

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Bill of Sale

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Nautilus, Inc.		07/14/2006	CORPORATION: WASHINGTON

RECEIVING PARTY DATA

Name:	American National Manufacturing, Inc.
Street Address:	252 Mariah Circle
City:	Corona
State/Country:	CALIFORNIA
Postal Code:	92879
Entity Type:	CORPORATION: CALIFORNIA

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Serial Number:	75499096	A RESTFUL NIGHT'S SLEEP FOR EVERY BODY
Serial Number:	75499089	DISCOVER THE FEELING OF INSTANT COMFORT
Serial Number:	78400381	FITREST
Serial Number:	78400386	FITREST
Serial Number:	78410725	FITREST
Serial Number:	78410716	FITREST
Serial Number:	75420811	INSTANT COMFORT
Serial Number:	75501679	IT'S TIME YOU HAD INSTANT COMFORT
Serial Number:	75499095	THE BED THAT'S RIGHT FOR EVERY BODY

CORRESPONDENCE DATA

Fax Number: (303)629-3450
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 303-629-3400
 Email: osman.lisa@dorsey.com

CH \$240.00 75499096

Correspondent Name: Dorsey & Whitney LLP
Address Line 1: 370 Seventeenth Street, Suite 4700
Address Line 2: Lisa A. Osman
Address Line 4: Denver, COLORADO 80202-5647

ATTORNEY DOCKET NUMBER:	M8971US / AMERICAN NATL.
NAME OF SUBMITTER:	Lisa A. Osman
Signature:	/3463 LAO/
Date:	10/17/2006

Total Attachments: 10

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BILL OF SALE

THIS BILL OF SALE is made this 14 day of July, 2006, by Nautilus, Inc., a Washington corporation ("Seller") in favor of American National Manufacturing, Inc., a California corporation ("Buyer").

WITNESSETH:

WHEREAS, Seller and Buyer have entered into that certain Asset Purchase Agreement dated as of July 14, 2006 (hereinafter called the "Asset Purchase Agreement"); and

WHEREAS, pursuant to the Asset Purchase Agreement, Seller has agreed to sell to Buyer certain assets of Seller subject to the terms and conditions of, and for the consideration set forth in, the Asset Purchase Agreement.

AGREEMENT:

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound hereby, Seller does, by this instrument, give, grant, bargain, sell, assign, transfer and convey to Buyer, its successors and assigns, all of the Property (as that term is defined in the Asset Purchase Agreement), including without limitation, those assets listed in Exhibit A attached hereto. Seller warrants that it was the owner of the Property free and clear of all mortgages, liens and encumbrances (except as described in the Asset Purchase Agreement and the exhibits and schedules thereto) immediately prior to the transfer of the Property to Buyer.

TO HAVE AND TO HOLD the same unto Buyer, its successor and assigns, forever.

IN WITNESS WHEREOF, Seller has executed and delivered to Buyer this Bill of Sale as of the day and year first above written.

SELLER:

NAUTILUS, INC.


By 
Name: Walter J. Bolos
Its: Chief Administrative Officer

Exhibit A.
(Included Assets)

1. Customer List (a list of customers who purchased a complete NSS kit);
2. Marketing Materials (promotion kit & infomercial);
3. Sleep Studies (Swedish Medical Center Study & Pacific Sleep Program Study);
4. Certain NSS Patents & Trademarks (see attached detail);
5. Certain Parts Inventory (see attached detail for a complete list as of 5/30/2006);
6. Certain Internet URLs (see attached schedule for details).

Exhibit A. (continued)
(Included Assets)

Patents

US Patent # D471051 entitled Air Mattress
US Patent # D474061 entitled Air Mattress
US Patent # 6651283 entitled Air Bed

Trademarks

A Restful Night's Sleep for Everybody – US – Class 20 - Reg. # 2365935 – Section 8 & 15 due July 11, 2006
Discover the Feeling of Instant Comfort – US – Class 20 - Reg. # 2438915
FitRest – US – Class 24 - Application # 78/400386
FitRest – US – Class 20 – Application # 78/400381
FITRest (Stylized) – US – Class 24 – Application # 78/410725
FITRest (Stylized) - US – Class 20 – Application # 78/410716
Instant Comfort & Design – US – Class 20 – Reg. # 2382116 – Section 8 & 15 due Sept. 5, 2006
It's Time You had Instant Comfort – US – Class 20 – Reg. #. 2435617 – Section 8 & 15 due March 13, 2007
The Bed That's Right For Every Body – US – Class 20 – Reg. # 2366934 – Section 8 & 15 due July 11, 2006

Internet URLs

airchambers.com
awesomeairbed.com
awesomebed.com
awesomecomfort.com
awesomemattress.com
awesomereset.com
awesomeshuteye.com
awesomesleep.com
awesomeslumber.com
awesomesupport.com
changeyourmattress.com
comfortmattresses.com
deepsleep.info
discovergreatsleep.com
energizedsleep.com
fabuloussleep.com
fantasticsleep.com
fitbed.com
fitmattress.com
fitmattresses.com
fitnessrestconnection.com
fitrest.com
fitrestairbed.com
fitrestbed.com
fitrestgold.com
fitrestmattress.com
fitrestmattresses.com
fitrest-online.com
fitrestplatinum.com
fitsleep.com
getthebestsleep.com
greatairbed.com
greatairbeds.com

greatrest.com
greatshuteye.com
greatsleepcanada.com
greatsleepnow.com
greatslumber.com
instantcomfort.com
instantcomfort.info
instantcomfort.net
instantcomfort.org
instantcomfort.us
instantcomfort.ws
instantcomfortcanada.com
instantrest.com
instantshuteye.com
instantslumber.com
instantsnooze.com
mattresstv.com
nowgreatsleep.com
nowsleepwell.com
rejuvenatingsleep.com
sleepandfeelbetter.com
sleepincomfort.com
sleeplikeababy.com
sleep-like-a-baby.com
sleep-soundly.com
snoozenow.com
stayasleep.com
stayasleep.info
supportbed.com
theathletesbed.com
thebestbed.com
wakeupfresh.com
wakeuprefreshed.com

Exhibit A. (continued)
(Included Assets)

Inventory

Item #	Description	Quantity
33390	Chamber,Air Supt 7inPmCkg	3212
33350	Chamber,Air Supt 7InPmQn/Cqn	2761
33370	Chamber,Air Supt 7InPmEkg	1840
23392	Top,Pillow Wool PmCkg	302
31702	Inflation Sys,Singl Cntrl Dlx	266
23334	Base,Foam Pm Fil	262
10913	Foam, Platinum, Talalay 3" QN	208
10919	Foam,Gold,Talay,2",QN	208
10910	Foam, Platinum, Sensus 3" QN	199
10932	Pillow Top, Silver, QN	155
10937	Top,Quilted,Tight,Platinum,QN	147
23342	Ticking,O/S PmFil	140
10795	Gold, 9in,RS Ticking,Top,QN	137
10794	Gold, 9in,RS Ticking,Top,EKG	134
10911	Foam, Platinum, Talalay 3" CKG	123
10912	Foam, Platinum, Talalay 3" EKG	121
10793	Gold, 9in,RS Ticking,Top,CKG	112
10925	Foam,Gold,Conv,2.75,EKG	107
10916	Foam,Gold,Sensus,2",QN	98
23391	Ticking,O/S PmCkg	94
10935	Top,Quilted,Tight,Platinum,CKG	83
10924	Foam,Gold,Conv,2.75,CKG	72
10908	Foam, Platinum, Sensus 3" CKG	71
23332	Top,Pillow Wool PmFil	69
23312	Top,Pillow Wool PmTwn	62
10921	Silver,Visco Upgrade Kit,QN	59
10930	Foam,Silver,Conv,1.75,CKG	59
10933	Pillow Top, Silver, FLL	49
10909	Foam, Platinum, Sensus 3" EKG	45
31695	Top,Pillow Cashmere Ckg	42
23235	Top,Pillow Wool SigFil	39
31655	Top,Pillow Cashmere Qn	39
25034	AC Adapter 101-103a b102-104	39
10918	Foam,Gold,Talay,2",EKG	38
44056	PremQn Cashmere PT Box 2	38
10936	Top,Quilted,Tight,Platinum,EKG	35
23238	Ticking,O/S SigFil	35
23278	Ticking,O/S SigEkg	29
10926	Foam,Gold,Conv,2.75,QN	27
36035	Foam,Mat Visco Fil	27
26090	Sleeve,Controller	26
23112	Top,Tight Wool BasTwn	24
23258	Ticking,O/S Sig Qn	23
31635	Top,Pillow Cashmere Fil	23
23324	Base,Foam Pm Trl	22
23268	Ticking,O/S SigCqn	22
23315	Ticking,O/S PmTwn	21
23320	Chamber,Singl Suppt A&B Pm Tr	21
44077	PmEkg Box 3	20
43038	PmFil Box 2 w/cashmere	18
23298	Ticking,O/S SigCkg	17

Exhibit A. (continued)
(Included Assets)

Inventory

Item #	Description	Quantity
44097	PrmCkg Box 3	17
23210	Chamber,Single Suppt SigTwn	17
44095	PrmCkg Box 1	15
23152	Top,Tight Wool BasQn	14
31735	Top,Pillow Silk Fil	14
42016	SigTwn Pillow Box 2 w/PT	14
12869	Top,Silk PrmTwn	13
25050	Controller,Standard	13
23322	Top,Pillow Wool Prm Tnl	12
44096	PrmCkg Box 2 w/ Wool	12
42056	SigQn Pillow Box 2 w/PT	11
42076	SigEkg Pillow Box 2 w/PT	11
23215	Top,Pillow Wool Sig Twn	10
23218	Ticking,O/S Sig Twn	10
42030	SigFil Pillow Box 1	10
23260	Chamber,Dual Suppt SigQn	9
23310	Chamber,Sing Suppt A&B PrmTwn	9
12874	Top,Cashmere PrmTwn	7
42097	SigCkg Pillow Box 3	6
43025	PrmTwn Long Box 1	6
43026	PrmTwn Long Box 2 w/Wool	6
43036	PrmFil Box 2 w/Wool	6
44098	PrmCkg Box 2 w/ Cash	6
23255	Top,Pillow Wool SigQn	5
42036	SigFil Pillow Box 2 w/PT	5
43034	PrmFil Box 4	5
43035	PrmFil Box 1	5
33350	Chamber,Air Supt 7InPrmQn/Cqn	5
23335	Ticking,O/S Prm Tnl	4
42010	SigTwn Pillow Box 1	4
43027	PrmTwn Long Box 3	4
33390	Chamber,Air Supt 7inPrmCkg	4
10929	Foam,Silver,Conv,1.75,FLL	3
10798	Silver 7in,RS Ticking,Top,FLL	3
23172	Top,Tight Wool BasEkg	3
23228	Ticking,O/S Sig Tnl	3
33350	Chamber,Air Supt 7inPrmQn/Cqn	3
10632	Duvet, Box, CKG	2
31795	Top,Pillow Silk Ckg	2
42096	SigCkg Pillow Box 2 w/PT	2
43016	PrmTwn Box 2 w/Wool	2
44056	PrmQn Wool PT Box 2	2
23392	Top,Pillow Wool PrmCkg	2
31703	Inflation Sys,Dual Control Dlx	2
23190	Chamber,Single Suppt BasCkg	2
33370	Chamber,Air Supt 7inPrmEkg	2
10916	Foam,Gold,Sensus,2",QN	1
10921	Silver,Visco Upgrade Kit,QN	1
10926	Foam,Gold,Conv,2.75,QN	1
10635	Top.Woven,Pillow,T&J,CKG	1
10645	7In,CW Ticking w/contain QN	1

Exhibit A. (continued)
(Included Assets)

Inventory

Item #	Description	Quantity
10652	Top,Woven,Tight,RS,QN	1
31675	Top,Pillow Cashmere Ekg	1
31775	Top,Pillow Silk Ekg	1
10795	Gold, 9in,RS Ticking,Top,QN	1
23391	Ticking,O/S PmCkg	1
31655	Top,Pillow Cashmere Qn	1
31702	Inflation Sys,Singl Cntrl Dlx	1
31703	Inflation Sys,Dual Control Dlx	1
23130	Chamber,Single Suppt BasFill	1
23220	Chamber,Suppt SigTnl	1
23230	Chamber,Single Suppt SigFill	1
23250	Chamber,Dual Suppt SigQn	1
33370	Chamber,Air Supt 7inPmEkg	1
33390	Chamber,Air Supt 7inPmCkg	1

Exhibit B.
 (Excluded Assets)

Excluded Inventory (listing as of 6/30/2006).

Item #	Description	Quantity
37050	Pillow, Fossfill Qn	3730
37080	Pillow, Fossfill King	2082
33354	Patch, NSS	1828
33376	Rail, Side PmEkg	428
10770	Foundation-A, 4x4, B Box, EKG	414
10769	Foundation-A, 4x4, A Box, EKG	382
20450	Carton, TW-102 HW/Brkt Box	353
23558	Foundation, Unas Qn	298
37055	Pillow, Contoured Visco Qn	288
23359	Coverlet, Found PremQn	263
17082	Assy, Spt Squat Straps Wrnty	241
31754	Rail, HT/B PmQn	225
37030	Pillow, Fossfill Std	222
23397	Panel, Center PT PmCkg	219
23338	Pad, Convuluted Fil	182
10771	Foundation-A, 4x4, A Box, QN	160
10913	Foam, Platinum, Talalay 3" QN	160
10772	Foundation-A, 4x4, B Box, QN	158
10787	Gold, Found-A, 4x4, A Box, CKG	152
10768	Gold, Found-A, 4x4, B Box, CKG	150
23377	Panel, Center PT PmEkg	146
23361	Ticking, O/S PmCqn	145
20448	Carton, NSS 39.5x19x14.5	141
23388	Pad, Convuluted Cqn	134
23334	Base, Foam Pm Fil	131
23340	Rail, HT Pm Fil	127
20440	Carton, NSS 45x21x14.5	111
20449	Carton, TW-80 16x16x10	110
31734	Rail, HT/B PmFil	108
10919	Foam, Gold, Talalay, 2", QN	103
23389	Coverlet, Found PmCqn	100
10910	Foam, Platinum, Sensus 3" QN	99
23382	Top, Pillow Wool PmCqn	97
10780	Gold, Rail Kit, Contour, CKG	88
23398	Pad, Convuluted Ckg	86
23337	Panel, Center PT PmFil	86
23399	Coverlet, Found PremCkg	86
23538	Foundation, Unas Fil	82
44059	PremQn Coverlet Assembly	78
20442	Carton, NSS 36.5x9.5x36	76
23379	Coverlet, Found PremEkg	72
23367	Panel, Center PT PmCqn	67
10781	Gold, Rail Kit, Contour, EKG	66
33367	Rail, HT PmCqn	66
23339	Coverlet, Found PmFil	66
20448	Carton, NSS 32.5x23x12.5	66
23274	Coverlet, Found SlgEkg	65
23396	Rail, Side PmFil	65
10911	Foam, Platinum, Talalay 3" CKG	62
23314	Base, Foam PmTwn	60
10912	Foam, Platinum, Talalay 3" EKG	60
23518	Foundation, Unas Twn	56
10925	Foam, Gold, Conv, 2.75, EKG	54
31685	Top, Pillow Cashmere Cqn	53

Exhibit E. (continued)
(Excluded Assets)

Excluded Inventory (listing as of 6/30/2006).

Item #	Description	Quantity
23214	Coverlet,Found Sig Twm	50
23578	Foundation,Unas EKG	50
10916	Foam,Gold,Sensus,2",QN	49
44085	PrmCqn Box 1	49
25051	Hardware Assy,Bed Foundation	39
23318	Pad,Convuluted Twm	36
10924	Foam,Gold,Conv,2.75,CKG	36
10908	Foam, Platinum, Sensus 3" CKG	35
25089	Manual.PrmQn/Cqn/E&Ckg	33
23174	Coverlet,Found BasEkg	32
23237	Rail,Side Sig Twm/Fil	32
23154	Coverlet,Found BasQn	31
10921	Silver.Visco Upgrade Kit,QN	30
44087	PrmCqn Box 3	30
10930	Foam,Silver,Conv,1.75,CKG	29
23297	Rail,Side SigCqn/Ckg	28
25010	B101/R201 OWNERS MANUAL	28
23234	Coverlet,Found Sig Fil	26
25032	Bkrt,U Bed Found	26
23294	Coverlet,Found SigCkg	24
23319	Coverlet,Found PremTwm	23
23326	Rail,Side Prm Tnl	22
10909	Foam, Platinum, Sensus 3" EKG	22
23289	Rail,H/T SigQn/Cqn	21
23598	Foundation,Unas Ckg	21
33357	Rail,H/T PrmQn	20
44088	PrmCqn Box 2 w/cash	20
23316	Rail,Side PrmTwm	19
10918	Foam,Gold,Talay,2",EKG	18
23120	Rail,H/T BasTwm	18
23329	Coverlet,Found Prm Tnl	18
23134	Coverlet,Found BasFil	17
23176	Rail,Side BasQn/Ekg	17
23327	Panel,Center PT PrmTnl	17
23180	Rail,H/T BasEkg	16
44089	PremCkg Coverlet Assembly	16
23254	Coverlet,Found SigQn	16
23279	Rail,H/T SigEkg	16
10782	Gold, Rail Kit, Contour, QN	15
23239	Rail,H/T Sig Fil	15
23328	Pad,Convuluted Tnl	15
31714	Rail, HT/B Prm Twm	14
10926	Foam,Gold,Conv,2.75,QN	14
23114	Coverlet,Found BasTwm	13
30035	Foam,Mat Visco Fil	13
31764	Rail,HT/B PrmCqn	12
33386	Rail,Side PrmCqn	12

Exhibit B. (continued)
 (Excluded Assets)

Excluded Inventory (listing as of 8/30/2006).

Item #	Description	Quantity
23136	Rail, Side BasTwn/Fll	11
33397	Rail, H/T PmCkg	11
44089	PmCqn Coverlet Assy	11
23324	Base, Foam Pm Tnl	11
12997	Pack, 31B Hardware	10
23194	Coverlet, Found BasCkg	10
23299	Rail, H/T SigCkg	10
23317	Panel, Center PmTwn	9
23528	Foundation, Unas Tnl	9
44086	PmCqn Box 2 w/Wool	8
31724	Rail, HT/B Pm Tnl	8
41010	BasTwn Box 1	8
23277	Rail, Side Sig Tnl/Qn/Ekg	8
12998	Pack, 31B Hardware	7
43029	PmTwn Long Coverlet Assy	7
42066	SigCqn Pillow Box 2 w/PT	7
33378	Rail, HT/B PmEkg	5
44039	PmFll Coverlet Assy	5
10785	Silver, Rail Kit, Straight, FLL	4
31794	Rail, HT/B PmCkg	4
10771	Foundation-A, 4x4, A Box, QN	4
10772	Foundation-A, 4x4, B Box, QN	4
23264	Coverlet, Found SigCqn	4
23568	Foundation, Unas Cqn	4
10754	Silver, Rail Kit, Straight, QN	3
41070	BasEkg Box 1	3
42067	SigCqn Pillow Box 3	3
10972	Foundation with Coverlet QN	2
23229	Rail, H/T Sig Twn/Tnl	2
37030	Pillow, Fossfil Std	2
37050	Pillow, Fossfil Qn	2
37055	Pillow, Contoured Visco Qn	2
37090	Pillow, Fossfil Kng	2
23224	Coverlet, Found Sig Tnl	1
32852	SigQn Found Assmbld	1
41011	BasTwn Box 2	1
42019	SigTwn pillow Coverlet Assy	1
42039	SigFll Pillow Coverlet Assy	1
42069	SigCqn Pillow Coverlet Assy	1
42099	SigCkg Pillow Coverlet Assy	1
43019	PmTwn Coverlet Assy	1
10782	Gold, Rail Kit, Contour, QN	1
23358	Pad, Convoluted Qn	1
23398	Pad, Convoluted Ckg	1
10929	Foam, Silver, Conv, 1.75, FLL	1
10818	Foam, Gold, Sensus, 2", QN	1
10921	Silver, Visco Upgrade Kit, QN	1

Exhibit B. (continued)
(Excluded Assets)

Excluded Trademarks

For The Athlete In You – US – Class 24 – Application # 78/410740
For The Athlete In You – US – Class 20 – Application # 78/410730

Excluded Internet URLs

nautilusairbed.com
nautilusfitrest.com
nautilusleep.com
nautilusleepsystem.com
nautilusleepsystems.com
nautilusleep.com
nautilusleep.tv
nautilusleepcanada.com
nautilusleep-online.com
nautilusleepsystem.biz
nautilusleepsystem.com
nautilusleepsystem.info
nautilusleepsystem.org
nautilusleepsystem.tv
nautilusleepsystem.us
nautilusleepsystem.ws
nautilusleepsystems.biz
nautilusleepsystems.com
nautilusleepsystems.info
nautilusleepsystems.net
nautilusleepsystems.org
nautilusleepsystems.tv
nautilusleepsystems.us
nautilusleepsystems.ws
nassleep.com
sleepnautilus.com