

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Termination of Trademarks Security Agreement and Release of Security Interest		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
MedLetter Associates, Inc.		12/31/2004	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	MedLetter Associates LLC		
<b>Street Address:</b>	5 Water Oak		
<b>City:</b>	Fernandina Beach		
<b>State/Country:</b>	FLORIDA		
<b>Postal Code:</b>	32034		
<b>Entity Type:</b>	Limited Liability Company: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2544390	HEALTH AFTER 50	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(215)405-2921		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	215-977-2348		
<b>Email:</b>	skullman@wolfblock.com		
<b>Correspondent Name:</b>	Richard C. Weinblatt		
<b>Address Line 1:</b>	Wolf, Block, Schorr and Solis-Cohen LLP		
<b>Address Line 2:</b>	1650 Arch Street, 22nd Floor		
<b>Address Line 4:</b>	Philadelphia, PENNSYLVANIA 19103		
<b>NAME OF SUBMITTER:</b>	Richard C. Weinblatt		
<b>Signature:</b>	/richard c. weinblatt/		
<b>Date:</b>	01/10/2005		

OP \$40.00 2544390

Total Attachments: 13

**900017782**

**TRADEMARK  
 REEL: 003005 FRAME: 0578**

source=medletterassign#page1.tif  
source=medletterassign#page2.tif  
source=medletterassign#page3.tif  
source=medletterassign#page4.tif  
source=medletterassign#page5.tif  
source=medletterassign#page6.tif  
source=medletterassign#page7.tif  
source=medletterassign#page8.tif  
source=medletterassign#page9.tif  
source=medletterassign#page10.tif  
source=medletterassign#page11.tif  
source=medletterassign#page12.tif  
source=medletterassign#page13.tif

## ASSIGNMENT AND ASSUMPTION AGREEMENT

December 31, 2004

The parties to this Assignment and Assumption Agreement are MedLetter Associates, Inc., a Delaware corporation ("MedLetter Corp."), and MedLetter Associates LLC, a Delaware limited liability company ("MedLetter LLC").

MedLetter Corp. wishes to assign and transfer all of its assets, subject to all of its liabilities, to MedLetter LLC in exchange for all of the interests in MedLetter LLC.

It is therefore agreed as follows:

1. Transfer and Assignment. For good and valuable consideration, the receipt of which is acknowledged, MedLetter Corp. hereby sells, transfers and assigns to MedLetter LLC, and MedLetter LLC acquires from MedLetter Corp., all of MedLetter Corp.'s assets and properties of every kind (whether tangible or intangible, real, personal or mixed and whether accrued, contingent or otherwise), wherever located, as they exist on this date, including, but not limited to:

(a) all rights with respect to the Johns Hopkins Health After 50 newsletter and all other publications (whether completed or in process), and all related editorial material, artwork, production materials, back issues and archives;

(b) all cash, checks in transit, certificates of deposit, bank deposits, commercial paper, treasury bills and notes, money market accounts and other marketable securities, accounts receivable (including accounts receivable for subscriptions and list rentals), prepaid expenses, deposits, notes, and other current assets;

(c) all rights under all leases, agreements, commitments and orders, to the extent that they remain unperformed or unfulfilled on, or by their terms continue after, the date hereof, including, but not limited to, the trademark license agreement listed on Schedule A;

(d) all inventory; all promotional materials and archives; and all office supplies, stationery, forms, labels, and similar supplies;

(e) all trademarks, trade names, Internet domain names, trade dress and logos (including all registrations and applications for registration of any of them), together with the good will of the business associated with those trademarks, trade names and logos, including, but not limited to, the trademark registration listed on Schedule B; all rights in copyrights (including registrations and applications for registration of any copyrights), including, but not limited to, the copyright registrations listed on Schedule C; all rights to all Internet domain names and the content of any websites; all other trade rights, trade secrets, designs, plans, specifications, technology, and know-how; and all other intangible assets and proprietary rights;

(f) all computer software (including data and related documentation);

(g) all databases in any format or media, and all books, records, files and other records and data, including, but not limited to, all financial information, sales correspondence, advertiser lists, mailing lists, prospect lists, promotional and sales materials, surveys and credit and sales records;

(h) all equipment (including computers and office equipment), vehicles, furniture, fixtures, inventory, supplies, and leasehold improvements, and all other tangible assets, wherever located;

(i) all franchises, approvals, permits, licenses, orders, registrations, certificates, variances, and similar rights obtained from governments and governmental agencies;

(j) all claims against third parties, including claims under manufacturers and vendors warranties; and

(k) all rights to post office boxes, telephone numbers and facsimile numbers.

2. Assumption of Obligations. MedLetter LLC hereby assumes, and agrees to pay, perform and discharge, all of MedLetter Corp.'s obligations and liabilities of every kind, whether accrued, contingent or otherwise, including, but not limited to:

(a) all accounts payable and accrued expenses, and all notes payable and other indebtedness for borrowed money, and interest and penalties with respect to obligations for borrowed money; and

(b) all obligations under all leases, agreements and commitment to the extent that they remain unperformed or unfulfilled on, or by their terms continue in effect after, this date.

3. Effective Time. This Assignment and Assumption Agreement shall be effective as of 11:59 p.m. on December 31, 2004.

4. Miscellaneous.

(a) At any time and from time to time after this date, each party shall, without further consideration, execute and deliver to the other such other instruments of transfer and assumption and shall take such other action as the other may reasonably request to carry out the transfer and assignment of assets and assumption of liabilities as provided in this Assignment and Assumption Agreement.

(b) This Assignment and Assumption Agreement shall be governed by and construed in accordance with the law of the State of Delaware applicable to agreements made and to be performed in Delaware.

MEDLETTER ASSOCIATES INC.

By: 

Name:

Title:

MEDLETTER ASSOCIATES LLC

By: 

Name:

Title:

Schedule A

Registered Trademarks

<u>Trademark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>	<u>Owner</u>
Health After 50	2,544,390	March 5, 2002	MedLetter Associates, Inc.

**Schedule B**  
**Trademark Licenses**

Agreement dated October 21, 1988 between MedLetter Associates, Inc. and The John Hopkins University

**Schedule C**

**Copyright Registrations**

<b>TITLE</b>	<b>REG. NO.</b>	<b>REG. DATE</b>	<b>CLAIMANT</b>
The health & medical advisor 1993	TX-3-617-584	May 25, 1993	MedLetter Associates, Inc.
The health & medical advisor 1992	TX-3-617-585	May 25, 1993	MedLetter Associates, Inc.
The health & medical advisor 1991	TX-3-617-586	May 25, 1993	MedLetter Associates, Inc.
Johns Hopkins symptoms and remedies: the complete home medical reference	TX-4-489-389	January 31, 1997	MedLetter Associates, Inc.
The Johns Hopkins medical handbook: the 100 major medical disorders of people over the age of 50: plus a directory to the leading teaching hospitals, research organizations, treatment centers, and support groups	TX-4-517-287	July 19, 1997	MedLetter Associates
The Johns Hopkins medical handbook: the 100 major medical disorders of people over the age of 50: plus a directory to the leading teaching hospitals, research organizations, treatment centers, and support groups	TX-4-554-513	January 31, 1997	MedLetter Associates
The Johns Hopkins handbook of drugs	TX-4-554-529	January 31, 1997	MedLetter Associates
The health & medical advisor 1997	TX-4-639-838	October 17, 1997	MedLetter Associates
The health & medical advisor 1994	TX-4-639-839	October 17, 1997	MedLetter Associates
The health & medical advisor 1995	TX-4-639-840	October 17, 1997	MedLetter Associates
The health & medical advisor, 1998	TX-4-647-229	October 17, 1997	MedLetter Associates
The Johns Hopkins complete home encyclopedia of drugs:	TX-4-845-111	September 2, 1998	MedLetter Associates,



TITLE	REG. NO.	REG. DATE	CLAIMANT
developed especially for people over 50			Inc.
The health & medical advisor 1999	TX-4-872-231	October 15, 1998	MedLetter Associates
The health & medical advisor, 2003	TX-5-640-751	November 7, 2002	MedLetter Associates, Inc.
The Johns Hopkins medical guide to health after 50: the latest recommendations from Hopkins specialists	TX-5-648-378	October 18, 2002	MedLetter Associates, Inc.
The Johns Hopkins consumer guide to drugs	TX-5-648-399	October 18, 2002	MedLetter Associates, Inc.
The Johns Hopkins consumer guide to medical texts: what you can expect, how you should prepare, what your results mean	TX-5-789-921	August 4, 2003	MedLetter Associates
The Johns Hopkins White Papers: lung disorders 2003	TX-5-882-143	January 16, 2004	MedLetter Associates, Inc.
The Health & Medical Advisor 2004	TX-5888-606	January 16, 2004	MedLetter Associates, Inc.
Nutrition and Weight Control for Longevity	TX-5-901-612	January 16, 2004	MedLetter Associates, Inc.
Digestive Disorders	TX-5-901-613	January 16, 2004	MedLetter Associates, Inc.
Back and Pain and Osteoporosis	TX-5-901-614	January 16, 2004	MedLetter Associates, Inc.
Vision	TX-5-901-615	January 16, 2004	MedLetter Associates, Inc.
Prostate Disorders	TX-5-901-616	January 16, 2004	MedLetter Associates, Inc.
Hypertension and Stroke	TX-5-901-617	January 16, 2004	MedLetter Associates, Inc.
Memory	TX-5-901-618	January 16, 2004	MedLetter Associates, Inc.

TITLE	REG. NO.	REG. DATE	CLAIMANT
Arthritis	TX-5-901-619	January 16, 2004	MedLetter Associates, Inc.
Diabetes	TX-5-901-620	January 16, 2004	MedLetter Associates, Inc.
Depression and Anxiety	TX-5-901-621	January 16, 2004	MedLetter Associates, Inc.
Arthritis	TX-5-960-061	April 20, 2004	MedLetter Associates, Inc.
Depression and Anxiety	TX-5-960-062	April 20, 2004	MedLetter Associates, Inc.
Diabetes	TX-5-960-063	April 20, 2004	MedLetter Associates, Inc.
Nutrition and Weight Control for Longevity	TX-5-960-064	April 20, 2004	MedLetter Associates, Inc.
Heart Attack Prevention	TX-5-960-065	April 20, 2004	MedLetter Associates, Inc.
Coronary Heart Disease	TX-5-960-066	April 20, 2004	MedLetter Associates, Inc.
Memory	TX-5-960-067	April 20, 2004	MedLetter Associates, Inc.
Digestive Disorders	TX-5-960-068	April 20, 2004	MedLetter Associates, Inc.
Lung Disorders	TX-5-960-069	April 20, 2004	MedLetter Associates, Inc.
Back Pain and Osteoporosis	TX-5-960-070	April 20, 2004	MedLetter Associates, Inc.
Prostate Disorders	TX-5-960-071	April 20, 2004	MedLetter Associates, Inc.
Hypertension and stroke	TX-5-960-072	April 20, 2004	MedLetter Associates, Inc.

TITLE	REG. NO.	REG. DATE	CLAIMANT
The Johns Hopkins white papers, 2004.	TX-5-960-073	April 20, 2004	Medletter Associates, Inc.

**SERIALS**

TITLE	REG. NOS.	CLAIMANT
The Johns Hopkins medical letter, health after 50: taking control of your own health and medical care. -- Vol. 1, issue 1, March, 1989 -.	TX 5-026-215 TX 5-066-953 TX 5-082-208 TX 5-083-413 TX 5-097-089 TX 5-097-090 TX 5-105-877	MedLetter Associates
The Johns Hopkins medical letter, health after 50: taking control of your own health and medical care. -- Vol. 1, issue 1, March, 1989 -.	TX 5-156-994 TX 5-143-158 TX 5-172-381 TX 5-172-382 TX 5-172-380 TX 5-179-762	MedLetter Associates
The Johns Hopkins medical letter, health after 50: taking control of your own health and medical care. -- Vol. 1, issue 1, March, 1989 -.	TX 5-306-696 TX 5-247-866 TX 5-255-013 TX 5-274-036 TX 5-303-080	MedLetter Associates
The Johns Hopkins medical letter, health after 50: taking control of your own health and medical care. -- Vol. 1, issue 1, March, 1989 -.	TX 5-327-129 TX 5-363-194 TX 5-363-193 TX 5-387-478 TX 5-398-487	MedLetter Associates
The Johns Hopkins medical letter, health after 50: taking control of your own health and medical care. -- Vol. 1, issue 1, March, 1989 -.	TX 5-514-023 TX 5-514-022 TX 5-522-772 TX 5-522-773	MedLetter Associates
The Johns Hopkins medical letter, health after 50: taking control of your own health and medical care. -- Vol. 1, issue 1, March,	TX 5-546-035 TX 5-546-034	MedLetter Associates

TITLE	REG. NOS.	CLAIMANT
1989 -.		
The Johns Hopkins medical letter, health after 50: taking control of your own health and medical care. -- Vol. 1, issue 1, March, 1989 -.	TX 2-499-306 TX 2-527-816 TX 2-558-839	MedLetter Associates
The Johns Hopkins medical letter, health after 50: taking control of your own health and medical care. -- Vol. 1, issue 1, March, 1989 -.	TX 2-610-081 TX 2-602-687 TX 2-622-238 TX 2-643-771 TX 2-660-943	MedLetter Associates
The Johns Hopkins medical letter, health after 50: taking control of your own health and medical care. -- Vol. 1, issue 1, March, 1989 -.	TX 2-719-625 TX 2-699-130 TX 2-711-486 TX 2-740-016 TX 2-749-625 TX 2-760-265 TX 2-803-197 TX 2-816-461 TX 2-793-127	MedLetter Associates
The Johns Hopkins medical letter, health after 50: taking control of your own health and medical care. -- Vol. 1, issue 1, March, 1989 -.	TX 2-879-292 TX 2-882-839 TX 2-908-507	MedLetter Associates
The Johns Hopkins medical letter, health after 50: taking control of your own health and medical care. -- Vol. 1, issue 1, March, 1989 -.	TX 2-994-936 TX 3-019-498 TX 3-019-499 TX 3-015-118 TX 3-041-213 TX 3-057-325 TX 3-064-985	MedLetter Associates
The Johns Hopkins medical letter, health after 50: taking control of your own health and medical care. -- Vol. 1, issue 1, March, 1989 -.	TX 3-136-887 TX 3-126-151 TX 3-159-940 TX 3-142-236 TX 3-154-684 TX 3-163-357	MedLetter Associates

TITLE	REG. NOS.	CLAIMANT
The Johns Hopkins medical letter, health after 50: taking control of your own health and medical care. -- Vol. 1, issue 1, March, 1989 -.	TX 3-209-592 TX 3-211-534 TX 3-302-963 TX 3-264-488 TX 3-295-466 TX 3-302-709 TX 3-308-326	MedLetter Associates
The Johns Hopkins medical letter, health after 50: taking control of your own health and medical care. -- Vol. 1, issue 1, March, 1989 -.	TX 3-338-729 TX 3-350-348 TX 3-378-565 TX 3-392-239 TX 3-409-545 TX 3-430-453	MedLetter Associates
The Johns Hopkins medical letter, health after 50: taking control of your own health and medical care. -- Vol. 1, issue 1, March, 1989 -.	TX 3-441-991 TX 3-460-310 TX 3-483-108 TX 3-519-892 TX 3-522-114	MedLetter Associates
The Johns Hopkins medical letter, health after 50: taking control of your own health and medical care. -- Vol. 1, issue 1, March, 1989 -.	TX 3-571-229 TX 3-576-770 TX 3-587-758 TX 3-636-341 TX 3-652-276	MedLetter Associates
The Johns Hopkins medical letter, health after 50: taking control of your own health and medical care. -- Vol. 1, issue 1, March, 1989 -.	TX 3-671-736 TX 3-699-358 TX 3-735-748 TX 3-709-864 TX 3-772-349	MedLetter Associates
The Johns Hopkins medical letter, health after 50: taking control of your own health and medical care. -- Vol. 1, issue 1, March, 1989 -.	TX 3-798-090 TX 3-823-395 TX 3-828-138 TX 3-836-143 TX 3-847-111 TX 3-893-908 TX 3-910-456	MedLetter Associates
The Johns Hopkins medical letter, health after 50: taking control of your own health and medical care. -- Vol. 1, issue 1, March,	TX 3-946-663 TX 3-963-786 TX 3-982-531	MedLetter Associates

TITLE	REG. NOS.	CLAIMANT
1989 -.	TX 3-985-959 TX 3-997-832 TX 4-021-012 TX 4-036-588	
The Johns Hopkins medical letter, health after 50: taking control of your own health and medical care. -- Vol. 1, issue 1, March, 1989 -.	TX 3-917-658 TX 4-052-750 TX 4-101-265	MedLetter Associates
The Johns Hopkins medical letter, health after 50: taking control of your own health and medical care. -- Vol. 1, issue 1, March, 1989 -.	TX 4-142-211 TX 4-146-763 TX 4-198-531 TX 4-230-237 TX 4-159-825 TX 4-211-803	MedLetter Associates
The Johns Hopkins medical letter, health after 50: taking control of your own health and medical care. -- Vol. 1, issue 1, March, 1989 -.	TX 4-320-206 TX 4-283-427 TX 4-256-617 TX 4-253-657 TX 4-304-724 TX 4-304-733 TX 4-335-137 TX 4-365-287 TX 4-365-288 TX 4-365-100	MedLetter Associates
The Johns Hopkins medical letter, health after 50: taking control of your own health and medical care. -- Vol. 1, issue 1, March, 1989 -.	TX 4-414-977 TX 4-409-837 TX 4-443-071	MedLetter Associates
The Johns Hopkins medical letter, health after 50: taking control of your own health and medical care. -- Vol. 1, issue 1, March, 1989 -.	TX 4-482-204 TX 4-496-450 TX 4-528-735 TX 4-531-451 TX 4-528-736 TX 4-528-738 TX 4-570-125	MedLetter Associates
The Johns Hopkins medical letter, health after 50: taking control of your own health and medical care. -- Vol. 1, issue 1, March,	TX 4-580-751 TX 4-611-525 TX 4-648-717	MedLetter Associates

TITLE	REG. NOS.	CLAIMANT
1989 -.	TX 4-620-763 TX 4-634-802 TX 4-657-399 TX 4-657-397 TX 4-689-189 TX 4-665-331	
The Johns Hopkins medical letter, health after 50: taking control of your own health and medical care. -- Vol. 1, issue 1, March, 1989 -.	TX 4-746-899 TX 4-758-864 TX 4-794-353	MedLetter Associates
The Johns Hopkins medical letter, health after 50: taking control of your own health and medical care. -- Vol. 1, issue 1, March, 1989 -.	TX 4-849-882 TX 4-820-001 TX 4-826-898 TX 4-239-360	MedLetter Associates
The Johns Hopkins medical letter, health after 50: taking control of your own health and medical care. -- Vol. 1, issue 1, March, 1989 -.	TX 4-987-327 TX 4-987-329 TX 4-987-328 TX 4-987-332 TX 4-987-331 TX 4-987-330 TX 4-969-220 TX 4-984-773	MedLetter Associates
The health & medical advisor	TX 4-642-880	MedLetter Associates
The Johns Hopkins Medical Letter, Health After 50	TX5-627-065 TX5-631-091 TX5-647-592 TX5-684-429 TX5-647-523 TX5-647-521 TX5-647-520 TX5-802-375 TX5-802-374 TX5-732-406 TX5-732-407 TX5-710-404 TX5-782-504 TX5-805-731	MedLetter Associates