

01-30-2002



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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): UNIVERSAL GYM EQUIPMENT, INC.

- 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 Merger Security Agreement Change of Name Other

Execution Date: AUGUST 18, 1998

2. Name and address of receiving party(ies)

Name: f.f. ACQUISITION CORP.

Internal Address:

Street Address: 100 TUBB AVENUE

City: WESTPOINT State: MS Zip: 39773

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,339,294

Additional number(s) attached Yes No

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

Name: WILLIAM NIX, ESQ.

Internal Address:

Street Address Baker Botts L.L.P. 30 Rockefeller Plaza 44th Floor

City: New York State: N.Y. Zip: 10112

6. Total number of applications and registrations involved: 15

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

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

DA 02-4377

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

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.

WILLIAM NIX

Name of Person Signing

Signature

January 3, 2002

Date

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

01/29/2002 GTOM11 00000117 024377 1339294

01 FC:481 40.00 CH 02 FC:482 350.00 CH

TRADEMARK REEL: 002433 FRAME: 0532

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

FROM SCHULTE ROTH & ZABELLP a2

(MON) 6.14.99 15:27/ST.15:22/NO.4260789021 P.19

TRADEMARK
REEL: 002433 FRAME: 0533

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 _____, at Reel _____, Frame _____; 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

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FROM SCHULTE BOHN & ASSOCIATES
TRADEMARK

REEL: 002433 FRAME: 0534

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

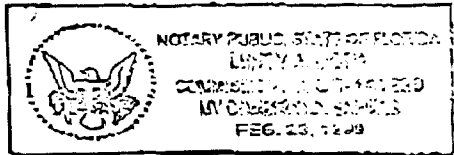
IN WITNESS WHEREOF, the ASSIGNOR has executed this instrument on this 18th day of August, 1998.

CONGRESS FINANCIAL CORPORATION
(FLORIDA)

By: [Signature]
Title: Vice President

COUNTRY OF DADE)
STATE OF FLORIDA) ss.)

On this 18th day of August 1998, before me personally came Martin J. Closon, 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