

01-31-2002



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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

REGISTRATION FORM COVER SHEET TRADEMARKS ONLY

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): 1-708 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 Co.
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

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other Record to correct previous Doc. Execution Date: June 28, 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: Tara L. Suhay 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: 1
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. Tara L. Suhay Signature 1/7/02 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

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TRADEMARK REEL: 002434 FRAME: 0064

10-10-2001

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

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



Tab settings

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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

3. Nature of conveyance:

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

Execution Date: September 26, 2001

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

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

10/09/2001 DIAZ1 00000036 2356370

40.00

Street Address: 1155 Avenue of the Americas

City: New York State: NY Zip: 10036

6. Total number of applications and registrations involved: 1

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

TRADEMARK REEL: 002434 FRAME: 0065

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, effective June 28, 2001, assigns, sells and transfers 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: as of June 28, 2001 The H/W Health & Fitness LLC (Assignor)

By []

Name: ~~Dan Fawcett~~ DANIEL M. FAWCETT

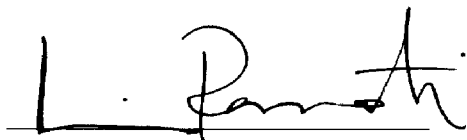
Title: Executive Vice President

STATE OF [CALIFORNIA])

COUNTY OF [LOS ANGELES]) ss.:

On this [3RD] day of JANUARY, 2002, before me personally appeared Daniel M.

Fawcett, to me known who, being by me duly sworn, did depose and say that as of the effective date, June 28, 2001, he was the Executive Vice President 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

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

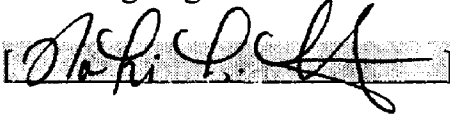
Title: Executive Vice President

STATE OF [CALIFORNIA])

) ss.:

COUNTY OF [LOS ANGELES])

On this 26th 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