

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
------------------	----------------

NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
-----------------------	--

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Rodale Inc.		03/23/2004	CORPORATION: PENNSYLVANIA

RECEIVING PARTY DATA	
Name:	F+W Publications, Inc.
Street Address:	4700 East Galbraith Road
City:	Cincinnati
State/Country:	OHIO
Postal Code:	45236
Entity Type:	CORPORATION: OHIO

PROPERTY NUMBERS Total: 7		
Property Type	Number	Word Mark
Registration Number:	1341764	UNDERWATER U.S.A.
Registration Number:	1759846	RODALE'S SCUBA DIVING
Registration Number:	2352428	NEW DIVER
Registration Number:	2377073	SKIN DIVER
Registration Number:	2447396	RODALE'S SCUBA DIVING
Registration Number:	2458750	SCUBADIVING.COM
Registration Number:	2643583	SCUBA LAB

CORRESPONDENCE DATA	
Fax Number:	(888)325-9188
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	4012749200
Email:	trademark@edwardsangell.com
Correspondent Name:	Efrosyni Iosiphidis
Address Line 1:	PO BOX 55874
Address Line 4:	BOSTON, MASSACHUSETTS 02205

ATTORNEY DOCKET NUMBER:	34981/0210
-------------------------	------------

CH \$190.00 1341764

NAME OF SUBMITTER:

Efrosyni Iosiphidis

**Total Attachments: 5**

source=trademark assignment rodale fw1#page1.tif

source=trademark assignment rodale fw1#page2.tif

source=trademark assignment rodale fw1#page3.tif

source=trademark assignment rodale fw1#page4.tif

source=trademark assignment rodale fw1#page5.tif

## TRADEMARK ASSIGNMENT

WHEREAS, Rodale Inc., a Pennsylvania corporation, having its principal place of business located at 33 East Minor Street, Emmaus, Pennsylvania 18098-0099 ("Assignor") has adopted or acquired rights to certain trademarks and trade names, registered and unregistered, domestic and foreign, that are listed and described in Exhibit "A" attached hereto, together with the goodwill associated with each of the foregoing (collectively the "Marks");

WHEREAS, F+W PUBLICATIONS, INC., an Ohio corporation with its principal place of business located at 4700 East Galbraith Road, Cincinnati, Ohio 45236 ("Assignee") desires to acquire the entire right, title and interest in and to the Marks and the goodwill associated with such Marks; and

WHEREAS, Assignor and Assignee have entered into an Asset Purchase Agreement dated as of March 23, 2004 (the "Agreement"), pursuant to which Assignor has agreed to sell to Assignee, and Assignee has agreed to purchase from Assignor, the Assets (as defined in the Agreement), including without limitation all of its right, title and interest in, to and under the Marks and the goodwill associated with such Marks.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby sell, assign and transfer unto Assignee, its successors and assigns, and Assignee hereby accepts the transfer and assignment of, all of Assignor's worldwide right, title and interest, whether statutory, registered or at common law, in and to the Marks and any renewals or extensions thereof and the goodwill of the business associated with such Marks together with any and all registrations and pending applications therefore, any and all files and records relating thereto, and the right to recover for past, present or future infringements of the Marks, the same to be held and enjoyed by the said Assignee, its successors and assigns from and

after the date hereof as fully and entirely as the same would have been held and enjoyed by the said Assignor had this Assignment not been made.

Capitalized terms used herein shall have the meanings assigned to them in the Agreement unless otherwise defined herein.

In the event of any conflict or inconsistency between the terms, provisions and conditions of this Trademark Assignment and the Agreement, the terms, provisions and conditions of the Agreement shall govern.

Assignor agrees to execute any further documents and to do such other acts (without any expenditure of monies) as may be necessary and proper to vest all right, title and interest in and to the Marks in Assignee.

This Trademark Assignment shall be governed by, and construed in accordance with, the laws of the United States and the State of New York (without regard to any principles of conflicts of laws for such state).

This instrument may be executed in one or more counterparts, each of which an original and all of which, taken together, constitute one and the same agreement. Facsimile signatures shall be deemed original signatures.

[Signature Page Follows]

IN WITNESS WHEREOF, Assignor has caused these presents to be duly executed in a manner appropriate thereto as of the 23rd day of March, 2004.

RODALE INC.

BY: *Steven Kalin*

Name: *STEVEN KALIN*

Title: *EXECUTIVE VICE-PRESIDENT  
CHIEF OPERATING OFFICER*

F+W PUBLICATIONS, INC.

BY: \_\_\_\_\_

Name:

Title:

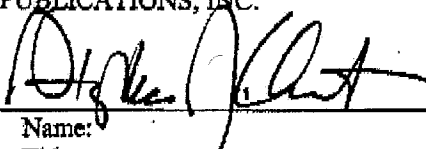
[Signature Page to Trademark Assignment]

IN WITNESS WHEREOF, Assignor has caused these presents to be duly executed in a manner appropriate thereto as of the 23rd day of March, 2004.

RODALE INC.

BY: \_\_\_\_\_  
Name:  
Title:

F+W PUBLICATIONS, INC.

BY:  \_\_\_\_\_  
Name:  
Title:

[Signature Page to Trademark Assignment]

**EXHIBIT A**

**United States Registered Trademarks**

Mark	Reg. No.	Issued
UNDERWATER U.S.A.	1341764	March 18, 1985
RODALE'S SCUBA DIVING	1759846	March 23, 1993
NEW DIVER	2352428	May 23, 2000
SKIN DIVER	2377073	August 15, 2000
RODALE'S SCUBA DIVING	2447396	May 1, 2001
SCUBADIVING.COM	2458750	June 5, 2001
SCUBA LAB	2643583	October 29, 2002

**Foreign Registered Trademarks**

Country	Mark	Reg. No.	Issued
CA	RODALE'S SCUBA DIVING	TMA549321	August 6, 2001
DE	RODALE'S SCUBA DIVING	2039666	July 1, 1993
UK	RODALE'S SCUBA DIVING	1580120	January 12, 1996