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FORM PTO-1595 (Rev. 6-93)

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

3 SHEET

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office



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Tab settings

To the Honorable Commissioner of Patents and Trademarks, please receive the attached original documents or copy thereof.

1. Name of conveying party(ies):

Arthur H. KAUFMAN

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

2. Name and address of receiving party(ies)

Name: EPM DEVELOPMENT SYSTEMS CORPORATION

Internal Address:

Street Address: One Park West Circle, Suite 303

City: Midlothian State: VA ZIP: 23113-4518

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

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other

Execution Date: April 7, 2000

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) 09/228,590

B. Patent No.(s) 5,857,939

Additional numbers attached? Yes No

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

Name: Bruce L. Adams

Internal Address:

Street Address: Adams & Wilks

50 Broadway-31st Fl.

City: New York State: NY ZIP: 10004

6. Total number of applications and patents involved: 1

7. Total fee (37 CFR 3.41).....\$ 80.00

- Enclosed
- Authorized to be charged to deposit account any deficiency in enclosed fee

8. Deposit account number:

01-0268

(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.

Bruce L. Adams

Name of Person Signing

Bruce L. Adams
Signature

Apr. 30, 2001

Date

Total number of pages including cover sheet, attachments, and document: 3

EXHIBIT A

ASSIGNMENT

WHEREAS the below named inventor hereinafter referred to as the ASSIGNOR invented a certain improvement relating to

Exercise Device with Audible Electronic Monitor

- which issued as U.S. Patent No. 5,857,939, issue date January 12, 1999, and
- for which U.S. Application Serial No. 09/228,590 for Letters Patent was filed in the U.S. Patent and Trademark Office on January 12, 1999.

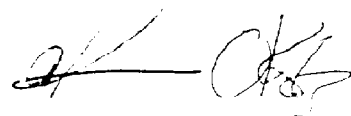
AND WHEREAS

EPM DEVELOPMENT SYSTEMS CORPORATION
One Park West Circle, Suite 303
Midlothian Virginia 23113-4518

hereinafter referred to as the ASSIGNEE, is desirous of acquiring the entire right, title, and interest in and to said invention, said Patent and said applications, including any and all divisions and continuations thereof, and any and all Letters Patent which may be granted thereon, including any and all renewals, reissues, reexaminations and extensions thereof.

NOW, WITNESSETH that for good and valuable consideration, the receipt whereof is hereby acknowledged, ASSIGNOR hereby assigns, sells, and transfers to ASSIGNEE, its assigns and legal representatives, the entire and exclusive right, title and interest in and to said invention, said Patent and said applications, including any and all divisions and continuations thereof, and any and all Letters Patent which may be granted therefor, including any and all renewals, reissues, reexaminations and extensions thereof, and in and to any and all priority and/or convention rights or benefits accruing or to accrue with respect to the filing or securing of patents in the United States and/or any countries foreign thereto, SAID ASSIGNEE, its assigns and legal representatives to have, hold, exercise, and enjoy said invention, said Patent and said applications, including any and all divisions and continuations thereof, and any and all Letters Patent which may be granted therefor, including any and all renewals, reissues, reexaminations and extensions thereof, with all the rights, powers, privileges and advantages in anywise arising from or appertaining thereto, for and during the term or terms of any and all such Letters Patent when granted, including any and all renewals, reissues, reexaminations and extensions thereof, for the use and benefit of ASSIGNEE and its assigns and legal representatives, in as ample and beneficial a manner to all intents and purposes as the ASSIGNOR might or could have held and enjoyed the same, if the assignment had not been made.

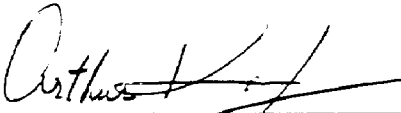
AND ASSIGNOR hereby agrees to execute all papers that may be necessary to file applications in the United States and foreign countries for said invention and to assign the same



to said ASSIGNEE, its assigns and legal representatives and to execute any other papers that may be needed in connection with filing said applications and securing Letters Patents thereon.

AND ASSIGNOR authorizes and requests the Commissioner of Patents and Trademarks to issue a Letters Patent on said application, and on any and all divisions and continuations thereof, to ASSIGNEE, its assigns and legal representatives, in accordance herewith.

IN TESTIMONY WHEREOF this assignment is executed by ASSIGNOR.

201 FULL NAME OF SOLE OR FIRST NAMED INVENTOR	INVENTOR'S SIGNATURE	DATE:
Arthur H. Kaufman		4-7-00

