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12-08-1998  
100917566

Docket No.:

13914.248

To the Honorable Commissioner of Pat.

Attached original documents or copy thereof.

1. Name of conveying party(ies):

HealthRider, Inc.

MRP  
12-4-98

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other \_\_\_\_\_

Additional names(s) of conveying party(ies)  Yes  No

3. Nature of conveyance:

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

Execution Date: August 16, 1996

2. Name and address of receiving party(ies):

Name: HealthRider Acquisition Corp.

Internal Address: \_\_\_\_\_

Street Address: 560 South 1000 East

City: Logan State: UT ZIP: 84321

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State Delaware
- Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic designation is  Yes  N  
(Designations must be a separate document from Additional name(s) & address(es)  Yes  N

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

74/553,621

Additional numbers

B. Trademark Registration No.(s)

Yes  No

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

Name: Jonathan W. Richards

Internal Address: \_\_\_\_\_

WORKMAN, NYDEGGER & SEELEY

1000 Eagle Gate Tower

Street Address: 60 East South Temple

City: Salt Lake City State: UT ZIP: 84111

6. Total number of applications and registrations involved:.....

1

7. Total fee (37 CFR 3.41):.....\$ \$40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

12/07/1998 DWSUYEN 00000278 74553621

01 FC:481

40.00 DP

DO NOT USE THIS SPACE

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.

Jonathan W. Richards

Name of Person Signing

*Jonathan W. Richards*

Signature

3 December 1998

Date

Total number of pages including cover sheet, attachments, and

16

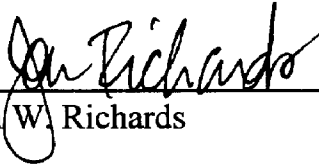
TRADEMARK

REEL: 1823 FRAME: 0321

DECLARATION

I hereby certify that the attached Assignment of Intangibles from HealthRider, Inc. to HealthRider Acquisition Corp. is a true and correct copy of the original dated August 16, 1996.

Signed this 3<sup>rd</sup> day of December, 1998.

  
\_\_\_\_\_  
Jonathan W. Richards

## ASSIGNMENT OF INTANGIBLES

WHEREAS, HealthRider, Inc. ("HealthRider") having a principal office at 6322 South 3000 East, Salt Lake City, Utah 84121, has adopted, used, and is the owner of the trademarks listed in the attached Schedule 1 and the United States registrations or applications for registrations therefor, and HealthRider is the owner of the Patents (the "Patents") and Patent Applications (the "Patent Applications") listed in the attached Schedule 2 and HealthRider is the owner of the copyrights listed in the attached Schedule 3; and

WHEREAS, HealthRider Acquisition Corp, a Delaware corporation (the "Buyer") having a principal office at 560 South 1000 East, Logan, Utah 84321, is purchasing and acquiring from HealthRider certain of the assets, properties and operations of HealthRider in accordance with an Asset Purchase Agreement, dated as of July 3, 1996, by and among HealthRider, the Buyer and IHF Capital, Inc., including all of HealthRider's right, title and interest in, to and under the trademarks listed in the attached Schedule 1, the goodwill of the business symbolized by the marks, the registrations and applications for registration therefor and the Patents and Patent Applications and the copyrights listed in the attached Schedule 3; and

WHEREAS, HealthRider desires to assign to the Buyer all of HealthRider's right, title and interest in, to and under the trademarks listed on attached Schedule 1, the Patents and Patent Applications and the inventions and improvements therein disclosed and the copyrights listed on the attached Schedule 3.

NOW, THEREFORE, in consideration of the above premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, HealthRider does hereby assign to the Buyer, its successors and assigns, all of HealthRider's right, title and interest in, to and under:

(i) said trademarks listed in the attached Schedule 1, together with the good will of the business symbolized by the marks and the registrations or applications for registration therefor, and the right to sue for past infringement of said trademarks and to collect damages therefor; and

(ii) all of HealthRider's entire right, title and interest in, to and under said Patents and Patent Applications and any patent issuing from said Patent Applications, the inventions and improvements therein disclosed, and any divisions, continuations, reissues or extensions of the same and HealthRider's right to sue for past infringement of said patent and to collect damages therefor; and

(iii) said copyrights listed in the attached Schedule 3, together with the good will of the business symbolized by the copyrights and the registrations or applications for registration

therefor, and the right to sue for past infringement of said copyrights and to collect damages therefor.

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ASSIGNMENT OF INTANGIBLES  
SIGNATURE PAGE

This Assignment is effective as of August 16<sup>th</sup> 1996 and represents the entire agreement of the parties with respect hereto. This Assignment (a) may not be amended except in writing executed by both parties and (b) shall be governed by, and construed in accordance with, the laws of the State of Utah. This Assignment is not intended to grant the Buyer any rights additional to the rights granted in the Asset Purchase Agreement.

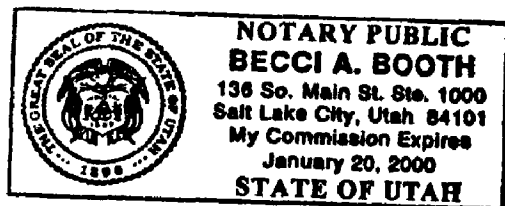
HEALTHRIDER, INC.

By: Christopher F. Robinson  
Name: CHRISTOPHER F. ROBINSON  
Title: CEO & PRES

STATE OF UTAH

COUNTY OF Salt Lake

On this 14 th day of August, before me appeared Christopher F. Robinson an officer of HEALTHRIDER, INC., who signed this instrument and acknowledged that he signed it on behalf of the above-identified corporation with authority to do so.



Becci A. Booth  
Notary Public

81524-3

TRADEMARKS							As of July 3, 1996
<i>Domestic</i>							
MARK	OWNER	COUNTRY	AT	FILED	SERIAL NO/ REGISTRATION NO.	ISSUED	STATUS
Ab Pivot Point	HealthRider, Inc.	U.S.A.	N	6/3/96			Waiting for Unofficial Receipt of Filing
Abs by HealthRider	HealthRider, Inc.	U.S.A.	N	5/9/96			Waiting for Unofficial Receipt of Filing
AcceleratorPac	HealthRider, Inc.	U.S.A.	N	Application Mailed In 10/16/95			Waiting for Initial Examiner Response
aeROBICRider and Design	ExerHealth, Inc.	U.S.A.		7/9/93	74/411522		ProForm opposition
aeROBICRider (name only)	ExerHealth, Inc.	U.S.A.		signed 7/5/94			
Alpine Stepper	ExerHealth, Inc.	U.S.A.		3/30/95	74/653,532		Initially Rejected by Examiner
BodyHealth	BodyHealth, Inc.	U.S.A.		7/12/94	74/548,457		Notice of Allowance Issued Need to File Statement of Use
BodyHealth Systems	BodyHealth, Inc.	U.S.A.		7/12/94	74/548,458		Notice of Allowance Issued Need to File Statement of Use
BodyWorks	HealthRider, Inc.	U.S.A.	N	5/21/96			Waiting for Unofficial Receipt of Filing
CardioRider	ExerHealth, Inc.	U.S.A.	M	3/30/95	74/653,533		Notice of Allowance Received. We have till 9/19/96 to use the mark
Gotta Get Accelerated	HealthRider, Inc.	U.S.A.	N	12/11/95	75/031103		Waiting for Official Examiner Response
HealthRider	ExerHealth, Inc.	U.S.A.		4/17/91	1709407	8/18/92	Obtained for 8/18/02
HealthRider Pro	ExerHealth, Inc.	U.S.A.	GC	3/4/94	74/497,174		Notice of Allowance issued. Waiting for Usage Must File extension by 9/11/96
HealthGlider	HealthRider, Inc.	U.S.A.	N	2/26/96	75/061599		Waiting for Initial Examiner Response

MARK	OWNER	COUNTRY	AT	FILED	SERIAL NO/ REGISTRATION NO.	ISSUED	STATUS
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HealthSirder	HealthRider, Inc.	U.S.A.	N	2/26/96	75/063598		Waiting for Initial Examiner Response
HealthTrek	ExerHealth, Inc.	U.S.A.		11/27/95	75/025486		Waiting for Initial Examiner Response
HealthTronics	ExerHealth, Inc.	U.S.A.	M	4/25/95	74/665,573		Notice of Allowance Received. We have till 9/19/96 to use the mark
Home Pro	HealthRider, Inc.	U.S.A.	N	8/24/95	74/719885		Submitted for Publication 5/7/96
HR	HealthRider, Inc.	U.S.A.	N	9/25/95	74/733572		Approved and Published for Opposition 6/25/96
JuniorRider	ExerHealth, Inc.	U.S.A.	C	3/4/94	74/497,172	We have until 1/17/96 to file statement of use	Notice of Allowance issued. Waiting for Usage to file Statement of Use
KiddieRider	HealthRider, Inc.	U.S.A.	N	8/24/95	74/719886		Submitted for Publication on 4/23/96
LifeRider	HealthRider, Inc.	U.S.A.	N	8/25/95	74/720188		Submitted for Publication 5/7/96
LifeStyler	Sears	U.S.A.					We have advertising rights to this mark through an agreement with Sears
LittleRider	ExerHealth, Inc.	U.S.A.	C	3/4/94	74/497,171		Abandoned for lack of Use
LittleRedRider	ExerHealth, Inc.	U.S.A.	C	3/4/94	74/497,173		Abandoned for lack of Use
Power Cords	HealthRider, Inc.	U.S.A.	N	5/10/96			Waiting for Unofficial Receipt of Filing
PowerPac	HealthRider, Inc.	U.S.A.	N	12/11/95	75/030767		Waiting for Initial Examiner Response
Power Lift	BodyHealth, Inc.	U.S.A.	M	3/30/95	74/658,359	1,956,479	Obtained on 2/16/96 Good till 2/16/06
Ride For Your Life	HealthRider, Inc.	U.S.A.	N	12/19/95	75/036918		Waiting for Initial Examiner Response

MARK	OWNER	COUNTRY	AT	FILED	SERIAL NO/ REGISTRATION NO.	ISSUED	STATUS
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Ride The Original	HealthRider, Inc.	U.S.A.	N	8/28/95	74/721470		Approved and Published for Opposition 5/25/96
RiderMat	HealthRider, Inc.	U.S.A.	N	12/11/95	75/030960		Waiting for Initial Examiner Response
RiderRiser	HealthRider, Inc.	U.S.A.	N	9/21/95	74/731,852		Approved and Published for Opposition 6/25/96
Side Panel Shape for aeROBICRider (Round Shape)	HealthRider, Inc.	U.S.A.	M	2/12/96	75/056665		Waiting for Initial Examiner Response
Side Panel Shape for HealthRider (Square Shape)	HealthRider, Inc.	U.S.A.	M	2/12/96	75/056666		Waiting for Initial Examiner Response
"Sitting Stick Figure"	ExerHealth, Inc.	U.S.A.	C	3/4/94	74/497,170		Published for Opposition 1/24/95
"Sitting Figure Design" New	ExerHealth, Inc.	U.S.A.	C	7/22/94	74/553,572		Published for Opposition. Waiting for Notice of Allowance & to File Statement of Use
Smart Seat	HealthRider, Inc.	U.S.A.	N	12/11/95	75/030549		Waiting for Official Examiner Response
Smart Space	HealthRider, Inc.	U.S.A.	N	5/9/96			Waiting for Unofficial Receipt of Filing
SoftWalk	HealthRider, Inc.	U.S.A.	N	5/13/96	75/103063		Waiting for Official Receipt of Filing
Space Smart	HealthRider, Inc.	U.S.A.	N.				Waiting for Unofficial Receipt of Filing
SportPac	HealthRider, Inc.	U.S.A.	N	12/11/95	75/030962		Waiting for Initial Examiner Response
SportRider	ExerHealth, Inc.	U.S.A.	M	5/8/95	74/670,724		Notice of Allowance Received. We have till 9/19/96 to file statement of use.



MARK	OWNER	COUNTRY	AT	FILED	SERIAL NO/ REGISTRATION NO.	ISSUED	STATUS
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StretchRider	ExerHealth, Inc.	U.S.A.	M	3/30/95	74/653,551		Notice of Allowance Received. We have till 9/19/96 to use the mark
Total Abdominal Training System	HealthRider, Inc.	U.S.A.	N	6/3/96			Waiting for Unofficial Receipt of Filing
Total Body Fitness Machine	ExerHealth, Inc.	U.S.A.	C		1,833,547	4/26/94	Obtained Good until 4/26/2004
Total Body Aerobic Fitness	HealthRider, Inc.	U.S.A.	N	12/18/95	75/034103		Waiting for Initial Examiner Response
VersaFlex	HealthRider, Inc.	U.S.A.	N.	5/13/96	75/103217		Waiting for Official Receipt of Filing

### *International*

\*\* denotes that underlying trademark documents are in our possession

#### Argentina

HealthRider	HealthRider, Inc.	Argentina	M	3/5/96	2,023,961		Application Filed, awaiting publication **
aeROBICRider	HealthRider, Inc.	Argentina	M	3/5/96	2,023,962		Application Filed, awaiting publication **
SportRider	HealthRider, Inc.	Argentina	M	3/5/96	2,023,963		Application Filed, awaiting publication **

#### Australia

HealthRider and Design mark	ExerHealth, Inc.	Australia	BP	4/13/95			Pending
aeROBICRider and Design mark	ExerHealth, Inc.	Australia	BP	4/13/95			Pending
SportRider	HealthRider, Inc.	Australia	BP	filed when?			Pending
New Design	ExerHealth, Inc.	Australia	BP	4/19/95			Pending
Old Design	ExerHealth, Inc.	Australia	BP	4/21/95			Pending

#### Austria

MARK	OWNER	COUNTRY	AT	FILED	SERIAL NO/ REGISTRATION NO.	ISSUED	STATUS
HealthRider	HealthRider, Inc.	Austria	M	11/2/95	162846	162846	Registered. Good until 3/4/06
aeROBICRider	HealthRider, Inc.	Austria	M	11/2/95	162847	162847	Registered. Good until 3/4/06
SportRider	HealthRider, Inc.	Austria	M	11/2/95			Initially rejected as descriptive by the PTO. Will be responding to the rejection.
Belgium (BENELUX)							
HealthRider	HealthRider, Inc.	Belgium	M	9/22/95	856.094		Application Filed ..
aeROBICRider	HealthRider, Inc.	Belgium	M	9/22/95	856.095		Application Filed ..
SportRider	HealthRider, Inc.	Belgium	M	9/22/95	856.096		Application Filed ..
Brazil							
HealthRider	HealthRider, Inc.	Brazil	M	3/29/96	819154130		Application Filed ..
aeROBICRider	HealthRider, Inc.	Brazil	M	3/29/96	819154121		Application Filed ..
SportRider	HealthRider, Inc.	Brazil	M	3/29/96	819154113		Application Filed ..
Canada							
HealthRider	HealthRider, Inc.	Canada	M	10/24/95	795,732		Application Filed ..
aeROBICRider	HealthRider, Inc.	Canada	M	10/24/95	795,734		Application Filed ..
SportRider	HealthRider, Inc.	Canada	M	10/24/95	795,733		Application Filed ..
China							
HealthRider and design	ExerHealth, Inc.	China	M	4/28/95	95051933		Application Filed ..
aeROBICRider and design	ExerHealth, Inc.	China	M	4/28/95	95051932		Application Filed ..
SportRider	HealthRider, Inc.	China	M	10/3/95	950129786		Rejected, currently appealing ..
France							
HealthRider	ExerHealth, Inc.	France	M	3/29/95	95/565158	95/565158	Obtained .. Good Till 3/28/05

MARK	OWNER	COUNTRY	AT	FILED	SERIAL NO/ REGISTRATION NO.	ISSUED	STATUS
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aeROBICRider	ExerHealth, Inc.	France	M	3/29/95	95/565159	95/565159	Obtained ** Good Till 3/28/05
SponRider	HealthRider, Inc.	France	M	10/27/95	95 588 478		Application Filed, Objection filed by Decathlon was overcome on 5/17/96. Registration certificate should issue.

Germany

HealthRider	ExerHealth, Inc.	Germany		7/20/93 filed by Jurgen Warnke	2059877	3/13/94	Obtained
aeROBICRider	ExerHealth, Inc.	Germany	M	3/6/95	395-10-0000		Submitted for Publication will Issue if no opposition on July 10, 1996 **
SponRider	HealthRider, Inc.	Germany	M	9/14/95	395-37-587.8		Application Filed awaiting publication **

Holland (See Benalux)

Hong Kong

HealthRider	HealthRider, Inc.	Hong Kong	M	11/8/95	14215/95		Application Filed awaiting publication **
aeROBICRider	HealthRider, Inc.	Hong Kong	M	11/8/95	14214/95		Application Filed awaiting publication **
SponRider	HealthRider, Inc.	Hong Kong	M	11/6/95	13983/95		Application Filed awaiting publication **

Israel

HealthRider	ExerHealth, Inc.	Israel		4/3/95	97898		Pending
aeROBICRider	ExerHealth, Inc.	Israel		4/3/95	97899		Pending
SponRider	HealthRider, Inc.	Israel					Being filed

Italy

HealthRider	ExerHealth, Inc.	Italy		4/7/95	TO95C 0011522		Pending
aeROBICRider	ExerHealth, Inc.	Italy		4/7/95	TO 95C 001151		Pending
SponRider	HealthRider, Inc.	Italy					Being filed

Japan

HealthRider	HealthRider, Inc.	Japan	SK	11/20/95	7-119654		Being Filed
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MARK	OWNER	COUNTRY	AT	FILED	SERIAL NO/ REGISTRATION NO.	ISSUED	STATUS
HealthRider Pro	HealthRider, Inc.	Japan	SK	Assignment Recorded 11/1/95	5-120384		Has been Assigned to HealthRider, Inc.
aeROBICRider	HealthRider, Inc.	Japan	SK	11/20/95	7-119655		Being Filed
aeROBICRider Pro	HealthRider, Inc.	Japan	SK	Assignment Recorded 11/1/95	5-120384		Has been Assigned to HealthRider, Inc. and is in publication as of 1/26/96
FitRider	HealthRider, Inc.	Japan	M	4/2/96			Application Filed
Korea							
HealthRider and stylized mark	ExerHealth, Inc.	Korea	M	4/29/95	95-16778		Application Filed ..
aeROBICRider and stylized mark	ExerHealth, Inc.	Korea	M	4/29/95	95-16779		Application Filed ..
SportRider	HealthRider, Inc.	Korea	M	10/19/95	95-39740		Application Filed ..
Luxembourg (BENELUX)							
HealthRider	HealthRider, Inc.	Luxembourg	M	9/22/95	856.094		Application Filed ..
aeROBICRider	HealthRider, Inc.	Luxembourg	M	9/22/95	856.095		Application Filed ..
SportRider	HealthRider, Inc.	Luxembourg	M	9/22/95	856.096		Application filed ..
Mexico							
HealthRider	HealthRider, Inc.	Mexico	M	3/5/96	256,157		Application filed ..
aeROBICRider	HealthRider, Inc.	Mexico	M	3/5/96	256,158		Application filed ..
SportRider	HealthRider, Inc.	Mexico	M	3/5/96	256,159		Application filed ..
Netherlands (BENELUX)							
HealthRider	HealthRider, Inc.	Netherlands	M	9/22/95	856.094		Application Filed ..
SportRider	HealthRider, Inc.	Netherlands	M	9/22/95	856.096		Application filed ..
aeROBICRider	HealthRider, Inc.	Netherlands	M	9/22/95	856.095		Application Filed ..
Spain							
HealthRider	ExerHealth, Inc.	Spain	M	3/21/95	1955144		Pending

MARK	OWNER	COUNTRY	AT	FILED	SERIAL NO/ REGISTRATION NO.	ISSUED	STATUS
aeROBICRider	Exerhealth, Inc.	Spain	M	3/21/95	1955145		Registered on 10/5/95
SportRider	HealthRider, Inc.	Spain	M	10/2/95	1988208		Registered on 4/3/96
Sweden							
HealthRider	ExerHealth, Inc.	Sweden		3/29/93	App.# 93 03002	1/21/94 Serial Number 254 607	Registered - Must be used within 5 years: good till 1/21/2004
HealthRider Logo	ExerHealth, Inc.	Sweden		3/29/93	App# 93 02997	1/21/94 Serial Number 254 605	Registered - Must be used within 5 years: good till 1/21/2004
aeROBICRider	HealthRider, Inc.	Sweden	M	9/21/95	95-10702		Application Filed **
SportRider	HealthRider, Inc.	Sweden	M	9/21/95	95-10703		Application Filed **
Taiwan							
HealthRider	HealthRider, Inc.	Taiwan	CL	8/15/95	(84)040307		Application Filed waiting Examiner Response **
HealthRide Pro	HealthRider, Inc.	Taiwan	CL	8/15/95	(84)040308		Application Filed waiting Examiner Response **
aeROBICRider	HealthRider, Inc.	Taiwan	CL	8/15/95	(84)040309		Application Filed waiting Examiner Response **
SportRider	HealthRider, Inc.	Taiwan	CL	8/15/95	(84)040310		Application Filed waiting Examiner Response **
Thailand							
HealthRider	HealthRider, Inc.	Thailand	M	9/26/95	294236		Registrar has objected and we have filed a Response **
aeROBICRider	HealthRider, Inc.	Thailand	M	9/26/95	294237		Registrar has objected and we have filed a Response **
SportRider	HealthRider, Inc.	Thailand	M	9/26/95	294238		Registrar has objected and we have filed a Response **
United Kingdom							
HealthRider	ExerHealth, Inc.	U.K.	M	3/6/95	2013197	2013197	Registered, Good until 3/6/05

MARK	OWNER	COUNTRY	AT	FILED	SERIAL NO/ REGISTRATION NO.	ISSUED	STATUS
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aeROBICRider	ExerHealth, Inc.	U.K.	M	3/6/95	2013203		Application Filed ..
SportRider	HealthRider, Inc.	U.K.					Being filed

## Schedule

PATENTS								As of July 3, 1996
PATENT	INVENTOR	COUNTRY	AT	FILED	SERIAL NO.	ISSUED	STATUS	
<i>Utility Patents</i>								
Bobroff	Marty Bobroff	U.S.A.		1/12/77	4,300,760	11/17/87	Assigned to ExerHealth, Inc. 3/2/92	
Ski Simulating Exercise Machine	Dennis D. Palmer	U.S.A.		10/21/94	08/327,365		Pending	
Weight Resistance Device	Michael Deblauw Robert Phipps Steven Johnson	U.S.A.	M	3/8/96	08/613,256		Pending	
Smart Seat		U.S.A.	M				In Preparation	
<i>Design</i>								
"Exercise Machine" 1995 HealthRider	Kerry Wilkinson Gary Smith	U.S.A.		4/11/95	29/037,394	3/5/96 Patent No. D367,689	Obtained	
"Exercise Device" Design - 1993 HealthRider	Gary H. Smith Kerry E. Wilkinson	U.S.A.		4/20/93	29/007,249	3/7/95 Patent No. Des. 356,128	Obtained - Good until March 7, 2009	
"Physical Exerciser"	Gary H. Smith Kerry E. Wilkinson	U.S.A.			07/896,475	2/8/94 Patent No. Des. 344,112	Cert. of Correction Issued Patent good until 2/8/2008	
Design - 1995 aeROBICRider "Exercise Machine"	Kerry Wilkinson Gary Smith	U.S.A.		signed 9/6/95	20/044,030		Pending Examiner Approval	
Design 1996 HealthRider	Michael Deblauw	U.S.A.	M	3/2/96	29/031,146		Pending Examiner Approval	

**SCHEDULE 3**

Copyright Application dated February 21, 1996 filed by HealthRider, Inc. to register copyright on the Assembly Instructions and Limited Warranty of the AerobicRider 2, which Copyright Application was acknowledged as received by the United States Copyright Office on February 22, 1996.

84850-1