

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Nautilus, Inc.		10/05/2007	CORPORATION: WASHINGTON

RECEIVING PARTY DATA

Name:	Bank of America, N.A., as Administrative Agent
Street Address:	800 Fifth Avenue, Floor 32
Internal Address:	WA1-501-32-37
City:	Seattle
State/Country:	WASHINGTON
Postal Code:	98104
Entity Type:	national banking association: UNITED STATES

PROPERTY NUMBERS Total: 140

Property Type	Number	Word Mark
Registration Number:	3287028	BIOGLIDE
Registration Number:	3262635	BOWFLEX CONQUEST
Registration Number:	3252448	BOWFLEX CONQUEST
Registration Number:	3246040	BE STRONG.
Registration Number:	3242948	NAUTILUS INSTITUTE
Registration Number:	3199718	BOWFLEX REVOLUTION
Registration Number:	3160592	NAUTILUS INSTITUTE
Registration Number:	3149410	BOWFLEX PILATES
Registration Number:	3127405	B
Registration Number:	3122558	NAUTILUS
Registration Number:	3105096	SYNCLINK
Registration Number:	3099981	SELECTTECH
Registration Number:	3093057	

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Registration Number:	3089399	BOWFLEX XTREME
Registration Number:	3075842	CHANGING THE GAME IN HEALTH AND FITNESS
Registration Number:	3029765	X-CYCLE
Registration Number:	3010670	BOWFLEX ULTIMATE
Registration Number:	3008430	
Registration Number:	3002938	MY STRIDE
Registration Number:	3000919	BOWFLEX SPORT
Registration Number:	2973775	CLUBSTRIDE
Registration Number:	2970870	NAUTILUS
Registration Number:	2962093	
Registration Number:	2962092	TREADCLIMBER
Registration Number:	2934757	TREADCLIMBER
Registration Number:	2884481	GET THE BODY YOU WANT IN HALF THE TIME
Registration Number:	2855159	BODY BOW
Registration Number:	2831225	DP BODYTONE FIT FOR LIFE
Registration Number:	2818551	SUPERSOFT
Registration Number:	2806513	NAUTILUS
Registration Number:	2803721	REACT
Registration Number:	2800818	DP FIT FOR LIFE
Registration Number:	2798200	S
Registration Number:	2769580	S
Registration Number:	2762687	TREADCLIMBER
Registration Number:	2750814	S
Registration Number:	2746073	BODYTONE
Registration Number:	2739454	RIPP
Registration Number:	2712859	UNIVERSAL FITNESS
Registration Number:	2697269	UNIVERSAL FITNESS
Registration Number:	2692084	
Registration Number:	2687610	DUO BIKE
Registration Number:	2634796	
Registration Number:	2631192	NAUTILUS
Registration Number:	2610341	NAUTILUS NITRO
Registration Number:	2603249	NAUTILUS
Registration Number:	2595455	STAIRMASTER
Registration Number:	2586274	STAIRMASTER

Registration Number:	2562364	
Registration Number:	2545020	
Registration Number:	2534518	STOMP
Registration Number:	2480507	NAUTILUS THE SYMBOL OF STRENGTH
Registration Number:	2240857	4000 PT
Registration Number:	2219198	HYPERDRIVE
Registration Number:	2192576	STAIRMASTER
Registration Number:	2163143	
Registration Number:	2155607	FITNESS ADVISOR
Registration Number:	2133969	EVOLUTION
Registration Number:	2087775	WINDSPRINT
Registration Number:	2072864	WINDRIGGER
Registration Number:	2070737	WINDJAMMER
Registration Number:	2070232	PERSONALCIRCUIT
Registration Number:	1918909	POWER CIRCUIT
Registration Number:	1870676	MOTIVATOR
Registration Number:	1843743	STEPMILL
Registration Number:	1829898	THE NEXT GENERATION
Registration Number:	1825273	STAIRMASTER
Registration Number:	1786230	TRIMLINE
Registration Number:	1760759	NAUTILUS
Registration Number:	1759200	FREECLIMBER
Registration Number:	1702593	CLUBTRACK
Registration Number:	1625046	4000 PT
Registration Number:	1608382	VERSATRAINER
Registration Number:	1604837	
Registration Number:	1601104	AIRDYNE
Registration Number:	1541700	SPARTAN
Registration Number:	1540673	AIR GOMETER
Registration Number:	1523651	POWER ROD
Registration Number:	1504126	SILVERWIND
Registration Number:	1503470	THE ULTIMATE FULL BODY EXERCISE MACHINE
Registration Number:	1473346	GRAVITRON
Registration Number:	1451043	MONITOR
Registration Number:	1451042	ADVANTAGE

Registration Number:	1416128	BOWFLEX
Registration Number:	1396943	COMPUTEROW
Registration Number:	1391673	NAUTILUS
Registration Number:	1362645	SUPER CIRCUIT
Registration Number:	1361163	AEROBIC SUPER CIRCUIT
Registration Number:	1355639	STAIRMASTER
Registration Number:	1350575	UNIVERSAL
Registration Number:	1331025	POWER-PAK
Registration Number:	1296427	DP FIT FOR LIFE
Registration Number:	1278109	DP FIT FOR LIFE
Registration Number:	1172257	NAUTILUS
Registration Number:	1086063	NAUTILUS
Registration Number:	1084853	NAUTILUS
Registration Number:	1061003	NAUTILUS
Registration Number:	1001105	CENTURION
Registration Number:	991897	NAUTILUS
Registration Number:	870821	SUNMASTER
Registration Number:	834285	COOLVENT
Registration Number:	1460177	SKEECROS
Registration Number:	2704306	BODYFLEX
Serial Number:	78969246	YOUR WILL. OUR MACHINE.
Serial Number:	78935485	BOWFLEX ARMADA
Serial Number:	78875103	FREEDOM ARMS
Serial Number:	78863578	BOWFLEX XCEED
Serial Number:	78856892	BLAZE
Serial Number:	78838125	
Serial Number:	78709127	HEART STRONG
Serial Number:	78702243	JOIN THE REVOLUTION
Serial Number:	78702239	JOIN THE REVOLUTION
Serial Number:	78695465	BOWFLEX IRON
Serial Number:	78693511	START SMART. STAY SMART. DO IT FOR LIFE.
Serial Number:	78693499	START SMART. STAY SMART. DO IT FOR LIFE.
Serial Number:	78693490	START SMART. STAY SMART. DO IT FOR LIFE.
Serial Number:	78693480	START SMART. STAY SMART. DO IT FOR LIFE.
Serial Number:	78693476	START SMART. STAY SMART. DO IT FOR LIFE.

TRADEMARK

REEL: 003659 FRAME: 0595

Serial Number:	78689477	NI
Serial Number:	78689471	NI
Serial Number:	78689465	NI
Serial Number:	78689459	NI
Serial Number:	78631383	WHY RUN WHEN YOU CAN WALK
Serial Number:	78567132	NAUTILUS INSTITUTE
Serial Number:	78567130	NAUTILUS INSTITUTE
Serial Number:	78410730	FOR THE ATHLETE IN YOU
Serial Number:	78345121	CROSSFLEX
Serial Number:	78294256	OPTIMAL STRENGTH CURVE TECHNOLOGY
Serial Number:	78281037	TREADCLIMBER
Serial Number:	77247884	XPLOAD
Serial Number:	77231536	BIOCONNECT
Serial Number:	77228104	UNIVERSAL
Serial Number:	77205750	BOWFLEX REVOLUTION
Serial Number:	77202956	BODYCURVE
Serial Number:	77202948	BODYCURVE
Serial Number:	77202936	BODYCURVE
Serial Number:	77202886	BODYCURVE
Serial Number:	77144188	NAUTILUS
Serial Number:	77111790	FREERUNNER
Serial Number:	77111067	NAUTILUS ONE

CORRESPONDENCE DATA

Fax Number: (919)416-8363
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 9192868041
Email: pto_tmconfirmation@mvalaw.com
Correspondent Name: Moore & Van Allen PLLC
Address Line 1: 430 Davis Drive
Address Line 2: Suite 500
Address Line 4: Morrisville, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER:	17625.3789 NGSI NAUT EAR
NAME OF SUBMITTER:	Ellen A. Rubel
Signature:	/Ellen A. Rubel/

Date:

11/13/2007

Total Attachments: 7

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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Security and Pledge Agreement dated as of October 5, 2007 (as the same may be amended, modified, extended or restated from time to time, the "Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A., as Administrative Agent (the "Administrative Agent") for the holders of the Secured Obligations referenced therein, the undersigned Obligor has granted a continuing security interest in and continuing lien upon the trademarks and trademark applications shown below to the Administrative Agent for the ratable benefit of the holders of the Secured Obligations:

TRADEMARKS

<u>Trademark No.</u>	Description of Trademark <u>Item</u>	Date of <u>Trademark</u>
	See Schedule 1 attached hereto	

TRADEMARK APPLICATIONS

<u>Trademark Applications No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Applications</u>
	See Schedule 1 attached hereto	

The Obligors and the Administrative Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

NAUTILUS, INC.

By: _____
Name: _____
Title: _____

Acknowledged and Accepted:

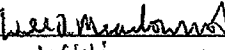
BANK OF AMERICA, N.A., as Administrative Agent

By: Brenda A. Little
Name: Brenda H. Little
Title: Assistant Vice President

The Obligors and the Administrative Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

NAUTILUS, INC.

By: 
Name: William Meddowcroft
Title: CFO

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: _____
Name: _____
Title: _____

Schedule 14

Nautilus, Inc.
(Washington Corporation)

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
BIOGLIDE	3287028	8/28/07
BOWFLEX CONQUEST	3262635	7/10/07
BOWFLEX CONQUEST	3252448	6/12/07
BE STRONG	3246040	5/29/07
NAUTILUS INSTITUTE	3242948	5/15/07
BOWFLEX REVOLUTION	3199718	1/16/07
NAUTILUS INSTITUTE	3160592	10/17/06
BOWFLEX PILATES	3149410	9/26/06
B and Design	3127405	8/8/06
NAUTILUS	3122558	8/1/06
SYNCLINK	3105096	6/13/06
SELECTTECH	3099981	6/6/06
Design Only	3093057	5/16/06
BOWFLEX XTREME	3089399	5/9/06
CHANGING THE GAME IN HEALTH AND FITNESS	3075842	4/4/06
X-CYCLE	3029765	12/13/05
BOWFLEX ULTIMATE	3010670	11/1/05
Design Only	3008430	10/25/05
MY STRIDE	3002938	9/27/05
BOWFLEX SPORT	3000919	9/27/05
CLUBSTRIDE	2973775	7/19/05
NAUTILUS	2970870	7/19/05
Design Only	2962093	6/14/05
TREADCLIMBER and Design	2962092	6/14/05
TREAD CLIMBER and Design	2934757	3/22/05
GET THE BODY YOU WANT IN HALF THE TIME	2884481	9/14/04
BODY BOW and Design	2855159	6/15/04
DP BODYTONE FIT FOR LIFE and Design	2831225	4/13/04
SUPERSOFT	2818551	2/24/04
NAUTILUS	2806513	1/20/04
REACT	2803721	1/6/04
DP FIT FOR LIFE and Design	2800818	12/30/03
S and Design	2798200	12/23/03
Design Only	2769580	9/30/03
TREADCLIMBER	2762687	9/9/03
S and Design	2750814	8/12/03
BODYTONE	2746073	8/5/03
RIPP	2739454	7/22/03
UNIVERSAL FITNESS and Design	2712859	5/6/03
UNIVERSAL FITNESS	2697269	3/18/03

Mark	Registration No.	Registration Date
Design Only	2692084	3/4/03
DUO BIKE	2687610	2/11/03
Design Only	2634796	10/15/02
NATUILUS	2631192	10/8/02
NAUTILUS NITRO	2610341	8/20/02
NAUTILUS	2603249	8/6/02
STAIRMASTER	2595455	7/16/02
STAIRMASTER	2586274	6/25/02
Design Only	2562364	4/16/02
Design Only	2545020	3/5/02
STOMP	2534518	1/29/02
NAUTILUS THE SYMBOL OF STRENGTH	2480507	8/21/01
4000 PT	2240857	4/20/99
HYPERDRIVE	2219198	1/19/99
STAIRMASTER	2192576	9/29/98
Design Only	2163143	6/9/98
FITNESS ADVISOR	2155607	5/5/98
EVOLUTION	2133969	2/3/98
WINDSPRINT	2087775	8/12/97
WINDRIGGER	2072864	6/17/97
WINDJAMMER	2070737	6/10/97
PERSONAL CIRCUIT	2070232	6/10/97
POWER CIRCUIT	1918909	9/12/95
MOTIVATOR	1870676	12/27/94
STEPMILL	1843743	7/5/94
THE NEXT GENERATION	1829898	4/5/94
STAIRMASTER	1825273	3/8/94
TRIMLINE	1786230	8/3/93
NAUTILUS	1760759	3/23/93
FREECLIMBER	1759200	3/16/93
CLUBTRACK	1702593	7/21/92
4000 PT	1625046	11/27/90
VERSATRAINER	1608382	7/31/90
Design Only	1604837	7/3/90
AIRDYNE	1601104	6/12/90
SPARTAN	1541700	5/30/89
AIR GOMETER and Design	1540673	5/23/89
POWER ROD	1523651	2/7/89
SILVERWIND	1504126	9/13/98
THE ULTIMATE FULL BODY EXERCISE MACHINE	1503470	9/6/88
GRAVITRON	1473346	1/19/88
MONITOR	1451043	8/4/87
ADVANTAGE	1451042	8/4/87
BOWFLEX	1416128	11/4/86
COMPUTEROW	1396943	6/10/86
NAUTILUS	1391673	4/29/86
SUPER CIRCUIT	1362645	9/24/85
AEROBIC SUPER CIRCUIT	1361163	9/17/85
STAIRMASTER	1355639	8/20/05
UNIVERSAL	1350575	7/23/85
POWER-PAK	1331025	4/16/85
DP FIT FOR LIFE and Design	1296427	9/18/84

Mark	Registration No.	Registration Date
DP FIT FOR LIFE and Design	1278109	5/15/84
NAUTILUS	1172257	10/6/91
NAUTILUS	1086063	2/21/78
NAUTILUS	1084853	2/7/78
NAUTILUS	1061003	3/8/77
CENTURION	1001105	1/7/75
NAUTILUS	991897	8/27/74
SUNMASTER	870821	6/10/69
COOLVENT	834285	8/29/67
SKEECROS	1460177	10/6/87
BODYFLEX	2704306	4/8/03

Pending Applications

Mark	Application No.	Filing Date
YOUR WILL. OUR MACHINE	78969246	9/7/06
BOWFLEX ARMADA	78935485	7/23/06
FREEDOM ARMS	78875103	5/3/06
BOWFLEX XCEED	78863578	4/18/06
BLAZE	78856892	4/7/06
Design Only	78838125	3/15/06
HEART STRONG	78709127	9/8/05
JOIN THE REVOLUTION	78702243	8/29/05
JOIN THE REVOLUTION	78702239	8/29/05
BOWFLEX IRON	78695465	8/18/05
START SMART. STAY SMART. DO IT FOR LIFE.	78693511	8/16/05
START SMART. STAY SMART. DO IT FOR LIFE.	78693499	8/16/05
START SMART. STAY SMART. DO IT FOR LIFE	78693490	8/16/05
START SMART. STAY SMART. DO IT FOR LIFE.	78693480	8/16/05
START SMART. STAY SMART. DO IT FOR LIFE.	78693476	8/16/05
NI	78689477	8/10/05
NI	78689471	8/10/05
NI	78689465	8/10/05
NI	78689459	8/10/05
WHY RUN WHEN YOU CAN WALK	78631383	5/17/05
NAUTILUS INSTITUTE	78567132	2/14/05
NAUTILUS INSTITUTE	78567130	2/14/05
FOR THE ATHLETE IN YOU	78410730	4/29/04
CROSSFLEX	78345121	12/23/03
OPTIMAL STRENGTH CURVE TECHNOLOGY	78294256	8/29/03
TREADCLIMBER	78281037	7/30/03
XPLOAD	77247884	8/6/07
BIOCONNECT	77231536	7/17/07
UNIVERSAL	77228104	7/12/07
BOWFLEX REVOLUTION and Design	77205750	6/14/07
BODYCURVE	77202956	6/11/07
BODYCURVE	77202948	6/11/07
BODYCURVE	77202936	6/11/07
BODYCURVE	77202886	6/11/07
NAUTILUS	77144188	3/29/07

Mark	Application No.	Filing Date
FREERUNNER	77111790	2/20/07
NAUTILUS ONE	77111067	2/20/07

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RECORDED: 11/13/2007

TRADEMARK
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