

2002-02
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101989564

To the Honorable Commissioner of Patents and Trademarks: Please return the attached original documents or copy thereof.

1. Name of conveying party(ies): **MCG Finance Corporation**

- Individual(s)
- General Partnership
- Corporation-State (DE)
- Other 2 22 02

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):

Name: Media Central LLC
 Internal Address: _____
 Street Address: 745 Fifth Avenue
 City: New York State: NY ZIP: 10151

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____
- Other Delaware Limited Liability Company

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designation must be a separate document from Assignment)
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Change of Administrative Agent

Execution Date: December 7, 2001

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) 75/485,122

B. Trademark Registration No.(s) 2,292,935 ; 2,472,350 ; 2,466,612 ; 2,294,326

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Jason A. Cohen, Esq.
 Internal Address: Simpson Thacher & Bartlett
 Street Address: 425 Lexington Avenue
 City: New York State: New York ZIP: 10017

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41): \$140.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

(Attached duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Jason A. Cohen, Esq.

Name of Person Signing 00000321 75485122

Signature

2/20/2002

Date

Total number of pages comprising cover sheet: 6

02/22/2002 DBTRM 00000321 75485122
 01 FC:481 40.00 DP
 02 FC:482 100.00 DP

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

AGREEMENT, dated as of December 7, 2001 (this "Agreement"), among MEDIA CENTRAL LLC ("Media Central")

REDACTED

and MCG Finance Corporation

("MCG").

RECITALS

WHEREAS, the Borrowers and MCG are parties to the Credit Facility Agreement, dated as of December 18, 2000 (as amended through the date hereof, the "Credit Agreement"; capitalized terms defined therein being used herein as so defined, unless otherwise defined herein);

WHEREAS, Media Central has agreed to become the Lender under the Credit Agreement pursuant to an Assignment, Assumption and Acceptance Agreement of even date herewith between Media Central and MCG (the "Assignment"); and

WHEREAS, immediately prior to the effectiveness of the Assignment, Media Central wishes to succeed MCG as Administrative Agent;

NOW, THEREFORE, in consideration of the premises and for other good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree as follows:

1. Administrative Agent. MCG hereby resigns as Administrative Agent and Media Central hereby concurrently succeeds MCG as Administrative Agent. MCG agrees to take such further actions as Media Central may reasonably request, at Media Central's expense, to effectuate the foregoing, including the delivery to Media Central of Collateral in MCG's possession and the execution of appropriate assignments of UCC financing statements and intellectual property filings.

2. Amendment, etc. The Loan Documents are hereby amended to the extent necessary to permit the transactions contemplated by this Agreement. The Borrowers hereby consent to the transactions contemplated by this Agreement and to the Assignment.

3. Counterparts. This Agreement may be executed by the parties hereto in any number of separate counterparts, and all of said counterparts taken together shall be deemed to constitute one and the same instrument.

4. Successors and Assigns; Governing Law. This Agreement is binding upon and inures to the benefit of the parties hereto and their respective successors and assigns. This Agreement is governed as to its validity, interpretation, construction and effect by the laws of the Commonwealth of Virginia (without giving effect to the conflicts of law rules of Virginia) or, in the case of matters relating to the Guaranty, the laws of the State of New York.

5. **Effectiveness.** This Agreement shall become effective upon execution of counterparts hereof by each party hereto. It is the intention of the parties hereto that this Agreement shall become effective immediately prior to the Assignment.

IN WITNESS WHEREOF, each of the undersigned has caused this agreement to be duly executed and delivered as of the date first above written.

MCG FINANCE CORPORATION

By *Kara Brunelle*
Title: *Vice President*

MEDIA CENTRAL LLC

By _____
Title: _____

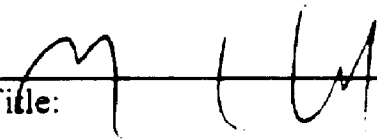
REDACTED

IN WITNESS WHEREOF, each of the undersigned has caused this agreement to be duly executed and delivered as of the date first above written.

MCG FINANCE CORPORATION

By _____
Title:

MEDIA CENTRAL LLC

By  _____
Title:

REDACTED

Schedule A

U.S. Trademark Applications

Title	Application Number	Filing Date
BRILL'S CONTENT	75/485,122	May 14, 1998

U.S. Trademark Registrations

Title	Registration Number	Registration Date
BRILL'S CONTENT	2,292,935	November 16, 1999
SKEPTICISM IS A VIRTUE	2,472,350	July 24, 2001
BRILL'S CONTENT	2,466,612	July 3, 2001
BRILL'S CONTENT THE INDEPENDENT VOICE OF THE INFORMATION AGE	2,294,326	November 23, 1999

SIMPSON THACHER & BARTLETT

425 LEXINGTON AVENUE
NEW YORK, N.Y. 10017-3954
(212) 455-2000

FACSIMILE: (212) 455-2502

DIRECT DIAL NUMBER

E-MAIL ADDRESS

(212) 455-2365

JACohen@stblaw.com

BY EXPRESS MAIL

February 20, 2002

Re: Recordation of Change of Administrative Agent

Commissioner of Patents and Trademarks
U.S. Patent and Trademark Office
Assignment Division
1213 Jefferson Davis Hwy, 3rd Floor
Arlington, VA 22202

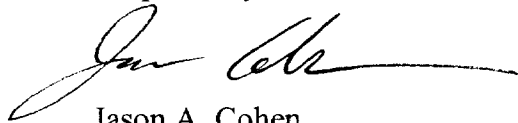
Dear Madam or Sir:

Enclosed for recording please find a Change of Administrative Agent in favor of Media Central LLC, covering 5 U.S. trademark registrations and trademark applications.

A check for \$140 is enclosed to cover the filing fee. Please return confirmation of this filing to me at my firm's address as listed above.

Thank you for your consideration.

Respectfully submitted,



Jason A. Cohen

Enclosure

LONDON

HONG KONG

TOKYO

SINGAPORE

LOS ANGELES

PALO ALTO

RECORDED: 02/22/2002

TRADEMARK
REEL: 002447 FRAME: 0784