

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Notice of Assignment

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Harris N.A.	FORMERLY Harris Trust and Savings Bank	05/09/2006	an Illinois banking corporation: ILLINOIS

**RECEIVING PARTY DATA**

<b>Name:</b>	Comerica Bank
<b>Street Address:</b>	One Detroit Center
<b>City:</b>	Detroit
<b>State/Country:</b>	MICHIGAN
<b>Postal Code:</b>	48226
<b>Entity Type:</b>	a Michigan banking corporation: MICHIGAN

**PROPERTY NUMBERS Total: 74**

Property Type	Number	Word Mark
Registration Number:	2645650	AB FIT
Registration Number:	2811151	AB LOCK
Registration Number:	2946749	AB LOUNGE
Registration Number:	2931299	AB SQUEEZE
Registration Number:	2776388	ABS ONLY PRO
Registration Number:	1975385	AIR BENCH
Registration Number:	2629200	AIR GLIDER
Registration Number:	2100357	AIROFIT
Registration Number:	2468160	BEAUTIFUL BUNSWORKER
Registration Number:	2946750	BODY FORCE
Registration Number:	1953315	BRUTUS
Registration Number:	2041291	BUNS WORKER
Registration Number:	2825702	CARB ATTACK
Registration Number:	3036606	COMFORM

CH \$1865.00 2645650

Registration Number:	2278988	CORNER GYM
Registration Number:	2409596	CRUNCH BALL
Registration Number:	2128320	CRUNCHBOARD
Registration Number:	2465999	CYBER SLAM
Registration Number:	3088410	DNA SPORTS NUTRITION
Registration Number:	2926900	EASY SHAPER
Registration Number:	2946751	EASYTREC
Registration Number:	2650424	ECLIPSE
Registration Number:	2154298	ECLIPSE TRAINER
Registration Number:	2540058	EDGE
Registration Number:	2687246	EDGE CARDIO
Registration Number:	2278472	EDGE FITNESS
Registration Number:	2448702	EXCEL
Registration Number:	1957750	EXCEL
Registration Number:	2369056	EXCEL GYM
Serial Number:	78346829	EZ GLIDER
Registration Number:	2742334	FIRSTPATH
Serial Number:	76449052	FIT BAG
Registration Number:	1448703	FIT 1
Registration Number:	1615848	FITNESS QUEST
Serial Number:	78328352	FITNESSQUEST
Registration Number:	2114440	FLEXABALL
Registration Number:	2540059	FLEXBALL
Registration Number:	3021831	GAZELLE
Registration Number:	2730231	GAZELLE EDGE
Registration Number:	2672921	GAZELLE FREE STYLE
Registration Number:	2778398	GAZELLE FREESTYLE ELITE
Registration Number:	2914888	GAZELLE FREESTYLE EVOLUTION
Registration Number:	2716404	GAZELLE FREESTYLE PRO
Registration Number:	2982165	GAZELLE FREESTYLE SUPERTRAINER
Registration Number:	3018630	GAZELLE FREESTYLE XTREME
Registration Number:	2848979	GAZELLE POWER PLUS
Registration Number:	2730232	GAZELLE WALKABOUT
Registration Number:	2014346	GET ON THE BALL
Registration Number:	2587031	GET RESULTS

Registration Number:	3107785	HEALTHY DOSE
Registration Number:	2647703	INTEGRITY
Registration Number:	2979590	LUMB-AIR
Registration Number:	2402541	MERLIN, THE MICROWAVE WIZZARD
Serial Number:	76425208	METATRIM
Registration Number:	2544653	MULTI-FLEX BALL
Registration Number:	2355806	MUSCLE ACCELERATOR
Registration Number:	2198476	NITROFLEX
Serial Number:	76425209	NUBS BALL
Registration Number:	2684550	OLS
Registration Number:	2914769	ONE ON ONE FITNESS
Serial Number:	76279061	POWER PROTEIN SHAMPOO
Registration Number:	2938475	ROCK FIT
Serial Number:	76310976	ROCK FIT AB AND BUN TONER
Registration Number:	2417982	SKY TREC
Registration Number:	2950175	SKYTREC
Registration Number:	2221267	SLAM MAN
Registration Number:	2017754	SQUEEZE MACHINE
Registration Number:	2595485	STRIKE ZONE
Registration Number:	2369402	SWING STEP
Registration Number:	2347693	THE ROCKFIT FLEX TRAINER
Registration Number:	2327327	THE WALKABOUT
Registration Number:	2188409	THE WORKOUT BALL
Registration Number:	2263492	XLGLIDER
Serial Number:	78465728	Z GLIDER

**CORRESPONDENCE DATA**

Fax Number: (734)930-2494  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Email: asujek@bodmanllp.com  
Correspondent Name: Angela Alvarez Sujek  
Address Line 1: 201 S. Division Street, Suite 400  
Address Line 4: Ann Arbor, MICHIGAN 48104

NAME OF SUBMITTER:	Angela Alvarez Sujek
Signature:	/Angela Alvarez Sujek/

Date:

10/08/2007

**Total Attachments: 4**

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## NOTICE OF ASSIGNMENT

This Notice of Assignment ("Notice of Assignment") is executed and delivered as of the 9th day of May, 2006 by the undersigned parties.

Fitness Quest Inc., a Delaware corporation ("Company") certain financial institutions (the "Lenders") and Harris Trust and Savings Bank, now known as Harris N.A., as agent for the lenders ("Assignor") executed that certain Credit Agreement dated as of October 20, 2004 (the "Credit Agreement"), together with the notes issued thereunder ("Notes") and various other loan documents delivered in connection therewith including without limitation, the Copyright Collateral Agreement dated as of October 20, 2004, Trademark Collateral Agreement dated as of October 20, 2004, and Patent Collateral Agreement dated as of October 20, 2004 (collectively referred to herein as "Loan Documents").

Assignor and Assignee execute this Notice of Assignment to give notice of the assignment by Assignor of all of Assignor's right, title and interest in the Loan Documents to Comerica Bank, as successor agent for the Lenders ("Assignee") under the Credit Agreement subject to and in accordance with the terms of that certain Assignment Agreement dated as of May 9, 2006 (the "Assignment Agreement") by and among Assignor, Assignee, Company and the Guarantors, and that Confirmation Letter dated as of May 9, 2006 by and among Assignor, Assignee, Company and the Guarantors (the "Confirmation Letter").

(Signature Pages Follow)

Witness the due execution hereof as of the day and year first above written.

ASSIGNOR:

HARRIS N.A.


By: William P. Polans

Its: VICE PRESIDENT / MANAGING DIRECTOR

Witness the due execution hereof as of the day and year first above written.

ASSIGNEE:

COMERICA BANK, a Michigan banking corporation

By:   
MARC D. ADAMS  
DIRECTOR  
Its: COMERICA BANK  
PRIVATE EQUITY GROUP

Acknowledgment and Confirmation

The undersigned, as of May 9, 2006, hereby acknowledges and confirms the assignment of the Loan documents pursuant to and subject to the terms of the Assignment Agreement and Confirmation Agreement set forth in this Notice of Assignment.

FITNESS QUEST INC.

By: 

Its: President / CEO

[Signature Page to Acknowledgment of Assignment of IP Collateral]