

08-07-1998

SHEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

MRD 8-7-98

MRD REC
8-7-98



Tab settings **DDD**

To the Honorable Commissioner of Patent

100787135

and original documents or copy thereof.

1. Name of conveying party(ies):

ICON Health & Fitness, Inc.

- Individual(s)
- General Partnership
- Corporation-State - Utah
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: General Electric Capital

Internal Address: Corporation Ste. 2700

Street Address: 10 S. LaSalle Street

City: Chicago State: IL Zip: 60603

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation State New York
- Other

If assignee is not domiciled in the United States, a domestic designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: July 30, 1998

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

See Attached Schedule 1

B. Trademark Registration No.(s)

See Attached Schedule 1

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Elizabeth J. Burns

Internal Address: Latham & Watkins
233 S. Wacker Drive
Suite 5800

Street Address: _____

City: Chicago State: IL ZIP: 60606

6. Total number of applications and registrations involved:

54

7. Total fee (37 CFR 3.41) \$ 1,365.00

- Enclosed
- Authorized to be charged to deposit

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

08/07/1998 DMSUYEN 00000145 1/12861

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01 FC:AA1 40.00 DP
02 FC:AA2 1325.00 DP

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Elizabeth J. Burns
Name of Person Signing

Elizabeth Burns
Signature

August 5, 1998
Date

Total number of pages including cover sheet, attachments, and document: 11

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 1763 FRAME: 0677

SCHEDULE I
to
TRADEMARK SECURITY AGREEMENT
TRADEMARK REGISTRATIONS

<u>Trademark</u>	<u>Registration No. or Serial Number</u>	<u>Registration Date of Filing Date</u>
Cultech	1712861	09/08/92
Diplomats	1843006	07/05/94
Sportskins	1,987,674	07/16/96
T.I.M. System	2,018,392	11/19/96
Aerobicglide	2,017,798	11/16/96
Aerobicglide Plus	2,017,797	11/16/96
Bodyglide Plus	2,017,740	11/19/96
Bodyglide	2,017,745	11/19/96
Cardiopro	2,074,532	06/24/97
Space Maker	2,017,597	11/19/96
Space Max	2,017,602	11/19/96
Walkthin	2,026,977	12/31/96
Winning Exercise Solutions	1,979,354	06/11/96
Design Only	2,100,837	09/30/97
Telesource	R2092667	09/02/97
Workout Warehouse Aerobic Instructor Supplies	1,966,534	04/09/96
HealthRider System III	75-185405	11/22/97
Cool Touch	75-052110	02/02/96
Build-A-Belt	75-188420	10/28/96
Afirm	75-200760	11/20/96
Bio Shape	75-200767	11/20/96
Bio Tone	75-200766	11/20/96
E-Firm	75-200772	11/20/96

<u>Trademark</u>	<u>Registration No. or Serial Number</u>	<u>Registration Date of Filing Date</u>
Progenesis	75-200768	11/20/96
Adagio	75-254864	03/10/97
Aquacare	75-198895	11/15/96
Prolift	75-183076	10/17/96
Recreational Design	75-257671	03/14/97
Backyard Basics	75-243550	02/18/97
Backyard Outfitters	75-243552	02/18/97
Proform Stealth	75-241565	02/13/97
Cardiojumper	75-198599	11/15/96
Cardiomax	75-052363	02/02/96
Cardiotrack	75-083786	09/05/96
E-Ccelerator	75-240103	02/11/97
Elliptical Systems Products	75-241566	02/13/97
Healthjumper	75-198598	11/15/96
Lite Strider	75-253864	03/07/97
Plyojumper	75-198500	11/15/96
Plyotrainer	75-197067	11/12/96
Proform E.S.P.	75-241567	02/13/97
Revolution	75-042264	01/11/96
Sportwalker	75-232522	01/28/97
Spring Trainer	75-188376	10/28/96
Springfit	75-198577	11/15/96
Water Wave	75-240951	02/11/97
Zone Toner	75-074359	03/18/96
Davinci Services	75-241564	02/13/97
Body Shop	1,972,077	05/07/96
Space Smart	75-103215	05/13/96
Versaflex	75-103217	05/13/96

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<u>Trademark</u>	<u>Registration No. or Serial Number</u>	<u>Registration Date of Filing Date</u>
Softwalk	75-103063	05/13/96
Healthglider	75-063599	02/26/96
Penny's Classified	1,883,547	03/14/95

(c) all goodwill of the business connected with the use of, and symbolized by, each Trademark and each Trademark License; and

(d) all products and proceeds of the foregoing, including, without limitation, any claim by Grantor against third parties for past, present or future (i) infringement or dilution of any Trademark or Trademark licensed under any Trademark License or (ii) injury to the goodwill associated with any Trademark or any Trademark licensed under any Trademark License.

3. SECURITY AGREEMENT. The security interests granted pursuant to this Trademark Security Agreement are granted in conjunction with the security interests granted to Agent, on behalf of itself and Lenders, pursuant to the Security Agreement. Grantor hereby acknowledges and affirms that the rights and remedies of Agent with respect to the security interest in the Trademark 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.

[signature page follows]

IN WITNESS WHEREOF, Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

ICON HEALTH & FITNESS, INC.

By: S. Fred Beck
Name: S. Fred Beck
Title: Chief Financial Officer

ACCEPTED AND ACKNOWLEDGED BY:

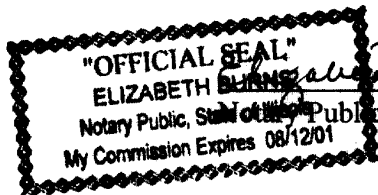
GENERAL ELECTRIC CAPITAL CORPORATION, AS AGENT FOR LENDERS

By: Glenn P. Bartley
Name: Glenn P. Bartley
Title: Duly Authorized Signatory

ACKNOWLEDGMENT OF GRANTOR

STATE OF ^{Illinois} ~~UTAH~~)
 DePue) ss.
COUNTY OF ~~CACHE~~)

On this 30 day of July, 1998 before me personally appeared S. Fred Beck, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of ICON HEALTH & FITNESS, INC., who being by me duly sworn did depose and say that he is an authorized officer of said corporation, that the said instrument was signed on behalf of said corporation as authorized by its Board of Directors and that he acknowledged said instrument to be the free act and deed of said corporation.



{seal}

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RECORDED: 08/07/1998

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