

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM396604

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
American Media, Inc.		08/25/2016	Corporation: DELAWARE
AMI Parent Holdings LLC		08/25/2016	Limited Liability Company: DELAWARE
AMI Digital, Inc.		08/25/2016	Corporation: DELAWARE
In Store Services Inc.		08/25/2016	Corporation: DELAWARE
AMI Celebrity Publications, LLC		08/25/2016	Limited Liability Company: DELAWARE
Weider Publications, LLC		08/25/2016	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA

Name:	HPS Investment Partners, LLC, as collateral agent
Street Address:	40 West 57th Street
Internal Address:	33rd Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10019
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 47

Property Type	Number	Word Mark
Serial Number:	77598644	
Serial Number:	73217522	
Serial Number:	74060376	GLOBE
Serial Number:	78405037	GLOBE
Serial Number:	86251690	INPRINT
Serial Number:	74731935	INTERNATIONAL ASTROLOGICAL SOCIETY
Serial Number:	75169313	MM MICRO MAGS
Serial Number:	72128501	NATIONAL ENQUIRER
Serial Number:	75116089	NATIONAL ENQUIRER
Serial Number:	78097907	NATIONAL EXAMINER
Serial Number:	85299029	REALITY WEEKLY

CH \$1190.00 77598644

Property Type	Number	Word Mark
Serial Number:	74730403	SHEELA WOOD'S
Serial Number:	85643193	STAR
Serial Number:	73182128	STAR
Serial Number:	75116088	STAR
Serial Number:	75430247	STAR PEOPLE
Serial Number:	75160019	SUN
Serial Number:	74378223	OK!
Serial Number:	78860879	OK!
Serial Number:	78861030	OK!
Serial Number:	85976475	OK! USA
Serial Number:	78831087	OK! WEEKLY
Serial Number:	73637033	SOAP OPERA DIGEST
Serial Number:	75270729	SOAP OPERA WEEKLY
Serial Number:	75231063	FLEX
Serial Number:	73473476	FLEX
Serial Number:	75492541	H.U.G.E. HARDGAINERS ULTIMATE GROWTH ENH
Serial Number:	75209144	HARDGAINER'S ULTIMATE GROWTH ENHANCEMENT
Serial Number:	75827278	HERS
Serial Number:	85841222	JACKED IN A BOX
Serial Number:	74664965	MEN'S FITNESS
Serial Number:	73679354	MEN'S FITNESS
Serial Number:	75230631	MEN'S FITNESS
Serial Number:	85236428	MEN'S FITNESS
Serial Number:	85915558	MEN'S FITNESS
Serial Number:	76379152	MUSCLE & FITNESS
Serial Number:	75231064	MUSCLE & FITNESS
Serial Number:	76461984	MUSCLE & FITNESS
Serial Number:	76381533	MUSCLE & FITNESS
Serial Number:	76379510	MUSCLE & FITNESS
Serial Number:	76379150	MUSCLE & FITNESS
Serial Number:	76379508	MUSCLE & FITNESS
Serial Number:	76379509	MUSCLE & FITNESS
Serial Number:	76379156	MUSCLE & FITNESS HERS
Serial Number:	76379154	MUSCLE & FITNESS HERS
Serial Number:	85916218	THE NEW MEASURE OF SUCCESS
Serial Number:	77752196	YOU ATE IT? NEGATE IT!

CORRESPONDENCE DATA

Fax Number: 2125935955

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 212-756-2132

Email: scott.kareff@srz.com

Correspondent Name: S. Kareff c/o Schulte Roth & Zabel LLP

Address Line 1: 919 Third Avenue

Address Line 2: 25th Floor

Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	041598-0059
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NAME OF SUBMITTER:	Scott Kareff (041598-0059)
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SIGNATURE:	/kc for sk/
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DATE SIGNED:	08/29/2016
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Total Attachments: 7

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NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS

This Notice of Grant of Security Interest in Trademarks (this "Trademark Notice of Grant") is made as of August 25 2016, by American Media, Inc., AMI Parent Holdings LLC, AMI Digital, Inc., In Store Services Inc., AMI Celebrity Publications, LLC and Weider Publications, LLC (individually, a "Grantor" and collectively, the "Grantors"), in favor of HPS Investment Partners, LLC, in its capacity as collateral agent for itself and the other Secured Parties (together with its successors and assigns in such capacity, "Grantee").

WHEREAS, the Grantors hold the right, title and interest in and to, the trademarks and service marks listed on the attached Schedule A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Grantors have entered into a Pledge and Security Agreement, dated August 25, 2016 (as amended, restated, supplemented, modified or otherwise changed from time to time, the "Security Agreement"), in favor of Grantee; and

WHEREAS, pursuant to the Security Agreement, each Grantor has granted to the Grantee for the benefit of the Secured Parties (as defined in the Security Agreement), a continuing security interest in all right, title and interest of such Grantor in, to and under the Trademarks, together with, among other things, the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations (as defined in the Security Agreement).

NOW, THEREFORE, as collateral security for the payment, performance and observance of all of the Secured Obligations, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantors do hereby grant to the Grantee and grant to the Grantee for the benefit of the Secured Parties, a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

All capitalized terms used but not otherwise defined herein have the meanings given to them in the Security Agreement.

The Grantors do hereby further acknowledge and affirm that the rights and remedies of the Grantee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

[Remainder of page intentionally left blank]

This Trademark Notice of Grant may be executed in any number of counterparts and by different parties in separate counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement. Delivery of an executed counterpart by facsimile or electronic mail shall be equally effective as delivery of an original executed counterpart.

[Remainder of page intentionally left blank; signature pages follow]

IN WITNESS WHEREOF, each Grantor has caused this Trademark Notice of Grant to be duly executed by its officer thereunto duly authorized as of the date first set forth above.

AMERICAN MEDIA, INC.

By: 
Name: Eric Klee
Title: Secretary


AMI PARENT HOLDINGS LLC

By: 
Name: Eric Klee
Title: Secretary

AMI DIGITAL, INC.

By: 
Name: Eric Klee
Title: Secretary

IN STORE SERVICES INC.

By: 
Name: Eric Klee
Title: Secretary

[Signatures continued on next page]

Signature Page to Notice of Grant of Security Interest in Trademarks

AMI CELEBRITY PUBLICATIONS, LLC

By: Eric Klee
Name: Eric Klee
Title: Secretary






WEIDER PUBLICATIONS, LLC



By: Eric Klee
Name: Eric Klee
Title: Secretary

Signature Page to Notice of Grant of Security Interest in Trademarks

SCHEDULE A

No.	Mark	Jurisdiction	Reg. No.	Reg. Date	App. No.	App. Date	Owner	Status
1.	(BLUE DOT) 	US Federal	3714196	24-Nov-09	77598644	23-Oct-08	American Media, Inc.	Registered
2.	(DESIGN OF A STAR WITHIN A DARK SQUARE) 	US Federal	1230662	8-Mar-83	73217522	29-May-79	American Media, Inc.	Registered
3.	GLOBE 	US Federal	1639082	26-Mar-91	74060376	12-Mar-90	American Media, Inc.	Registered
4.	GLOBE	US Federal	2997451	20-Sep-05	78405037	20-Apr-04	American Media, Inc.	Registered
5.	INPRINT	US Federal	4615463	30-Sep-14	86251690	14-Apr-14	American Media, Inc.	Registered
6.	INTERNATIONAL ASTROLOGICAL SOCIETY	US Federal	2013496	5-Nov-96	74731935	18-Sep-95	American Media, Inc.	Registered
7.	MM MICRO MAGS 	US Federal	2241439	27-Apr-99	75169313	20-Sep-96	American Media, Inc.	Registered
8.	NATIONAL ENQUIRER	US Federal	0736824	28-Aug-62	72128501	25-Sep-61	American Media, Inc.	Registered
9.	NATIONAL ENQUIRER	US Federal	2373131	1-Aug-00	75116089	7-Jun-96	American Media, Inc.	Registered
10.	NATIONAL EXAMINER 	US Federal	2625275	24-Sep-02	78097907	12-Dec-01	American Media, Inc.	Registered
11.	REALITY WEEKLY	US Federal	4103324	21-Feb-12	85299029	19-Apr-11	American Media, Inc.	Registered
12.	SHEELA WOOD'S	US Federal	2045528	18-Mar-97	74730403	18-Sep-95	American Media, Inc.	Registered
13.	STAR 	US Federal	4279274	22-Jan-13	85643193	5-Jun-12	American Media, Inc.	Registered
14.	STAR 	US Federal	1224966	25-Jan-83	73182128	4-Aug-78	American Media, Inc.	Registered

No.	Mark	Jurisdiction	Reg. No.	Reg. Date	App. No.	App. Date	Owner	Status
15.	STAR 	US Federal	2751537	19-Aug-03	75116088	7-Jun-96	American Media, Inc.	Registered
16.	STAR PEOPLE	US Federal	2484118	4-Sep-01	75430247	6-Feb-98	American Media, Inc.	Registered
17.	SUN 	US Federal	2199246	27-Oct-98	75160019	3-Sep-96	American Media, Inc.	Registered
18.	OK! 	US Federal	1901212	20-Jun-95	74378223	12-Apr-93	AMI Celebrity Publications, LLC	Registered
19.	OK!	US Federal	3244356	22-May-07	78860879	13-Apr-06	AMI Celebrity Publications, LLC	Registered
20.	OK!	US Federal	3815852	6-Jul-10	78861030	13-Apr-06	AMI Celebrity Publications, LLC	Registered
21.	OK! USA 	US Federal	4132084	24-Apr-12	85976475	18-Jan-11	AMI Celebrity Publications, LLC	Registered
22.	OK! WEEKLY 	US Federal	3241733	15-May-07	78831087	7-Mar-06	AMI Celebrity Publications, LLC	Registered
23.	SOAP OPERA DIGEST	US Federal	1491072	7-Jun-88	73637033	23-Dec-86	AMI Celebrity Publications, LLC	Registered
24.	SOAP OPERA WEEKLY	US Federal	2398877	31-Oct-00	75270729	8-Apr-97	AMI Celebrity Publications, LLC	Registered
25.	FLEX	US Federal	2186743	1-Sep-98	75231063	24-Jan-97	Weider Publications, LLC	Registered
26.	FLEX	US Federal	1340659	11-Jun-85	73473476	2-Apr-84	Weider Publications, LLC	Registered
27.	H.U.G.E. HARDGAINER'S ULTIMATE GROWTH ENHANCEMENT SYSTEM	US Federal	2433879	6-Mar-01	75492541	23-May-98	Weider Publications, LLC	Registered
28.	HARDGAINER'S ULTIMATE GROWTH ENHANCEMENT SYSTEM	US Federal	2285899	12-Oct-99	75209144	6-Dec-96	Weider Publications, LLC	Registered
29.	HERS	US Federal	2472316	24-Jul-01	75827278	21-Oct-99	Weider Publications, LLC	Registered
30.	JACKED IN A BOX	US Federal	4569148	15-Jul-14	85841222	5-Feb-13	Weider Publications, LLC	Registered

No.	Mark	Jurisdiction	Reg. No.	Reg. Date	App. No.	App. Date	Owner	Status
31.	MEN'S FITNESS	US Federal	1956592	13-Feb-96	74664965	24-Apr-95	Weider Publications, LLC	Registered
32.	MEN'S FITNESS	US Federal	1519426	3-Jan-89	73679354	19-Aug-87	Weider Publications, LLC	Registered
33.	MEN'S FITNESS	US Federal	2197109	20-Oct-98	75230631	24-Jan-97	Weider Publications, LLC	Registered
34.	MEN'S FITNESS	US Federal	4556230	24-Jun-14	85236428	8-Feb-11	Weider Publications, LLC	Registered
35.	MEN'S FITNESS 	US Federal	4509454	8-Apr-14	85915558	26-Apr-13	Weider Publications, LLC	Registered
36.	MUSCLE & FITNESS	US Federal	2692744	4-Mar-03	76379152	22-Feb-02	Weider Publications, LLC	Registered
37.	MUSCLE & FITNESS	US Federal	2254062	15-Jun-99	75231064	24-Jan-97	Weider Publications, LLC	Registered
38.	MUSCLE & FITNESS	US Federal	2775097	21-Oct-03	76461984	28-Oct-02	Weider Publications, LLC	Registered
39.	MUSCLE & FITNESS	US Federal	2856392	22-Jun-04	76381533	1-Mar-02	Weider Publications, LLC	Registered
40.	MUSCLE & FITNESS	US Federal	2842210	18-May-04	76379510	22-Feb-02	Weider Publications, LLC	Registered
41.	MUSCLE & FITNESS	US Federal	3009086	25-Oct-05	76379150	22-Feb-02	Weider Publications, LLC	Registered
42.	MUSCLE & FITNESS (STYLIZED) 	US Federal	2842209	18-May-04	76379508	22-Feb-02	Weider Publications, LLC	Registered
43.	MUSCLE & FITNESS (STYLIZED) 	US Federal	2686042	11-Feb-03	76379509	22-Feb-02	Weider Publications, LLC	Registered
44.	MUSCLE & FITNESS HERS	US Federal	2842208	18-May-04	76379156	22-Feb-02	Weider Publications, LLC	Registered
45.	MUSCLE & FITNESS HERS	US Federal	2708922	22-Apr-03	76379154	22-Feb-02	Weider Publications, LLC	Registered
46.	THE NEW MEASURE OF SUCCESS	US Federal	4519134	22-Apr-14	85916218	26-Apr-13	Weider Publications, LLC	Registered
47.	YOU ATE IT? NEGATE IT!	US Federal	4257952	11-Dec-12	77752196	4-Jun-09	Weider Publications, LLC	Registered