

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM344226

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Rodale Inc.		06/05/2015	CORPORATION: PENNSYLVANIA
RECEIVING PARTY DATA			
Name:	Manufacturers and Traders Trust Company		
Street Address:	1 Fountain Plaza, 3rd Floor		
City:	Buffalo		
State/Country:	NEW YORK		
Postal Code:	14203		
Entity Type:	CORPORATION: NEW YORK		
PROPERTY NUMBERS Total: 15			
Property Type	Number	Word Mark	
Serial Number:	77367558	BITCHIN' KITCHEN	
Serial Number:	77367574	BITCHIN' KITCHEN	
Registration Number:	4209746	RUN 10 FEED 10	
Registration Number:	4147511	SLIM CALM SEXY	
Registration Number:	4667781	SLIM CALM SEXY	
Registration Number:	3438616	THE AVERAGE WOMAN	
Registration Number:	4583434	WH FIT CLUB	
Registration Number:	3410559	WOMEN'S HEALTH	
Registration Number:	4154153	WOMEN'S HEALTH	
Registration Number:	1693746	WOMEN'S HEALTH	
Registration Number:	3802497	WOMEN'S HEALTH	
Registration Number:	3064598	WOMEN'S HEALTH	
Registration Number:	4012894	WOMEN'S HEALTH	
Registration Number:	3064599	WOMEN'S HEALTH	
Registration Number:	4237825	WOMEN'S HEALTH	
CORRESPONDENCE DATA			
Fax Number:	2028428465		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent</i>			

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TRADEMARK

using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 202-842-8800
Email: dctrademarks@dbr.com
Correspondent Name: Jennifer T. Criss
Address Line 1: Drinker Biddle & Reath LLP
Address Line 2: 1500 K Street, NW, Suite 1100
Address Line 4: Washington, D.C. 20005

ATTORNEY DOCKET NUMBER:	042858-469191
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NAME OF SUBMITTER:	Jennifer T. Criss
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SIGNATURE:	/jennifer t. criss/
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DATE SIGNED:	06/10/2015
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Total Attachments: 4

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AMENDED AND RESTATED
INTELLECTUAL PROPERTY COLLATERAL AGREEMENT

THIS AMENDED AND RESTATED INTELLECTUAL PROPERTY COLLATERAL AGREEMENT (this "Agreement") is effective as of June 10, 2015 and executed on the date referred to below by and among MANUFACTURERS AND TRADERS TRUST COMPANY, as agent for itself and the other Secured Parties (as that term is defined in the Credit Agreement defined below) (together with its successors and assigns in such capacity, the "Agent"), and RODALE INC., a Pennsylvania corporation ("Borrower" and "Grantor", and together with its successors and assigns, and each other Additional Grantor (as that term is defined in the Security Agreement defined below) and their successors and assigns, collectively, "Grantors").

WHEREAS, Grantors own all right, title and interest in and to certain patents, trademarks, copyrights and trade names, in all cases related to Women's Health, including those listed on the annexed Schedule A (collectively, the "Intellectual Property");

WHEREAS, Borrower, the Agent, the Lenders (as that term is defined in the Credit Agreement defined below) and certain other parties entered into that certain Amended and Restated Credit Agreement dated as of June 10, 2015 (as the same may be amended, restated, modified, supplemented and/or replaced from time to time, the "Credit Agreement"), pursuant to which the Lenders agreed to extend credit to Borrower on the terms and conditions described therein;

WHEREAS, Grantors are obligated to the Agent pursuant to the Amended and Restated Security Agreement dated as of June 10, 2015 (as the same may be amended, restated, modified, supplemented and/or replaced from time to time, the "Security Agreement") in favor of the Agent; and

WHEREAS, pursuant to the Security Agreement, Grantors granted to the Agent a security interest in all right, title and interest of Grantors in and to, among other things, the Intellectual Property related to Women's Health, including the applications and registrations therefor, together with the goodwill of the business connected with the use of and symbolized by the Intellectual Property and all proceeds thereof, including, without limitation, any and all past, present and future causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations, as defined in the Credit Agreement.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, each Grantor does hereby grant to the Agent a security interest in, and does hereby renew and confirm any and all security interests previously created in favor of the Agent in, the Collateral to secure the prompt payment, performance and observance of its obligations.

Each Grantor does hereby further acknowledge and affirm that the rights and remedies of the Agent with respect to the security interest in the Collateral made and granted hereby are fully set forth in the Credit Agreement and the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, this Amended and Restated Intellectual Property Collateral Agreement is duly executed on this 5th day of June, 2015.

RODALE INC.

By: *Thomas A. Pogash*
Name: Thomas A. Pogash
Title: Executive Vice President and
Chief Financial Officer

NOTARY PUBLIC CERTIFICATE

On this 5th day of June, 2015, Thomas A. Pogash who is personally known to me appeared before me in his/her capacity as the Executive Vice President & Chief Financial Officer of RODALE INC., ("Grantor"), and executed on behalf of Grantor the Amended and Restated Intellectual Property Collateral Agreement in favor of Manufacturers and Traders Trust Company, as Agent, to which this Certificate is attached.

Debra L. Clark
Notary Public

COMMONWEALTH OF PENNSYLVANIA

NOTARIAL SEAL
DEBRA L. CLARK, Notary Public
City of Allentown, Lehigh County
My Commission Expires February 25, 2018

SCHEDULE A

PATENTS, TRADEMARKS, COPYRIGHTS AND TRADENAMES

Trademark	Jurisdiction	Registration No./ Application No.
BITCHIN' KITCHEN	United States	77/367,558
BITCHIN' KITCHEN	United States	77/367,574
Run 10 Feed 10	United States	4,209,746 / 85/543,434
SLIM CALM SEXY	United States	4,147,511 / 85/236,580
SLIM CALM SEXY	United States	4,667,781 / 86/374,720
THE AVERAGE WOMAN	United States	3,438,616 / 77/367,796
WH FIT CLUB	United States	4,583,434 / 86/133,091
WOMEN'S HEALTH	United States	3,410,559 / 78/738,975
WOMEN'S HEALTH	United States	4,154,153 / 85/454,536
WOMEN'S HEALTH	United States	1,693,746 / 74/147,693
WOMEN'S HEALTH	United States	3,802,497 / 77/844,356
WOMEN'S HEALTH	United States	3,064,598 / 78/421,038
WOMEN'S HEALTH	United States	4,012,894 / 77/746,849
WOMEN'S HEALTH	United States	3,064,599 / 78/421,041
WOMEN'S HEALTH	United States	4,237,825 / 85/632,815

Registered Copyrights	Jurisdiction	Copyright Number
Women's Health Big Book of Pilates - The Essential Guide to Total-Body Fitness.	United States	TX0007942087
Women's Health BIG BOOK of YOGA The Essential Guide to Complete Mind/Body Fitness.	United States	TX0007662089

Women's Health BIG BOOK of ABS - Sculpt a Lean, Sexy Stomach in Just 6 Weeks!	United States	TX0007648072
Women's Health Diet - The 6-Week Plan to Shrink Your Belly & Sculpt Your Body	United States	TX0007790431
Women's Health BIG BOOK OF 15 MINUTE WORKOUTS - A Leaner, Sexier, Healthier You – In 15 Minutes a Day.	United States	TX0007802245
Women's Health BIG BOOK OF EXERCISES - Four Weeks to a Leaner, Sexier, Healthier You!	United States	TX0007911287
WOMEN'S HEALTH EN ESPANOL.	United States	TX0006923219
Women's health.	United States	CSN0072712
WOMEN'S HEALTH EN ESPANOL.	United States	TX0006918289
OMEN'S HEALTH EN ESPANOL.	United States	TX0006918285
Women's health.	United States	CSN0072712
Women's Health Perfect Body Diet.	United States	TX0006868228
Women's Health Total Fitness Guide 2008.	United States	TX0006868225
Women's health.	United States	CSN0072712
Women's health	United States	TX0006604074
Women's health.	United States	CSN0072712
Women's Health : you & improved!	United States	CSN 0145658