

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

|                                  |  |                       |                       |
|----------------------------------|--|-----------------------|-----------------------|
| <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>    |
| Oxygen Media Interactive, Inc.   |  | 05/13/2005            | CORPORATION: DELAWARE |
| <b>RECEIVING PARTY DATA</b>      |  |                       |                       |
| <b>Name:</b>                     | JPMorgan Chase Bank, N.A., as Collateral Agent                                       |                       |                       |
| <b>Street Address:</b>           | P.O. Box 2558  |                       |                       |
| <b>City:</b>                     | Houston  |                       |                       |
| <b>State/Country:</b>            | TEXAS  |                       |                       |
| <b>Postal Code:</b>              | 77252  |                       |                       |
| <b>Entity Type:</b>              | Bank:  |                       |                       |
| <b>PROPERTY NUMBERS Total: 5</b> |  |                       |                       |
| <b>Property Type</b>             | <b>Number</b>  | <b>Word Mark</b>      |                       |
| Registration Number:             | 2805115  | OXYGEN                |                       |
| Registration Number:             | 2791572  | OXYGEN                |                       |
| Registration Number:             | 2390328  | OXYGEN                |                       |
| Registration Number:             | 2732383  | OXYGEN                |                       |
| Serial Number:                   | 75518508   | OXYGEN                |                       |
| <b>CORRESPONDENCE DATA</b>       |  |                       |                       |
| <b>Fax Number:</b>               | (866)459-2899  |                       |                       |
|                                  | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> |                       |                       |
| <b>Phone:</b>                    | 202-783-2700   |                       |                       |
| <b>Email:</b>                    | pagodoa@federalresearch.com  |                       |                       |
| <b>Correspondent Name:</b>       | CBC Companies dba Federal Research   |                       |                       |
| <b>Address Line 1:</b>           | 1030 Fifteenth Street, NW, Suite 920   |                       |                       |
| <b>Address Line 2:</b>           | attn: Penelope J.A. Agodoa   |                       |                       |
| <b>Address Line 4:</b>           | Washington, DISTRICT OF COLUMBIA 20005   |                       |                       |
| <b>NAME OF SUBMITTER:</b>        | Penelope J.A. Agodoa   |                       |                       |

CH \$140.00 2805115

|   |            |
|---|------------|
| Signature:  | /pja/      |
| Date:   | 05/17/2005 |
| <b>Total Attachments: 19</b><br>source=330526#page1.tif<br>source=330526#page2.tif<br>source=330526#page3.tif<br>source=330526#page4.tif<br>source=330526#page5.tif<br>source=330526#page6.tif<br>source=330526#page7.tif<br>source=330526#page8.tif<br>source=330526#page9.tif<br>source=330526#page10.tif<br>source=330526#page11.tif<br>source=330526#page12.tif<br>source=330526#page13.tif<br>source=330526#page14.tif<br>source=330526#page15.tif<br>source=330526#page16.tif<br>source=330526#page17.tif<br>source=330526#page18.tif<br>source=330526#page19.tif |            |

**U.S. Trademarks Owned by Oxygen Media Interactive, Inc.**

Page: 11

| Trademark Name | Owner                                 | Classes     | Status     | Application Number/Filing | Registration Number/Date | Renewal Date |
|----------------|---------------------------------------|-------------|------------|---------------------------|--------------------------|--------------|
| OXYGEN         | Owner: Oxygen Media Interactive, Inc. | Classes: 9  | Registered | 75/518512<br>14-Jul-1998  | 2,805,115<br>13-Jan-2004 | 13-Jan-2014  |
| OXYGEN         | Owner: Oxygen Media Interactive, Inc. | Classes: 16 | Registered | 75/518788<br>14-Jul-1998  | 2,791,572<br>09-Dec-2003 | 09-Dec-2013  |
| OXYGEN         | Owner: Oxygen Media Interactive, Inc. | Classes: 38 | Registered | 75/518531<br>14-Jul-1998  | 2,390,328<br>26-Sep-2000 | 26-Sep-2010  |
| OXYGEN         | Owner: Oxygen Media Interactive, Inc. | Classes: 41 | Registered | 75/519969<br>16-Jul-1998  | 2,732,383<br>01-Jul-2003 | 01-Jul-2013  |
| OXYGEN         | Owner: Oxygen Media Interactive, Inc. | Classes: 35 | Published  | 75/518508<br>14-Jul-1998  | N/A                      | N/A          |

TRADEMARK SECURITY AGREEMENT  
 ("Agreement"), dated as of May 13, 2005, among OXYGEN MEDIA, LLC (the "Borrower"), the subsidiaries (the "Subsidiary Parties") of the Borrower listed on Schedule I hereto (the Borrower and the Subsidiary Parties, each a "Grantor"), and JPMORGAN CHASE BANK, N.A., as Collateral Agent (the "Collateral Agent").

Reference is made to the Guarantee and Collateral Agreement, dated as of May 13, 2005 (as amended, supplemented or otherwise modified from time to time, the "Collateral Agreement"), among Oxygen Media Corporation ("Holdings"), the Borrower, each other Subsidiary of Holdings identified therein and the Collateral Agent. The Lenders have agreed to extend credit to the Borrower subject to the terms and conditions set forth in the Credit Agreement, dated as of May 13, 2005 (as amended, supplemented or otherwise modified from time to time, the "Credit Agreement"), among Holdings, the Borrower, the Lenders from time to time party thereto, and JPMorgan Chase Bank, N.A., as Administrative Agent. The obligations of the Lenders to extend such credit are conditioned upon, among other things, the execution and delivery of this Agreement. The Subsidiary Parties, as affiliates of the Borrower, will derive substantial benefits from the extension of credit to the Borrower pursuant to the Credit Agreement, and are therefore willing to execute and deliver this Agreement in order to induce the Lenders to extend such credit. Accordingly, the parties hereto agree as follows:

SECTION 1. Terms. Capitalized terms used in this Agreement and not otherwise defined herein have the meanings specified in the Collateral Agreement. The rules of construction specified in Section 1.01(b) of the Collateral Agreement also apply to this Agreement.

SECTION 2. Grant of Security Interest. As security for the payment or performance, as the case may be, in full of the Obligations, each Grantor, pursuant to the Collateral Agreement, hereby grants to the Collateral Agent, its successors and assigns, for the ratable benefit of the Secured Parties and to the fullest extent permitted by applicable law, a security interest in all right, title and interest in or to any and all of the following assets and properties now owned or at any time hereafter acquired by such Grantor or in which such Grantor now has or at any time in the future may acquire any right, title or interest (collectively, the "Trademark Collateral"):

(a) all trademarks, service marks, trade names, corporate names, company names, business names, fictitious business names, trade styles, trade dress, logos, other source or business identifiers (including designs and general intangibles of like nature) now existing or hereafter adopted or acquired, all registrations and recordings thereof, and all registration and recording applications filed in connection therewith, including registrations and registration applications in the United States Patent and Trademark Office (except for intent-to-use applications for trademark or service mark registrations filed pursuant to Section 1(b) of the Lanham Act, 15 U.S.C. §1051, unless and until an Amendment of Alleged Use or a Statement of Use under Section 1(c) or (d), as the case may be, of such Act has

been filed) or any similar offices in any State of the United States or any other country or any political subdivision thereof, and all extensions or renewals thereof, including those listed on Schedule II, hereto, (b) all goodwill associated therewith or symbolized thereby and (c) all other assets, rights and interests that uniquely reflect or embody such goodwill.

SECTION 3. Collateral Agreement. The security interests granted to the Collateral Agent herein are granted in furtherance, and not in limitation of, the security interests granted to the Collateral Agent pursuant to the Collateral Agreement. Each Grantor hereby acknowledges and affirms that the rights and remedies of the Collateral Agent with respect to the Trademark Collateral are more fully set forth in the Collateral Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein. In the event of any conflict between the terms of this Agreement and the Collateral Agreement, the terms of the Collateral Agreement shall govern.

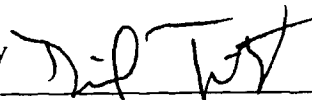
SECTION 4. Governing Law. THIS AGREEMENT SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK WITHOUT GIVING EFFECT TO THE PRINCIPLES THEREOF RELATING TO CONFLICTS OF LAW TO THE EXTENT THAT THE APPLICATION OF THE LAWS OF ANOTHER JURISDICTION WOULD BE REQUIRED.

SECTION 5. Counterparts. This Agreement may be executed in counterparts, each of which shall constitute an original but all of which, when taken together, shall constitute a single contract.

[signature page follows]

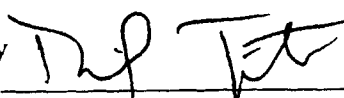
IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the day and year first above written.

OXYGEN MEDIA, LLC,

by 

Name: Daniel M. Taitz  
Title: Chief Administrative Officer  
and Secretary

O2 HOLDINGS, LLC,

by 

Name: Daniel M. Taitz  
Title: Chief Administrative  
Officer, General Counsel and  
Secretary

OXYGEN MEDIA INTERACTIVE, INC.,

by 

Name: Daniel M. Taitz  
Title: Chief Administrative  
Officer, General Counsel and  
Secretary

JPMORGAN CHASE BANK, N.A. as  
Collateral Agent,

by

\_\_\_\_\_

Name:  
Title:

[Signature Page to Trademark Security Agreement]

**TRADEMARK**  
**REEL: 003086 FRAME: 0385**

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the day and year first above written.

OXYGEN MEDIA, LLC,

By

\_\_\_\_\_  
Name:  
Title:

O2 HOLDINGS, LLC,

By

\_\_\_\_\_  
Name:  
Title:

OXYGEN MEDIA INTERACTIVE, INC.,

by

\_\_\_\_\_  
Name:  
Title:

JPMORGAN CHASE BANK, N.A., as  
Collateral Agent,

by

  
\_\_\_\_\_  
Name:  
Title:

[[2507835]]

Schedule I

SUBSIDIARY PARTIES  
O2 Holdings, LLC  
Oxygen Media Interactive, Inc.

[[2507835]]



Schedule II

[[2507835]]

**U.S. Trademark Applications and Registrations Owned by O2 Holdings, LLC**

Page: 1

| Trademark Name              | Owner                   | Classes     | Status     | Application Number/Filing | Registration Number/Date | Renewal Date |
|-----------------------------|-------------------------|-------------|------------|---------------------------|--------------------------|--------------|
| A WOMAN'S VIEW OF THE WORLD | Owner: O2 Holdings, LLC | Classes: 41 | Registered | 76/136715<br>27-Sep-2000  | 2,561,453<br>16-Apr-2002 | 16-Apr-2012  |
| AFTER THE SHOW              | Owner: O2 Holdings, LLC | Classes: 38 | Registered | 76/320191<br>01-Oct-2001  | 2,594,327<br>16-Jul-2002 | 16-Jul-2012  |
| AIR KARAOKE                 | Owner: O2 Holdings, LLC | Classes: 38 | Pending    | 78/596839<br>29-Mar-2005  | N/A                      | N/A          |
| CHOOSE TO LEAD              | Owner: O2 Holdings, LLC | Classes: 38 | Registered | 76/241219<br>13-Apr-2001  | 2,605,838<br>06-Aug-2002 | 06-Aug-2012  |
| CHOOSE TO LEAD              | Owner: O2 Holdings, LLC | Classes: 41 | Registered | 76/241220<br>13-Apr-2001  | 2,657,128<br>03-Dec-2002 | 03-Dec-2012  |

| Trademark Name       | Owner                   | Classes     | Status     | Application Number/Filing | Registration Number/Date | Renewal Date |
|----------------------|-------------------------|-------------|------------|---------------------------|--------------------------|--------------|
| CHOOSE TO LEAD       |                         |             | Registered | 76/241221<br>13-Apr-2001  | 2,605,839<br>06-Aug-2002 | 06-Aug-2012  |
|                      | Owner: 02 Holdings, LLC | Classes: 42 |            |                           |                          |              |
| CHOOSE TO LEAD       |                         |             | Registered | 76/241218<br>13-Apr-2001  | 2,605,837<br>06-Aug-2002 | 06-Aug-2012  |
|                      | Owner: 02 Holdings, LLC | Classes: 36 |            |                           |                          |              |
| GIRLS BEHAVING BADLY |                         |             | Registered | 76/464348<br>05-Nov-2002  | 2,932,321<br>15-Mar-2005 | 15-Mar-2015  |
|                      | Owner: 02 Holdings, LLC | Classes: 41 |            |                           |                          |              |
| HEY MONIE            |                         |             | Registered | 76/093450<br>12-Jul-2000  | 2,618,747<br>10-Sep-2002 | 10-Sep-2012  |
|                      | Owner: 02 Holdings, LLC | Classes: 41 |            |                           |                          |              |
| KIDS BEHAVING BADLY  |                         |             | Pending    | 76/630697<br>07-Feb-2005  | N/A                      | N/A          |
|                      | Owner: 02 Holdings, LLC | Classes: 9  |            |                           |                          |              |
| KIDS BEHAVING BADLY  |                         |             | Pending    | 76/630696<br>07-Feb-2005  | N/A                      | N/A          |
|                      | Owner: 02 Holdings, LLC | Classes: 41 |            |                           |                          |              |

| Trademark Name                 | Owner                   | Classes     | Status     | Application Number/Filing | Registration Number/Date | Renewal Date |
|--------------------------------|-------------------------|-------------|------------|---------------------------|--------------------------|--------------|
| OH! BABIES                     |                         |             | Pending    | 76/602824<br>19-Jul-2004  | N/A                      | N/A          |
|                                | Owner: 02 Holdings, LLC | Classes: 38 |            |                           |                          |              |
| OH! BABY                       |                         |             | Pending    | 76/602823<br>19-Jul-2004  | N/A                      | N/A          |
|                                | Owner: 02 Holdings, LLC | Classes: 38 |            |                           |                          |              |
| OH! LOVE                       |                         |             | Registered | 76/602822<br>19-Jul-2004  | 2,867,469<br>27-Jul-2004 | 27-Jul-2014  |
|                                | Owner: 02 Holdings, LLC | Classes: 38 |            |                           |                          |              |
| OXYGEN BUILD YOUR OWN BUSINESS |                         |             | Registered | 76/396188<br>12-Apr-2002  | 2,774,732<br>21-Oct-2003 | 21-Oct-2013  |
|                                | Owner: 02 Holdings, LLC | Classes: 35 |            |                           |                          |              |
| OXYGEN SPORTS                  |                         |             | Registered | 76/095785<br>25-Jul-2000  | 2,684,295<br>04-Feb-2003 | 04-Feb-2013  |
|                                | Owner: 02 Holdings, LLC | Classes: 16 |            |                           |                          |              |
| OXYGEN SPORTS                  |                         |             | Pending    | 76/095783<br>25-Jul-2000  | N/A                      | N/A          |
|                                | Owner: 02 Holdings, LLC | Classes: 25 |            |                           |                          |              |

| Trademark Name          | Owner                                  | Classes | Status     | Application Number/Filing | Registration Number/Date | Renewal Date |
|-------------------------|--|---------|------------|---------------------------|--------------------------|--------------|
| OXYGEN SPORTS           |  |         | Registered | 76/095781<br>25-Jul-2000  | 2,764,759<br>16-Sep-2003 | 16-Sep-2013  |
|                         | Owner: 02 Holdings, LLC<br>Classes: 41 |         |            |                           |                          |              |
| SHOP 02                 |  |         | Registered | 76/152978<br>24-Oct-2000  | 2,630,234<br>08-Oct-2002 | 08-Oct-2012  |
|                         | Owner: 02 Holdings, LLC<br>Classes: 38 |         |            |                           |                          |              |
| SHOP 02                 |  |         | Registered | 76/152977<br>24-Oct-2000  | 2,623,375<br>24-Sep-2002 | 24-Sep-2012  |
|                         | Owner: 02 Holdings, LLC<br>Classes: 35 |         |            |                           |                          |              |
| THE GIRL IN THE PICTURE |  |         | Registered | 76/369750<br>11-Feb-2002  | 2,692,679<br>04-Mar-2003 | 04-Mar-2013  |
|                         | Owner: 02 Holdings, LLC<br>Classes: 41 |         |            |                           |                          |              |
| WOMEN'S WATCH           |  |         | Pending    | 76/603999<br>26-Jul-2004  | N/A                      | N/A          |
|                         | Owner: 02 Holdings, LLC<br>Classes: 35 |         |            |                           |                          |              |
| X-CHROMOSOME            |  |         | Registered | 76/135622<br>26-Sep-2000  | 2,583,584<br>18-Jun-2002 | 18-Jun-2012  |
|                         | Owner: 02 Holdings, LLC<br>Classes: 38 |         |            |                           |                          |              |

---

| Trademark Name | Owner                   | Classes | Status     | Application<br>Number/Filing | Registration<br>Number/Date | Renewal Date |
|----------------|-------------------------|---------|------------|------------------------------|-----------------------------|--------------|
| X-CHROMOSOME   |                         |         | Registered | 76/135800<br>26-Sep-2000     | 2,496,182<br>09-Oct-2001    | 09-Oct-2011  |
|                | Owner: 02 Holdings, LLC |         |            |                              |                             |              |
|                | Classes: 41             |         |            |                              |                             |              |

**U.S. Trademark Applications and Registrations Owned by Oxygen Media, LLC**

Page: 6

| Trademark Name                   | Owner                   | Classes     | Status     | Application Number/Filing | Registration Number/Date | Renewal Date |
|----------------------------------|-------------------------|-------------|------------|---------------------------|--------------------------|--------------|
| AS SHE SEES IT                   |                         |             | Registered | 75/908130<br>01-Feb-2000  | 2,532,854<br>22-Jan-2002 | 22-Jan-2012  |
|                                  | Owner: Oxygen Media LLC | Classes: 38 |            |                           |                          |              |
| AS SHE SEES IT                   |                         |             | Registered | 75/907287<br>01-Feb-2000  | 2,528,388<br>08-Jan-2002 | 08-Jan-2012  |
|                                  | Owner: Oxygen Media LLC | Classes: 41 |            |                           |                          |              |
| BABYNAMER.COM                    |                         |             | Registered | 76/037816<br>28-Apr-2000  | 2,593,637<br>16-Jul-2002 | 16-Jul-2012  |
|                                  | Owner: Oxygen Media LLC | Classes: 42 |            |                           |                          |              |
| BABYNAMER.COM                    |                         |             | Registered | 76/037815<br>28-Apr-2000  | 2,533,655<br>29-Jan-2002 | 29-Jan-2012  |
|                                  | Owner: Oxygen Media LLC | Classes: 42 |            |                           |                          |              |
| BABYNAMER.COM Design<br>(rattle) |                         |             | Registered | 76/037817<br>28-Apr-2000  | 2,535,773<br>05-Feb-2002 | 05-Feb-2012  |
|                                  | Owner: Oxygen Media LLC | Classes: 42 |            |                           |                          |              |
| BEFEARLESS                       |                         |             | Registered | 76/060543<br>31-May-2000  | 2,646,598<br>05-Nov-2002 | 05-Nov-2012  |
|                                  | Owner: Oxygen Media LLC | Classes: 38 |            |                           |                          |              |

| Trademark Name      | Owner                                       | Classes | Status     | Application Number/Filing | Registration Number/Date | Renewal Date |
|---------------------|---|---------|------------|---------------------------|--------------------------|--------------|
| BEFEARLESS          |   |         | Registered | 76/060544<br>31-May-2000  | 2,592,577<br>09-Jul-2002 | 09-Jul-2012  |
|                     | Owner: Oxygen Media LLC<br>Classes: 41      |         |            |                           |                          |              |
| CLUED IN            |   |         | Registered | 75/907283<br>01-Feb-2000  | 2,523,363<br>25-Dec-2001 | 25-Dec-2011  |
|                     | Owner: Oxygen Media LLC<br>Classes: 38      |         |            |                           |                          |              |
| CLUED IN            |   |         | Registered | 75/907298<br>01-Feb-2000  | 2,537,222<br>05-Feb-2002 | 05-Feb-2012  |
|                     | Owner: Oxygen Media LLC<br>Classes: 41      |         |            |                           |                          |              |
| EXHALE              |   |         | Registered | 75/816596<br>06-Oct-1999  | 2,460,422<br>12-Jun-2001 | 12-Jun-2011  |
|                     | Owner: Oxygen Media LLC<br>Classes: 41      |         |            |                           |                          |              |
| EXHALE              |   |         | Registered | 75/816592<br>07-Oct-1999  | 2,579,456<br>11-Jun-2002 | 11-Jun-2012  |
|                     | Owner: Oxygen Media LLC<br>Classes: 38 & 42 |         |            |                           |                          |              |
| GIRL IN THE PICTURE |   |         | Registered | 75/817700<br>07-Oct-1999  | 2,582,981<br>18-Jun-2002 | 18-Jun-2012  |
|                     | Owner: Oxygen Media LLC<br>Classes: 38      |         |            |                           |                          |              |



| Trademark Name | Owner                   | Classes             | Status     | Application Number/Filing | Registration Number/Date | Renewal Date |
|----------------|-------------------------|---------------------|------------|---------------------------|--------------------------|--------------|
| INHALE         |                         |                     | Registered | 75/816597<br>06-Oct-1999  | 2,502,840<br>30-Oct-2001 | 30-Oct-2011  |
|                | Owner: Oxygen Media LLC | Classes: 41         |            |                           |                          |              |
| INHALE         |                         |                     | Registered | 75/816593<br>06-Oct-1999  | 2,663,732<br>17-Dec-2002 | 17-Dec-2012  |
|                | Owner: Oxygen Media LLC | Classes: 38         |            |                           |                          |              |
| KA-CHING       |                         |                     | Registered | 75/896673<br>14-Jan-2000  | 2,553,631<br>26-Mar-2002 | 26-Mar-2012  |
|                | Owner: Oxygen Media LLC | Classes: 36         |            |                           |                          |              |
| KA-CHING       |                         |                     | Registered | 75/743198<br>06-Jul-1999  | 2,520,802<br>18-Dec-2001 | 18-Dec-2011  |
|                | Owner: Oxygen Media LLC | Classes: 35, 36, 41 |            |                           |                          |              |
| KA-CHING       |                         |                     | Registered | 75/864090<br>03-Dec-1999  | 2,579,575<br>11-Jun-2002 | 11-Jun-2012  |
|                | Owner: Oxygen Media LLC | Classes: 38         |            |                           |                          |              |
| LADIES' ROOM   |                         |                     | Registered | 75/749474<br>13-Jul-1999  | 2,348,702<br>09-May-2000 | 09-May-2010  |
|                | Owner: Oxygen Media LLC | Classes: 38         |            |                           |                          |              |

| Trademark Name      | Owner                   | Classes          | Status     | Application Number/Filing | Registration Number/Date | Renewal Date |
|---------------------|-------------------------|------------------|------------|---------------------------|--------------------------|--------------|
| MOMS ONLINE Logo    |                         |                  | Registered | 76/006119<br>21-Mar-2000  | 2,569,119<br>14-May-2002 | 14-May-2012  |
|                     | Owner: Oxygen Media LLC | Classes: 42      |            |                           |                          |              |
| MY MAMA ALWAYS SAID |                         |                  | Registered | 76/006639<br>22-Mar-2000  | 2,508,141<br>13-Nov-2001 | 13-Nov-2011  |
|                     | Owner: Oxygen Media LLC | Classes: 35      |            |                           |                          |              |
| 02 SIMPLIFY         |                         |                  | Registered | 75/841832<br>05-Nov-1999  | 2,436,654<br>20-Mar-2001 | 20-Mar-2011  |
|                     | Owner: Oxygen Media LLC | Classes: 38 & 42 |            |                           |                          |              |
| PAJAMA PARTY        |                         |                  | Registered | 75/846755<br>12-Nov-1999  | 2,607,921<br>13-Aug-2002 | 13-Aug-2012  |
|                     | Owner: Oxygen Media LLC | Classes: 41      |            |                           |                          |              |
| PURE OXYGEN         |                         |                  | Registered | 75/841363<br>05-Nov-1999  | 2,615,733<br>03-Sep-2002 | 03-Sep-2012  |
|                     | Owner: Oxygen Media LLC | Classes: 38      |            |                           |                          |              |
| PURE OXYGEN         |                         |                  | Registered | 75/842029<br>05-Nov-1999  | 2,784,535<br>18-Nov-2003 | 18-Nov-2013  |
|                     | Owner: Oxygen Media LLC | Classes: 41      |            |                           |                          |              |

| Trademark Name | Owner                   | Classes          | Status     | Application Number/Filing | Registration Number/Date | Renewal Date |
|----------------|-------------------------|------------------|------------|---------------------------|--------------------------|--------------|
| ROXYGEN        | Owner: Oxygen Media LLC | Classes: 41      | Registered | 75/837858<br>01-Nov-1999  | 2,505,340<br>06-Nov-2001 | 06-Nov-2011  |
| ROXYGEN        | Owner: Oxygen Media LLC | Classes: 38      | Registered | 75/837863<br>01-Nov-1999  | 2,483,526<br>28-Aug-2001 | 28-Aug-2011  |
| SHE COMMERCE   | Owner: Oxygen Media LLC | Classes: 38      | Registered | 75/901531<br>24-Jan-2000  | 2,646,410<br>05-Nov-2002 | 05-Nov-2012  |
| SHE COMMERCE   | Owner: Oxygen Media LLC | Classes: 41 & 42 | Registered | 75/755848<br>20-Jul-1999  | 2,585,865<br>25-Jun-2002 | 25-Jun-2012  |
| THRIVEONLINE   | Owner: Oxygen Media LLC | Classes: 41      | Registered | 75/867898<br>09-Dec-1999  | 2,579,584<br>11-Jun-2002 | 11-Jun-2012  |
| TRACKERS       | Owner: Oxygen Media LLC | Classes: 38 & 41 | Registered | 75/867801<br>09-Dec-1999  | 2,610,249<br>20-Aug-2002 | 20-Aug-2012  |

**U.S. Trademarks Owned by Oxygen Media Interactive, Inc.**

Page: 11

| Trademark Name | Owner                                 | Classes     | Status     | Application Number/Filing | Registration Number/Date | Renewal Date |
|----------------|---------------------------------------|-------------|------------|---------------------------|--------------------------|--------------|
| OXYGEN         | Owner: Oxygen Media Interactive, Inc. | Classes: 9  | Registered | 75/518512<br>14-Jul-1998  | 2,805,115<br>13-Jan-2004 | 13-Jan-2014  |
| OXYGEN         | Owner: Oxygen Media Interactive, Inc. | Classes: 16 | Registered | 75/518788<br>14-Jul-1998  | 2,791,572<br>09-Dec-2003 | 09-Dec-2013  |
| OXYGEN         | Owner: Oxygen Media Interactive, Inc. | Classes: 38 | Registered | 75/518531<br>14-Jul-1998  | 2,390,328<br>26-Sep-2000 | 26-Sep-2010  |
| OXYGEN         | Owner: Oxygen Media Interactive, Inc. | Classes: 41 | Registered | 75/519969<br>16-Jul-1998  | 2,732,383<br>01-Jul-2003 | 01-Jul-2013  |
| OXYGEN         | Owner: Oxygen Media Interactive, Inc. | Classes: 35 | Published  | 75/518508<br>14-Jul-1998  | N/A                      | N/A          |