

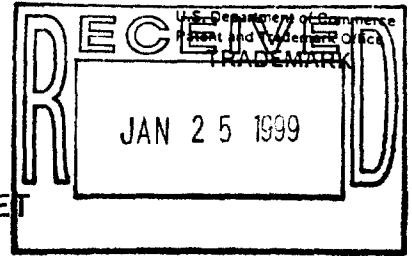
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1.25.99

01-27-1999



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RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY



TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)  
Document ID #
- Correction of PTO Error  
Reel #  Frame #
- Corrective Document  
Reel #  Frame #

Conveyance Type

- Assignment  License
  - Security Agreement  Nunc Pro Tunc Assignment
  - Merger
  - Change of Name
  - Other
- Effective Date  
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date  
Month Day Year

Formerly

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKATA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

- Individual  General Partnership  Limited Partnership
- Corporation  Association
- Other
- Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

01/27/1999 DNGUYEN 00000147 75481620

FOR OFFICE USE ONLY

01 FC:481  
02 FC:482

40.00 DP  
1725.00 DP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments TRADEMARK 20231

REEL: 1846 FRAME: 0369

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments.

#

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

**Trademark Application Number(s)**

**Registration Number(s)**

See Exhibit A Attached for additional listings

**Number of Properties**

Enter the total number of properties involved.

#

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

**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. Charges to deposit account are authorized, as indicated herein.

Elizabeth J. Burns

*Elizabeth J. Burns*

1/22/99

Name of Person Signing

Signature

Date Signed

**RECORDATION FORM COVER SHEET  
CONTINUATION  
TRADEMARKS ONLY**

FORM PTO-1618C  
Expires 06/30/99  
OMB 0651-0027

U.S. Department of Commerce  
Patent and Trademark Office  
**TRADEMARK**

**Conveying Party**

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name



Formerly

Individual     General Partnership     Limited Partnership     Corporation     Association

Other

Citizenship State of Incorporation/Organization

**Receiving Party**

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AK/A/T/A

Composed of

Address (line 1)

Address (line 2)

Address (line 3)




City

State/Country

Zip Code

Individual     General Partnership     Limited Partnership

Corporation     Association

Other

Citizenship/State of Incorporation/Organization

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**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

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## NORDICTRACK TRADEMARKS

United States - Registered Marks

<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
AB WORKS (licensesd from Ned Gvoich)	2,026,243	12/24/96
ACTIVE AMERICAN	1,866,943	12/13/94
CARDIOTRACK (stylized letters)	1,707,850	08/18/92
CTX	2,124,269	12/23/97
E (stylized letters)	2,186,896	09/01/98
EQUI-LIZER	2,026,243	12/31/96
EXERSCIENCE	1,757,363	03/09/93
EXERSCIENCE & Design	1,847,987	08/02/94
EXERSCIENCE & Design	1,797,333	10/05/93
EXERSCIENCE	1,847,167	07/26/94
FIGUREFLEX	1,879,269	02/14/95
FITNESS RIDER	1,900,002	06/13/95
FITNESS AS SPORT	1,769,389	05/04/93
FITNESSWORKS	2,157,759	05/12/98
HEALTHY EXPRESS	1,866,592	12/06/94
HOME HEALTH CLUB	1,849,654	08/09/94
LEG SHAPER PLUS & Design	2,101,709	09/30/97
LEGSHAPER PLUS	2,155,684	05/05/98
NO AGE MUSIC	1,886,943	04/04/95
NORDIC XC	1,898,417	06/06/95
NORDIC ADVANTAGE	1,687,354	05/12/92
NORDICFLEX	1,771,621	05/18/93
NORDICFLEX GOLD	1,762,126	03/30/93
NORDICGOLD	1,760,019	03/23/93
NORDICRIDER	2,072,495	06/17/97
NORDICSPORT	1,769,381	05/05/93
NORDICTRACK 900	1,890,618	04/18/95
NORDICTRACK	1,488,669	05/17/88
NORDICTRACK FITNESS AT HOME	1,921,203	09/19/95
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NORDICTRACK ADVENTURER	1,860,465	10/25/94
NORDICTRACK PRO JR.	1,890,616	04/18/95
NS/VIRTUAL PRINT	1,880,465	02/28/95
PERFORMANCE EDGE	1,833,418	04/26/94
POWERTREAD	2,157,638	05/12/98
POWERTREAD PLUS	2,157,639	05/12/98
PROPLUS	2,157,640	05/12/98
RELEVANT	1,886,592	03/28/95
SKYFLYER	2,159,736	05/19/98
SPECTATOR & Design	1,956,918	02/13/96

40

**United States - Registered Marks**

<b><u>Mark</u></b>	<b><u>Reg. No.</u></b>	<b><u>Reg. Date</u></b>
SPORT SIMULATOR	1,752,071	02/09/93
THE NORDICTRACK WOMAN & Design	1,992,454	08/13/96
THE WORLD'S BEST AEROBIC EXERCISER	1,700,003	07/07/92
TOTAL BODY TREADMILL	1,909,568	08/01/95
TWIST 'N SKI	1,836,273	05/10/94
ULTRALIFT	2,168,403	06/23/98
WALKFIT	1,854,270	09/13/94
YANKEE	1,885,075	03/21/95

**United States - Pending Marks**

<b><u>Mark</u></b>	<b><u>Serial No.</u></b>	<b><u>Date Filed</u></b>
CUSTOM STRIDE	75/481,620	05/08/98
CUSTOM STRIDE	75/522,418	07/13/98
E MOTION & Design	75/346,236	08/25/97
E MOTION	75/346,235	08/25/97
E-WALK	75/273,246	04/11/97
ELLIPSE (stylized letters)	75/314,470	06/25/97
ELLIPSE	75/243,469	02/18/97
ELLIPTACYLE	75/453,397	03/19/98
ELLIPTICAL WALKER	75/273,245	04/11/97
FITCYCLE	75/514,723	06/26/98
FOLD-A-WAY	75/522,414	07/13/98
ISOLIFT	75/252,677	03/06/97
LEGSHAPER	75/424,155	01/27/98
NORDICTRACK TRIMPAK	75/154,602	08/22/96
NORDICTRACK FITNESS STORES & Design	75/487,568	05/19/98
NORDICTRACK (stylized)	75/487,566	05/19/98
NORDICTRACK STRENGTH STATION	75/464,198	04/03/98
NORDICTRACK FITPACK	75/468,486	04/15/98
NORDICTRACK TRIMFIT	75/266,271	03/31/97
ORBIT	75/273,244	04/11/97
STRENGTH STATION	75/464,197	04/03/98
VERSALIFT	75/252,654	03/06/97

22

**United States Abandoned Marks**

<b><u>Mark</u></b>	<b><u>Number</u></b>	<b><u>Date</u></b>
ACHIEVER	1,677,756	03/03/92
ACHIEVERPLUS	75/179,863	10/09/96
AEROBIC RIDER	74/427,043	08/19/93
BALANCED FITNESS	74/326,840	10/30/92
BLACK MAX	74/232,731	12/23/91
BODY SHAPER	74/368,186	03/15/93
BODY TINGLERS	74/235,245	01/06/92
BODYLIFTER	75/234,130	01/31/97
CHAIR-GYM	74/283,267	06/09/92
CLASSIC PRO	75/231,214	01/24/97
CLUB 900	1,648,926	06/25/91
CTX (stylized letters)	75/154,640	08/22/96
CTX 3000	75/064,715	02/28/96
CTX 4000	75/062,707	02/26/96
CTX & Design	75/108,617	05/23/96
CTX 4000 & Design	75/108,615	05/23/96
DON'T JUST WALK, POWERWALK	74/282,699	06/04/92
E-TRACK	75/276,189	04/17/97
E=MC2 (stylized letters)	74/369,632	03/19/93
EASY-ON	74/314,615	09/17/92
ELITE	1,713,875	09/08/92
ELLIPT-AIRE	75/273,243	04/11/97
ELLIPTA	75/273,248	04/11/97
ELLIPTA GLIDE	75/273,250	04/11/97
ELLIPTIC STRIDER	75/273,251	04/11/97
ELLIPTOR	75/273,247	04/11/97
ELLIPTRA	75/273,249	04/11/97
ELLIPTRACK	75/276,188	04/17/97
EXER-POLES	74/282,700	06/04/92
FIT FACTS	74/363,546	02/24/93
FITBRA	75/216,349	12/20/96
FITNESS PRO	74/409,302	06/30/93
FITNESS FOR FUN	74/456,609	11/10/93
FITNESS FOR FUN	74/456,606	11/10/93
FITNESSRIDER	74/702,884	07/18/95
FITWATCH PLUS	75/220,251	12/31/96
FITWATCH	75/219,883	12/31/96
FORERUNNER	74/469,539	12/14/93
FREE FORM	74/368,185	03/15/93
FUN RUN	74/327,604	11/02/92
GET ON TRACK	74/434,454	09/09/93
GLIDEFIT	75/234,131	01/31/97
GOOD LIFE	74/314,519	09/17/92

43

<u>Mark</u>	<u>Number</u>	<u>Date</u>
GRAPHITE EDGE	1,740,003	12/15/92
HEALTH EXPRESS	74/334,001	11/20/92
HEALTHY TABLE	74/325,360	10/26/92
HEALTHY EXPRESS	74/540,215	06/20/94
HEALTHY HOME	74/304,206	08/14/92
HEALTHY TABLE	74/325,259	10/26/92
HEALTHY START	74/286,853	06/22/92
HEALTHY KITCHEN	74/286,,52	06/22/92
HEALTHY COOKING	74/325,258	10/26/92
HEALTHY KIDS	74/342,895	12/23/92
HEALTHY COOKING	74/325,257	10/26/92
HEALTHY BEAN	74/469,541	12/14/93
HEALTHY KIDS	74/342/892	12/23/92
HIP SCULPTOR	75/292,671	05/15/97
HIP SHAPER	74/292,670	05/15/97
KIDFIT	74/342,893	12/23/92
KIDFIT	74/342,894	12/23/92
KINETIC ENERGY TRANSFER SYSTEM	74/469,535	12/14/93
LONGEVITY	74/368,188	03/15/93
LOWRIDER	74/412,818	07/15/93
MACHO MACHINE	74/317,074	09/25/92
MC2 (stylized letters)	74/438,552	09/21/93
MEDALISTPLUS	75/179,861	10/09/96
NORDIC FITNESS CHAIR	1,687,960	05/19/92
NORDIC LUBE-ALL	74/319,427	10/02/92
NORDIC CAFE	74/469,536	12/14/93
NORDIC SPA	1,928,855	10/24/95
NORDICARE STRIDER	74/152,425	03/29/91
NORDICARE ENABLER	74/153,430	04/02/91
NORDICARE & Design	74/152,424	03/29/91
NORDICARE RESISTOR	74/152,901	04/01/91
NORDICCARD	74/446,291	10/12/93
NORDICEDGE	75/276,190	04/17/97
NORDICFLEX GOLD PRO	74/469,534	12/14/93
NORDICFLEX GOLD WORLD CLASS	74/469,544	12/14/93
NORDICFLEX GOLD MEDALIST	74/469,540	12/14/93
NORDICLIFE	74/375,022	04/01/93
NORDICPOWER	1,705,164	08/04/92
NORDICPOWER PRO	1,705,169	08/04/92
NORDICQUEST	74/576,879	09/22/94
NORDICRIDER & Design	75/154,241	08/22/96
NORDICRIDER PLUS	75/179,860	10/09/96
NORDICROW TBX	1,669,011	12/17/91
NORDICSPORT WORLD CLASS MULTITRAINER	74/325,369	10/26/92
NORDICSPORT PERFORMANCE POLES	74/327,287	11/02/92
NORDICTAP	75/154,694	08/22/96
NORDICTRACK FITPAK	75/111,563	05/29/96

47

<u>Mark</u>	<u>Number</u>	<u>Date</u>
NORDICTRACK 303 BASIC	1,689,146	05/26/92
NORDICTRACK 505	1,679,511	03/17/92
NORDICTRACK'S LIFE SKI	74/469,542	12/14/93
NORDICTRACK'S BALANCED FITNESS	74/434,453	09/09/93
ON TRACK FOR LIFE	74/283,266	06/09/92
POP DOWN & Design	1,677,758	03/03/92
PORTA PACER	74/235,246	01/06/92
POWER POLES	74/282,697	06/04/92
POWER STICKS	74/282,698	06/04/92
POWER BENCH	74/381,542	04/20/93
POWER-AEROBICS	74/522,472	05/02/94
POWER-RESPONSE RIM BAND BRAKE	74/369,634	03/19/93
PRO PERFORMER	74/314,518	09/17/92
PULSETRACK & Design	1,682,757	04/14/92
REFLEX-ACTION RADIAL GEAR	74/369,635	03/19/93
SPINTRACK	75/292,667	05/15/97
SPORTVISION	74/339,194	12/11/92
STEP 'N SKI	74/368,189	03/15/93
STEP-THRU	74/331,490	11/16/92
STRENGTH-ROBICS	74/214,214	06/20/94
STRENGTHAEROBICS	74/522,473	05/02/94
STRENGTHAEROBICS	74/576,505	09/21/94
THE ISOKINETIC ADVANTAGE	74/469,543	12/14/93
THE GRAPHITE ADVANTAGE	74/235,247	01/06/92
THE BEST AEROBIC EXERCISER IN THE WORLD	75/154,242	08/22/96
THE ULTIMATE ABDOMINAL CONDITIONER	75/111,564	05/29/96
THIGH TRIMMER	75/292,668	05/15/97
THIGH SCULPTOR	75/292,669	05/15/97
TOTAL BODY ROWING SYSTEM	74/438,553	09/21/93
TRACK RANGER	74/456,607	11/10/93
TRACK RANGER	74/584,812	10/12/94
TWO BIKES IN ONE	74/339,196	12/11/92
WHISPER QUIET	75/276,191	04/17/97
WORLD'S BEST ROWER	74/235,248	01/06/92
YOU MAKE ME FEEL SO YOUNG	74/192,796	08/08/91

35

**State Trademarks**

<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
STRENGTHAEROBICS (State of Minnesota)	25,094	06/20/96



**SECOND SUPPLEMENTAL TRADEMARK SECURITY AGREEMENT**

SECOND SUPPLEMENTAL TRADEMARK SECURITY AGREEMENT, dated as of December 23, 1998, by ICON HEALTH & FITNESS, INC., a Delaware corporation ("Grantor"), in favor of GENERAL ELECTRIC CAPITAL CORPORATION, a New York corporation, in its capacity as Agent for Lenders (identified in the Credit Agreement referenced below).

**WITNESSETH:**

WHEREAS, pursuant to that certain Amended and Restated Credit Agreement dated as November 14, 1994 by and among Grantor, the Persons named therein as Credit Parties, Agent and the Persons signatory thereto from time to time as Lenders (including all annexes, exhibits or schedules thereto, as from time to time amended, restated, supplemented or otherwise modified, the "Credit Agreement"), Lenders have agreed to make Loans and to incur Letter of Credit Obligations for the benefit of Grantor and the other Borrowers party thereto;

WHEREAS, in accordance with the Credit Agreement, Grantor executed and delivered to Agent, for itself and the ratable benefit of Lenders, that certain Amended and Restated Security Agreement dated as of November 14, 1994 (including all annexes, exhibits or schedules thereto, as from time to time amended, restated, supplemented or otherwise modified, the "Security Agreement");

WHEREAS, pursuant to the Security Agreement, Grantor is required to execute and deliver to Agent, for itself and the ratable benefit of Lenders, this Trademark Security Agreement;

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grantor hereby agrees as follows:

1. DEFINED TERMS. All capitalized terms used but not otherwise defined herein have the meanings given to them in the Credit Agreement.

2. GRANT OF SECURITY INTEREST IN TRADEMARK COLLATERAL. Grantor hereby grants to Agent, on behalf of itself and Lenders, a continuing first priority security interest in all of Grantor's right, title and interest in, to and under the following, whether presently existing or hereafter created or acquired (collectively, the "Trademark Collateral"):

- (a) all of its Trademarks and Trademark Licenses to which it is a party including those referred to on Schedule I hereto;
- (b) all reissues, continuations or extensions of the foregoing;

(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: CEO

ACCEPTED AND ACKNOWLEDGED BY:

GENERAL ELECTRIC CAPITAL CORPORATION, AS AGENT FOR LENDERS

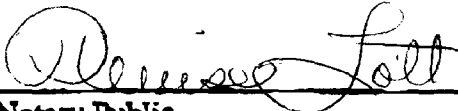
By: *Angail Wolf*  
Name: \_\_\_\_\_  
Title: Duly Authorized Signatory

[Trademark Security Agr]

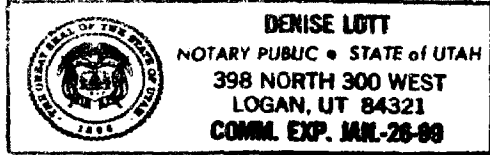
**ACKNOWLEDGMENT OF GRANTOR**

STATE OF UTAH            )  
                                  )     ss.  
COUNTY OF CACHE        )

On this 23 day of December, 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.

  
\_\_\_\_\_  
Notary Public

{seal}



[Trademark Security Agr]

## NORDICTRACK TRADEMARKS

United States - Registered Marks

<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
AB WORKS (licensesd from Ned Gvoich)	2,026,243	12/24/96
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HOME HEALTH CLUB	1,849,654	08/09/94
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PERFORMANCE EDGE	1,833,418	04/26/94
POWERTREAD	2,157,638	05/12/98
POWERTREAD PLUS	2,157,639	05/12/98
PROPLUS	2,157,640	05/12/98
RELEVANT	1,886,592	03/28/95
SKYFLYER	2,159,736	05/19/98
SPECTATOR & Design	1,956,918	02/13/96

40

**United States - Registered Marks**

<b><u>Mark</u></b>	<b><u>Reg. No.</u></b>	<b><u>Reg. Date</u></b>
SPORT SIMULATOR	1,752,071	02/09/93
THE NORDICTRACK WOMAN & Design	1,992,454	08/13/96
THE WORLD'S BEST AEROBIC EXERCISER	1,700,003	07/07/92
TOTAL BODY TREADMILL	1,909,568	08/01/95
TWIST 'N SKI	1,836,273	05/10/94
ULTRALIFT	2,168,403	06/23/98
WALKFIT	1,854,270	09/13/94
YANKEE	1,885,075	03/21/95

8

**United States - Pending Marks**

<b><u>Mark</u></b>	<b><u>Serial No.</u></b>	<b><u>Date Filed</u></b>
CUSTOM STRIDE	75/481,620	05/08/98
CUSTOM STRIDE	75/522,418	07/13/98
E MOTION & Design	75/346,236	08/25/97
E MOTION	75/346,235	08/25/97
E-WALK	75/273,246	04/11/97
ELLIPSE (stylized letters)	75/314,470	06/25/97
ELLIPSE	75/243,469	02/18/97
ELLIPTACYCLE	75/453,397	03/19/98
ELLIPTICAL WALKER	75/273,245	04/11/97
FITCYCLE	75/514,723	06/26/98
FOLD-A-WAY	75/522,414	07/13/98
ISOLIFT	75/252,677	03/06/97
LEGSHAPER	75/424,155	01/27/98
NORDICTRACK TRIMPAK	75/154,602	08/22/96
NORDICTRACK FITNESS STORES & Design	75/487,568	05/19/98
NORDICTRACK (stylized)	75/487,566	05/19/98
NORDICTRACK STRENGTH STATION	75/464,198	04/03/98
NORDICTRACK FITPACK	75/468,486	04/15/98
NORDICTRACK TRIMFIT	75/266,271	03/31/97
ORBIT	75/273,244	04/11/97
STRENGTH STATION	75/464,197	04/03/98
VERSALIFT	75/252,654	03/06/97

22

**United States Abandoned Marks**

<b><u>Mark</u></b>	<b><u>Number</u></b>	<b><u>Date</u></b>
ACHIEVER	1,677,756	03/03/92
ACHIEVERPLUS	75/179,863	10/09/96
AEROBIC RIDER	74/427,043	08/19/93
BALANCED FITNESS	74/326,840	10/30/92
BLACK MAX	74/232,731	12/23/91
BODY SHAPER	74/368,186	03/15/93
BODY TINGLERS	74/235,245	01/06/92
BODYLIFTER	75/234,130	01/31/97
CHAIR-GYM	74/283,267	06/09/92
CLASSIC PRO	75/231,214	01/24/97
CLUB 900	1,648,926	06/25/91
CTX (stylized letters)	75/154,640	08/22/96
CTX 3000	75/064,715	02/28/96
CTX 4000	75/062,707	02/26/96
CTX & Design	75/108,617	05/23/96
CTX 4000 & Design	75/108,615	05/23/96
DON'T JUST WALK, POWERWALK	74/282,699	06/04/92
E-TRACK	75/276,189	04/17/97
E=MC2 (stylized letters)	74/369,632	03/19/93
EASY-ON	74/314,615	09/17/92
ELITE	1,713,875	09/08/92
ELLIPT-AIRE	75/273,243	04/11/97
ELLIPTA	75/273,248	04/11/97
ELLIPTA GLIDE	75/273,250	04/11/97
ELLIPTIC STRIDER	75/273,251	04/11/97
ELLIPTOR	75/273,247	04/11/97
ELLIPTRA	75/273,249	04/11/97
ELLIPTRACK	75/276,188	04/17/97
EXER-POLES	74/282,700	06/04/92
FIT FACTS	74/363,546	02/24/93
FITBRA	75/216,349	12/20/96
FITNESS PRO	74/409,302	06/30/93
FITNESS FOR FUN	74/456,609	11/10/93
FITNESS FOR FUN	74/456,606	11/10/93
FITNESSRIDER	74/702,884	07/18/95
FITWATCH PLUS	75/220,251	12/31/96
FITWATCH	75/219,883	12/31/96
FORERUNNER	74/469,539	12/14/93
FREE FORM	74/368,185	03/15/93
FUN RUN	74/327,604	11/02/92
GET ON TRACK	74/434,454	09/09/93
GLIDEFIT	75/234,131	01/31/97
GOOD LIFE	74/314,519	09/17/92

43

<b>Mark</b>	<b>Number</b>	<b>Date</b>
GRAPHITE EDGE	1,740,003	12/15/92
HEALTH EXPRESS	74/334,001	11/20/92
HEALTHY TABLE	74/325,360	10/26/92
HEALTHY EXPRESS	74/540,215	06/20/94
HEALTHY HOME	74/304,206	08/14/92
HEALTHY TABLE	74/325,259	10/26/92
HEALTHY START	74/286,853	06/22/92
HEALTHY KITCHEN	74/286,,52	06/22/92
HEALTHY COOKING	74/325,258	10/26/92
HEALTHY KIDS	74/342,895	12/23/92
HEALTHY COOKING	74/325,257	10/26/92
HEALTHY BEAN	74/469,541	12/14/93
HEALTHY KIDS	74/342/892	12/23/92
HIP SCULPTOR	75/292,671	05/15/97
HIP SHAPER	74/292,670	05/15/97
KIDFIT	74/342,893	12/23/92
KIDFIT	74/342,894	12/23/92
KINETIC ENERGY TRANSFER SYSTEM	74/469,535	12/14/93
LONGEVITY	74/368,188	03/15/93
LOWRIDER	74/412,818	07/15/93
MACHO MACHINE	74/317,074	09/25/92
MC2 (stylized letters)	74/438,552	09/21/93
MEDALISTPLUS	75/179,861	10/09/96
NORDIC FITNESS CHAIR	1,687,960	05/19/92
NORDIC LUBE-ALL	74/319,427	10/02/92
NORDIC CAFE	74/469,536	12/14/93
NORDIC SPA	1,928,855	10/24/95
NORDICARE STRIDER	74/152,425	03/29/91
NORDICARE ENABLER	74/153,430	04/02/91
NORDICARE & Design	74/152,424	03/29/91
NORDICARE RESISTOR	74/152,901	04/01/91
NORDICCARD	74/446,291	10/12/93
NORDICEDGE	75/276,190	04/17/97
NORDICFLEX GOLD PRO	74/469,534	12/14/93
NORDICFLEX GOLD WORLD CLASS	74/469,544	12/14/93
NORDICFLEX GOLD MEDALIST	74/469,540	12/14/93
NORDICLIFE	74/375,022	04/01/93
NORDICPOWER	1,705,164	08/04/92
NORDICPOWER PRO	1,705,169	08/04/92
NORDICQUEST	74/576,879	09/22/94
NORDICRIDER & Design	75/154,241	08/22/96
NORDICRIDER PLUS	75/179,860	10/09/96
NORDICROW TBX	1,669,011	12/17/91
NORDICSPORT WORLD CLASS MULTITRAINER	74/325,369	10/26/92
NORDICSPORT PERFORMANCE POLES	74/327,287	11/02/92
NORDICTAP	75/154,694	08/22/96
NORDICTRACK FITPAK	75/111,563	05/29/96

47



<u>Mark</u>	<u>Number</u>	<u>Date</u>
NORDICTRACK 303 BASIC	1,689,146	05/26/92
NORDICTRACK 505	1,679,511	03/17/92
NORDICTRACK'S LIFE SKI	74/469,542	12/14/93
NORDICTRACK'S BALANCED FITNESS	74/434,453	09/09/93
ON TRACK FOR LIFE	74/283,266	06/09/92
POP DOWN & Design	1,677,758	03/03/92
PORTA PACER	74/235,246	01/06/92
POWER POLES	74/282,697	06/04/92
POWER STICKS	74/282,698	06/04/92
POWER BENCH	74/381,542	04/20/93
POWER-AEROBICS	74/522,472	05/02/94
POWER-RESPONSE RIM BAND BRAKE	74/369,634	03/19/93
PRO PERFORMER	74/314,518	09/17/92
PULSETRACK & Design	1,682,757	04/14/92
REFLEX-ACTION RADIAL GEAR	74/369,635	03/19/93
SPINTRACK	75/292,667	05/15/97
SPORTVISION	74/339,194	12/11/92
STEP 'N SKI	74/368,189	03/15/93
STEP-THRU	74/331,490	11/16/92
STRENGTH-ROBICS	74/214,214	06/20/94
STRENGTHAEROBICS	74/522,473	05/02/94
STRENGTHAEROBICS	74/576,505	09/21/94
THE ISOKINETIC ADVANTAGE	74/469,543	12/14/93
THE GRAPHITE ADVANTAGE	74/235,247	01/06/92
THE BEST AEROBIC EXERCISER IN THE WORLD	75/154,242	08/22/96
THE ULTIMATE ABDOMINAL CONDITIONER	75/111,564	05/29/96
THIGH TRIMMER	75/292,668	05/15/97
THIGH SCULPTOR	75/292,669	05/15/97
TOTAL BODY ROWING SYSTEM	74/438,553	09/21/93
TRACK RANGER	74/456,607	11/10/93
TRACK RANGER	74/584,812	10/12/94
TWO BIKES IN ONE	74/339,196	12/11/92
WHISPER QUIET	75/276,191	04/17/97
WORLD'S BEST ROWER	74/235,248	01/06/92
YOU MAKE ME FEEL SO YOUNG	74/192,796	08/08/91

35

State Trademarks

<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
STRENGTHAEROBICS (State of Minnesota)	25,094	06/20/96

**REGISTERED FOREIGN TRADEMARKS**

<b><u>Mark</u></b>	<b><u>Country</u></b>	<b><u>Reg. No.</u></b>	<b><u>Reg. Date</u></b>
AB WORKS	Canada	501,401	09/28/98
CLUB 900	Canada	404,828	11/13/92
EXERROW	UK	1,503,054	01/14/94
EXERROW TBX	Germany	2,004,708	10/07/91
EXERROW	France	92 430080	08/07/92
EXERROW	Norway	149,117	09/02/93
EXERROW	Sweden	248,681	
EXERROW	Denmark	9238 1992	10/02/92
EXERSCIENCE	Benelux	511,855	
EXERSCIENCE	Switzerland	396,356	12/06/91
EXERSCIENCE	Austria	142,421	06/11/92
EXERSCIENCE	Germany	2,044,614	09/10/93
EXERSCIENCE	France	1,709,621	12/04/91
EXERSCIENCE	Spain	1,675,304	02/28/95
EXERSCIENCE	China	628,421	01/30/93
EXERSCIENCE	Norway	152,354	
EXERSCIENCE	Japan	2,608,079	12/24/93
EXERSCIENCE	Finland	126,929	07/05/93
EXERSCIENCE	Denmark	8802 1992	
EXERSCIENCE	Sweden	240,154	09/18/92
EXERSCIENCE	Korea	260,582	04/19/93
EXERSCIENCE	Thailand	KHOR 8972	
EXERSCIENCE	Italy	628,479	06/27/94
EXERSCIENCE	Taiwan	571,310	09/16/92
EXERSCIENCE	Korea	20,836	07/39/93
EXERSCIENCE	Korea	266,746	06/22/93
EXERSCIENCE	UK	1,482,545	11/14/91
EXERSCIENCE	Canada	442,668	05/12/95
EXERSCIENCE	Hong Kong	00133/1994	01/11/94
EXERSCIENCE	Hong Kong	00134/1994	01/11/94
EXERSCIENCE	Hong Kong	00135/1994	01/11/94
EXERSCIENCE	Hong Kong	00136/1994	01/11/94
EXERSCIENCE	Hong Kong	00137/1994	01/11/94
EXERSCIENCE	Greece	107,383	
EXERSKIER	Benelux	381,481	04/07/82
EXERSKIER	Germany	1,041,044	11/24/82
EXERSKIER	Finland	126,022	04/05/93
EXERSKIER	Iceland	81,1993	01/21/93
EXERSKIER	Denmark	559 1993	01/22/93
EXERSKIER	France	1,200,888	04/06/82
EXERSKIER	UK	1,482,330	11/11/92
EXERSKIER	Norway	158,315	08/05/93
EXERSKIER	Sweden	242,979	11/27/92
FITNESS AS SPORT	Canada	421,006	12/17/93
NORDIC ADVANTAGE	Canada	437,500	12/30/94

**REGISTERED FOREIGN TRADEMARKS**

<u>Mark</u>	<u>Country</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
NORDIC FITNESS CHAIR	France	92 430079	08/07/92
NORDIC FITNESS CHAIR	Germany	2,064,916	05/17/94
NORDICFLEX GOLD	Sweden	244,551	12/18/92
NORDICFLEX GOLD	France	92 430078	08/07/92
NORDICFLEX GOLD	Canada	440,764	03/24/95
NORDICFLEX GOLD	Germany	2,036,669	05/19/93
NORDICFLEX	Norway	161,400	02/10/94
NORDICFLEX GOLD	UK	1,503,141	02/04/94
NORDICFLEX GOLD	Denmark	10078 1992	10/30/92
NORDICSPORT	Australia	595,609	02/09/93
NORDICSPORT	France	92 430081	08/07/92
NORDICSPORT	Benelux	544793	10/29/93
NORDICSPORT	Canada	412,372	05/14/93
NORDICTRACK	Canada	472,572	03/18/97
NORDICTRACK	Mexico	528,287	08/14/96
NORDICTRACK	Mexico	509,202	10/31/95
NORDICTRACK	Korea	336,857	04/09/96
NORDICTRACK	Korea	340,829	06/11/96
NORDICTRACK	Korea	33,542	11/15/96
NORDICTRACK	Mexico	509,201	10/31/95
NORDICTRACK	Mexico	504,377	09/19/95
NORDICTRACK	Israel	110,827	04/03/97
NORDICKTRACK Logo	Australia	828,548	04/06/94
THE WORLD'S BEST AEROBIC EXERCISER	Benelux	548,723	04/25/94
THE WORLD'S BEST AEROBIC EXERCISER	Canada	423,651	02/25/94
WALKFIT	Hong Kong	B651/1997	10/16/97
WALKFIT	Taiwan	749,913	02/16/97

**PENDING FOREIGN TRADEMARKS**

<b><u>Mark</u></b>	<b><u>Country</u></b>	<b><u>Serial No.</u></b>	<b><u>Filed</u></b>
AB WORKS	EC	456,889	02/12/97
ELLIPSE	Canada	842,143	04/14/97
EXERSCIENCE	Singapore	2041/92	
EXERSCIENCE	Singapore	2042/92	
EXERSCIENCE	Italy	92 91	01/09/92
NORDIC TRACK & Design	Benelux	918,843	07/01/98
NORDIC FITNESS CHAIR	Japan	3-13755	12/27/91
NORDICFLEX GOLD	Japan	03-137,556	12/27/91
NORDICRIDER	Canada	802,120	01/18/96
NORDICSPORT (Logo)	Australia	626,548	040/6/94
NORDICSPORT	Japan	4-5839	01/23/92
NORDICTRACK	Singapore	10163/95	10/24/95
NORDICTRACK	Saudi Arabia	39,812	07/15/97
NORDICTRACK	UAE	22,302	06/23/98
NORDICTRACK	Australia	729,645	03/11/97
NORDICTRACK	Colombia	88010291	02/25/98
NORDICTRACK	Chile	370,295	02/28/97
NORDICTRACK	Chile	367,802	
NORDICTRACK	Chile	373,801	
NORDICTRACK	Egypt	108,241	07/08/97
NORDICTRACK	Taiwan		
NORDICTRACK	Philippines	107,234	04/03/96
NORDICTRACK	Hong Kong	13155/1995	
NORDICTRACK	Israel	110,827	03/04/97
PROPLUS	Canada	841,731	04/09/97
THE WORLD'S BEST WALKING WORKOUT	Canada	825,610	10/10/96
WALKFIT	Philippines	107,233	04/03/96
WALKFIT	Singapore	10164/95	10/24/95

**Abandoned Foreign Trademarks**

<b><u>Mark</u></b>	<b><u>Country</u></b>	<b><u>Number</u></b>	<b><u>Date</u></b>
ACHIEVERPLUS	Canada	0841,728	04/09/97
CLASSIC PRO	Canada	0842,124	04/14/97
FITNESS AT HOME	Canada	0559,865	04/01/86
FITNESS WORKS	Canada	0842,122	04/14/97
ISOLIFT	Canada	0842,121	04/14/97
LEGSHAPER PLUS	Canada	0841,729	04/09/97
MEDALISTPLUS	Canada	0841,730	04/09/97
Miscellaneous Design	UK	1,568,979	04/18/94
NORDIC GOLD	Canada	0670,263	11/09/90
NORDIC FITNESS CHAIR	Canada	0670,266	11/09/90
NORDIC FITNESS CHAIR	UK	1,503,059	06/12/92
NORDICFIT ROOM	Canada	0830,410	12/02/96
NORDICPLUS	Canada	0693,620	11/14/91
NORDICROW TBX	Canada	0670,265	11/09/90
NORDICSPORT	UK	1,503,068	06/12/92
NORDICSPORT	UK	1,503,068	06/12/92
NORDICTRACK FITNESS AT HOME	Canada	0785,854	06/22/95
SKYFLYER	Canada	0842,120	04/14/97
SPORT SIMULATOR	Canada	0694,446	11/27/91
THE ULTIMATE ABDOMINAL CONDITIONER	Canada	0842,118	04/14/97
THE BEST AEROBIC EXERCISER IN THE WORLD	Canada	0842,119	04/14/97
WALKFIT	Canada	0790,119	08/14/95
WORLD CLASS WORKOUT	Canada	0698,436	02/06/92

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