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

1. Name of conveying party(ies):

9.29.01

**The H/W Health & Fitness LLC**

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other **Delaware Limited Liability Co.**

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

2. Name and address of receiving party(ies)

Name: **The Health Network LLC**

Internal Address:

Street Address: **7700 Wisconsin Avenue**

City: **Bethesda** State: **MD** Zip: **20814**

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other **Delaware Limited Liability Company**

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

SEP 28

3. Nature of conveyance:

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

Execution Date: **September 26, 2001**

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

**2,356,370**

Additional number(s) attached  Yes  No

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

Name: **Meredith Schorr**

Internal Address: **White & Case LLP**

Street Address: **1155 Avenue of the Americas**

City: **New York** State: **NY** Zip: **10036**

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41)..... **\$40.00**

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

**23-1705**

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

DO NOT USE THIS SPACE

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.*

**Meredith Schorr**

Name of Person Signing

*Meredith Schorr*

Signature

9/28/01

Date

Total number of pages including cover sheet, attachments, and document: **4**

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patent & Trademarks, Box Assignments  
Washington, D.C. 20231

10/09/2001 01A21 0000036 2356370

01 FD:481

40.00

ASSIGNMENT OF U.S. TRADEMARKS

WHEREAS, The H/W Health & Fitness LLC, a Delaware limited liability company, with its address at 1440 South Sepulveda Boulevard, Los Angeles, California 90025 (“Assignor”), owns all right, title and interest in and to the following marks which are registered or pending with the United States Patent and Trademark Office:


See Schedule A annexed hereto

WHEREAS, The Health Network LLC, a Delaware limited liability company, with its address at 7700 Wisconsin Avenue, Bethesda, Maryland 20814 (“Assignee”) is desirous of acquiring said registered trademarks and the registrations thereof;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Assignor does hereby assign, sell and transfer to Assignee its entire right, title and interest in and to the said marks, together with the goodwill of the business symbolized by the marks, and the registrations thereof.

Dated: September 26, 2001

The H/W Health & Fitness LLC (Assignor)

By 

Name: Daniel M. Fawcett

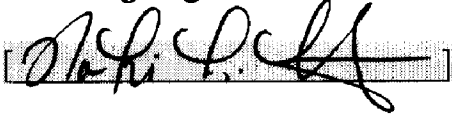
Title: Executive Vice President

STATE OF [CALIFORNIA ]

) ss.:

COUNTY OF [LOS ANGELES ]

On this 26<sup>th</sup> day of September, 2001, before me personally appeared Daniel M. Fawcett, to me known who, being by me duly sworn, did depose and say that he is the Executive Vice President (title) of The H/W Health & Fitness LLC, the Assignor, described herein and which executed the foregoing instrument and that he signed his name thereto.



Notary Public



SCHEDULE A

SCHEDULE OF INTELLECTUAL PROPERTY

Registration No.

2,356,370