

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM506577

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
AMI Celebrity Publications, LLC		01/03/2019	Limited Liability Company: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Wilmington Trust, National Association		
<b>Street Address:</b>	50 S. Sixth Street		
<b>Internal Address:</b>	Suite 1290		
<b>City:</b>	Minneapolis		
<b>State/Country:</b>	MINNESOTA		
<b>Postal Code:</b>	55402-1544		
<b>Entity Type:</b>	National Banking Association: UNITED STATES		
<b>PROPERTY NUMBERS Total: 34</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3701682	BABY LOVE	
<b>Registration Number:</b>	2481062	FASHION POLICE	
<b>Registration Number:</b>	2914765	FASHION POLICE	
<b>Registration Number:</b>	2684913	HOT STUFF	
<b>Registration Number:</b>	3140185	HOT STUFF	
<b>Registration Number:</b>	2940447	LOOSE TALK	
<b>Registration Number:</b>	2936059	LOVE LIVES	
<b>Registration Number:</b>	3081941	LOVE LIVES	
<b>Registration Number:</b>	1901212	OK!	
<b>Registration Number:</b>	3244356	OK!	
<b>Registration Number:</b>	3815852	OK!	
<b>Registration Number:</b>	4132084	OK! USA	
<b>Registration Number:</b>	1491072	SOAP OPERA DIGEST	
<b>Registration Number:</b>	2398877	SOAP OPERA WEEKLY	
<b>Registration Number:</b>	2853974	SPLURGE VS. SAVE	
<b>Registration Number:</b>	2853976	STARS - THEY'RE JUST LIKE US	
<b>Registration Number:</b>	2626958	THE RECORD	
<b>Registration Number:</b>	2853973	THE SHOP-A-THON	
<b>TRADEMARK</b>			

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Property Type	Number	Word Mark
Registration Number:	2865176	THE US BUZZZZ-O-METER
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:**

*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.*

**Email:** cadinolfi@paulweiss.com, lfranco@paulweiss.com,  
nalbano@paulweiss.com

**Correspondent Name:** Nicole Albano  
**Address Line 1:** Paul Weiss Rifkind Wharton & Garrison LLP  
**Address Line 2:** 1285 Avenue of the Americas  
**Address Line 4:** New York, NEW YORK 10019-6064

<b>NAME OF SUBMITTER:</b>	Nicole A. Albano
<b>SIGNATURE:</b>	/Nicole A. Albano/
<b>DATE SIGNED:</b>	01/18/2019

**Total Attachments: 4**

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- source=2L Trademark Security Agreement - AMI Celebrity Publications 12516962\_2#page2.tif
- source=2L Trademark Security Agreement - AMI Celebrity Publications 12516962\_2#page3.tif
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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 January 3, 2019, by AMI Celebrity Publications, LLC ("Grantor"), in favor of Wilmington Trust, National Association, 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 as of January 3, 2019 (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.

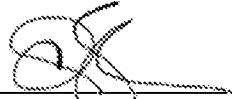
This Trademark Notice of Grant may be executed in any number of counterparts and by different parties in separate counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement. Delivery of an executed counterpart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

*[Remainder of page intentionally left blank]*

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

<b>TRADEMARK</b>	<b>REGISTRATION NO</b>	<b>REGISTRATION DATE</b>	<b>APPLICATION NO</b>	<b>APPLICATION DATE</b>	<b>OWNER</b>	<b>TRADEMARK STATUS</b>
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