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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

101913416

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

O2 Holdings, LLC

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: November 30, 2001

2. Name and address of receiving party(ies)

Name: Erica Neuman

Internal Address: 344 Westline Drive

Street Address: Apt. 114

City: Alameda State: CA Zip: 94501

Individual(s) citizenship U.S.

Association

General Partnership

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) 76/133421; 76/133420; 76/136813

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: KAREN PASQUALE

Internal Address: Oxygen Media

Street Address: 75 Ninth Avenue

6th Floor

City: New York State: NY Zip: 10011

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41) \$ 90.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

50-1083

(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.

KAREN M. PASQUALE

Name of Person Signing

Karen M. Pasquale

Signature

November 30, 2001

Date

Total number of pages including cover sheet, attachments, and document: 5

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

12/11/2001 LNUELLER 00000083 501063 76133421

01 FC:481 40.00 CH 02 FC:482 50.00 CH

TRADEMARK REEL: 002407 FRAME: 0074

ASSIGNMENT

WHEREAS, O2 Holdings, LLC ("Assignor"), a limited liability company of the State of Delaware, having an address of 75 Ninth Avenue, New York, New York 10011, has adopted and used in its business the trademark/service marks listed on Exhibit 1 ("the Marks") and sought to register the Marks in the United States Patent and Trademark Office;

WHEREAS, Erica Neuman, ("Assignee"), individual, having an address of 344 Westline Drive, Apt. 114, Alameda, California 94501, is desirous of acquiring said marks and the applications thereof.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said Assignor does hereby assign unto said Assignee all rights, title and interest in and to the said marks, together with the goodwill of the business symbolized by the marks and the applications thereof.

Date: New York, New York
November 30, 2001

OXYGEN MEDIA, LLC on behalf of
and as "Manager" of
O2 HOLDINGS, LLC

Katherine E. Koster
Katherine E. Koster
Vice President
Business and Legal Affairs

EXHIBIT 1

<u>MARK</u>	<u>CLASS</u>	<u>SERIAL NUMBER</u>	<u>FILING DATE</u>
SEX ED MOM	25	76/133421	September 21, 2000
SEX ED MOM	38	76/136813	September 21, 2000
SEX ED MOM	41	76/133420	September 21, 2000

oxygen

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November 30, 2001

Commissioner of Patent & Trademarks
Box ASSIGNMENTS
Washington, DC 20231

Re: Recordal of Service Mark Applications
SEX ED MOM, Serial Nos. 76/133421; 76/133420 and 76/136813

Dear Sir/Madam:

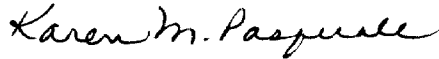
Enclosed please find an Assignment Document, the Trademark Recordation Form Cover Sheet (along with a copy) and a stamped, self-addressed post card. Please deduct the recordal fee of \$90.00 (for three service marks) from Deposit Account No. 50-1083.

Please return the post card stamped with date of receipt.

If you have any questions, or need additional information, I can be reached at (212) 651-5423.

Thank you.

Very truly yours,



Karen M. Pasquale
Intellectual Property Manager

/kmp
Enclosures

CERTIFICATE OF MAILING BY EXPRESS MAIL

Express Mail Label No. ET826789636US

I hereby certify that this document is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.10 and is addressed to the Commissioner of Patents & Trademarks, Box ASSIGNMENTS, Washington, DC 20231 on November 30, 2001.

KAREN M. PASQUALE
Name

Karen M. Pasquale
Signature

November 30, 2001
Date