

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM504259

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Weider Publications, LLC		12/31/2018	Limited Liability Company: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	The Bank of New York Mellon		
<b>Street Address:</b>	2001 Bryan Street, 10th Floor		
<b>City:</b>	Dallas		
<b>State/Country:</b>	TEXAS		
<b>Postal Code:</b>	75201		
<b>Entity Type:</b>	Corporation: NEW YORK		
<b>PROPERTY NUMBERS Total: 26</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	1340659	FLEX	
<b>Registration Number:</b>	2186743	FLEX	
<b>Registration Number:</b>	2433879	H.U.G.E. HARDGAINERS ULTIMATE GROWTH ENH	
<b>Registration Number:</b>	2285899	HARDGAINER'S ULTIMATE GROWTH ENHANCEMENT	
<b>Registration Number:</b>	2472316	HERS	
<b>Registration Number:</b>	4569148	JACKED IN A BOX	
<b>Registration Number:</b>	4509454	MEN'S FITNESS	
<b>Registration Number:</b>	1956592	MEN'S FITNESS	
<b>Registration Number:</b>	1519426	MEN'S FITNESS	
<b>Registration Number:</b>	2197109	MEN'S FITNESS	
<b>Registration Number:</b>	4556230	MEN'S FITNESS	
<b>Registration Number:</b>	2165985	MEN'S JOURNAL	
<b>Registration Number:</b>	2600881	MENSJOURNAL	
<b>Registration Number:</b>	2619152	MIND & BODY	
<b>Registration Number:</b>	2692744	MUSCLE & FITNESS	
<b>Registration Number:</b>	2254062	MUSCLE & FITNESS	
<b>Registration Number:</b>	2775097	MUSCLE & FITNESS	
<b>Registration Number:</b>	2856392	MUSCLE & FITNESS	
<b>Registration Number:</b>	2842210	MUSCLE & FITNESS	
<b>TRADEMARK</b>			

CH \$665.00 1340659

Property Type	Number	Word Mark
Registration Number:	3009086	MUSCLE & FITNESS
Registration Number:	2842209	MUSCLE & FITNESS
Registration Number:	2686042	MUSCLE & FITNESS
Registration Number:	2842208	MUSCLE & FITNESS HERS
Registration Number:	2708922	MUSCLE & FITNESS HERS
Registration Number:	4519134	THE NEW MEASURE OF SUCCESS
Registration Number:	4257952	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: 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: 3**

source=Trademark Security Agreement - Weider#page1.tif

source=Trademark Security Agreement - Weider#page2.tif

source=Trademark Security Agreement - Weider#page3.tif

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 Weider 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.

*[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.

WEIDER 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
FLEX	1340659	11-Jun-85	73473476	2-Apr-84	Weider Publications, LLC	Registered
FLEX	2186743	1-Sep-98	75231063	24-Jan-97	Weider Publications, LLC	Registered
H.U.G.E. HARDGAINER'S ULTIMATE GROWTH ENHANCEMENT SYSTEM	2433879	6-Mar-01	75492541	23-May-98	Weider Publications, LLC	Registered
HARDGAINER'S ULTIMATE GROWTH ENHANCEMENT SYSTEM	2285899	12-Oct-99	75209144	6-Dec-96	Weider Publications, LLC	Registered
HERS	2472316	24-Jul-01	75827278	21-Oct-99	Weider Publications, LLC	Registered
JACKED IN A BOX	4569148	15-Jul-14	85841222	5-Feb-13	Weider Publications, LLC	Registered
MEN'S FITNESS	4509454	8-Apr-14	85915558	26-Apr-13	Weider Publications, LLC	Registered
MEN'S FITNESS	1956592	13-Feb-96	74664965	24-Apr-95	Weider Publications, LLC	Registered
MEN'S FITNESS	1519426	3-Jan-89	73679354	19-Aug-87	Weider Publications, LLC	Registered
MEN'S FITNESS	2197109	20-Oct-98	75230631	24-Jan-97	Weider Publications, LLC	Registered
MEN'S FITNESS	4556230	24-Jun-14	85236428	8-Feb-11	Weider Publications, LLC	Registered
MEN'S JOURNAL (Block)	2165985	16-Jun-98	75340024	25-Jul-97	Weider Publications, LLC	Registered
MENSJOURNAL	2600881	30-Jul-02	76288458	20-Jul-01	Weider Publications, LLC	Registered
MIND & BODY (Stylized)	2619152	10-Sep-02	76298126	11-Aug-01	Weider Publications, LLC	Registered
MUSCLE & FITNESS	2692744	4-Mar-03	76379152	22-Feb-02	Weider Publications, LLC	Registered
MUSCLE & FITNESS	2254062	15-Jun-99	75231064	24-Jan-97	Weider Publications, LLC	Registered
MUSCLE & FITNESS	2775097	21-Oct-03	76461984	28-Oct-02	Weider Publications, LLC	Registered
MUSCLE & FITNESS	2856392	22-Jun-04	76381533	1-Mar-02	Weider Publications, LLC	Registered
MUSCLE & FITNESS	2842210	18-May-04	76379510	22-Feb-02	Weider Publications, LLC	Registered
MUSCLE & FITNESS	3009086	25-Oct-05	76379150	22-Feb-02	Weider Publications, LLC	Registered
MUSCLE & FITNESS (Stylized)	2842209	18-May-04	76379508	22-Feb-02	Weider Publications, LLC	Registered
MUSCLE & FITNESS (Stylized)	2686042	11-Feb-03	76379509	22-Feb-02	Weider Publications, LLC	Registered
MUSCLE & FITNESS HERS	2842208	18-May-04	76379156	22-Feb-02	Weider Publications, LLC	Registered
MUSCLE & FITNESS HERS	2708922	22-Apr-03	76379154	22-Feb-02	Weider Publications, LLC	Registered
THE NEW MEASURE OF SUCCESS	4519134	22-Apr-14	85916218	26-Apr-13	Weider Publications, LLC	Registered
YOU ATE IT? NEGATE IT!	4257952	11-Dec-12	77752196	4-Jun-09	Weider Publications, LLC	Registered