

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM504275

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|-----------------------------------|--|------------------------------|-------------------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| AMI Celebrity Publications, LLC | | 12/31/2018 | Limited Liability Company: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | The Bank of New York Mellon | | |
| Street Address: | 2001 Bryan Street, 10th Floor | | |
| City: | Dallas | | |
| State/Country: | TEXAS | | |
| Postal Code: | 75201 | | |
| Entity Type: | Corporation: NEW YORK | | |
| PROPERTY NUMBERS Total: 34 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 3701682 | BABY LOVE | |
| Registration Number: | 2481062 | FASHION POLICE | |
| Registration Number: | 2914765 | FASHION POLICE | |
| Registration Number: | 2684913 | HOT STUFF | |
| Registration Number: | 3140185 | HOT STUFF | |
| Registration Number: | 2940447 | LOOSE TALK | |
| Registration Number: | 2936059 | LOVE LIVES | |
| Registration Number: | 3081941 | LOVE LIVES | |
| Registration Number: | 1901212 | OK! | |
| Registration Number: | 3244356 | OK! | |
| Registration Number: | 3815852 | OK! | |
| Registration Number: | 4132084 | OK! USA | |
| Registration Number: | 1491072 | SOAP OPERA DIGEST | |
| Registration Number: | 2398877 | SOAP OPERA WEEKLY | |
| Registration Number: | 2853974 | SPLURGE VS. SAVE | |
| Registration Number: | 2853976 | STARS - THEY'RE JUST LIKE US | |
| Registration Number: | 2626958 | THE RECORD | |
| Registration Number: | 2853973 | THE SHOP-A-THON | |
| Registration Number: | 2865176 | THE US BUZZZZ-O-METER | |
| TRADEMARK | | | |

CH \$865.00 3701682

| Property Type | Number | Word Mark |
|----------------------|---------|--|
| Registration Number: | 2868162 | THIS MINUTE YOU WANT TO KNOW ABOUT... |
| Registration Number: | 1679326 | US |
| Registration Number: | 2614948 | US |
| Registration Number: | 4084218 | US STYLE |
| Registration Number: | 3176865 | US WEEKLY |
| Registration Number: | 2410772 | US WEEKLY |
| Registration Number: | 2527250 | US WEEKLY |
| Registration Number: | 4425800 | USTV |
| Registration Number: | 2853977 | WHEN BAD CLOTHES HAPPEN TO GOOD PEOPLE |
| Registration Number: | 3648387 | 4TNZ |
| Registration Number: | 4975896 | ANIMAL TALES |
| Registration Number: | 3222835 | ASTRO GIRL! |
| Registration Number: | 5265310 | BAKE IT UP! |
| Registration Number: | 4548386 | CLOSER |
| Registration Number: | 2950865 | IN TOUCH |

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: Scott Kareff

Address Line 1: Schulte Roth & Zabel LLP, 919 Third Ave

Address Line 4: New York, NEW YORK 10022

| | |
|--------------------------------|--------------|
| ATTORNEY DOCKET NUMBER: | 004952.0002 |
| NAME OF SUBMITTER: | Scott Kareff |
| SIGNATURE: | /RS for SK/ |
| DATE SIGNED: | 01/03/2019 |

Total Attachments: 4

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NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS

This Notice of Grant of Security Interest in Trademarks (this "Trademarks Notice of Grant") is made as of December 31, 2018, by AMI Celebrity Publications, LLC ("Grantor"), in favor of The Bank of New York Mellon, 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 Grantor holds 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 Grantor has entered into a Pledge and Security Agreement, dated December 31, 2018 (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, the 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 the 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 Grantor does 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 Grantor does 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.

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.

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

AMI CELEBRITY PUBLICATIONS, LLC

By: 
Name: Christopher V. Polimeni
Title: Executive Vice President, Chief
Operating Officer and Chief Financial Officer

SCHEDULE A TO GRANT OF A SECURITY INTEREST

| TRADEMARK | REGISTRATION NO | REGISTRATION DATE | APPLICATION NO | APPLICATION DATE | OWNER | TRADEMARK STATUS |
|--|-----------------|-------------------|----------------|------------------|---------------------------------|------------------|
| BABY LOVE | 3701682 | 27-Oct-09 | 77/713735 | 14-Apr-09 | AMI Celebrity Publications, LLC | Registered |
| FASHION POLICE | 2481062 | 21-Aug-01 | 76089276 | 14-Jul-00 | AMI Celebrity Publications, LLC | Registered |
| FASHION POLICE | 2914765 | 28-Dec-04 | 76250472 | 3-May-01 | AMI Celebrity Publications, LLC | Registered |
| HOT STUFF | 2684913 | 4-Feb-03 | 76298127 | 11-Aug-01 | AMI Celebrity Publications, LLC | Registered |
| HOT STUFF | 3140185 | 5-Sep-06 | 78500637 | 15-Oct-04 | AMI Celebrity Publications, LLC | Registered |
| LOOSE TALK | 2940447 | 12-Apr-05 | 76388771 | 27-Mar-02 | AMI Celebrity Publications, LLC | Registered |
| LOVE LIVES | 2936059 | 29-Mar-05 | 78/276588 | 21-Jul-03 | AMI Celebrity Publications, LLC | Registered |
| LOVE LIVES | 3081941 | 18-Apr-06 | 78500619 | 15-Oct-04 | AMI Celebrity Publications, LLC | Registered |
| OK! (design) | 1901212 | 20-Jun-95 | 74378223 | 12-Apr-93 | AMI Celebrity Publications, LLC | Registered |
| OK! (design) | 3244356 | 22-May-07 | 78860879 | 13-Apr-06 | AMI Celebrity Publications, LLC | Registered |
| OK! (design) | 3815852 | 6-Jul-10 | 78861030 | 13-Apr-06 | AMI Celebrity Publications, LLC | Registered |
| OK! USA (design) | 4132084 | 24-Apr-12 | 85976475 | 18-Jan-11 | AMI Celebrity Publications, LLC | Registered |
| SOAP OPERA DIGEST | 1491072 | 7-Jun-88 | 73637033 | 23-Dec-86 | AMI Celebrity Publications, LLC | Registered |
| SOAP OPERA WEEKLY | 2398877 | 31-Oct-00 | 75270729 | 8-Apr-97 | AMI Celebrity Publications, LLC | Registered |
| SPLURGE VS. SAVE | 2853974 | 15-Jun-04 | 78/276108 | 18-Jul-03 | AMI Celebrity Publications, LLC | Registered |
| STARS - THEY'RE JUST LIKE US | 2853976 | 15-Jun-04 | 78/276195 | 18-Jul-03 | AMI Celebrity Publications, LLC | Registered |
| THE RECORD | 2626958 | 24-Sep-02 | 76298128 | 11-Aug-01 | AMI Celebrity Publications, LLC | Registered |
| THE SHOP-A-THON | 2853973 | 15-Jun-04 | 78276053 | 18-Jul-03 | AMI Celebrity Publications, LLC | Registered |
| THE US BUZZZZZ-O-METER | 2865176 | 20-Jul-04 | 78275984 | 18-Jul-03 | AMI Celebrity Publications, LLC | Registered |
| THIS MINUTE YOU WANT TO KNOW ABOUT... | 2868162 | 27-Jul-04 | 78276140 | 18-Jul-03 | AMI Celebrity Publications, LLC | Registered |
| US (Block) | 1679326 | 17-Mar-92 | 74015704 | 2-Jan-90 | AMI Celebrity Publications, LLC | Registered |
| US (Block) | 2614948 | 3-Sep-02 | 76288469 | 20-Jul-01 | AMI Celebrity Publications, LLC | Registered |
| Us Style | 4084218 | 10-Jan-12 | 77/567111 | 10-Sep-08 | AMI Celebrity Publications, LLC | Registered |
| US WEEKLY (2002 Logo) | 3176865 | 28-Nov-06 | 78/784,600 | 4-Jan-06 | AMI Celebrity Publications, LLC | Registered |
| US WEEKLY (Block) | 2410772 | 5-Dec-00 | 75898974 | 19-Jan-00 | AMI Celebrity Publications, LLC | Registered |
| US WEEKLY (New Logo) | 2527250 | 8-Jan-02 | 76181231 | 11-Dec-00 | AMI Celebrity Publications, LLC | Registered |
| USTV | 4425800 | 29-Oct-13 | 77/783797 | 17-Jul-09 | AMI Celebrity Publications, LLC | Registered |
| WHEN BAD CLOTHES HAPPEN TO GOOD PEOPLE | 2853977 | 15-Jun-04 | 78/276217 | 18-Jul-03 | AMI Celebrity Publications, LLC | Registered |
| 4TNZ | 3648387 | Jun. 30, 2009 | 77/407,188 | Feb. 27, 2008 | AMI Celebrity Publications, LLC | Registered |

| TRADEMARK | REGISTRATION NO | REGISTRATION DATE | APPLICATION NO | APPLICATION DATE | OWNER | TRADEMARK STATUS |
|-----------------------|------------------------|--------------------------|-----------------------|-------------------------|---------------------------------|-------------------------|
| ANIMAL TALES & DESIGN | 4975896 | Jun. 14, 2016 | 86/353,869 | Jul. 31, 2014 | AMI Celebrity Publications, LLC | Registered |
| ASTRO GIRL! | 3222835 | Mar. 27, 2007 | 78/898,802 | Jun. 02, 2006 | AMI Celebrity Publications, LLC | Registered |
| BAKE IT UP! | 5265310 | Aug. 15, 2017 | 87/300,821 | Jan. 13, 2017 | AMI Celebrity Publications, LLC | Registered |
| CLOSER | 4548386 | Jun. 10, 2014 | 85/734,141 | Sep. 20, 2012 | AMI Celebrity Publications, LLC | Registered |
| IN TOUCH | 2950865 | May 17, 2005 | 76/462,921 | Sep. 11, 2002 | AMI Celebrity Publications, LLC | Registered |