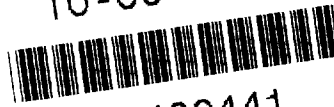


10-06-2000



101480441

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

9-7-00

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)  
Document ID #
- Correction of PTO Error  
Reel #  Frame #
- Corrective Document  
Reel #  Frame #

Conveyance Type

- Assignment  License
- Security Agreement  Nunc Pro Tunc Assignment
- Merger  Effective Date  
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name  Execution Date  
Month Day Year

Formerly

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City State/Country Zip Code

- Individual  General Partnership  Limited Partnership  If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation  Association
- Other
- Citizenship/State of Incorporation/Organization

10/05/2000 6TON11 00000167 500228 75419759

FOR OFFICE USE ONLY

01 FC:481 40.00 CH  
02 FC:482 275.00 CH

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK  
REEL: 002152 FRAME: 0156

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments.

#

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

**Trademark Application Number(s)**

**Registration Number(s)**

<input type="text" value="75/419759"/>	<input type="text" value="74/721051"/>	<input type="text"/>
<input type="text" value="75/237617"/>	<input type="text" value="74/710143"/>	<input type="text"/>
<input type="text" value="75/237619"/>	<input type="text" value="75/237620"/>	<input type="text"/>

<input type="text" value="1891376"/>	<input type="text" value="1911848"/>	<input type="text"/>
<input type="text" value="2263888"/>	<input type="text" value="1866567"/>	<input type="text"/>
<input type="text" value="2263889"/>	<input type="text" value="1868995"/>	<input type="text"/>

**Number of Properties**

Enter the total number of properties involved.

#

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

**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. Charges to deposit account are authorized, as indicated herein.

Daphne Gronich  
Name of Person Signing

Daphne Gronich  
Signature

9/5/2000  
Date Signed

**ASSIGNMENT OF TRADEMARK**

This Assignment of Marks is made effective on January 26, 2000, between FIT TV Partnership, a Delaware General Partnership, having a place of business at 1440 South Sepulveda Boulevard, Los Angeles, California 90025 ("Assignor") and The Health Network LLC, a Delaware limited liability company ("Assignee"), having a place of business at 1440 South Sepulveda Boulevard, Los Angeles, California 90025.

WHEREAS, Assignor is the owner of the marks, registrations and registration applications identified in the attached Schedule A ("Marks").

WHEREAS, Assignor desires to assign to Assignee, and Assignee wishes to accept all rights, title and interest in and to the Marks.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby accepted and acknowledged, Assignor hereby assigns to Assignee, and Assignee hereby accepts from Assignor, all of the Assignor's rights, title and interest in and to the Marks, together with the good will of the business symbolized by and appurtenant to said Marks.

In connection with the foregoing, Assignor hereby affirms that it is the sole owner of the Marks, that its ownership of the Marks is free and clear of any liens or encumbrances of any kind, and that it has the full right, power, and authority to transfer to Assignee good and marketable title to the Marks. Assignor further agrees to take all further actions, and to execute any and all such further documents and instruments, as may be necessary or desirable to confirm this assignment effected hereby.

FIT TV Partnership  
A Delaware General Partnership

BY: Fit TV Holdings, LLC  
its Managing General Partner

By: [Signature]

Name: Daphne Gronich

Title: Assistant Secretary

Date: September 5, 2000

Subscribed and sworn to before me  
this 5th day of September, 2000

[Signature]

ACCEPTED AND AGREED:

The Health Network LLC  
A Delaware Limited Liability Company

BY: AHN/FIT Cable, LLC  
its Managing Member

By: [Signature]

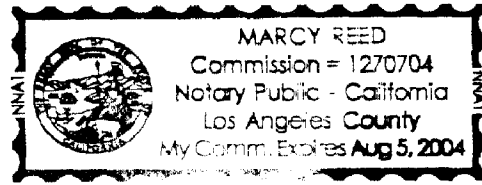
Name: Daphne Gronich

Title: Assistant Secretary

Date: September 5, 2000

Subscribed and sworn to before me  
this 5th day of September, 2000

[Signature]



**Schedule A**

<b>Mark</b>	<b>Appl./Reg. No.</b>
BODYWAVES	75/419759
CABLE HEALTH CLUB	1891376
COMMIT TO GET FIT	75/237617
COMMIT TO GET FIT	75/237619
FIT TV TOTAL FITNESS NETWORK	2263888
FIT TV TOTAL FITNESS NETWORK and DESIGN	2263889
FIT TV	74/721051
FITNESS FLASH	74/710143
FITNESS FLASH	1911848
FITNESS PLUS	1866567
FITNESS PLUS	1868995
THE FIT CARD	75/237620