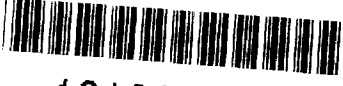


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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): Fit TV Holdings LLC 10.24.01
Individual(s) Association
General Partnership Limited Partnership
Corporation-State
Other Delaware Limited Liability Company
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
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
Assignment Merger
Security Agreement Change of Name
Other
Execution Date: 9/26/01

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) 75/419759
B. Trademark Registration No.(s) 1891376 2263888 2263889 1911848
Additional number(s) attached Yes No

6. Total number of applications and registrations involved: 5

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Meredith Schorr
Internal Address: c/o White & Case LLP
Street Address: 1155 Avenue of the Americas
City: New York State: NY Zip: 10036

7. Total fee (37 CFR 3.41) \$ 140.00
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 Signature
Date 10/24/01
Name of Person Signing
Total number of pages including cover sheet, attachments, and document: 4

12/13/2001 DBYRNE 00000031 75419759
01 FC:481 40.00 OP
02 FC:482 100.00 OP

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

TRADEMARK REEL: 002407 FRAME: 0722

ASSIGNMENT OF U.S. TRADEMARKS

WHEREAS, FIT TV Holdings LLC, a Delaware limited liability company and successor in interest to FIT TV Partnership by operation of law 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, Inc., 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

FIT TV Holdings LLC, successor in interest to FIT TV Partnership by operation of law (Assignor)

By 

Name: Lawrence A. Jacobs

Title: Senior Vice President

SCHEDULE A

SCHEDULE OF INTELLECTUAL PROPERTY

Serial No.	75/419759
Registration No.	1,891376
Registration No.	2,263,889
Registration No.	2,263,888
Registration No.	1,911,848