

FORM PTO-1584

RECORDATION FORM COVER SHEET

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

1-31-92

TRADEMARKS ONLY

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

<p>1. Name of conveying party(ies):</p> <p>MSX, Inc. 11 West 42<sup>nd</sup> Street New York, NY 10036</p> <p><input type="checkbox"/> Individual(s)                      <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership              <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation Delaware  <input type="checkbox"/> Other:</p> <p>Additional name(s) of conveying parties attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies):</p> <p>Martha Stewart Living Omnimedia, Inc. 11 West 42<sup>nd</sup> Street New York, NY 10036</p> <p><input type="checkbox"/> Individual(s) Citizenship  <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership  <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation Delaware  <input type="checkbox"/> Other:</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>(Designations must be a separate document from Assignment)  Additional name(s) &amp; address(es) attached: <input type="checkbox"/> Yes <input type="checkbox"/> No</p>
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3. Nature of conveyance:

Assignment                       Merger  
 Security Agreement               Change of Name  
 Other:

Effective Date: January 9, 2005

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

A. Trademark Application No.(s)                      B. Trademark Registration No.(s)

76/533,750...see attached schedule

Additional Numbers attached?  Yes  No

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

Name: Howard J. Shire, Esq.  
Address: KENYON & KENYON LLP  
One Broadway  
New York, New York 10004

6. Total number of applications and registrations involved:  
14

7. Total fee (37 C.F.R. 3.41) .....\$365  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number: 11-0600

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.

Jean E. Pelkowski                      *Jean Pelkowski*                      3/9/06  
Name of Person Signing                      Signature                      Date

Total number of pages comprising cover sheet:

OMB No. 0651-0011 (exp. 4/94)                      Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks  
Box Assignments  
Washington DC 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0605-0011), Washington, D.C. 20503

CH \$365.00 110600 76533750

**Schedule A**

<b>Trademark</b>	<b>Serial No.</b>
AGELESS HEALTH	76/533,750
BODY AND SOUL	78/515,844
BODY AND SOUL	78/515,862
BODY AND SOUL	78/515856
BODY AND SOUL	78/515,859
BODY AND SOUL	78/515,847
BODY AND SOUL	78/515,849
BODY AND SOUL	78/515,863
BODY AND SOUL	78/515,840
BODY AND SOUL	78/515,854
BODY AND SOUL	75/324,953
BODY AND SOUL	78/515,857
BODY AND SOUL	78/515,853
BODY AND SOUL WHOLE LIVING & Design	76/512,518

**CONFIRMATORY TRADEMARK ASSIGNMENT**

This Assignment is by and between:

MSX, Inc., a corporation duly organized under the laws of Delaware, which has a place of business at 11 West 42<sup>nd</sup> Street, New York, New York 10036, (hereinafter referred to as "Assignor")

- and -

Martha Stewart Living Omnimedia, Inc., a corporation duly organized and existing under the laws of Delaware, and having a place of business at 11 West 42<sup>nd</sup> Street, New York, NY 10036 (hereinafter referred to as "Assignee").

WHEREAS as of January 9, 2005, Assignor and Assignee entered into an agreement, whereby Assignee became the owner of all right, title and interest in and to the trademarks and trademark applications set forth in Schedule A (the "Marks") and the portion of Assignor's business to which the Marks pertained; and

WHEREAS the parties are desirous of confirming and memorializing the transfer of all legal right, title and interest in and to the Marks together with any goodwill appurtenant thereto, the business associated therewith, and any and all past and present rights which have accrued to Assignor incident or appertaining to the Marks.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor, by these presents, does sell, assign and transfer *nunc pro tunc* as of January 9, 2005 unto the Assignee the entire right, title and interest in and to the Marks together with the

goodwill appurtenant thereto and the portion of the business to which the Marks pertains, and any common law rights in and to the Marks, the same to be held and enjoyed by the Assignee as fully and entirely as the same would have held by Assignor had such assignment not been made, which assignment and transfer includes any and all past and present rights which have accrued or may accrue to Assignor, of any and all kind or nature incident or appertaining to the Marks, including the right to sue for and recover any accrued damages for infringement occurring prior to assignment of the Marks.

Signed this 5<sup>th</sup> day of March, 2006.

**MSX, Inc.**

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

*James Follo*  
*James Follo*  
*CEO*