



To the Honorable Commissioner of Patents at

October 15, 1998

Attorney Dkt: 1399-256

100863693

Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): **MRD**
10-19-98

Gregory M. Webb
William F. Halsey
Michael W. Morris

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

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

Nautilus International, Inc.
Independence, Virginia 24348

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

3. Nature of conveyance:

___ Assignment
___ Merger
___ Security Agreement
___ Change of Name
 Other To Correct State of Incorporation of previously recorded Assignment at Reel 8188, Frame 0016

Execution Date: October 15, 1996

4. Application Serial No. 08/691,693 Patent No. 5,776,040

If this document is being filed together with a new application, the execution date of the application is: _____

Additional numbers attached? ___ Yes No

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

Jason P. Cooper
BELL SELTZER INTELLECTUAL PROPERTY LAW GROUP
ALSTON & BIRD LLP
P. O. Drawer 34009
Charlotte, NC 28234

6. Total number of applications and patents involved: 1

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

Enclosed
___ Authorized to be charged to deposit account

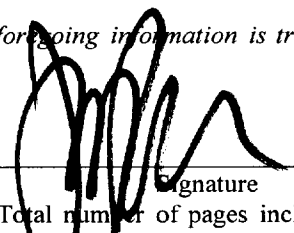
8. Deposit account number: 16-0605

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

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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.

Jason P. Cooper, Reg. No. 38,114  October 15, 1998
Signature Date

Total number of pages including cover sheet, attachments and document: 5

ASSIGNMENT

THIS ASSIGNMENT, made by us, Gregory M. Webb, William F. Halsey and Michael W. Morris, citizens of the United States of America, residing at P.O. Box 665, Independence, County of Grayson, State of Virginia; Rt. 2, Box 622, Independence, County of Grayson, State of Virginia; and 506 W. Stuart Drive, Galax, County of Grayson, State of Virginia, respectively;

WITNESSETH: That,

WHEREAS, we are the joint inventors of certain new and useful improvements in **AUXILIARY WEIGHT SYSTEM FOR EXERCISE APPARATUS** for which an application for United States Letters Patent has been filed in the United States Patent and Trademark Office on August 2, 1996, under Serial No. 08/691,693, and

WHEREAS, Nautilus International, Inc., a ^{Virginia} ~~Delaware~~ corporation having a principal place of business at Independence, Virginia 24348, hereinafter referred to as assignee, is desirous of acquiring the entire right, title and interest in and to said invention as described in said application, and in and to any and all Letters Patent which shall be granted therefor in the United States of America and all foreign countries;

NOW, THEREFORE, To Whom It May Concern, be it known that for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, we have sold and by these presents do hereby sell, assign, transfer and convey unto the said assignee, its successors and assigns, the entire right, title and interest in and to the said invention and application, and in and to any and all continuations, continuations-in-part, or divisions thereof, and in and to any and all Letters Patent of the United States of America and all foreign countries or reissues thereof which may be granted therefor or thereon, for the full end of the term for which said Letters Patent may be granted, together with the right to claim the priority of said application in all foreign countries in accordance with the International Convention, the same to be held and enjoyed by said assignee, its successors and assigns, as fully and entirely as the same would have been

held and enjoyed by me if this assignment and sale had not been made.

We hereby request that said Letters Patent be issued in accordance with this assignment.

We further covenant and agree that, at the time of the execution and delivery of these presents, we possess full title to the invention and application above-mentioned, and that we have the unencumbered right and authority to make this assignment.

We further covenant and agree to bind our heirs, legal representatives and assigns, promptly to communicate to said assignee or its representatives any facts known to us relating to said invention, to testify in any interference or legal proceedings involving said invention, to execute any additional papers which may be requested to confirm the right of the assignee, its representatives, successors or assigns to secure patent or similar protection for the said invention in all countries and to vest in the assignee complete title to the said invention and Letters Patent, without further compensation, but at the expense of said assignee, its successors, assigns and other legal representatives.

IN WITNESS WHEREOF, we have hereunto set our hands and seals on this 15th day of October, 1996.

Gregory M. Webb
GREGORY M. WEBB

STATE OF VIRGINIA)
) ss:
COUNTY OF GRAYSON)

Before me personally appeared GREGORY M. WEBB, to me known to be the person described in and who executed the foregoing instrument; and acknowledged to me that he executed the same for the purposes therein stated, this 15th day of October, 1996.

Lois A. Mathews
Notary Public

SEAL
My Commission Expires: January 31, 1998

William F. Halsey
WILLIAM F. HALSEY

STATE OF VIRGINIA)
) ss:
COUNTY OF GRAYSON)

Before me personally appeared WILLIAM F. HALSEY, to me known to be the person described in and who executed the foregoing instrument; and acknowledged to me that he executed the same for the purposes therein stated, this 15th day of October, 1996.

Lois A. Matthews
Notary Public

SEAL
My Commission Expires: January 31, 1998

Michael W. Morris
MICHAEL W. MORRIS

STATE OF VIRGINIA)
) ss:
COUNTY OF GRAYSON)

Before me personally appeared MICHAEL W. MORRIS, to me known to be the person described in and who executed the foregoing instrument; and acknowledged to me that he executed the same for the purposes therein stated, this 15th day of October, 1996.

Lois A. Matthews
Notary Public

SEAL
My Commission Expires: January 31, 1998

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