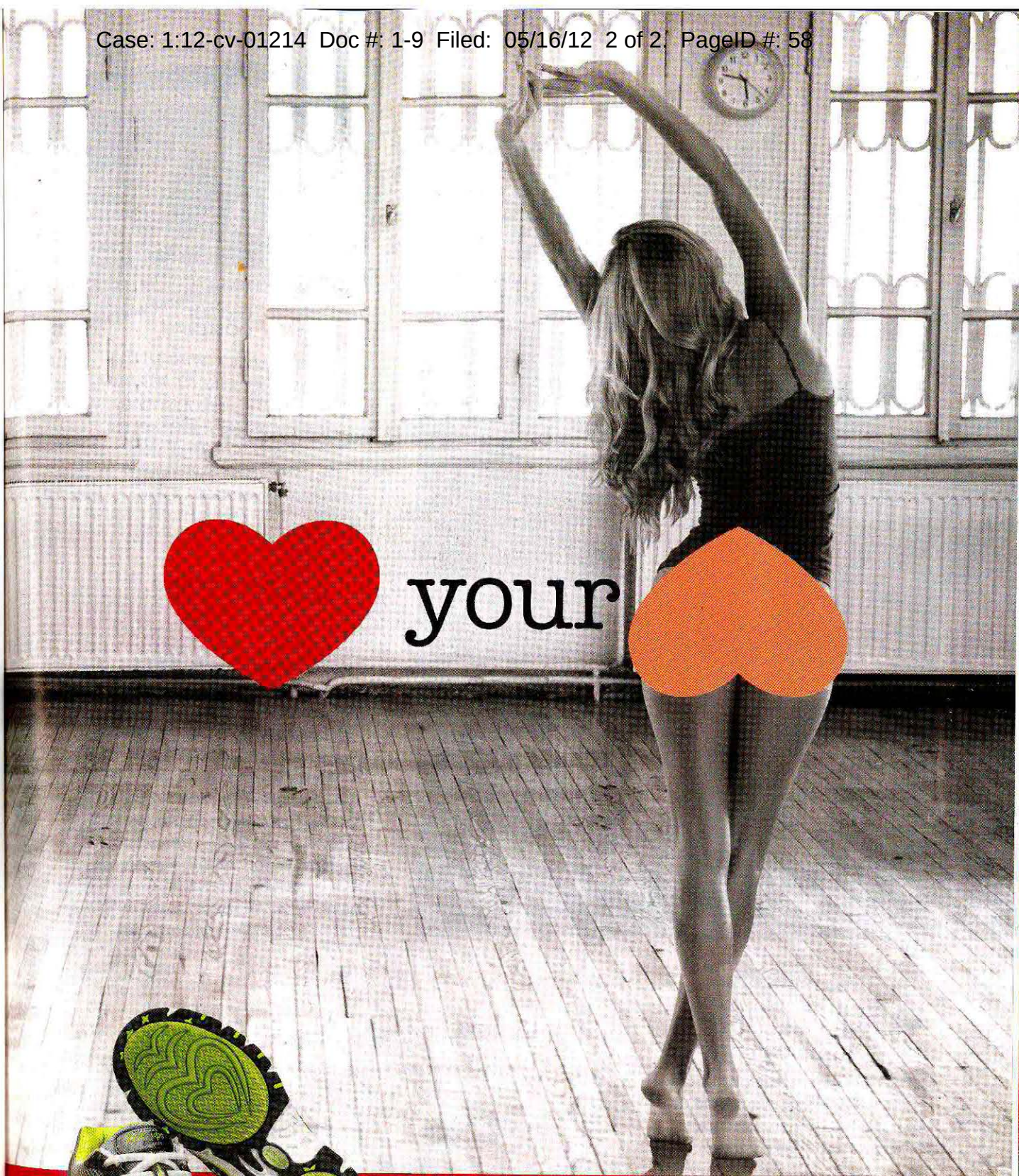
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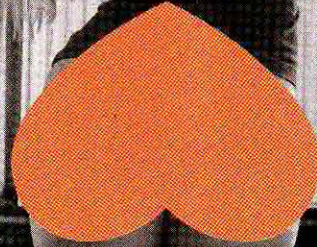
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PX 8



your



Make your bottom half your better half!

Tone-ups **SKECHERS**

also available at **Finish Line**

When
smile,
everyone
is a lift

CLOCKWISE FROM TOP LEFT: MICHAEL MOLINOFF; FANCY PHOTOGRAPHY/VEER IMAGES; CREATIVE CROP/GETTY IMAGES

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