

FORM PTO-1594 (Rev. 6-93)

OMB No. 0651-0011 (exp. 4-94)

RECORDED

05-17-1999

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U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

Tab settings = = =

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original documents or copy thereof

To the Honorable Commissioner of Patents :

1. Name of conveying party(ies):

Alchem Capital Corporation

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

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

3. Nature of conveyance:

- Assignment NUNC PRO TUNC
- Security Agreement
- Other effective January 3, 1999
- Merger
- Change of Name

Execution Date: April 14, 1999

2. Name and address of receiving party(ies)

Name: Nautique, Inc.

Internal Address:

Street Address: 709 Powerhouse Road

City: Independence State: VA ZIP: 24348

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

SEE ATTACHED SCHEDULE "A"

Additional numbers attached? Yes No

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

Name: John L. Sullivan, Jr., Esq.
ALSTON & BIRD LLP
Internal Address: P.O. Drawer 34009

Street Address: 1211 E. Morehead Street

City: Charlotte State: NC ZIP: 28234

6. Total number of applications and registrations involved:

17

7. Total fee (37 CFR 3.41).....\$ 440.00

Enclosed

Authorized to be charged to deposit account

If additional fees are needed please use

8. Deposit account number:

16-0605

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

05/17/1999 DNGUYEN 00000042 991897

DO NOT USE THIS SPACE

01 FC-481
02 FC-482

40.00 DP
400.00 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.

John L. Sullivan, Jr.
Name of Person Signing

John L. Sullivan, Jr.
Signature

April 29, 1999
Date

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

8

SCHEDULE "A"

Mark	Reg. No.	Registered
NAUTILUS	991,897	Aug. 27, 1974
NAUTILUS	1,061,003	March 8, 1977
NAUTILUS	1,172,257	Oct. 6, 1981
NAUTILUS	1,084,853	Feb. 7, 1978
NAUTILUS	1,086,063	Feb. 21, 1978
NAUTILUS	1,421,670	Dec. 23, 1986
NAUTILUS	1,391,673	April 29, 1986
NAUTILUS	1,760,759	March 23, 1993
NAUTILUS SKATE MACHINE	1,984,630	July 2, 1996
NEGATIVE CAM	1,294,637	Sept. 11, 1984
PERSONAL CIRCUIT	2,070,232	June 10, 1997
Shell Design	1,298,629	Oct. 2, 1984
Shell Design	1,299,249	Oct. 9, 1984
Shell Design	1,389,176	April 8, 1986
Shell Design	1,604,837	July 3, 1990
SPORTSMATE & T Design	1,117,353	May 1, 1979
THE NEXT GENERATION	1,829,898	April 5, 1994

**TRADEMARK/SERVICE MARK REGISTRATIONS
DEED OF ASSIGNMENT
NUNC PRO TUNC**

WHEREAS, ALCHEM CAPITAL CORPORATION, a Delaware corporation, having a principal place of business at 233 N. Main Street, Greenville, South Carolina 29601 (hereinafter referred to as "ASSIGNOR"), was formerly the exclusive and record owner of the entire right, title and interest in and to the following Trademarks and Service Marks and the corresponding United States Trademark and Service Mark Registrations listed in Schedule "A";

WHEREAS, NAUTILUS INTERNATIONAL, INC., a Virginia corporation, having a principal place of business at 709 Powerhouse Road, Independence, Virginia 24348 (hereinafter referred to as "ASSIGNEE"), has acquired and purchased from ASSIGNOR the Trademarks and Service Marks listed in Schedule "A" and associated goodwill, from ASSIGNOR effective January 3, 1999 and is desirous of confirming that it has done so;

WHEREAS, ASSIGNOR and ASSIGNEE desire to confirm and perfect the sale and assignment of said Trademarks and Service Marks and corresponding U.S. Trademark and Service Mark Registrations therefor effective January 3, 1999:

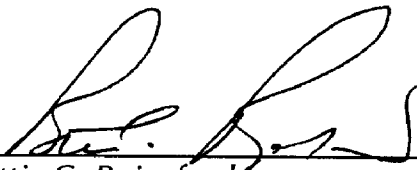
NOW THEREFORE, FOR GOOD AND VALUABLE CONSIDERATION, the receipt and sufficiency of which is hereby acknowledged, ASSIGNOR hereby acknowledges and confirms that effective January 3, 1999, ASSIGNOR sold, transferred, and assigned to said ASSIGNEE the entire right, title and interest in and to the trademarks and service marks and

the corresponding United States Trademark and Service Mark Registrations in Schedule "A", together with the goodwill of the business appurtenant to and symbolized by said Trademarks and Service Marks, and all rights of action against third parties for past infringement thereof, the same to be held and enjoyed by said ASSIGNEE as fully and entirely as the same would have been held by ASSIGNOR had this transfer, assignment and sale not been made.

ASSIGNOR hereby warrants and covenants that it has the full power and authority to convey the rights, title and interests sold, transferred, and assigned to ASSIGNEE, that it has not executed and will not execute any agreement in conflict herewith, and that it will execute any and all other instruments which may be necessary to perfect and evidence ASSIGNEE's ownership of the property and rights herein conveyed.

IN WITNESS WHEREOF, ASSIGNOR, intending to be legally bound, has caused this Nunc Pro Tunc Assignment to be executed by its duly authorized officer as of the 14th day of April, 1999.

ALCHEM CAPITAL CORPORATION



Bettis C. Rainsford
Executive Vice-President, Treasurer
and Chief Financial Officer

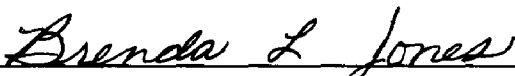
CLT01/4362838v1

STATE OF SOUTH CAROLINA)
COUNTY OF EDGEFIELD)

This 14TH day of April, 1999, personally came before me, Brenda L. Jones, a Notary Public for said County and State, Bettis C. Rainsford, who, being by me duly sworn, says that he is Executive Vice President, Treasurer and Chief Financial Officer of **ALCHEM CAPITAL CORPORATION**, a corporation, and that the seal affixed to the foregoing instrument in writing is the corporate seal of said company, and that said writing was signed and sealed by him in behalf of said corporation by its authority duly given. And the said Bettis C. Rainsford acknowledged the said writing to be the act and deed of said corporation.

Witness my hand and official seal, this the 14TH day of April, 1999.

(Official Seal)



Notary Public

My commission expires: February 6, 2000

CLT01/4363141v1

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