

07-23-1998

Tax: self

07-13-1998

To the Honorable Commissioner of Patents and

100771515

original documents or copy thereof.

1. Name of conveying party(ies):

Time Inc.

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State - Delaware
☐ Other

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

3. Nature of conveyance:

- ☒ Assignment ☐ Merger
☐ Security Agreement ☐ Change of Name
☐ Other

Execution Date: July 7, 1998

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

Name: Thrive Partners

Internal Address: Suite 480

Street Address: 221 Main Street

City: San Francisco State: CA ZIP: 94105

- ☐ Individual(s) citizenship
☐ Association
☒ General Partnership - Delaware
☐ Limited Partnership
☐ Corporation-State
☐ Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: ☐ Yes ☐ No

(Designations must be a separate document from Assignment)

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

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

See Attached Schedule

B. Trademark registration No.(s)

See Attached Schedule

Additional numbers attached? ☒ Yes ☐ No

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

Name: Robert T. Scherer

Internal Address: Time Warner Inc.

Street Address: 75 Rockefeller Plaza

City: New York State: NY ZIP: 10019

6. Total number of applications and registrations involved:

7

7. Total fee (37 CFR 3.41): \$ 190

- ☐ Enclosed
☒ Authorized to be charged to deposit account

8. Deposit account number:

20-1112

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

07/22/1998 DCOATES 00000092 201112 2105958

DO NOT USE THIS SPACE

01 FC:481 40.00 CH
02 FC:482 150.00 CH

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.

ROBERT T. SCHERER
Name of Person Signing

Robert T. Scherer
Signature

July 9, 1998
Date

TRADEMARK
Total number of pages comprising cover sheet:

2

MRV 7-13-98

SCHEDULE

Registrations

Mark	Registration No.	Date Granted
THRIVE @ HEALTH	2,105,958	October 14, 1997
THRIVE @ SEX	2,105,959	October 14, 1997
THRIVE @ SHAPE	2,107,944	October 21, 1997

Applications

Mark	Application No.	Date Filed
THRIVE @ HEALTH CARE	75/103282	May 13, 1996
THRIVE @ THE HEALTHY LIVING EXPERIENCE	75/103280	May 13, 1996
THRIVE @ RELATIONSHIPS	75/104216	May 14, 1996
THRIVE @ SPORTS	75/104215	May 14, 1996

SERVICE MARK ASSIGNMENT

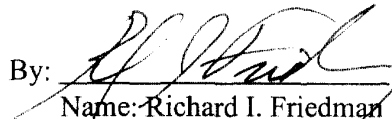
WHEREAS, TIME INC., a Delaware corporation, located at 1271 Avenue of the Americas, New York, NY 10020, is the owner of the service marks shown on the attached Schedule (hereinafter the "Marks") and of the recited registrations and applications therefor;

WHEREAS, THRIVE PARTNERS, a Delaware general partnership [comprised of the general partners Thrive at Time Inc. (a Delaware corporation) and AOLV Healthy Living Channel, Inc. (a Delaware corporation)], located at 221 Main Street, Suite 480, San Francisco, CA 94105, is desirous of acquiring the Marks and the recited registrations and applications therefor; and

NOW, THEREFORE, for \$1.00 and other good and valuable consideration, receipt and sufficiency of which is hereby acknowledged. TIME INC. does hereby assign to THRIVE PARTNERS all right, title and interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, the recited registrations and applications therefor and that portion of the business to which the Marks pertain.

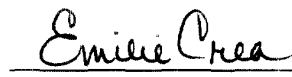
This assignment is dated as of this 7th day of July, 1998.

TIME INC.

By: 
Name: Richard I. Friedman
Title: Vice President

State of New York :
: ss
County of New York :

On the 7th day of July, 1998, before me personally came Richard I. Friedman, to me known, who, being by me duly sworn, did depose and say that he resides in New York, NY; that he is the Vice President of TIME INC., the corporation described in and which executed the above instrument; and that he signed his name thereto by order of the Board of Directors of said corporation.


Notary Public

EMILIE CREA
Notary Public, State of New York
No. 31-4806518
Qualified in Kings County
Commission Expires April 30, 2000

TRADEMARK

RECORDED: 07/13/1998

REEL: 1757 FRAME: 0437