

04-26-1999

CORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



101018970

Patents and Trademarks: Please record the attached original documents or copy thereof.

RECEIVED
APR -9 P 1:28
US PATENT & TRADEMARK OFFICE

1. Name of conveying party(ies):

Congress Financial Corporation (Florida)

2. Name and address of receiving party(ies)

Name: FF Acquisition Corp.

Internal Address: _____

Street Address: 100 Tubb Avenue

City: West Point State: MISS. ZIP: 39773

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other _____

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: August 18, 1998

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

75/114,937	75/114,932
75/099,588	75/009,734
75/108,008	75/298,169

B. Trademark Registration No.(s)

1,339,294	1,961,982
1,361,163	1,396,943
1,001,105	1,568,575

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Joyce Francis

Internal Address: Schulte Beth + Zabel

Street Address: 900 Third Ave

City: New York State: NY ZIP: 10022

04/23/1999 DNGUYEN 00000303 1339294

6. Total number of applications and registrations involved: _____

22

7. Total fee (37 CFR 3.41).....\$ 565⁰⁰

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: _____

(Attach duplicate copy of this page if paying by deposit account)

01 FC:481
02 FC:482

40.00 DP
525.00 DP

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Joyce I. Francis
Name of Person Signing

Joyce I. Francis
Signature

9/21/98
Date

5

Total number of pages including cover sheet, attachments, and document:

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 1888 FRAME: 0203

ASSIGNMENT OF TRADEMARKS

WHEREAS, Universal Gym Equipment, Inc., a Delaware corporation ("Universal"), formerly located and doing business at 818 Dows Road S.E., Cedar Rapids, Iowa 52406, was the record owner of each of the U.S. Trademark Registrations listed on attached Schedule A, hereinafter called "the TRADEMARKS", together with the right to sue for infringement thereof; and

WHEREAS, pursuant to a Security Agreement dated as of July 19, 1996, Universal granted a security interest in certain of the TRADEMARKS to Congress Financial Corporation (Florida) ("Assignor"), which was recorded with the U.S. Patent and Trademark Office on July 24, 1996 at Reel 1484, Frame 0239; and

WHEREAS, pursuant to a Loan and Security Agreement dated as July 19, 1996, Universal granted to Assignor a security interest in, inter alia, all present and future contract rights, general intangibles (including, but not limited to, registered and unregistered patents, trademarks, service marks, copyrights, trade names, applications for the foregoing, trade secrets, goodwill, processes, drawings, blueprints, choses in action and other claims (collectively, the "Intangible Collateral"); and

WHEREAS, Assignor foreclosed its security interest in all Intangible Collateral, including, without limitation, the TRADEMARKS, and acquired title thereto at a foreclosure sale pursuant to a Certificate of Title issued by the Clerk of the Court of Dade County, Florida, which Certificate of Title was recorded with the U.S. Patent and Trademark office on 9/25/98, at Reel 1796, Frame 124; and

WHEREAS, FF Acquisition Corp., a Delaware corporation, located and doing business at 100 Tubb Avenue, West Point, Mississippi 39773, hereinafter referred to as ASSIGNEE, wishes to acquire all of the right, title and interest of ASSIGNOR in, to and under the TRADEMARKS, together with the goodwill of the business associated with the TRADEMARKS; and

NOW THEREFORE, in consideration of the sum of FIVE (\$5.00) DOLLARS and other

good and valuable consideration paid by ASSIGNEE to ASSIGNOR, the sufficiency and receipt of which is hereby acknowledged, ASSIGNOR confirms the transfer and hereby transfers and assigns to ASSIGNEE the entire right, title and interest in and to said TRADEMARKS together with the goodwill of the business associated with said TRADEMARKS; and

ASSIGNOR, does hereby sell, assign, transfer and set over, unto ASSIGNEE, all claims for damages by reason of past infringement of the TRADEMARKS and the registration and the right to sue for and collect the same; and

ASSIGNOR further authorizes the Commissioner of Patents and Trademarks of the United States to record the TRADEMARKS as the property of ASSIGNEE; and

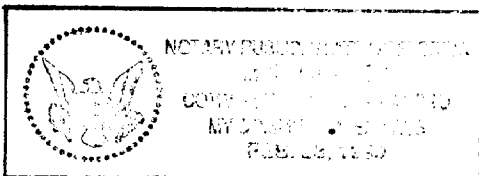
IN WITNESS WHEREOF, the ASSIGNOR has executed this instrument on this 18th day of August, 1998.

CONGRESS FINANCIAL CORPORATION
(FLORIDA)

By: Martin J. Colson
Title: Vice President

COUNTY OF DADE)
) ss.
STATE OF FLORIDA)

On this 18th day of August 1998, before me personally came Martin J. Colson, to me known, who, being by me duly sworn, did depose and say that he is the vice-president of Congress Financial Corp., the corporation described as ASSIGNOR in the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed in accordance with the authority granted to him by the Board of Directors of said corporation; and that he signed on behalf of said corporation by like authority.



[Signature]
Notary Public

TRADEMARK REGISTRATIONS	
<u>MARK</u>	<u>REGISTRATION NUMBER</u>
Aerobicycle	1,339,294
Aerobic Super Circuit	1,361,163
Centurion	1,001,105
Crossline	1,961,982
Computerow	1,396,943
Fitnet	1,568,575
Heavy Metal	2,001,692
Merac	1,570,760
Power Circuit	1,918,909
Power-Pak	1,331,025
Spartan	1,541,700
Super Circuit	1,362,645
Tredex	1,124,683
Universal	1,350,575
Universal Gym	1,623,665

TRADEMARK APPLICATION	
<u>MARK</u>	<u>APPLICATION SERIAL NUMBER</u>
Fitsuite	75/114,937 (status: abandoned)
Homflex	75/099,588 (status: abandoned)
Maximus	75/108,008 (status: abandoned)
Pumpkorn	75/114,932
Proflex	75/009,734 (status: abandoned)
Unitrack	75/298,169
Universal Gym (covering the expansion of the existing trademark for exercise equipment and clothing to also cover shoes)	75/099,208 (status: abandoned)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

Tab settings = = = ▼

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Joyce I. Francis
Name of Person Signing

Joyce I. Francis
Signature

9/21/98

Date

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Commissioner of Patents & Trademarks, Box Assignments

TRADEMARK

RECORDED: 09/21/1998

REEL: 1888 FRAME: 0208