

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
GT Merchandising & Licensing, LLC		09/13/2005	LIMITED LIABILITY COMPANY: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	GT Media, Inc.
<b>Street Address:</b>	360 Interlocken Blvd.
<b>City:</b>	Broomfield
<b>State/Country:</b>	COLORADO
<b>Postal Code:</b>	80021
<b>Entity Type:</b>	CORPORATION:

**PROPERTY NUMBERS Total: 77**

Property Type	Number	Word Mark
Registration Number:	2707912	CABLEFLEX
Registration Number:	2780148	CABLEFLEX
Registration Number:	2789459	CABLEFLEX
Registration Number:	2962950	CALORIE KILLER
Registration Number:	2710592	COOL WEIGHTS
Registration Number:	2380415	FEEL THE POWER
Registration Number:	1895931	FIRM
Registration Number:	1888532	FIRM BELIEVERS
Registration Number:	2757910	FIRM CARDIO
Registration Number:	2578096	FIRM DIRECT
Registration Number:	2687414	FIRM FORMULA
Registration Number:	2167282	FIRM PARTS
Registration Number:	1766686	GOODTIMES

OP \$1940.00 2707912

Registration Number:	1905525	GOODTIMES
Registration Number:	2550487	GOODTIMES
Registration Number:	1458154	GOODTIMES
Registration Number:	1871175	GOODTIMES
Registration Number:	2852381	GOODTIMES ENTERTAINMENT
Registration Number:	1454998	GOODTIMES HOME VIDEO
Registration Number:	2341925	GOODTIMES PAGING
Registration Number:	2404647	GOODTIMES PAGING
Registration Number:	2336886	GREATEST HEROES AND LEGENDS OF THE BIBLE
Registration Number:	1406312	HOLLYWOOD MOVIE GREATS
Registration Number:	2925649	RAMP UP
Registration Number:	2894406	RAMPING
Registration Number:	2902208	RAMPING
Registration Number:	2900299	SCULPTING STICK
Registration Number:	2186488	SHORT CUTS
Registration Number:	2856405	SKIN SALON GOLD
Registration Number:	1497523	SLIMATICS
Registration Number:	1571684	SLIMATICS
Registration Number:	2098601	STORYBOOK ADVENTURES
Registration Number:	1333332	THE BODY FIRM ACTIVEWEAR
Registration Number:	2617520	THE FANNY LIFTER
Registration Number:	1522134	THE FIRM
Registration Number:	1928088	THE FIRM
Registration Number:	2117719	THE FIRM
Registration Number:	2287888	THE FIRM CROSS TRAINERS
Registration Number:	1439017	THE FIRM WORKOUT WITH WEIGHTS
Registration Number:	2846011	THE STRETCHIE
Registration Number:	2632998	WALK AWAY
Registration Number:	2618871	WALK AWAY THE POUNDS
Registration Number:	2872069	WALK AWAY THE POUNDS
Registration Number:	2269494	WALK IT OFF
Registration Number:	1464447	WE MAKE COLLECTABILITY A WAY OF LIFE
Serial Number:	76610559	ALE HOUSE ROASTER
Serial Number:	76617702	ALEHOUSE ROASTER
Serial Number:	76565978	FAST & FIRM SERIES

Serial Number:	78546434	FITMAX
Serial Number:	76569236	GT XPRESS 101
Serial Number:	76623027	JIGGLE FREE
Serial Number:	76608495	KNOCK OFF THE POUNDS
Serial Number:	76617855	PIZZAMORÉ
Serial Number:	76135539	PLACES OF FAITH
Serial Number:	76135540	PLACES OF FAITH
Serial Number:	76590152	SLIM, SHAPE & SCULPT
Serial Number:	76602246	SLIM SHAPE & SCULPT
Serial Number:	76592453	SLIM SHAPE SCULPT
Serial Number:	76602558	THE FAIRY TALE PRINCESS COLLECTION
Serial Number:	76548021	THE FIRM BOX
Serial Number:	76498940	THE RAMP
Serial Number:	76623025	THE TRANSFIRMER
Serial Number:	76623378	THE TRANSFIRMER SERIES
Serial Number:	76566362	TOTAL STRIDER
Serial Number:	76623379	ULTIMATE CALORIE BLASTER
Serial Number:	76446718	WALK AWAY THE POUNDS EXPRESS
Serial Number:	76595579	WALK IT OFF
Serial Number:	76443500	WALK STRONG
Serial Number:	76446717	WALK STRONG
Serial Number:	76590153	WALKBLASTER
Serial Number:	76588246	YOGA JAM
Serial Number:	76613589	YOGA LIVE
Serial Number:	76613590	YOGA LIVE
Serial Number:	76613591	YOGA LIVE
Serial Number:	76613592	YOGA LIVE
Serial Number:	76613593	YOGA LIVE
Serial Number:	76613594	YOGA LIVE

**CORRESPONDENCE DATA**

Fax Number: (310)286-9573

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: (310) 785-1200

Email: jk@jonathankirsch.com

Correspondent Name: Law Offices of Jonathan Kirsch

Address Line 1: 1880 Century Park East  
Address Line 2: Suite 515  
Address Line 4: Los Angeles, CALIFORNIA 90067

ATTORNEY DOCKET NUMBER:	GT MEDIA, INC.
NAME OF SUBMITTER:	Jonathan Kirsch
Signature:	/Jonathan Kirsch/
Date:	11/10/2005

Total Attachments: 3  
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**TRADEMARK ASSIGNMENT**

Dated as September 13, 2005.

1. **Assignment of Trademarks.** Effective as of the date first written above ("Effective Date"), and for good and sufficient consideration, adequacy and receipt of which are hereby acknowledged, GT MERCHANDISING & LICENSING, LLC, a Delaware limited liability company ("Assignor"), 16 East 40<sup>th</sup> Street, New York, NY 10016, hereby assigns, conveys, grants and transfers to GT MEDIA, INC., a Colorado corporation ("Assignee"), 360 Interlocken Blvd., Broomfield, CO 80021, wholly, exclusively, and irrevocably, in perpetuity and throughout the world, any and all rights in and to the marks set forth in the attached Exhibit "A", which Exhibit "A" is incorporated by reference herein, and any and all business, reputation and/or good will symbolized thereby and/or associated therewith, which Assignor may own, claim or control.

2. **Assignment of Registrations and Applications.** Without limiting the generality of the foregoing, Assignor hereby assigns to Assignee the trademark registrations now registered in the United States Patent and Trademark Office ("USPTO") and elsewhere throughout the world, and the applications now pending in the USPTO and elsewhere throughout the world, for all of the foregoing marks, including but not limited to the registrations and applications identified by the USPTO registration numbers and serial numbers set forth in Exhibit "A" hereto, and any and all rights arising thereunder, all effective as of the Effective Date.

IN WITNESS WHEREOF, Assignor, by and through its undersigned officer, has executed this Trademark Assignment as of the Effective Date.

GT MERCHANDISING & LICENSING, LLC

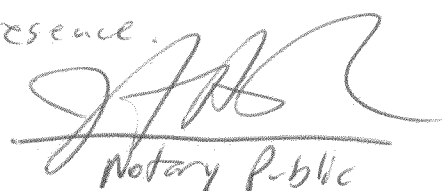
  
By Stephen Jacobs, Chief Legal Officer

State of New York }  
County of New York }

On November 8, 2005, before me personally appeared Stephen Jacobs, known to me, Chief Legal Officer of GT Merchandising & Licensing LLC, and he signed the foregoing instrument in my presence.

JONATHAN A. LIEBERMAN  
Notary Public, State of New York  
No. 31-4927809  
Qualified in New York County  
Term Expires April 18, 20 06

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Notary Public

**Exhibit "A" to Trademark Assignment Date as of September 13, 2005**

Mark	Class	Serial Number	Registration Number
ALE HOUSE ROASTER (Word Mark)	11	76610559	
ALE HOUSE ROASTER (Design Mark)	11	76617702	
CABLEFLEX (Word Mark)	9		2707912
CABLEFLEX (Word Mark)	28		2780148
CABLEFLEX (Word Mark)	5		2789459
CALORIE KILLER (Word Mark)	9		2962950
COOL WEIGHTS (Word Mark)	28		2710592
FAST & FIRM SERIES (Word Mark)	9	76565978	
FEEL THE POWER (Design Mark)	42		2380415
FIRM (Word Mark)	9, 25, 28, 42		1895931
FIRM BELIEVERS (Word Mark)	25, 42		1888532
FIRM CARDIO (Word Mark)	9		2757910
FIRM DIRECT (Word Mark)	35		2578096
FIRM FORMULA (Word Mark)	5		2687414
FIRM PARTS (Word Mark)	9		2167282
FITMAX (Word Mark)	5	78546434	
GOODTIMES (Word Mark)	16		1766686
GOODTIMES (Word Mark)	9		1905525
GOODTIMES (Word Mark)	9		2550487
GOODTIMES (Design Mark)	9		1458154
GOODTIMES (Design Mark)	9		1871175
GOODTIMES ENTERTAINMENT (Word Mark)	9		2852381
GOODTIMES HOME VIDEO (Design Mark)	9		1454998
GOODTIMES PAGING (Word Mark)	38		2341925
GOODTIMES PAGING (Word Mark)	9		2404647
GREATEST HEROES AND LEGENDS OF THE BIBLE (Word Mark)	9		2336886
GT XPRESS 101 (Design Mark)	11	76569236	
HOLLYWOOD MOVIE GREATS (Design Mark)	9		1406312
JIGGLE FREE (Word Mark)	9	76623027	
KNOCK OFF THE POUNDS (Word Mark)	16	76608495	
PIZZAMORE (Word Mark)	21	76617855	
PLACES OF FAITH (Word Mark)	16	76135539	
PLACES OF FAITH (Word Mark)	9	76135540	
RAMP UP (Word Mark)	5		2925649
RAMPING (Word Mark)	41		2894406
RAMPING (Word Mark)	41		2902208
SCULPTING STICK (Word Mark)	28		2900299
SHORT CUTS (Word Mark)	9		2186488
SKIN SALON GOLD (Design Mark)	3		2856405
SLIM SHAPE & SCULPT (Word Mark)	41	76590152	
SLIM SHAPE & SCULPT (Word Mark)	3	76602246	
SLIM SHAPE & SCULPT (Design Mark)	9	76592453	
SLIMATICS (Word Mark)	9		1497523
SLIMATICS (Design Mark)	9		1571684
STORYBOOK ADVENTURES (Word Mark)	9		2098601
THE BODY FIRM ACTIVEWEAR (Design Mark)	25		1333332
THE FAIRY TALE PRINCES COLLECTION (Design Mark)	9	76602558	

**Exhibit "A" to Trademark Assignment Date as of September 13, 2005**

<b>Mark</b>	<b>Class</b>	<b>Serial Number</b>	<b>Registration Number</b>
THE FANNY LIFTER (Word Mark)	28		2617520
THE FIRM (Word Mark)	41		1522134
THE FIRM (Word Mark)	16, 42		1928088
THE FIRM (Design Mark)	9, 16, 41, 42		2117719
THE FIRM BOX (Word Mark)	28	76548021	
THE FIRM CROSS TRAINERS (Word Mark)	9		2287888
THE FIRM WORKOUT WITH WEIGHTS (Design Mark)	9		1439017
THE RAMP (Design Mark)	28	76498940	
THE STRETCHIE (Word Mark)	28		2846011
THE TRANSFORMER (Design Mark)	28	76623025	
THE TRANSFORMER SERIES (Design Mark)	9	76623378	
TOTAL STRIDER (Word Mark)	28	76566362	
ULTIMATE CALORIE BLASTER (Word Mark)	9	76623379	
WALK AWAY (Word Mark)	5		2632998
WALK AWAY THE POUNDS (Word Mark)	9		2618871
WALK AWAY THE POUNDS (Word Mark)	41		2872069
WALK AWAY THE POUNDS EXPRESS (Word Mark)	9	76446718	
WALK IT OFF (Word Mark)	16		2269494
WALK IT OFF (Word Mark)	9	76595579	
WALK STRONG (Word Mark)	9	76443500	
WALK STRONG (Word Mark)	5	76446717	
WALKBLASTER (Word Mark)	28	76590153	
WE MAKE COLLECTABILITY A WAY OF LIFE (Word Mark)	9		1464447
YOGA JAM (Word Mark)	9	76588246	
YOGA LIVE (Word Mark)	28	76613589	
YOGA LIVE (Word Mark)	25	76613590	
YOGA LIVE (Word Mark)	21	76613591	
YOGA LIVE (Word Mark)	16	76613592	
YOGA LIVE (Word Mark)	9	76613593	
YOGA LIVE (Word Mark)	5	76613594	