## Electronic Version v1.1 Stylesheet Version v1.1

SUBMISSION TYPE: **NEW ASSIGNMENT** NATURE OF CONVEYANCE: SECURITY INTEREST

## **CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Oxygen Media, LLC		105/13/2005	Limited Liability Company: DELAWARE

## **RECEIVING PARTY DATA**

Name:	JPMorgan Chase Bank, N.A., as Collateral Agent
Street Address:	P.O. Box 2558
City:	Houston
State/Country:	TEXAS
Postal Code:	77252
Entity Type:	Bank:

## PROPERTY NUMBERS Total: 30

Property Type	Number	Word Mark
Registration Number:	2532854	AS SHE SEES IT
Registration Number:	2528388	AS SHE SEES IT
Registration Number:	2593637	BABYNAMER.COM
Registration Number:	2533655	BABYNAMER.COM
Registration Number:	2535773	BABYNAMER.COM
Registration Number:	2646598	BEFEARLESS
Registration Number:	2592577	BEFEARLESS
Registration Number:	2523363	CLUED IN
Registration Number:	2537222	CLUED IN
Registration Number:	2460422	EXHALE
Registration Number:	2579456	EXHALE
Registration Number:	2582981	GIRL IN THE PICTURE
Registration Number:	2502840	INHALE
Registration Number:	2663732	INHALE

**REEL: 003086 FRAME: 0400** 

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	Registration Number:	2520802	KA-CHING
	Registration Number:	2579575	KA-CHING
	Registration Number:	2348702	LADIES' ROOM
	Registration Number:	2569119	MOMS ONLINE
	Registration Number:	2508141	MY MAMA ALWAYS SAID
	Registration Number:	2436654	02 SIMPLIFY
	Registration Number:	2607921	PAJAMA PARTY
	Registration Number:	2615733	PURE OXYGEN
	Registration Number:	2784535	PURE OXYGEN
	Registration Number:	2505340	ROXYGEN
	Registration Number:	2483526	ROXYGEN
	Registration Number:	2646410	SHE COMMERCE
	Registration Number:	2585865	SHE COMMERCE
	Registration Number:	2579584	THRIVEONLINE
	Registration Number:	2610249	TRACKERS
	Registration Number:	2553631	KA-CHING

#### **CORRESPONDENCE DATA**

Fax Number: (866)459-2899

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 202-783-2700

Email: pagodoa@federalresearch.com

Correspondent Name: CBC Companies dba Federal Research Address Line 1: 1030 Fifteenth Street, NW, Suite 920

Address Line 2: attn: Penelope J.A. Agodoa

Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

NAME OF SUBMITTER:	Penelope J.A. Agodoa
Signature:	/pja/
Date:	05/17/2005

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(Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005)	CORM COVER SHEET  ARKS ONLY  U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office
Tab settings ⇒ ⇒ ▼ ▼	<b>VV</b> _ <b>V</b>
	s: Please record the attached original documents or copy thereof.
Name of conveying party(ies):     OXYGEN MEDIA, LLC	2. Name and address of receiving party(ies)  Name: JPMORGAN CHASE BANK, N.A., AS COLLATERAL AGENT Internal Address:
☐ Individual(s) ☐ Association	
General Partnership 📮 Limited Partnership	Street Address: P.O. BOX 2558
Corporation-State	City: HOUSTON State: TX Zip: 77252
Other Limited Liability Company- DE	Individual(s) dtizenship
	□ Association
Additional name(s) of conveying party(ies) attached? Tyes A	General Partnership
3. Nature of conveyance:	Limited Partnership
Assignment Merger	_
Security Agreement	Corporation-State
Other	If assignee is not domiciled in the United States, a domestic
Execution Date: 05/13/2005	representative designation is attached:
	Additional name(s) & address( es) attached? 📮 Yes 🥻 No
Application number(s) or registration number(s):	
A. Trademark Application No.(s) SEE ATTACHED.	B. Trademark Registration No.(s) SEE ATTACHED.
Additional number(s)	attached 🔼 Yes 🗔 No
Name and address of party to whom correspondence concerning document should be mailed:	6. Total number of applications and registrations involved:
Name: Penelope Agodoa	
Internal Address: Federal Research Corporation	7. Total fee (37 CFR 3.41)\$
	Enclosed
	Authorized to be charged to deposit account
Street Address: 1030 15th Street, NW	8. Deposit account number:
Suite 920	
City Washington State: DC Zip: 20005	(Attach duplicate copy of this page if paying by deposit account)
	E THIS SPACE
9. Statement and signature.  To the best of my knowledge and belief, the foregoing inforcopy of the original document.  BLADKY PETERSEN Budle	mation is true and correct and any attached copy is a true
	7 alua 3/18/2003
· ·	Signature Date

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

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

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

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Trademark Name	Owner Classes	Status	Application Number/Filing	Registration Number/Date	Renewal Date	Page: 7
BEFEARLESS		Registered	76/060544	2,592,577	09-Jul-2012	
	Owner: Oxygen Media LLC	•	31-May-2000	09-Jul-2002		
	,,,					
	Classes: 41					
CLUED IN		Registered	75/907283	2,523,363	25-Dec-2011	
	Owner: Oxygen Media LLC		01-Feb-2000	25-Dec-2001		
	Classes: 38					
OT THE P.	Classes: 30					
CLUED IN		Registered	75/907298 01-Feb-2000	2,537,222 05-Feb-2002	05-Feb-2012	
	Owner: Oxygen Media LLC		01-1-00-2000	03-1-00-2002		
	Classes: 41					
EXHALE		Registered	75/816596	2,460,422	12-Jun-2011	
	Orrnan Orrnan Media II C		06-Oct-1999	12-Jun-2001		
	Owner: Oxygen Media LLC					
	Classes: 41					
EXHALE		Registered	75/816592	2,579,456	11-Jun-2012	
	Owner: Oxygen Media LLC		07-Oct-1999	11-Jun-2002		
	Classes: 38 & 42					
GIRL IN THE PICTURE		Registered	75/817700 07-Oct-1999	2,582,981 18-Jun-2002	18-Jun-2012	
	Owner: Oxygen Media LLC		V1-OUF1999	10-1011-2002		
	Classes: 38					
	V					

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Trademark Name	Owner Classes	Status	Application Number/Filing	Registration Number/Date	Renewal Date	Page:
INHALE		Registered	75/816597	2,502,840	30-Oct-2011	······································
	Owner: Oxygen Media LLC		06-Oct-1999	30-Oct-2001		
	Classes: 41					
INHALE		Registered	75/816593	2,663,732	17-Dec-2012	
	Owner: Oxygen Media LLC		06-Oct-1999	17-Dec-2002		
	Classes: 38					
KA-CHING	Classes. Jo	Dariet 1	75/00//72	2.55		
io-cinito		Registered	75/896673 14-Jan-2000	2,553,631 26-Mar-2002	26-Mar-2012	
	Owner: Oxygen Media LLC			2002		
	Classes: 36					
KA-CHING		Registered	75/743198	2,520,802	18-Dec-2011	
	Owner: Oxygen Media LLC		06-Jul-1999	18-Dec-2001		
	Classes: 35, 36, 41					
KA-CHING		Registered	75/864090	2,579,575	11-Jun-2012	
		1 Cognition	03-Dec-1999	11-Jun-2002	11-3411-2012	
	Owner: Oxygen Media LLC					
	Classes: 38					
LADIES' ROOM		Registered	75/749474	2,348,702	09-May-2010	
	Owner: Oxygen Media LLC		13-Jul-1999	09-May-2000		

Classes: 38

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

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Trademark Name	Owner Classes	Status	Application Number/Filing	Registration Number/Date	Renewal Date	Page: 10
ROXYGEN		Registered	75/837858	2,505,340	06-Nov-2011	
	Owner: Oxygen Media LLC		01-Nov-1999	06-Nov-2001		
	Classes: 41					
ROXYGEN		Registered	75/837863	2,483,526	28-Aug-2011	
	Owner: Oxygen Media LLC		01-Nov-1999	28-Aug-2001	-	
	Classes: 38					
SHE COMMERCE		Registered	75/901531 24-Jan-2000	2,646,410 05-Nov-2002	05-Nov-2012	
	Owner: Oxygen Media LLC		24-7411-2000	03-NGV-2002		
	Classes: 38					
SHE COMMERCE		Registered	75/755848 20-Jul-1999	2,585,865 25-Jun-2002	25-Jun-2012	
	Owner: Oxygen Media LLC					
	Classes: 41 & 42					
THRIVEONLINE		Registered	75/867898 09-Dec-1999	2,579,584 11-Jun-2002	11-Jun-2012	
	Owner: Oxygen Media LLC		09-Dec-1999	11-Jun-2002		
	Classes: 41					
TRACKERS		Registered	75/867801	2,610,249	20-Aug-2012	
	Owner: Oxygen Media LLC		09-Dec-1999	20-Aug-2002		

Classes: 38 & 41

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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. <u>Terms.</u> 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

[[2507835]]

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 <u>Schedule II</u>, 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. <u>Collateral Agreement</u>. 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. <u>Governing Law.</u> 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. <u>Counterparts.</u> 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]

[[2507835]]

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

OXYGEN MEDIA, LLC,

Name: Daniel M. Taitz

Title: Chief Administrative Officer

and Secretary

O2 HOLDINGS, LLC,

Name: Daniel M. Taitz

Chief Administrative Title:

Officer, General Counsel and

Secretary

OXYGEN MEDIA INTERACTIVE, INC.,

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]

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

OXY	GEN MEDIA, LLC,
Ву	,
	Name: Title:
O2 H	OLDINGS, LLC,
Ву	,
	Name: Title:
OXYO	GEN MEDIA INTERACTIVE, INC.,
by	
	Name: Title:
	RGAN CHASE BANK, N.A., as eral Agent,
by	3/16
_	Name:

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## Schedule I

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

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## Schedule II

[[2507835]]

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

						Page:
Trademark Name	Owner Classes	Status	Application Number/Filing	Registration Number/Date	Renewal Date	
A WOMAN'S VIEW OF THE WORLD		Registered	76/136715 27-Sep-2000	2,561,453 16-Apr-2002	16-Apr-2012	·
	Owner: 02 Holdings, LLC		•			
	Classes: 41					
AFTER THE SHOW		Registered	76/320191 01-Oct-2001	2,594,327 16-Jul-2002	16-Jul-2012	
	Owner: 02 Holdings, LLC					
	Classes: 38					
AIR KARAOKE	1,000, 1,0	Pending	78/596839 29-Mar-2005	N/A	N/A	
	Owner: 02 Holdings, LLC					
	Classes: 38					
CHOOSE TO LEAD		Registered	76/241219 13-Apr-2001	2,605,838 06-Aug-2002	06-Aug-2012	
	Owner: 02 Holdings, LLC					
	Classes: 38					
CHOOSE TO LEAD		Registered	76/241220 13-Apr-2001	2,657,128 03-Dec-2002	03-Dec-2012	
	Owner: 02 Holdings, LLC					
	Classes: 41					

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Trademark Name	Owner Classes	Status	Application Number/Filing	Registration Number/Date	Renewal Date	Page:
CHOOSE TO LEAD		Registered	76/241221 13-Apr-2001	2,605,839 06-Aug-2002	06-Aug-2012	
	Owner: 02 Holdings, LLC		13-Apt-2001	00-Aug-2002		
	Classes: 42					
CHOOSE TO LEAD		Registered	76/241218	2,605,837	06-Aug-2012	
	Owner: 02 Holdings, LLC		13-Apr-2001	06-Aug-2002		
	Classes: 36					
CIRLS BEHAVING BADLY		Registered	76/464348 05-Nov-2002	2,932,321 15-Mar-2005	15-Mar-2015	
	Owner: 02 Holdings, LLC		00 1101 2002	15 11111 2003		
	Classes: 41					
HEY MONIE		Registered	76/093450	2,618,747	10-Sep-2012	·
	Owner: 02 Holdings, LLC		12-Jul-2000	10-Sep-2002		
	Classes: 41					
KIDS BEHAVING BADLY		Pending	76/630697 07-Feb-2005	N/A	N/A	
	Owner: 02 Holdings, LLC					
	Classes: 9					
KIDS BEHAVING BADLY		Pending	76/630696 07-Feb-2005	N/A	N/A	
	Owner: 02 Holdings, LLC					
	Classes: 41					

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

Classes: 25

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Trademark Name	Owner Classes	Status	Application Number/Filing	Registration Number/Date	Renewal Date	Page: 4
OXYGEN SPORTS		Registered	76/095781	2,764,759	16-Sep-2013	
	Owner: 02 Holdings, LLC		25-Jul-2000	16-Sep-2003		
	Classes: 41					
SHOP 02		Registered	76/152978 24-Oct-2000	2,630,234 08-Oct-2002	08-Oct-2012	······································
	Owner: 02 Holdings, LLC					
	Classes: 38					
SHOP 02		Registered	76/152977 24-Oct-2000	2,623,375 24-Sep-2002	24-Sep-2012	
	Owner: 02 Holdings, LLC					
	Classes: 35					
THE GIRL IN THE PICTURE		Registered	76/369750 11-Feb-2002	2,692,679 04-Mar-2003	04-Mar-2013	
	Owner: 02 Holdings, LLC					
	Classes: 41					
WOMEN'S WATCH		Pending	76/603999 26-Jul-2004	N/A	N/A	
	Owner: 02 Holdings, LLC					
	Classes: 35					
X-CHROMOSOME		Registered	76/135622 26-Sep-2000	2,583,584 18-Jun-2002	18-Jun-2012	
	Owner: 02 Holdings, LLC		20-000-2000	10 344-2002		

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Classes: 38

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Schedule II to the the Trademark Security Agreement

							Page: 5
Trademark Name	Owner	Classes	Status	Application Number/Filing	Registration Number/Date	Renewal Date	
X-CHROMOSOME			Registered	76/135800 26-Sep-2000	2,496,182 09-Oct-2001	09-Oct-2011	

Owner: 02 Holdings, LLC

Classes: 41

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

						Page:
Trademark Name	Owner Classes	Status	Application Number/Filing	Registration Number/Date	Renewal Date	
AS SHE SEES IT		Registered	75/908130 01-Feb-2000	2,532,854 22-Jan-2002	22-Jan-2012	
	Owner: Oxygen Media LLC		V. 100 2000	22 740 2000		
	Classes: 38					
AS SHE SEES IT		Registered	75/907287 01-Feb-2000	2,528,388 08-Jan-2002	08-Jan-2012	
	Owner: Oxygen Media LLC		01-1-0-2000	00-7411-2002		
	Classes: 41					
BABYNAMER.COM	ayayaya ayay ay ahaa ay ay ahaa ahaay ya ahaa ahaay ya ahaa a	Registered	76/037816 28-Apr-2000	2,593,637 16-Jul-2002	16-Jul-2012	
	Owner: Oxygen Media LLC		•			
	Classes: 42					
BABYNAMER.COM		Registered	76/037815 28-Apr-2000	2,533,655 29-Jan-2002	29-Jan-2012	-
	Owner: Oxygen Media LLC					
	Classes: 42					
BABYNAMER.COM Design (rattle)		Registered	76/037817 28-Apr-2000	2,535,773 05-Feb-2002	05-Feb-2012	
	Owner: Oxygen Media LLC					
	Classes: 42					
BEFEARLESS		Registered	76/060543 31-May-2000	2,646,598 05-Nov-2002	05-Nov-2012	
	Owner: Oxygen Media LLC					
	Classes: 38					

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

Classes: 38

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Trademark Name	Owner Classes	Status	Application Number/Filing	Registration Number/Date	Renewal Date	Page:
NHALE		Registered	75/816597	2,502,840	30-Oct-2011	
	Owner: Oxygen Media LLC		06-Oct-1999	30-Oct-2001		
	Classes: 41					
NHALE		Registered	75/816593 06-Oct-1999	2,663,732 17-Dec-2002	17-Dec-2012	
	Owner: Oxygen Media LLC			1, 200 2002		
	Classes: 38					
KA-CHING		Registered	75/896673 14-Jan-2000	2,553,631 26-Mar-2002	26-Mar-2012	
	Owner: Oxygen Media LLC					
	Classes: 36					
KA-CHING		Registered	75/743198 06-Jul-1999	2,520,802 18-Dec-2001	18-Dec-2011	
	Owner: Oxygen Media LLC					
	Classes: 35, 36, 41					
KA-CHING		Registered	75/864090 03-Dec-1999	2,579,575 11-Jun-2002	11-Jun-2012	
	Owner: Oxygen Media LLC					
	Classes: 38					
LADIES' ROOM		Registered	75/749474 13-Jul-1999	2,348,702 09-May-2000	09-May-2010	
	Owner: Oxygen Media LLC					
	C1:- 30					

Classes: 38

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Trademark Name	Owner Classes	Status	Application Number/Filing	Registration Number/Date	Renewal Date	Page:
MOMS ONLINE Logo		Registered	76/006119 21-Mar-2000	2,569,119 14-May-2002	14-May-2012	, .,
	Owner: Oxygen Media LLC		212. 2000	1. 1112) 2002		
	Classes: 42					
MY MAMA ALWAYS SAID		Registered	76/006639 22-Mar-2000	2,508,141 13-Nov-2001	13-Nov-2011	
	Owner: Oxygen Media LLC					
	Classes: 35					
02 SIMPLIFY		Registered	75/841832 05-Nov-1999	2,436,654 20-Mar-2001	20-Mar-2011	
	Owner: Oxygen Media LLC					
	Classes: 38 & 42					
PAJAMA PARTY		Registered	75/846755 12-Nov-1999	2,607,921 13-Aug-2002	13-Aug-2012	
	Owner: Oxygen Media LLC					
	Classes: 41					
PURE OXYGEN		Registered	75/841363 05-Nov-1999	2,615,733 03-Sep-2002	03-Sep-2012	
	Owner: Oxygen Media LLC					
	Classes: 38					
PURE OXYGEN		Registered	75/842029 05-Nov-19 <b>9</b> 9	2,784,535 18-Nov-2003	18-Nov-2013	
	Owner: Oxygen Media LLC					
	Classes: 41					

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Trademark Name	Owner Classes	Status	Application Number/Filing	Registration Number/Date	Renewal Date	Page: 10
ROXYGEN		Registered	75/837858	2,505,340	06-Nov-2011	
	Owner: Oxygen Media LLC		01-Nov-1999	06-Nov-2001		
	Classes: 41					
ROXYGEN		Registered	75/837863	2,483,526	28-Aug-2011	<del></del> ,
	Owner: Oxygen Media LLC		01-Nov-1999	28-Aug-2001		
	Classes: 38					
SHE COMMERCE		Registered	75/901531	2,646,410	05-Nov-2012	
	Owner: Oxygen Media LLC		24-Jan-2000	05-Nov-2002		
	Classes: 38					
SHE COMMERCE		Registered	75/755848	2,585,865	25-Jun-2012	
		_	20-Jul-1999	25-Jun-2002		
	Owner: Oxygen Media LLC					
	Classes: 41 & 42					
THRIVEONLINE		Registered	75/867898 09-Dec-1999	2,579,584 11-Jun-2002	11-Jun-2012	
	Owner: Oxygen Media LLC		03-1500-1333	11-5411-2002		
	Classes: 41					
TRACKERS		Registered	75/867801 09-Dec-1999	2,610,249 20-Aug-2002	20-Aug-2012	
	Owner: Oxygen Media LLC		03-060-1333	20-Aug-2002		
	20.0.44					

Classes: 38 & 41

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Schedule II to the the Trademark Security Agreement

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

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Trademark Name	Owner Classes	Status	Application Number/Filing	Registration Number/Date	Renewal Date
OXYGEN		Registered	75/518512 14-Jul-1998	2,805,115 13-Jan-2004	13-Jan-2014
	Owner: Oxygen Media Interactive, Inc.				
	Classes: 9				
OXYGEN		Registered	75/518788 14-Jul-1998	2,791,572 09-Dec-2003	09-Dec-2013
	Owner: Oxygen Media Interactive, Inc.			.,	
	Classes: 16				
OXYGEN		Registered	75/518531 14-Jul-1998	2,390,328	26-Sep-2010
	Owner: Oxygen Media Interactive, Inc.		14-101-1998	26-Sep-2000	
	Classes: 38				
OXYGEN	· · · · · · · · · · · · · · · · · · ·	Registered	75/519969 16-Jul-1998	2,732,383 01-Jul-2003	01-Jul-2013
	Owner: Oxygen Media Interactive, Inc.				
	Classes: 41				
OXYGEN		Published	75/518508 14-Jul-1998	N/A	N/A
	Owner: Oxygen Media Interactive, Inc.				
	Classes: 35				

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**RECORDED: 05/17/2005** 

**REEL: 003086 FRAME: 0425** 

**TRADEMARK**