

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
FF Acquisition Corp.		11/09/2006	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Nautilus, Inc.
Street Address:	16400 SE Nautilus Way
City:	Vancouver
State/Country:	WASHINGTON
Postal Code:	98683
Entity Type:	CORPORATION: WASHINGTON

PROPERTY NUMBERS Total: 26

Property Type	Number	Word Mark
Registration Number:	0808413	DURAKOOL
Registration Number:	0834285	COOLVENT
Registration Number:	0870821	SUNMASTER
Registration Number:	1001105	CENTURION
Registration Number:	1278109	DP FIT FOR LIFE
Registration Number:	1296427	DP FIT FOR LIFE
Registration Number:	1331025	POWER-PAK
Registration Number:	1350575	UNIVERSAL
Registration Number:	1359358	MONITOR
Registration Number:	1361163	AEROBIC SUPER CIRCUIT
Registration Number:	1362645	SUPER CIRCUIT
Registration Number:	1396943	COMPUTEROW
Registration Number:	1451042	ADVANTAGE
Registration Number:	1451043	MONITOR

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Registration Number:	1504126	SILVERWIND
Registration Number:	1540673	AIR GOMETER
Registration Number:	1541700	SPARTAN
Registration Number:	1918909	POWER CIRCUIT
Registration Number:	2001692	HEAVY METAL
Registration Number:	2687610	DUO BIKE
Registration Number:	2697269	UNIVERSAL FITNESS
Registration Number:	2712859	UNIVERSAL FITNESS
Registration Number:	2746073	BODYTONE
Registration Number:	2800818	DP FIT FOR LIFE
Registration Number:	2831225	DP BODYTONE FIT FOR LIFE
Registration Number:	3029765	X-CYCLE

CORRESPONDENCE DATA

Fax Number: (303)629-3450
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 303-629-3400
Email: johnson.marilyn@dorsey.com
Correspondent Name: Dorsey & Whitney LLP
Address Line 1: 370 Seventeenth Street, Suite 4700
Address Line 2: Lisa A. Osman
Address Line 4: Denver, COLORADO 80202-5647

ATTORNEY DOCKET NUMBER:	M9093US~461066-198
NAME OF SUBMITTER:	Lisa A. Osman
Signature:	/LAO 3463/
Date:	03/20/2007

Total Attachments: 5
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TRADEMARK ASSIGNMENT

This Trademark Assignment effective as of November 9, 2006, is made by FF ACQUISITION CORP., a Delaware Corporation, 100 Tubb Avenue, P.O. Box 1296, West Point, MS 39773 ("Assignor"), for the benefit of NAUTILUS, INC, a Washington Corporation, 16400 SE Nautilus Way, Vancouver, Washington 98683 ("Assignee");

WHEREAS, Assignor is the owner of the trademarks, trademark registrations and trademark applications in the form more fully described in Exhibits A and B hereto (collectively the "Marks"), which Exhibits A and B are incorporated herein by reference;

WHEREAS, Assignor desires to assign and Assignee desires to receive all of Assignor's right, title and interest in and to the Marks, together with the goodwill associated therewith;

WHEREAS, Assignor and Assignee have executed that certain Asset Purchase Agreement, effective as of November 9, 2006 (the "Asset Purchase Agreement"); and

WHEREAS, pursuant to the terms of the Asset Purchase Agreement, Assignor desires to assign and Assignee desires to acquire from Assignor the entire right, title and interest in and to the Marks, in the United States of America and any foreign countries, together with the goodwill associated therewith, all common law rights related to the Marks, all rights of registration, renewal and extension, and the right to recover for damages and profits for past infringements thereof (the "Collective Rights").

NOW THEREFORE, for the consideration set forth in the Asset Purchase Agreement, and other good and valuable consideration to Assignor, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby sells, transfers, assigns and sets over unto Assignee, its successors and assigns, all of Assignor's entire right, title and interest in and to the Collective Rights.

UPON SAID CONSIDERATION, Assignor hereby agrees, without further or additional consideration, but at the expense of Assignee, to execute and deliver at the request of Assignee all papers, instruments, and assignments, and to perform any other reasonable acts Assignee may request in order to vest all of Assignor's right, title, and interest in and to the Collective Rights in Assignee, and render all necessary assistance in proving use of the Collective Rights and renewing any registrations therefor, and execute confirmatory assignments or acknowledgements of this assignment as necessary for full enjoyment of the Collective Rights and for recording in foreign trademark offices, and/or to provide evidence to support any of the foregoing in the event such evidence is deemed necessary by Assignee, to the extent such evidence is in the possession or control of Assignor. It is understood that the foregoing covenant and agreement shall bind and inure to the benefit of the assigns and legal representatives of both parties.

UPON SAID CONSIDERATION, Assignor represents and warrants that Assignor has the right, title, and authority to execute this Assignment and to convey any and all right, title, and interest in and to the Collective Rights, and that Assignor has not conveyed nor will convey hereafter all or part of the Marks to a third party.

IN WITNESS WHEREOF, the Assignor and Assignee have executed this Assignment effective as of the 9 day of November, 2006.

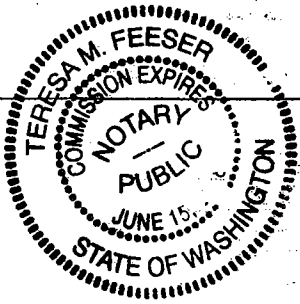
ASSIGNOR

ASSIGNEE

By: [Signature]
Name: Mike Farrey
Date: 11/06/06

By: [Signature]
Name: Warren Bolis
Date: 11/26/07





<p>Subscribed and sworn to before me this <u>09</u> day of <u>November</u>, 2006.</p> <p><u>Melanie Vandaman</u> Notary Public</p> <p>MISSISSIPPI STATEWIDE NOTARY PUBLIC MY COMMISSION EXPIRES JULY 18, 2007 BONDED THRU STEGALL NOTARY SERVICE</p>	<p>Subscribed and sworn to before me this <u>20</u> day of <u>January</u>, 2006.</p> <p><u>Teresa M. Feeser</u> Notary Public</p>
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EXHIBIT A

Active Trademarks

Mark	Registration No.	Country	Status
UNIVERSAL [stylized]	1553889	Argentina	Registered
UNIVERSAL [stylized]	1553890	Argentina	Registered
UNIVERSAL	5837	Australia	Registered
UNIVERSAL	264502	Australia	Registered
CENTURION	275517	Australia	Registered
HEALTH DISC	172882	Canada	Registered
	173460	Canada	Registered
UNIVERSAL	195579	Canada	Registered
CENTURION	213547	Canada	Registered
	233748	Canada	Registered
DP ORBACYCLE	291892	Canada	Registered
DP SHAPE MASTER	291896	Canada	Registered
	299837	Canada	Registered
	304852	Canada	Registered
	316096	Canada	Registered
	318667	Canada	Registered
POWER-PAK	346679	Canada	Registered
AEROBICYCLE	347390	Canada	Registered
SUPER CIRCUIT	350278	Canada	Registered
	386409	Canada	Registered
SELECTORIZED	389684	Canada	Registered
STRIDER	392398	Canada	Registered
SPARTAN	402137	Canada	Registered
UNIVERSAL FITNESS	606034	Canada	Registered
	609541	Canada	Registered
UNIVERSAL	491521	Chile	Registered
UNIVERSAL	129598	Colombia	Registered
AEROBICYCLE	130848	Colombia	Registered
AEROBIC SUPER CIRCUIT	130849	Colombia	Registered

Mark	Registration No.	Country	Status
SUPER CIRCUIT	130850	Colombia	Registered
CENTURION	1975454VR	Denmark	Registered
	19752535VR	Denmark	Registered
AEROBICYCLE	1366742	France	Registered
CENTURION	1024303	Great Britain	Registered
AEROBICYCLE	1280032	Great Britain	Registered
COMPUTEROW	1280033	Great Britain	Registered
TREDEX	1280034	Great Britain	Registered
UNIVERSAL	0189055-2	Japan	Registered
UNIVERSAL	85/00139	Malaysia	Registered
UNIVERSAL	136174	New Zealand	Registered
UNIVERSAL GYM S.A.	2140	Peru	Registered
	808,413	U.S.A.	Registered
COOLVENT	834,285	U.S.A.	Registered
SUNMASTER	870,821	U.S.A.	Registered
CENTURION	1,001,105	U.S.A.	Registered
	1,278,109	U.S.A.	Registered
	1,296,427	U.S.A.	Registered
POWER-PAK	1,331,025	U.S.A.	Registered
UNIVERSAL	1,350,575	U.S.A.	Registered
MONITOR	1,359,358	U.S.A.	Registered
AEROBIC SUPER CIRCUIT	1,361,163	U.S.A.	Registered
SUPER CIRCUIT	1,362,645	U.S.A.	Registered
COMPUTEROW	1,396,943	U.S.A.	Registered
ADVANTAGE	1,451,042	U.S.A.	Registered
MONITOR	1,451,043	U.S.A.	Registered
SILVERWIND	1,504,126	U.S.A.	Registered
	1,540,673	U.S.A.	Registered
SPARTAN	1,541,700	U.S.A.	Registered
POWER CIRCUIT	1,918,909	U.S.A.	Registered
HEAVY METAL	2,001,692	U.S.A.	Registered
DUO BIKE	2,687,610	U.S.A.	Registered
UNIVERSAL FITNESS	2,697,269	U.S.A.	Registered
	2,712,859	U.S.A.	Registered
BODYTONE	2,746,073	U.S.A.	Registered
	2,800,818	U.S.A.	Registered
	2,831,225	U.S.A.	Registered

Mark	Registration No.	Country	Status
X-CYCLE	3,029,765	U.S.A.	Registered
SUPER CIRCUIT	140696	Venezuela	Registered
AEROBIC SUPER CIRCUIT	140697	Venezuela	Registered