

**TRADEMARK ASSIGNMENT**

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SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Johnson & Johnson		12/04/2003	CORPORATION: NEW JERSEY

RECEIVING PARTY DATA	
Name:	Health Fitness Corporation
Street Address:	3600 West 80th Street
City:	Minneapolis
State/Country:	MINNESOTA
Postal Code:	55431
Entity Type:	CORPORATION: MINNESOTA

PROPERTY NUMBERS Total: 8		
Property Type	Number	Word Mark
Registration Number:	1414186	LIVE FOR LIFE
Registration Number:	1404901	LIVE FOR LIFE
Registration Number:	1179527	LIVE FOR LIFE
Registration Number:	2097470	IT PAYS TO BE HEALTHY
Registration Number:	2559753	JOBFIT
Registration Number:	2171759	INSIGHT+
Registration Number:	2171758	INSIGHT
Serial Number:	76014676	HEALTHMATE

CORRESPONDENCE DATA	
Fax Number:	(612)492-7077
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Email:	plarson@fredlaw.com
Correspondent Name:	Dean R. Karau
Address Line 1:	200 South Sixth Street
Address Line 2:	4000 Pillsbury Center

OP \$215.00 1414186

Address Line 4: Minneapolis, MINNESOTA 55431

ATTORNEY DOCKET NUMBER:

35604.1000

NAME OF SUBMITTER:

Patricia A. Larson

Total Attachments: 2

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UNITED STATES

TRADEMARK ASSIGNMENT

WHEREAS, JOHNSON & JOHNSON, a New Jersey corporation having offices at One Johnson & Johnson Plaza, New Brunswick, NJ 08933, (hereinafter "Assignor"), is the owner of certain trademarks and trademark registrations listed on Exhibit A hereto (hereinafter "the Marks"); and

WHEREAS, HEALTH FITNESS CORPORATION, a Minnesota corporation having offices at 3600 West 80<sup>th</sup> Street, Suite 560, Minneapolis, MN 55431 (hereinafter "Assignee"), is desirous of acquiring the Marks and registrations thereof; and

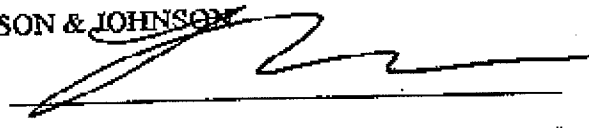
WHEREAS, Assignor and Assignee are parties to that certain Asset Purchase Agreement dated as of August 25, 2003, (the "Purchase Agreement"), pursuant to which Assignor has agreed to sell, and Assignee has agreed to purchase certain of Assignor's assets, as set forth in the Purchase Agreement.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest in and to the Marks that Assignor owns, together with the goodwill of the business associated therewith and the registrations thereof, as set forth on Exhibit A hereto. Assignor agrees to execute any additional documents presented to Assignor by Assignee which are or may be reasonably necessary to evidence or perfect the assignment, including those reasonably necessary to effectuate the recordation of the Assignment.

This Assignment includes all rights in the nature of trademark, service mark and trade name rights, as well as the right to sue for past infringement by any third party.

JOHNSON & JOHNSON

By  
Its



LAURENCE S. RICKLES  
ASSISTANT SECRETARY

STATE OF NEW JERSEY )  
COUNTY OF MIDDLESEX ) ss.

On this 4<sup>th</sup> day of DECEMBER, 2003, before me appeared LAURENCE S. RICKLES of JOHNSON & JOHNSON, the person who signed this instrument, who acknowledged that he/she signed it as a free act on behalf of said company with authority to do so.





Notary Public

MARCIA M. PERSIANO  
NOTARY PUBLIC OF NEW JERSEY  
My Commission Expires Sept. 26, 2004

#290002311

EXHIBIT A

COUNTRY	TRADEMARK	App. No.	Reg. No.	IMAGE (If Applicable)
US	LIVE FOR LIFE	73/578,031	1,414,186	
US	LIVE FOR LIFE And Design	73/576,245	1,404,901	
US	LIVE FOR LIFE And Design	73/174,750	1,179,527	
US	IT PAYS TO BE HEALTHY	75/161,424	2,097,470	
US	JOBFIT	75/878,083	2,559,753	
US	HEALTHMATE	76/014,676	Pending	
US	INSIGHT+	75/148,397	2,171,759	
US	INSIGHT	75/148,396	2,171,758	

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