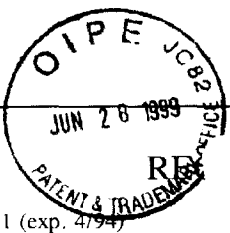


6-2699



Atty. Dkt. No. 000240.00001/P

FORM PTO-1595 (REV. 6-93)

U.S. DEPARTMENT OF COMMERCE SHEET Patent and Trademark Office

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
 Randie M. HOUSTON
 Thomas E. HOUSTON

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other: _____

Execution Date: January 21, 1997

2. Name and address of receiving party(ies)
 Name: Houston Enterprises
 Internal Address: _____
 Street Address: 3516 Queen Anne Drive
Fairfax, VA 22030
 City: Fairfax State: Va. Zip: 22030

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

4. Application number(s) or patent number(s):
 If this document is being filed together with a new application, the execution date of the application is: _____

A. Patent Application No.(s) 08/778,004 B. Patent No.(s) _____

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Michael C. Greenbaum
 Internal Address: BLANK ROME COMISKY & McCAULEY LLP
Suite 1000 - 10th Floor
 Street Address: 900 - 17th Street, N.W.
 City: Washington State: DC Zip: 20006

6. Total number of applications and patents involved: _____

7. Total fee (37 CFR 3.41).....\$ _____
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 23-2185
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9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct any attached copy is a true copy of the original document.

Michael C. Greenbaum
Name of Person Signing

Signature

June 28, 1999
Date

Total number of pages including cover sheet, attachments, and document: **2**

ASSIGNMENT

(1-4) Insert Name(s) of Inventor(s)

(1) Randie M. HOUSTON

(2) Thomas E. HOUSTON

(3) _____

(4) _____

In consideration of the sum of one dollar (\$1.00), and other good and valuable considerations paid to each of the undersigned, the undersigned agree to assign, transfer and set over to

(5) Insert Name of Assignee (5) Houston Enterprises, Inc.

(6) Insert Address of Assignee (6) 3516 Queen Anne Drive, Fairfax, VA 22030

(hereinafter designated as the Assignee) the entire right, title and interest in the invention for patent in the United States of America

(7) Insert Identification of Invention, such as Title, Case # or For. Appln. No. (7) FORCE GENERATION AND CONTROL SYSTEM FOR AN EXERCISE MACHINE

for which the undersigned have executed an application for patent in the United States of America

(8) Insert Date of Signing of application (8) on December 30, 1996

and any and all applications for patent and patents in any and all countries, including all divisions, continuations, reissues, and extensions thereof and all rights of priority resulting from the filing of said United States application.

- 1) The undersigned agree to execute all papers necessary in connection with this application and any continuing or divisional applications thereof and also to execute separate assignments in connection with such applications as the Assignee may deem necessary or expedient.
- 2) The undersigned agree to execute all papers necessary in connection with any interference which may be declared concerning this application or continuation or division thereof and to cooperate with the Assignee in every way possible in obtaining evidence and going forward with such interference.
- 3) The undersigned agree to execute all papers and documents and perform any act which may be necessary in connection with claims or provisions of the International Convention for Protection of Industrial Property or similar agreements.
- 4) The undersigned agree to perform all affirmative acts which may be necessary to obtain a grant of a valid United States patent to the Assignee.
- 5) The undersigned hereby authorize and request the Commissioner of Patents and Trademarks to issue any and all Letters Patent of the United States resulting from said application or any division or divisions or continuing applications thereof to the said Assignee, as Assignee of the entire interest, and hereby covenants that they have full right to convey the entire interest herein assigned, and that they have not executed, and will not execute, any agreement in conflict herewith.
- 6) The undersigned hereby grant the firm of WIGMAN, COHEN, LEITNER & MYERS, P.C. the power to insert on this assignment any further identification which may be necessary or desirable in order to comply with the rules of the United States Patent and Trademark Office for recordation of this document.

In witness whereof, executed by the undersigned on the dates opposite the undersigned names.

Date 1/21/97 Signature of Inventor Randie M. Houston (seal)

Date 1/21/97 Signature of Inventor Thomas E. Houston (seal)

City of Fairfax : To Wit

County of Fairfax :

Sworn to and subscribed before me this 21st day of January, 1997 [SEAL]

Brenda H. Myer
Notary

1-31-98
My Commission Expires