

EXHIBIT X
TO PATENT COLLATERAL AGREEMENT

U.S. PATENT NUMBERS
AND PENDING U.S. PATENT APPLICATION NUMBERS

U.S. PATENTS

U.S. PATENT NUMBER	TITLE OF PATENT	DATE ISSUED
	Structure of Matching Weights for a Health Exercise	
5,749,814	Machine	5/12/1998
5,725,463	Abdominal Exercise Device	4/10/1998
D456,084	Abdominal Exercise Device (Ab Mouse)	4/23/2002
6,582,347	Ab Mouse	12/22/2000
	System and Method for Determining and Offering	
SN 09/664,260	Suitable Exercise Equipment	9/18/2000
D452,285	Shroud for Elliptical Exerciser	12/18/2001
D451,972	Shroud for Elliptical Exerciser	12/11/2001
D464,690	Treadmill (Sky Trec Treadmill)	10/22/2002
	Handlebar and Grip for Exercise Device (Sky Trec	
D465,250	Treadmill)	11/05/2002
SN 60/345,822	Exercise Apparatus	12/31/2001
6,261,209	Folding Exercise Treadmill with Front Inclination	7/27/2001
SN 09/981,592	Speed Bag	10/17/2001
6,464,622	Exercise Device and Method of Use - (Strike Zone)	10/17/2001
PCT/US02/01823	Exercise Device and Method of Use	
4,815,731	Exercise Device	3/28/1989
4,804,178	Cross-Country Ski Exercise Device	2/14/1989
4,659,077	Exercise Device	4/21/1987

AMENDED AND RESTATED PATENT COLLATERAL AGREEMENT

This 31st day of July, 2003, FITNESS QUEST INC., a Delaware corporation ("*Debtor*") with its principal place of business and mailing address at 1400 Raff Road S.W., Canton, Ohio 44710, in consideration of ten dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, assigns, mortgages and pledges to Harris Trust and Savings Bank, an Illinois banking corporation ("*HTSB*"), with its mailing address at 111 West Monroe Street, Chicago, Illinois 60603, acting as administrative agent hereunder for the Secured Creditors as defined in that certain Security Agreement hereinafter defined (HTSB acting as such administrative agent and any successor or successors to HTSB acting in such capacity being hereinafter referred to as the "*Agent*") and grants to the Agent for the benefit of the Secured Creditors, a continuing security interest in, the following property:

(i) Each patent and patent application listed on Schedule A-1 hereto and all of the inventions described and claimed therein and any and all reissues, continuations, continuations-in-part or extensions thereof; and

(ii) Each patent license listed on Schedule A-2 hereto and all royalties and other sums due or to become due under or in respect of each such patent license, together with the right to sue for and collect all such royalties and other sums; and

(iii) All proceeds of the foregoing, including without limitation any claim by Debtor against third parties for damages by reason of past, present or future infringement of any patent listed on Schedule A-1 hereto or of any patent licensed under a patent license listed on Schedule A-2 hereto, in each case together with the right to sue for and collect said damages;

to secure performance of all Obligations of each of Debtor and Fitness Quest Direct, Inc. ("*FQD*") as set out in that certain Amended and Restated Security Agreement bearing even date herewith by and among Debtor, FQD and Agent (the "*Security Agreement*").

Debtor does hereby further acknowledge and affirm that the rights and remedies of Agent with respect to the assignment, mortgage, pledge and security interest in the patents, patent applications and patent licenses made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

All terms defined in the Security Agreement, whether by reference or otherwise, when used herein, shall have their respective meanings set forth therein, unless the context requires otherwise.

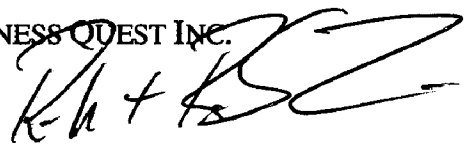
IN WITNESS WHEREOF, Debtor has caused this Amended and Restated Patent Collateral Agreement to be duly executed as of the date and year last above written.

FITNESS QUEST INC.

By

Name

Title


Robert R. Schnabel, J.

President & CEO

HARRIS TRUST AND SAVINGS BANK, as Agent

By

Name

Title

Signature Page to Amended and Restated Patent Collateral Agreement
Fitness Quest Inc.

IN WITNESS WHEREOF, Debtor has caused this Amended and Restated Patent Collateral Agreement to be duly executed as of the date and year last above written.

FITNESS QUEST INC.

By _____
Name _____
Title _____

HARRIS TRUST AND SAVINGS BANK, as Agent

By William P. Robin
Name: William P. Robin
Title: Vice President

Signature Page to Amended and Restated Patent Collateral Agreement
Fitness Quest Inc.

PATENT
REEL: 014981 FRAME: 0458

**SCHEDULE A-1
TO PATENT COLLATERAL AGREEMENT**

**U.S. PATENT NUMBERS
AND PENDING U.S. PATENT APPLICATION NUMBERS**

U.S. PATENTS

U.S. PATENT NUMBER	TITLE OF PATENT	DATE ISSUED
D432,600	Inversion Chair Exercise Device	10/24/2000
5,759,139	Lunge Poles	6/2/1998
	Structure of Matching Weights for a Health Exercise	
5,749,814	Machine	5/12/1998
5,725,463	Abdominal Exercise Device	4/10/1998
D381,378	Abdominal Exercise Device	7/22/1997
D456,084	Abdominal Exercise Device (Ab Mouse)	4/23/2002
D381,053	Adjustable Weight Strap	7/15/1997
D375,823	Adjustable Weight Strap	11/26/1996
SN 09/360,330	Swing Step	7/23/1999
SN 09/343,106	Body Swing	6/29/1999
SN 09/320,109	Folding Treadmill	11/8/1999
6,582,347	Ab Mouse	12/22/2000
SN 29/136,178	(CIP) Ab Mouse	1/24/2001
SN 60/262,881	Speed Bag	1/19/2001
	System and Method for Determining and Offering	
SN 09/664,260	Suitable Exercise Equipment	9/18/2000
D452,285	Shroud for Elliptical Exerciser	12/18/2001
D451,972	Shroud for Elliptical Exerciser	12/11/2001
D464,690	Treadmill (Sky Trec Treadmill)	10/22/2002
	Handlebar and Grip for Exercise Device (Sky Trec	
D465,250	Treadmill)	11/05/2002
SN 60/345,822	Exercise Apparatus	12/31/2001
6,261,209	Folding Exercise Treadmill with Front Inclination	7/27/2001
SN 09/981,592	Speed Bag	10/17/2001
6,464,622	Exercise Device and Method of Use - (Strike Zone)	10/17/2001
PCT/US02/01823	Exercise Device and Method of Use	
4,815,731	Exercise Device	3/28/1989
4,804,178	Cross-Country Ski Exercise Device	2/14/1989
4,659,077	Exercise Device	4/21/1987

**SCHEDULE A-2
TO PATENT COLLATERAL AGREEMENT**

PATENT LICENSES

LICENSED U.S. PATENTS

U.S. PATENT NUMBER	TITLE OF PATENT	DATE ISSUED	OWNER	LICENSE DATE
4,752,067	Abdomenizer	6/21/1988	Dr. Dennis Colonello	8/16/1998
5,776,042	Abs Only Machine	7/7/1998	Bill Szabo	May-96
5,547,446	Buns Worker	8/20/1996	Bill Szabo	2/8/1995
D382,609	Buns Worker	8/19/1997	Bill Szabo	2/8/1995
	Kick-boxing Exercise			
6,110,079	Device (Slam Man)	8/29/00	Leisure, Inc.	5/30/1996
D410,986	Slam Man	5/7/1998	Leisure, Inc.	5/30/1996
D436,153	Slam Man	3/31/1999	Leisure, Inc.	5/30/1996
SN 09/366,272	Elliptical	Pending	Clive Stevens	Nov-00
SN 09/468,215	Elliptical	Pending	Clive Stevens	Nov-00
D403,033	XL Glider	12/22/1998	Royce Husted	1/23/1999
5,587,940	Sky Trek	1/12/1999	Royce Husted	1/23/1999
5,795,268	AiroFit/Gazelle Glider	8/18/1998	Royce Husted	1/23/1999
D391,610	AiroFit/Gazelle Glider	3/3/1998	Royce Husted	1/23/1999
D390,628	Sky Trek	2/10/1998	Royce Husted	1/23/1999
6,422,983	Bosu	7/23/2002	David Weck	5/31/2001
6,575,885	Bosu	6/10/2003	David Weck	5/31/2001
6,554,753	Bosu	4/29/2003	David Weck	5/31/2001
5,887,951	BackJoy	3/30/1999	W.Preston Willingham	6/17/2003
5,681,250	Aerobic Lounge	10/28/1997	Richard L. Hoover and Wendy Rountree	6/13/003
5,893,820	Elliptical	4/13/1999	Joseph D. Maresh and Kenneth W. Stearns	7/21/2000
5,947,872	Elliptical	9/7/1999	Allen L. Ryan, et al.	7/21/2000