

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Fitness Quest Inc.		07/13/2009	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Comerica Bank
Street Address:	39200 Six Mile Road
City:	Livonia
State/Country:	MICHIGAN
Postal Code:	48152
Entity Type:	a Texas banking association:

PROPERTY NUMBERS Total: 78

Property Type	Number	Word Mark
Serial Number:	77649955	360° SPIN
Registration Number:	2645650	AB FIT
Registration Number:	2811151	AB LOCK
Registration Number:	3131258	AB LOUNGE
Registration Number:	2946749	AB LOUNGE
Serial Number:	77513395	AB ROWBIC
Serial Number:	77330710	AB SECRET
Registration Number:	2931299	AB SQUEEZE
Registration Number:	2776388	ABS ONLY PRO
Serial Number:	77480197	AEROCRUNCH
Serial Number:	77480187	AIRCRUNCH
Registration Number:	2629200	AIR GLIDER
Registration Number:	2100357	AIROFIT
Registration Number:	3603877	BED-MATE

CH \$1965.00 77649955

Registration Number:	3231373	BIO FORCE
Registration Number:	2946750	BODY FORCE
Serial Number:	77507332	BODY KEY
Registration Number:	1953315	BRUTUS
Serial Number:	77490932	CANDLE QUICK
Serial Number:	77694034	CIRCLEGLIDE
Registration Number:	3036606	COMFORM
Registration Number:	3088410	DNA SPORTS NUTRITION
Registration Number:	3595498	DSL
Registration Number:	2926900	EASY SHAPER
Registration Number:	2946751	EASYTREC
Registration Number:	2650424	ECLIPSE
Registration Number:	2540058	EDGE
Registration Number:	2687246	EDGE CARDIO
Registration Number:	2448702	EXCEL
Registration Number:	1957750	EXCEL
Registration Number:	3308824	EZ CARE
Registration Number:	2742334	FIRSTPATH
Registration Number:	1615848	FITNESS QUEST
Registration Number:	3218548	FITNESSQUEST
Registration Number:	3450972	FITNESS QUEST
Registration Number:	3332375	FITQUEST
Registration Number:	2114440	FLEXABALL
Registration Number:	3389883	FOCUS STRAP
Registration Number:	3021831	GAZELLE
Registration Number:	3204573	GAZELLE
Registration Number:	2730231	GAZELLE EDGE
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:	2672921	GAZELLE FREE STYLE
Registration Number:	2848979	GAZELLE POWER PLUS
Registration Number:	2730232	GAZELLE WALKABOUT

Registration Number:	2014346	GET ON THE BALL
Registration Number:	2587031	GET RESULTS
Serial Number:	77604079	GET RESULTS
Registration Number:	3107785	HEALTHY DOSE
Serial Number:	77746507	HURRICANE
Registration Number:	2647703	INTEGRITY
Registration Number:	3620935	ISO-GRIP
Registration Number:	3360889	LEG MAGIC
Serial Number:	77542503	LEG MAGIC PULSE
Serial Number:	77542489	LEG MAGIC PULSE PLUS
Registration Number:	2979590	LUMB-AIR
Registration Number:	2198476	NITROFLEX
Registration Number:	2684550	OLS
Registration Number:	2914769	ONE ON ONE FITNESS
Serial Number:	77547232	PRO SHREDDERS
Registration Number:	3291795	QUICK TOUCH
Registration Number:	2938475	ROCK FIT
Registration Number:	3230089	ROCK FIT AB AND BUN TONER
Registration Number:	3326756	ROCKIN' ABS
Registration Number:	2950175	SKYTREC
Registration Number:	3463220	SKYTREC PEAK PERFORMER
Registration Number:	3463233	SKYTREC PEAK PERFORMER
Registration Number:	2221267	SLAM MAN
Registration Number:	2188409	THE WORKOUT BALL
Registration Number:	3309107	UTIL-A-TABLE
Serial Number:	78579488	VALUE QUEST
Registration Number:	2263492	XLGLIDER
Serial Number:	77542456	ZIP STICK
Serial Number:	77613675	ZIP STIK

CORRESPONDENCE DATA

Fax Number: (734)930-2494

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

Phone: (734) 761-3780

Email: asujek@bodmanllp.com

Correspondent Name: Angela Alvarez Sujek - Bodman LLP

TRADEMARK
REEL: 004049 FRAME: 0683

Address Line 1: 201 South Division, Ste 400
Address Line 4: Ann Arbor, MICHIGAN 48104

NAME OF SUBMITTER:	Angela Alvarez Sujek
Signature:	/Angela Alvarez Sujek/
Date:	08/17/2009

Total Attachments: 14
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SUPPLEMENTAL INTELLECTUAL PROPERTY COLLATERAL AGREEMENT

This 13th day of July, 2009, FITNESS QUEST INC., a Delaware corporation ("Debtor") with its principal place of business and mailing address at 1400 Raff Road S.W., Canton, Ohio 44710, in consideration of ten dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, mortgages and pledges to Comerica Bank ("Comerica"), with its mailing address at One Detroit Center, Detroit, Michigan 48226, acting as administrative agent hereunder for the Secured Creditors as defined in that certain Security Agreement hereinafter defined (Comerica acting as such administrative agent and any successor or successors to Comerica acting in such capacity being hereinafter referred to as the "Agent") and grants to the Agent for the benefit of the Secured Creditors, a continuing security interest in, the following property (collectively, the "IP Collateral"):

1. Each (i) patent and patent application and all of the inventions described and claimed therein and any and all reissues, continuations, continuations-in-part or extensions thereof, (ii) copyright, copyright registration and copyright application and all of the works of authorship described and claimed therein and any and all renewals, derivative works, enhancements, modifications, new releases and other revisions thereof and (iii) each trademark, trademark registration and trademark application and all of the goodwill of the business connected with the use of, and symbolized by, each such trademark, trademark registration and trademark application, in each case as listed on Schedule A-1 hereto; and

2. Each (i) patent license and all royalties and other sums due or to become due under or in respect of each such patent license, together with the right to sue for and collect all such royalties and other sums, (ii) each copyright license and all royalties and other sums due or to become due under or in respect of each such copyright license, together with the right to sue for and collect all such royalties and other sums and (iii) each trademark license and all royalties and other sums due or to become due under or in respect of each such trademark license, together with the right to sue for and collect all such royalties and other sums, in each case as listed on Schedule A-2 hereto; and

3. All proceeds of the foregoing, including without limitation (i) any claim by Debtor against third parties for damages by reason of past, present or future infringement of any patent listed on Schedule A-1 hereto or of any patent licensed under a patent license listed on Schedule A-2 hereto, in each case together with the right to sue for and collect said damages, (ii) any claim by Debtor against third parties for damages by reason of past, present or future infringement of any copyright listed on Schedule A-1 hereto or of any copyright licensed under a copyright license listed on Schedule A-2 hereto, in each case together with the right to sue for and collect said damages; and (iii) any claim by Debtor against third parties for damages by reason of past, present or future infringement of any trademark or trademark registration listed on Schedule A-1 hereto or of any trademark licensed under a trademark license listed on Schedule A-2 or by reason of injury to the goodwill associated with any such trademark, trademark registration or

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trademark license, in each case together with the right to sue for and collect said damages;

to secure performance of all Secured Obligations (as such term is defined in the Security Agreement defined below) of the Debtor and the other debtors as set out in that certain Security Agreement dated as of October 20, 2004 (as amended, restated or otherwise modified from time to time, the "Security Agreement") by and among the Debtor, the other debtors party thereto, and the Agent (executed by its predecessor as Agent, Harris Trust and Savings Bank).

The Debtor and the Agent acknowledge and agree that this Agreement grants a security interest over the IP Collateral as described herein but does not amend, restate or otherwise replace that certain Amended and Restated Trademark Collateral Agreement dated as of July 31, 2006 by and among Debtor and Agent, that certain Amended and Restated Patent Collateral Agreement dated as of July 31, 2006 and that certain Amended and Restated Copyright Collateral Agreement dated as of July 31, 2006 (the "Original IP Agreements"). Each of the Original IP Agreements remains in effect and the Debtor hereby reaffirms each of the terms, covenants and agreements set forth in the Original IP Agreements.

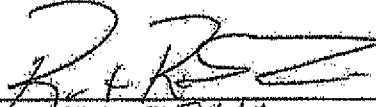
As permitted by Section 12.11 of the Credit Agreement, and as promptly as practicable following receipt of notice from the Debtor of the sale, disposal, termination or expiration of any of the IP Collateral set forth on Schedule A-1 or Schedule A-2 hereto, the Agent shall execute a release of security interest such IP Collateral, in form and substance reasonably satisfactory to the Debtor, through which the Agent releases its security interest in such IP Collateral and the Agent shall file such release of security interest in patents with the United States Patent and Trademark Office or United States Copyright Office, as applicable. Promptly following the filing of such release of security interest in such IP Collateral, and receipt by the Agent of, as applicable, (a) the official notice of recordation from the United States Patent and Trademark Office (evidencing receipt and recordation of the release of security interest in such IP Collateral and referencing the recordation date and reel/frame number of the recordation) or (b) a copy of the document recordation cover sheet as filed with the United States Copyright Office evidencing filing of the release of security interest in the applicable IP Collateral, together with a copy of all correspondence from the United States Copyright Office evidencing recordation of the release of the security interests in such IP Collateral (collectively, the "Release Documents"), the Agent shall provide copies of the Release Documents to Debtor.

Debtor does hereby further acknowledge and affirm that the rights and remedies of Agent with respect to the mortgage, pledge and security interest in the IP Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

All terms defined in the Security Agreement, whether by reference or otherwise, when used herein, shall have their respective meanings set forth therein, unless the context requires otherwise.

WITNESS WHEREOF, Debtor has caused this Supplemental Intellectual Property Collateral Agreement to be duly executed as of the date and year last above written.


FITNESS QUEST INC.

By: 
Name: Robert R. Schmitt
Title: President

Signature Page to Supplemental Intellectual Property Agreement
(886149)

TRADEMARK
REEL: 004049 FRAME: 0687

COMERICA BANK, as Agent

By: 
Name: _____
Title: MARK D. ADAMS
DIRECTOR
COMERICA BANK
PRIVATE EQUITY GROUP

SCHEDULE A-1

Reg. No.	Title of Copyright	Reg. Date
TX-2-601-438	Abdominizer	06/19/89
TX-4-180-749	Ab isolator workout instruction manual	06/20/95
VA-1-311-757	Ab Lounge CPSC Photographs	10/11/05
TX-6-210-326	Ab Lounge Literature	10/11/05
PA-1-258-552	Ab Lounge Video	10/14/05
VA-1-381-105	Ab Lounge 2 Box Artwork	10/21/05
TX-6-252-988	Ab Lounge 2 Literature	10/21/05
VA-1-323-036	Ab Lounge 2 Photograph	10/17/05
PA-1-267-191	Ab Lounge 2 Video	10/11/05
TX-6-429-837	Ab Lounge XL Owners Manual	08/11/06
TX-6-429-838	Ab Lounge XL Product Information Source Book	08/11/06
PA-1-340-510	Ab Lounge XL Video (VHS)	08/11/06
PA-1-333-597	Bio Force DVD (Instructional Workout)	07/20/06
VA-1-379-049	Bio Force Men's Workout Chart	07/20/06
TX-6-355-671	Bio Force Owner's Manual	07/21/06
TX-6-421-889	Bio Force Sale Sheet	07/20/06
TX-6-371-430	Bio Force Website	07/21/06
VA-1-370-947	Bio Force Women's Workout Chart	07/20/06
TX-4-686-942	David Dikeman's command performance field training cards	12/23/97
TX-4-709-621	David Dikeman's Command Performance field training system	01/26/98
TX-4-702-893	David Dikeman's Command Performance field training system instruction guide	01/05/98
TX-2-288-368	Easy Glider	03/31/88
PA-1-393-433	EZ Glider 2 for 1 Cardio Toning Total Body Workout	07/17/07
PAU3-143-785	EZ Glider Interval Training with Douglas Brooks	07/13/07
TX-4-693-997	Field training system instruction guide	12/19/97
TXU-528-133	Jane Fonda I Owners Manual-assigned consumer direct Jane Fonda's Lower Body System: a personal training guide	04/29/92
TXU-522-741	(Jane Fonda II Owners manual)	03/24/92
TXU-534-338	Jane Fonda's step aerobic and abdominal workout personal training gym	08/05/92
VA-1-646-299	Leg Magic Product Image	02/08/08
VA-1-646-296	Leg Magic Product Image with Model	02/08/08
pending	Leg Magic Box Artwork - Retail version	pending
pending	Leg Magic DVD	pending
TX-6-826-919	Leg Magic Owner's Manual - Retail version	02/19/08
VA-915-421	Slam Man aerobic boxing sculpture	04/06/98
PA-881-600	Slam Man aerobic boxing trainer instructional video	04/02/98
TX-4-756-455	Slam Man Owner's Manual	01/01/98
pending	Spin Mop Website	pending
TX-3-239-479	Step away the pounds with Jane Fonda's new video and adjustable bench	01/13/92
TX-2-118-999	The Original Gutbuster: flatten your stomach in just minutes a day	06/10/87
PA-804-092	Tony Little's abs only machine	08/12/96
TX-5-412-134	Tony Little's Gazelle Freestyle 10 Different Workouts Web Advertisements	07/10/01
TX-5-412-136	Tony Little's Gazelle Freestyle Email Advertisement	07/10/01
PA-1-049-574	Tony Little's Gazelle freestyle infomercial advertisement	06/15/01
PA-1-049-575	Tony Little's Gazelle freestyle owners manual, trainer video and box art.	06/15/01
TX-5-412-135	Tony Little's Gazelle Freestyle Web Banner Advertisements	07/10/01
TX-5-134-715	Torso Track	07/24/00
TX-5-134-714	Total Gym	07/24/00
TX-5-134-713	Total Gym 1000	07/24/00
PA-1-119-885	Zumba advanced	10/02/02
PA-1-128-764	Zumba beginners	12/10/02
PA-1-119-891	Zumba rapido	10/02/02
PA-1-127-545	Zumba steps	12/10/02

SCHEDULE A-1, cont.

Federal Trademark	Reg. No.	Serial No.	Filing Date	Reg. Date
360° Spin	pending	77649955	01/15/09	pending
Ab Fit#	2,645,650	76338207	11/16/01	11/05/02
Ab Lock	2,811,151	76263608	05/29/03	02/03/04
Ab Lounge (Stylized Design)	3,131,258	78633990	05/20/05	08/15/06
Ab Lounge	2,946,749	78282795	08/04/03	05/03/05
Ab Rowbic	pending	77513395	07/02/08	pending
Ab Secret	pending	77330710	11/15/07	pending
Ab Squeeze	2,931,299	76468879	11/21/02	03/08/05
Abs Only Pro	2,776,388	76307507	09/04/01	10/21/03
AeroCrunch	pending	77/480,197	05/21/08	pending
AirCrunch	pending	77/480,187	05/21/08	pending
Air Glider #	2,629,200	76186837	12/26/00	10/01/02
Airofit	2,100,357	75108372	05/23/96	09/23/97
Bed-Maté.	3,603,877	77373965	01/17/08	04/07/09
Bio Force	3,231,373	78680717	07/28/05	04/17/07
Body Force#	2,946,750	78282809	08/04/03	05/03/05
Body Key	pending	77/507,332	06/25/08	pending
Brutus	1,953,315	74647109	03/15/95	01/30/96
Candle Quick	pending	77490932	06/04/08	pending
CircleGlide	pending	77694034	03/18/09	pending
Comform	3,036,606	78332320	11/24/03	12/27/05
DNA Sports Nutrition	3,088,410	78349812	01/09/04	05/02/06
DSL	3,595,498	77175662	05/08/07	03/24/09
Easy Shaper	2,926,900	78206686	01/24/03	02/15/05
EasyTrec	2,946,751	78282821	08/04/03	05/03/05
Eclipse	2,650,424	76205990	02/07/01	11/12/02
Edge	2,540,058	76214987	02/26/01	02/19/02
Edge Cardio	2,687,246	76218192	03/02/01	02/11/03
Excel	2,448,702	75704838	05/14/99	05/08/01
Excel	1,957,750	74647110	03/15/95	02/20/96
EZ Care	3,308,824	78699704	08/24/05	10/09/07
Firstpath	2,742,334	75674483	04/05/99	07/29/03
Fitness Quest	1,615,848	73773481	01/09/89	10/02/90
FitnessQuest	3,218,548	78328352	11/14/03	03/13/07
Fitness Quest (Stylized Design)	3,450,972	787732366	10/13/05	06/17/08
Fitquest	3,332,375	78851497	03/31/06	11/06/07
Flexaball	2,114,440	74599864	11/17/94	11/18/97
Focus Strap	3,389,883	78685752	08/04/05	02/26/08
Gazelle	3,021,831	78329825	11/19/03	11/29/05
Gazelle (Stylized design)	3,204,573	78634017	05/20/05	01/30/07
Gazelle Edge	2,730,231	76303486	08/23/01	06/24/03
Gazelle Freestyle Elite	2,778,398	76342776	11/29/01	10/28/03
Gazelle Freestyle Evolution	2,914,888	76466206	11/12/02	12/28/04
Gazelle Freestyle Pro #	2,716,404	76283072	07/12/01	05/13/03
Gazelle Freestyle Supertrainer	2,982,165	78346822	12/31/03	08/02/05
Gazelle Freestyle Xtreme	3,018,630	78369956	02/18/04	11/22/05
Gazelle Free Style	2,672,921	76186802	12/26/00	01/07/03
Gazelle Power Plus	2,848,979	76484752	01/24/03	06/01/04
Gazelle Walkabout #	2,730,232	76303487	08/23/01	06/24/03
Get On The Ball	2,014,346	74612168	12/19/94	11/05/96

SCHEDULE A-1, cont.

Federal Trademark	Reg. No.	Serial No.	Filing Date	Reg. Date
Get Results	2,587,031	75466178	04/10/98	07/02/02
Get Results	pending	77604079	10/30/08	pending
Healthy Dose	3,107,785	78419635	05/17/04	06/20/06
Hurricane	pending	77746507	05/28/09	pending
Integrity#	2,647,703	75692243	04/26/99	11/12/02
Iso-Grip	3,620,935	78685749	08/04/05	05/12/09
Leg Magic	3,360,889	78913453	06/21/06	12/25/07
Leg Magic Pulse	pending	77542503	08/08/08	pending
Leg Magic Pulse Plus	pending	77542489	08/08/08	pending
Lumb-Air	2,979,590	78331620	11/21/03	07/26/05
Nitroflex	2,198,476	75380108	10/27/97	10/20/98
Ois	2,684,550	76265699	06/04/01	02/04/03
One on One Fitness	2,914,769	76265698	06/04/01	12/28/04
Pro Shredders	pending	77547232	08/14/08	pending
Quick Touch	3,291,795	78699688	08/24/05	09/11/07
Rock Fit	2,938,475	76215155	02/26/01	04/05/05
Rock Fit Ab and Butt Toner	3,230,089	76310976	09/10/01	04/17/07
Rockin' Abs	3,326,756	78736836	10/20/05	10/30/07
SkyTree	2,950,175	78282829	08/04/03	05/10/05
SkyTree Peak Performer	3,463,220	77092157	01/26/07	07/08/08
SkyTree Peak Performer (Stylized Design)	3,463,233	77095696	01/31/07	07/08/08
Slam Man	2,221,267	75310134	06/17/97	02/02/99
The Workout Ball #	2,188,409	75208706	12/05/96	09/08/98
Util-A-Table TM	3,309,107	78752024	11/11/05	10/09/07
Value Quest	pending	78579488	03/03/05	pending
Xlglider	2,263,492	75270458	04/07/97	07/20/99
Zip Stick	pending	77542456	08/08/08	pending
Zip Silk	pending	77613675	11/13/08	pending

Ohio Trademark	Reg. No.	Filing Date	Reg. Date
360° Spin	1863433	06/05/09	06/11/09

Tradename	Reg. No.	Domicile
Value Quest	RN205633	Ohio
Fitness Quest	RN188818	Ohio
DNA Sports Nutrition, Inc.	1326819	Ohio
New Balance Fitness Equipment #	1450507	Ohio

SCHEDULE A-1, cont.

Product	Reg. No.	Serial No.	Title of Patent	Filing Date	Date Issued
Ab Lounge 2	D520,084	29/220,836	Exercise Device	01/07/05	05/02/06
Ab Lounge XL	D528,614	29/233,835	Exercise Device	07/08/05	09/19/06
Ab Lounge	D528,174	29/215,958	Exercise Device	10/27/04	09/12/06
Ab Machine #	5,725,463	08/664,222	Abdominal Exercise Device	06/11/96	03/10/98
Ab Mouse	D381,378	29/050,748	Abdominal Exercise Device	02/26/96	07/22/97
Ab Mouse	D456,084	29/136,178	Abdominal Exercise Device	01/24/01	04/23/02
Ab Secret (Provisional)	NA	61/102,171	Exercise Belt	10/02/08	pending
Elliptical	D452,285	29/135,843	Shroud for Elliptical Exerciser (short version)	01/19/01	12/18/01
Elliptical	D451,972	29/135,920	Shroud for Elliptical Exerciser (long version)	01/19/01	12/11/01
Inversion Chair	D432,600	29/119,174	Inversion Chair Exercise Device	02/24/00	10/24/00
Jane Fonda Bench Step	5,154,678	7820361	Combined Exercise Platform	01/14/92	10/13/92
Leg Magic	pending	29/331,090	Exerciser	01/20/09	pending
NB-Bike Seat	7,458,918	10/994,875	Back Support for an Exercise Device	11/22/04	12/02/08
NB-Hand Grips #	pending	11/018,802	Apparatus and Method for a Grip for an Exercise Device	12/21/04	pending
NB-Hand Grips	D524,883	29/219,717	A Grip for an Exercise Device	12/21/04	07/11/06
NB-Reversible Foot	D572,321	29/277,380	Reversible Foot Pedal	02/23/07	07/01/08
NB-Reversible Foot	D510,965	29/188,307	Reversible Pedal For An Exercise Apparatus	08/15/03	10/25/2005
NB-Treadmill (Belt Tension)	7,367,926	11/340,168	Exercise Treadmill (Belt Tension)	01/26/06	05/06/08
SkyTree Treadmill	D464,690	29/153,095	Treadmill	01/04/02	10/22/02
SkyTree Treadmill	D465,250	29/153,096	Handlebar and Grip for Exercise Device	01/04/02	11/05/02
Slam Man	6,110,079	09/016,095	Kick-boxing Exercise Device	01/30/98	08/29/00
Strike Zone	6,464,622	09/981,542	Exercise Device and Method of Use	10/17/01	10/15/02
Treadmill #	6,261,209	09/320,109	Folding Exercise Treadmill with Front Inclination	05/26/99	07/17/01
Weight Belt	D375,823	50,428	Adjustable Weight Belt	02/20/96	11/26/96
Weight Strap	D381,053	51,843	Adjustable Weight Strap	02/20/96	07/15/97

SCHEDULE A-1, cont.

Product:	Reg. No.	Serial No.	Country	Title of Patent:	Filing Date	Date Issued
Ellipticals ⁸	ND-082317	90307741	Taiwan	Shroud for Elliptical Exerciser (short)	03/19/03	03/19/03
Ellipticals ⁸	ND-082318	90307742	Taiwan	Shroud for Elliptical Exerciser (long)	03/19/03	03/19/03
NB-Hand Grips (Design)	ZI.200530019915.9	2005300199159	China	Grip for an Exercise Device	06/20/05	06/07/06
NB-Hand Grips (Design)	358726	358726	European Community	Grip for an Exercise Device	06/21/05	06/21/05
NB-Hand Grips (Design) ⁸	D-114653	94303662	Taiwan	A Grip for an Elliptical Machine	05/21/05	12/21/06
NB-Treadmill (PCT)	WO/2007/016555	PCT/US2006/029908	PCT	Exercise Treadmill	08/01/06	02/08/07

SCHEDULE A-1, cont.

Trademark	Reg. No.	Serial No.	Country	Filing Date	Date Issued
Ab Lounge	pending	4760241	China	07/05/05	pending
Ab Lounge	pending	125186	Sri Lanka	05/05/05	pending
Ab Lounge	1118192	1118192	Australia	06/09/06	01/22/07
Ab Lounge	TMA 676,250	1274020	Canada	09/29/05	11/03/06
Ab Lounge	30714164	307 14 164.0/28	Germany	03/01/07	06/11/07
Ab Lounge	5040432	9257/2095	Japan	02/04/05	04/13/07
Ab Lounge	2447825	2447825	United Kingdom	02/25/07	04/11/08
Ab Lounge	84249	4-2005-04469	Vietnam	04/21/05	04/21/05
Abdominizer #	1,503,089	973,200	France	12/13/88	08/28/98
Abdominizer	1,147,410	F 37 093/28 Wz	Germany	01/12/89	10/06/89
Abdominizer	189892	2282/1989	Korea	02/01/89	03/28/90
Abdominizer	140,201	88,5652	Norway	12/12/88	01/18/90
Abdominizer	1364771	1364771	United Kingdom	11/17/88	05/15/91
Abdominizer & Design #	1,147,411	F 37 094/28 Wz	Germany	01/12/89	10/06/89
Abdominizer #	456,731	722,857	Benelux	12/12/88	06/24/98
Ab's Only	TMA 490460	0819361	Canada	08/01/95	02/24/98
Ab's Only #	000322594	000322594	CTM	06/15/96	03/01/99
Bio Force	pending	5631535	China	09/26/07	pending
Bio Force	1129407	1129407	Australia	08/14/06	05/14/07
Bio Force	697,580	1306051	Canada	06/20/06	10/01/07
Bio Force	5137328	5137328	CTM	06/14/06	06/14/07
Basy Glider & Design #	TMA358380	0590322	Canada	08/21/87	07/14/89
Basy Shaper	pending	124347	Sri Lanka	03/15/05	pending
Belfice Trainer #	2168373	2168373	United Kingdom	06/03/98	04/30/99
Fitness Quest	pending	006490171	CTM	12/06/07	pending
Fitness Quest	1,487,570	1,849,295	Argentina	07/14/92	11/30/93
Fitness Quest	1,210,920	1210920	Australia	11/16/07	07/25/08
Fitness Quest	529,269	793,111	Benelux	02/12/93	02/12/93
Fitness Quest	815437374	815433374	Brazil	03/28/90	09/28/99
Fitness Quest	TMA412,111	0695306	Canada	12/13/91	03/07/93
Fitness Quest	158,625	339,388	Colombia	04/08/91	04/28/97
Fitness Quest	VR06,336,1293	VA,01,308,1993	Denmark	3/4/1993	09/17/93
Fitness Quest	93438043	93 458 043	France	03/04/93	03/04/93
Fitness Quest	2,019,770	C 41 953/28 Wz	Germany	05/14/91	09/01/92
Fitness Quest	113,980	113,980	Greece	05/04/93	04/14/96
Fitness Quest	2356825	51365/1991	Japan	05/17/91	07/30/93
Fitness Quest	163,867	93,0638	Norway	02/10/93	02/10/93
Fitness Quest	290,062	290,062	Portugal	03/11/93	05/24/94
Fitness Quest	90/1667	90/1667	South Africa	03/02/90	03/02/90
Fitness Quest	1751683	1,751,683	Spain	03/22/93	03/22/93
Fitness Quest	264625	93-01921	Sweden	03/03/93	03/03/93
Fitness Quest	1371406	1371406	United Kingdom	10/10/88	01/26/89
Gazelle (CTM)	pending	003097804	CTM	01/14/03	pending
Gazelle Freestyle	TMA588,598	1108367	Canada	07/04/01	08/29/03
Gazelle Glider	TMA 502,415	0837915	Canada	02/27/97	10/19/98
Gazelle	TMA588,480	1108368	Canada	07/04/01	08/28/03
Gazelle	76861	4-2005-02627	Vietnam	03/14/05	03/14/05
Gazelle	TMA 510270	0837915	Canada	02/27/97	03/29/99
Leg Magic	pending	5631493	China	09/26/06	pending
Leg Magic	1122910	1122910	Australia	07/07/06	01/29/07
Leg Magic	717,888	1307766	Canada	07/04/06	07/04/08
Leg Magic	005249935	5249935	CTM	08/09/06	07/26/07
Leg Magic	5015612	2006-64091	Japan	07/10/06	01/05/07
KATAKANA (Japan letters for Leg Magic)	pending	2005-005868	Japan	01/28/09	pending
Leg Magic	1277934	95040514	Taiwan	08/08/06	09/01/07
Leg Master	1154590	1154590	Australia	08/22/07	08/22/07
SkyTree	pending	1,324,998	Canada	11/21/06	pending
SkyTree	pending	pending	China	pending	pending
SkyTree	1148107	1148107	Australia	11/21/06	07/02/07
SkyTree	5504535	5504535	CTM	11/28/06	11/15/07
SkyTree	5085682	2807-18996	Japan	03/06/07	10/19/07
SkyTree	1287847	55038791	Taiwan	11/23/06	11/16/07
Slam Man	764430	764430	Australia	06/10/98	06/10/98
Slam Man	TMA 521061	0832174	Canada	06/23/98	01/05/00
Slam Man	060851030	009851030	CTM (Europe)	06/16/98	06/28/99
Slam Man	120,038		Israel		06/03/98
Slam Man	4287926	0463471998	Japan		06/25/99
Slam Man	858061	(87)026697	Taiwan		07/01/99

SCHEDULE A-2

Licensed Trademark	Reg. No.	Serial No.	Filing Date	Date Issued	Owner/Licensee	License Date
5-Alpha Phyto-Technology	pending	77554,364	07/30/08	pending	VideSante	05/20/09
Ab Rail	3,265,451	76,532,294	07/24/03	07/17/07	Ab Rail Fitness (Kerry Magyan)	03/12/08
Balast (equipment)	3,353,077	77047,760	11/20/08	12/11/07	BOSU Fitness	06/10/04
Body-Code System (design)	3,435,213	77267,567	08/28/07	04/01/08	ArtForm, sll	08/27/08
Bosu (accessories)	2,909,405	78288,054	06/27/03	12/07/04	DW Fitness	08/16/04
Bosu (equipment)	2,518,896	76010,135	08/27/03	12/11/01	DW Fitness	05/31/01
Bosu (logo/indicia/mark)	3,549,374	77425,878	03/18/08	12/23/08	BOSU Fitness	06/10/04
Cheeks	2,035,389	76480,548	01/07/03	03/22/05	HIC	03/19/08
CTRL	3,800,066	77978,690	12/04/07	08/31/09	VideSante	05/20/09
CTRL	pending	77345,318	12/04/07	pending	VideSante	05/20/09
Homedics	2,587,203	78244,794	04/23/01	03/07/02	Homedics, Inc.	07/05/05
Into-Fit	3,304,355	77116,465	02/23/07	10/09/07	Joshua D. Crosby	04/14/09
Infinite Footwear Technology	pending	77723,825	03/17/09	pending	HIC	03/19/08
Leg Master	3,262,138	78512,863	11/05/04	07/10/07	Enamel	04/18/08
Make Every Step Count	pending	77423,814	03/17/09	pending	HIC	03/19/08
NB	2,955,284	76499,092	08/20/03	05/24/06	New Balance	06/08/03
New Balance	2,955,395	76499,093	08/20/03	05/24/06	New Balance	06/08/03
Pilates Power Gym	3,486,169	78504,133	10/20/04	08/12/08	KnowR Inc.	07/24/07
ShamWow	3,374,046	78766,510	12/05/05	01/22/08	ShamWow, Inc. (Square One)	05/09/08
ShamWow! You'll say WOW Everyday	3,410,762	78849,413	09/29/05	04/08/08	ShamWow, Inc. (Square One)	05/09/08
ShamWow	3,557,494	77523,401	07/16/08	01/06/09	ShamWow, Inc. (Square One)	05/09/08
Smart Arma	3,142,638	76506,002	04/14/03	08/12/06	Kevin D. Boland	08/07/08
Table-Mate	1,972,090	74401,791	06/14/93	05/07/96	INO-Products/Tablemate	11/01/04
Take CTRL of Your Acne	pending	77438,248	04/02/08	pending	VideSante	05/20/09
Total Ab Rail	2,785,118	76324,706	10/15/01	11/18/03	Ab Rail Fitness (Kerry Magyan)	03/12/08
Total Gym	3,082,481	78817,884	04/27/05	04/18/06	EFI	02/20/07
Total Gym (stylized design)	2,174,671	75273,782	04/14/97	07/21/98	EFI	02/20/07
Ultimate Ab Rail	2,762,956	78324,704	10/15/01	08/09/03	Ab Rail Fitness (Kerry Magyan)	03/12/08

SCHEDULE A-2, cont.

Product	Reg. No.	Ser. No.	Title of Patent	Filing Date	Date Issued	Owner/Licensee	License Date
Ab Lounge	5,681,250	08/697,181	Combination Chair and Exercise Apparatus and Method Thereof	02/26/96	10/28/97	Wento	06/13/03
Ab Rail	7,053,651					Ab Rail Fitness	03/12/08
Ab Rail	7,131,989					Ab Rail Fitness	03/12/08
Ab Rail	pending	11/510,680				Ab Rail Fitness	03/12/08
Balance Platform (Design)	pending	29/284,117	Modular Exercise Platform	08/31/07	pending	Beau Fitness	3/1/2003
Balance Platform (Provisional)	NA	60/895,612	Balance Platform	03/19/07	NA	Beau Fitness	3/1/2003
Balance Platform	pending	11/872,898	Modular Exercise Platform	10/16/07	pending	Beau Fitness	03/01/03
Bio Force (Design)	D552,193	29/245,177	Exercise Device	12/20/05	10/02/07	Royce H. & Joel P. Husted	10/04/04
BioForce (Utility)	pending	10/896,415	Loading Device for Exercise Machines	07/23/04	pending	Royce H. & Joel P. Husted	10/04/04
Body Code**		29/268,998		11/17/06		ArtForm/Me. Carbone	04/29/08
Bosu	6,422,983	09/411,997	Inflatable device and method for using the device	10/04/99	07/23/02	Bosu Fitness	3/1/2003
Bosu	6,575,885	09/596,709	Inflatable device and method for using the device	06/19/00	06/10/03	Bosu Fitness	03/01/03
Bosu	6,554,733	09/687,896	Balancing Device	10/13/00	04/29/03	Bosu Fitness	3/1/2003
Bosu	7,344,488	10/286,178	Balancing Device	10/31/02	03/18/08	Bosu Fitness	3/1/2003
Bosu	7,494,446	11/981,878	Balancing Device	10/31/07	02/24/09	Bosu Fitness	03/01/2003
Candle Smith	pending	11/973,087	Candle Smith	10/05/07	pending	Royce and Joel Husted	10/22/07
Cardio Abs*	pending	12/157,575	Method and Apparatus for Targeting Abdominal Muscles while Receiving a Cardiovascular Workout	06/12/08	pending	Paramater	09/21/04
Cardio Abs*	pending	11/352,579	Method and Apparatus for Targeting Abdominal Muscles while Receiving a Cardiovascular Workout	02/13/06	pending	Paramater	09/21/04
Cheeks (Design)**	pending	29/297,990		11/26/07	pending	HIC/Tony Little	03/19/08
Easy Shaper	7,137,834	10/826,992	Exercise Apparatus and Method	04/19/04	11/21/06	Paramater Productions	07/08/05
Ellipticals	5,938,567	08/956,503	Stationary Exercise Apparatus	10/23/97	08/17/09	Robert B. Rodgers, Jr.	07/01/05
Ellipticals	pending	09/366,272	Exercise Methods and Apparatus		pending	Clive Stevens	11/01/00
Ellipticals	pending	09/468,215	Exercise Methods and Apparatus		pending	Clive Stevens	11/01/00
Ellipticals	5,893,820	08/859,990	Exercise Methods and Apparatus	04/24/97	04/13/99	Stearns and Marsh	07/21/00
Ellipticals	5,947,872	08/814,487	Cross Training Exercise Apparatus	03/10/97	09/07/99	Stearns and Marsh	07/21/00
Ellipticals	6,629,909		Elliptical Exercise Methods and Apparatus		10/07/03	Stearns	pending
Gazelle Glider	D307,025	29/182,158	Glider Type Exercise Device	05/20/03	07/03/05	Royce Husted	01/23/99
Gazelle Glider	D391,610	29/061,463	Striding device	10/24/96	03/03/98	Royce Husted	01/23/99
Gazelle Glider	D403,033	29/081,583	Striding device	12/09/97	12/22/98	Royce Husted	01/23/99
Gazelle Glider	D390,628	29/061,465	Striding device	10/24/96	02/10/98	Royce Husted	01/23/99
Gazelle Gliders	5,795,268	08/760,941	Low impact striding device	12/06/96	08/18/98	Royce Husted	01/23/99
Gazelle Gliders	5,857,940	09/113,200	Low impact striding device	07/15/98	01/12/99	Royce Husted	01/23/99
Leg Master (Design)	D589,573	29/263,941	Exercise	08/01/05	03/31/09	Ensoft	04/18/06
Legmaster (Design)	D550,312	29/253,367	Exercise	01/20/06	09/04/07	Neil Summers	04/18/06
Legmaster (Design)	D512,111	29/190,429	Exercise	09/18/03	11/29/05	Neil Summers	04/18/06
Pilates Power Gym	7,163,498	10/225,070	Controling Linear Motion Exercise Device and Method of Physical Exercise	08/20/02	01/16/07	Keswit	07/24/07
Quick Stick aka Zip Stick (provisional)**	NA	61/084,999	Self extending elongate member and uses thereof	pending	pending	Process IV	06/01/08
Slam Man (Design)	D410,986	29/087,679	Kick boxing exercise device	05/07/98	06/15/99	Laisure, Inc.	05/30/96
Slam Man (Design)	D436,153	29/102,777	Kick boxing exercise device	05/11/99	01/09/01	Laisure, Inc.	05/30/96
Smart Arms	pending	11/097,916	Multi-function Exercise Device	04/04/05	pending	Kevin O. Boland	06/07/05
Spin Mop (mop)	pending	11/297,793	rotation, freestanding and lock up	09/29/03	pending	Zhongshan Yingliang Health	03/22/09
Spin Mop (cleaning)	pending	12/153,349	Lock up	05/29/08	pending	Zhongshan Yingliang Health	03/22/09
Spin Mop (bucket)	pending	12/056,586	Spin	03/27/08	pending	Zhongshan Yingliang Health	03/23/09
Steppers (Model 210, 309, 310 & 311)	5,622,527	08/217,292	Independent Action Stepper	03/23/94	04/22/97	Icon	01/03/02
Table-Mate	5,603,267	08/649,042	Folding Table	05/16/96	02/18/97	INO-Products/Soper	11/01/04
Table-Mate	5,417,158	08/136,186	Folding Table	10/15/93	05/23/95	INO-Products/Soper	11/01/04
Table-Mate	5,573,390	08/409,572	Folding Table	03/24/95	11/12/96	INO-Products/Soper	11/01/04
Total Gym	5,967,955	08/848,598	Collapsible Exercise Device	03/02/97	10/19/99	Total Gym Fitness	02/20/97
Total Gym	D405,132	29/075,246	Exercise Apparatus	06/27/97	02/02/99	Total Gym Fitness	02/20/97

SCHEDULE A-2, cont.

Products	Ser. No.	Reg. No.	Country	Title of Patent	Filing Date	Date Issued	Owner/Licensee	License Date
Ab Rail	pending	pending	China				Ab Rail Fitness	03/12/08
Ab Rail	pending	pending	Taiwan				Ab Rail Fitness	03/12/08
Balance Platform	pending	pending	European Community	Medular Exercise Platform	02/29/08	pending	Bosi Fitness	03/01/03
Bio Force (Design)	116314	116314	Canada	Exercise Device	06/15/06	07/19/07	Royce and Joel Husted	10/04/04
Bio Force (Design)	200630123319.X	ZL200630123319	China	Exercise Device	06/19/06	01/16/08	Royce and Joel Husted	10/04/04
Bio Force (Design)	549894	000549894-0001	European	Exercise Device	06/20/06	06/20/06	Royce and Joel Husted	10/04/04
Body Code**		ZL200630305271.4	China			12/12/07	ArtForm/Mr. Carbonè	04/29/08
Body Code**		1327119	Italy			05/25/01	ArtForm/Mr. Carbonè	04/29/08
Elliptical		298 13 003.3	Germany	Elliptical			Clive Stevens/Pro Gym	11/20/00
Elliptical		337712	Taiwan	Elliptical			Clive Stevens/Pro Gym	11/20/00
Elliptical		383709	Taiwan	Elliptical			Clive Stevens/Pro Gym	11/20/00
Elliptical		394040	Taiwan	Elliptical			Clive Stevens/Pro Gym	11/20/00
Gazelle Glides/AiroFit	96944372.6-2335	EP 0874670 B1	Europe	Low Impact Simulated Striding Device	12/13/96	11/12/03	Royce Husted	01/23/96
Gazelle Glides/AiroFit	PCT/US96/15914	WO97/21470	PCT United Kingdom	Low Impact Simulated Striding Device	12/13/96	06/19/97	Royce Husted	01/23/96
Gazelle Glides/AiroFit	874670	874670	United Kingdom	Low Impact Simulated Striding Device	12/06/96		Royce Husted	01/23/96
Leg Magic (Design)	2006-31941	1301306	Japan	Leg Magic	11/21/05	04/13/07	Enanef	04/18/06
Leg Magic (Design)	15435/2006	313184	Australia	Leg Magic	11/27/05	03/05/07	Enanef	04/18/06
Leg Magic (Design)	118356	118356	Canada	Leg Magic	11/22/06	13/20/07	to be assigned to Enanef	04/18/06
Leg Magic (Design)	200630915286.9	ZL200630315286.9	China	Leg Magic	12/22/05	04/02/08	to be assigned to Enanef	04/18/06
Leg Magic (Design)	68267	68267-0001	European (CTM)	Leg Magic	08/18/03	12/09/03	Enanef	04/18/06
Leg Magic (Design)	625900	625900-0001	European (CTM)	Leg Magic	11/27/06	12/21/07	Enanef	04/18/06
Leg Magic (Design)	95806530	D-120670	Taiwan	Leg Magic	13/27/06	12/21/07	Enanef	04/18/06
Logmaster	2003-436617	JP2005177405	Japan	Exerciser	12/18/03		Enanef	
Logmaster		D1204431	Japan	Exerciser			Enanef	03/19/04
Logmaster	not known	3011754	United Kingdom	not known	not known	03/19/03	Enanef	
Spin Mop (mop head)		ZL200520127084.1	China	rotation, freestanding and lock up	09/29/05	12/13/06	Zhongshan Yingliang Health	03/13/09
Spin Mop (mop & mop head)		ZL200720155685.2	China	Device	08/01/07	07/02/08	Zhongshan Yingliang Health	03/16/09
Spin Mop (bucket)		ZL200720310847.5	China	Spin	12/24/07	10/15/08	Zhongshan Yingliang Health	03/17/09
Spin Mop (mop unit)		3117282	Japan	rotation, freestanding and lock up	09/30/05	09/30/05	Zhongshan Yingliang Health	03/18/09
Spin Mop (cleaning)		3143897	Japan	Lock up	05/29/08	05/29/08	Zhongshan Yingliang Health	03/19/09
Spin Mop (bucket)		3142275	Japan	Spin	03/28/08	03/28/08	Zhongshan Yingliang Health	03/20/09
Spin Mop (mop)		M290028	Taiwan	rotation, freestanding and lock up	09/30/05	06/17/08	Zhongshan Yingliang Health	03/10/09
Spin Mop (cleaning)		M334697	Taiwan	Lock up	11/30/07	06/21/08	Zhongshan Yingliang Health	03/11/09
Spin Mop (bucket)		M338634	Taiwan	Spin	12/18/07	08/21/08	Zhongshan Yingliang Health	03/12/09
Spin Mop (mop head)		M276543	Taiwan	rotation, freestanding and lock up	07/02/04	06/17/08	Zhongshan Yingliang Health	03/13/09
Spin Mop (mop & mop head)		M224490	Taiwan	Device	07/25/07	01/01/08	Zhongshan Yingliang Health	03/14/09
Table-Mate		2159924	Canada	Folding Table	12/07/93	02/09/99	INO-Products/Soper	11/01/04
Table-Mate		2110875	Canada	Folding Table	12/07/93	01/09/96	INO-Products/Soper	11/01/04
Table-Mate		ZL94193735.6	China	Folding Table		03/26/03	INO-Products/Soper	11/01/04
Table-Mate		ZL98118575.4	China	Folding Table		11/12/03	INO-Products/Soper	11/01/04
Table-Mate		723409	France	Folding Table		09/23/98	INO-Products/Soper	11/01/04
Table-Mate		723409	Germany	Folding Table		09/23/98	INO-Products/Soper	11/01/04
Table-Mate		2290704	Great Britain	Folding Table		05/01/95	INO-Products/Soper	11/01/04
Table-Mate		2294634	Great Britain	Folding Table		07/31/97	INO-Products/Soper	11/01/04
Table-Mate		167135	Korea	Folding Table		09/23/98	INO-Products/Soper	11/01/04
Table-Mate		190580	Mexico	Folding Table		12/04/98	INO-Products/Soper	11/01/04
Table-Mate		2123158	Spain	Folding Table		09/23/98	INO-Products/Soper	11/01/04
Total Gym		ZL 97 2 28552.0	China	Collapsible Exercise Device	05/05/99	pending	Total Gym Fitness	12/30/96
Total Gym		ND-060792	Taiwan	Exercise Apparatus	06/05/97	pending	Total Gym Fitness	12/30/96

SCHEDULE A-2, cont.

Licensed Trademark	Reg. No.	Serial No.	Filing Date	Date Issued	Country	Owner/Licensee	License Date
Balloon	1,173,443	1129493	04/24/07	04/28/07	Australia	DW Fitness	08/10/04
Balloon	pending	825,136,353	08/11/07	pending	Brazil	BOSU Fitness	08/10/04
Balloon	TMAA733022	1,328,200	12/11/06	01/22/09	Canada	DW Fitness	08/10/04
Balloon	pending	1,532,651	10/19/07	pending	China	BOSU Fitness	08/10/04
Balloon	5,100,000	2807-045172	06/08/07	12/21/07	Japan	BOSU Fitness	08/10/04
Balloon (equipment)	5,535,674	005508574	12/22/06	12/07/07	China	BOSU Fitness	08/10/04
Bosu	1,173,444	1,173,444	04/26/07	04/26/07	Australia	DW Fitness	08/10/04
Bosu	pending	8,323,038	10/18/07	pending	China	BOSU Fitness	08/10/04
Bosu	pending	2108-22987	04/27/08	pending	Japan	BOSU Fitness	08/10/04
Bosu	pending	825,136,353	05/11/07	pending	Brazil	BOSU Fitness	08/10/04
Bosu (equipment & accessories)	TMAA19000	1,194,801	10/24/03	08/14/05	Canada	BOSU Fitness	08/10/04
Bosu (equipment & accessories)	3,446,519	3,446,519	10/22/03	04/30/06	World (C/M)	DW Fitness	08/10/04
Bosu (top/Inflated Mark)	pending	77,426,878	08/11/08	pending	World (W/P)	BOSU Fitness	08/10/04
Bosu (top/Inflated Mark)	pending	828,674,528	08/14/08	pending	Brazil	BOSU Fitness	08/10/04
Bosu (top/Inflated Mark)	pending	1,408,575	08/04/08	pending	Canada	BOSU Fitness	08/10/04
Chicks	TMAA013115	1,188,001	08/22/03	08/24/06	Canada	HIC	09/18/08
Chicks	855,576			08/28/05	Madre Protocol	HIC	03/18/05
Chicks	8,583,119		03/02/01	08/29/01	U.K.	HIC	05/18/08
Table-Mate	TMAA28083	727,379	04/27/93	08/10/94	Canada	INO-Products/Tablemate	11/01/04
Table-Mate	2,047,277	1,604,006	12/02/95	10/02/95	Great Britain	INO-Products/Tablemate	11/01/04
Ultimate Ab Roll	pending	8,281,850			China	Ab Roll Fitness	03/12/08
Ultimate Ab Roll	pending	pending			Taiwan	Ab Roll Fitness	03/12/08