

# TRADEMARK ASSIGNMENT

Electronic Version v1.1  
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SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Dowden Health Media, Inc.		12/22/2010	CORPORATION: NEW YORK
RECEIVING PARTY DATA			
Name:	DHM Acquisition Corp.		
Street Address:	110 Summit Avenue		
City:	Montvale		
State/Country:	NEW JERSEY		
Postal Code:	07645		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 8			
Property Type	Number	Word Mark	
Registration Number:	2358770	VETERANS' HEALTH	
Registration Number:	1981754	HEARTHEALTH NEWS	
Registration Number:	1911324	HEALTHWORDS FOR WOMEN	
Registration Number:	2565938	BEANSTALK	
Registration Number:	3287881	WOMEN'S HEALTH TODAY	
Serial Number:	77147526	ECROSSINGS MEDIA	
Serial Number:	77147522	ECROSSINGS MEDIA	
Registration Number:	3648079	ECROSSINGS MEDIA	
CORRESPONDENCE DATA			
Fax Number:	(202)533-9099		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	202-467-8856		
Email:	iplaw@vorys.com, rsdonnell@vorys.com, jspiantanida@vorys.com		
Correspondent Name:	Vorys, Sater, Seymour and Pease LLP		

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TRADEMARK  
REEL: 004445 FRAME: 0119

Address Line 1: 1909 K Street NW -- 9th Floor  
Address Line 2: Attn: Richard S. Donnell, Esq.  
Address Line 4: Washington, DISTRICT OF COLUMBIA 20006

ATTORNEY DOCKET NUMBER:	5252-722/1707/ASSIGN(2)
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NAME OF SUBMITTER:	Richard S. Donnell
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Signature:	/richard s donnell/
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Date:	12/31/2010
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**Total Attachments: 3**

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## TRADEMARK ASSIGNMENT

This TRADEMARK ASSIGNMENT, dated as of December 22, 2010 (this "Assignment"), is made by Dowden Health Media, Inc., a New York corporation ("Assignor"), to DHM Acquisition Corp., a Delaware corporation ("Assignee"). Capitalized terms used and not otherwise defined herein shall have the meanings assigned to such terms in the Asset Purchase Agreement (as defined below).

WHEREAS, Assignor and Assignee have entered into that certain Asset Purchase Agreement (the "Asset Purchase Agreement"), dated as of the date hereof, pursuant to which Assignor has agreed to sell and transfer to Assignee all of its right, title and interest in and to the Intellectual Property Assets, including, but not limited to, the trademarks set forth in Schedule A (the "Marks");

WHEREAS, Assignor is the owner of all right, title and interest in and to the Marks, including trademarks, service marks and the registrations, applications and/or uses, common law rights in territories where such rights are recognized and the goodwill of the business associated therewith; and

WHEREAS, in connection with the Asset Purchase Agreement, Assignee desires to acquire the full right, title, interest and goodwill in and to the Marks and Assignor desires to transfer full right, title, interest and goodwill in and to the Marks to Assignee.

NOW, THEREFORE, in consideration of the Asset Purchase Agreement and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns and agrees as follows:

Assignor does hereby irrevocably transfer and assign to Assignee, its successors and assigns, any and all right, title, interest and goodwill in and to the Marks, throughout the world together with the goodwill of the business symbolized by the Marks and the registrations, applications and uses thereof, including, without limitation, the exclusive rights to (a) apply for and maintain all registrations, renewals and/or extensions thereof, (b) bring actions and recover damages for past, present and future infringement thereof, (c) grant licenses or other interests therein, (d) all income, royalties, damages, claims and payments now or hereafter due or payable and (e) otherwise fully and entirely stand in the place of Assignor in all matters related thereto.

Assignor hereby authorizes and requests the Commissioner for Trademarks of the United States to issue, record and memorialize this Assignment with regard to all of the Marks.

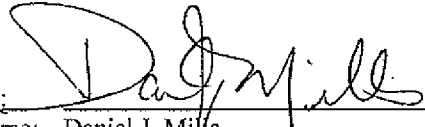
Assignor further covenants that it will execute documents, papers, forms and authorizations and take other reasonable actions that may be necessary for securing, completing or vesting in Assignee full right, title and interest in the Marks.

Assignee may, in its discretion, handle all procedural aspects of the sale, assignment, transfer and conveyance of the Marks.

**(SIGNATURE PAGE TO FOLLOW)**

IN WITNESS WHEREOF, Assignor has caused this Assignment to be duly authorized and executed as of the date hereof.


DOWDEN HEALTH MEDIA, INC.

By:   
Name: Daniel J. Mills  
Title: Executive Vice President

THE STATE OF New York )  
COUNTY OF New York ) SS:

BEFORE ME, a Notary Public, the undersigned, on this day personally appeared Daniel J. Mills, known to me to be the person and officer whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of DOWDEN HEALTH MEDIA, INC., a New York corporation and that she/he executed the same as the act of such corporation for the purposes and consideration therein expressed and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 20<sup>th</sup> day of December, 2010.

  
Notary Public

ERIC D. MARTINS  
NOTARY PUBLIC, STATE OF NEW YORK  
No. 60-2111000  
Qualified in Westchester County  
Commission Expires July 31, 2012

# SCHEDULE A

## MARKS

Marks	Serial No./Reg. No.	Application Date /Reg. Date
Veteran's Health	2,358,770 (Supp. Register)	Registered - 6/13/2000  Renewal due 6/13/2010.  Abandoned.
Hearthealth News	1,981,754 (Supp. Register)	Registered - 6/8/1996  Renewal due 6/8/2016
Healthwords For Women	1,911,324	Registered - 8/15/1995  Renewal due -- 8/15/2015
Beanstalk	2,565,938	Registered - 4/30/2002  Renewal due 4/30/12
Women's Health Today	Registration #3287881	Registered - 9/4/2007  Section 8 & 15 Due 9/4/13
ECrossings Media	Application #77/147526	Application Date April 3, 2007  Abandoned January 26, 2009
ECrossings Media	Application #77/147,522	Application Date April 3, 2007  Abandoned March 16, 2009
ECrossings Media	Registration #3648079	Registered - 6/30/2009  Renewal due 6/30/2019

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