

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice of Change of Administrative Agent - Assignment of Security Interest in Trademarks

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Lehman Commercial Paper Inc., as existing Administrative Agent		02/02/2009	CORPORATION: NEW YORK

RECEIVING PARTY DATA

Name:	Wilmington Trust FSB, as successor Administrative Agent
Street Address:	50 South Sixth Street
City:	Minneapolis
State/Country:	MINNESOTA
Postal Code:	55402
Entity Type:	Federal Savings Bank:

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Registration Number:	2804304	PRI-MED
Registration Number:	2634524	DELIVERING WORLD CLASS MEDICAL EDUCATION
Registration Number:	2610944	NEURO-PSYCHIATRY UPDATES
Registration Number:	2599790	PRIMARY CARE UPDATES
Registration Number:	2586925	WOMEN'S HEALTH UPDATES

CORRESPONDENCE DATA

Fax Number: (212)455-2502
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 212-687-8131
 Email: ksolomon@stblaw.com
 Correspondent Name: Mindy M. Lok, Esq.
 Address Line 1: Simpson Thacher & Bartlett LLP
 Address Line 2: 425 Lexington Avenue
 Address Line 4: New York, NEW YORK 10017

OP \$140.00 2804304

ATTORNEY DOCKET NUMBER:	053114/1043
NAME OF SUBMITTER:	Mindy M. Lok
Signature:	/m/
Date:	02/06/2009
Total Attachments: 6 source=MCCoA341#page1.tif source=MCCoA341#page2.tif source=MCCoA341#page3.tif source=MCCoA341#page4.tif source=MCCoA341#page5.tif source=MCCoA341#page6.tif	

**NOTICE OF CHANGE OF ADMINISTRATIVE AGENT -
ASSIGNMENT OF SECURITY INTEREST IN TRADEMARKS**

WHEREAS, M|C Communications, LLC, a Delaware limited liability company located at 101 Huntington Avenue, Boston, MA 02119 ("M|C Communications") owns all right, title and interest in and to the trademarks listed in Schedule A hereto (the "Trademarks");

WHEREAS, pursuant to the Credit Agreement dated as of August 10, 2004 (as amended, supplemented or otherwise modified from time to time, the "Credit Agreement"), among M|C Holding Corp., a Delaware corporation, M|C Communications, M|C Intermediate, LLC, a Delaware limited liability company ("Borrower"), the several banks and other financial institutions or entities from time to time parties thereto, and Lehman Commercial Paper Inc., a New York corporation, located at 745 Seventh Avenue, New York, NY 10019, as Administrative Agent for the Lenders, the Lenders have severally agreed to make Loans and other extensions of credit to the Borrower upon the terms and subject to the conditions set forth therein;

WHEREAS, in connection with the Credit Agreement, the Borrower had executed and delivered a Guarantee and Collateral Agreement, dated as of August 10, 2004, in favor of Lehman Commercial Paper Inc., as Administrative Agent (together with all amendments and modifications, if any, from time to time thereafter made thereto, the "Guarantee and Collateral Agreement");

WHEREAS, pursuant to the Guarantee and Collateral Agreement, M|C Communications pledged and granted to Lehman Commercial Paper Inc., as Administrative Agent for the Lenders, a continuing security interest in all Intellectual Property, including the Trademarks, on terms and conditions set out in the Guarantee and Collateral Agreement;

WHEREAS, the security interest in the Trademarks granted to Lehman Commercial Paper Inc. was recorded in the United States Patent and Trademark Office at Reel 2918, Frame 00341 on August 18, 2004; and

WHEREAS, Borrower has entered into an Agency Succession Agreement dated as of February 2, 2009 (as amended or otherwise modified from time to time, the "Agency Succession Agreement") whereby Lehman Commercial Paper Inc. resigns as Administrative Agent and is replaced by Wilmington Trust FSB, a federal savings bank with an office at 50 South Sixth Street, Minneapolis, MN 55402 as successor Administrative Agent for the Lenders under the Credit Agreement, the Guarantee and Collateral Agreement and other Loan Documents;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each party, the parties hereby agree and confirm that:

1. Lehman Commercial Paper Inc. has ceased to be the Administrative Agent for the Lenders under the Credit Agreement, the Guarantee and Collateral Agreement and other Loan Documents; and
2. Wilmington Trust FSB is now the Administrative Agent for the Lenders under the Credit Agreement, the Guarantee and Collateral Agreement and other Loan Documents.

All other terms and conditions are more fully set out in the Agency Succession Agreement. Unless otherwise defined herein or the context otherwise requires, the terms used in this agreement shall have the meanings provided or provided by reference in the Agency Succession Agreement or other Loan Documents.

IN WITNESS WHEREOF, the parties hereto have caused this agreement to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

WILMINGTON TRUST FSB,
as successor Administrative Agent

By: _____

Name:  Jeffery Rose
Title: Vice President

LEHMAN COMMERCIAL PAPER INC.,
as existing Administrative Agent

By: _____

Name: _____
Title: _____

AGREED AND ACKNOWLEDGED:

M|C COMMUNICATIONS, LLC
By: M|C Intermediate, LLC, its sole member
By: M|C Holding Corp., its sole member

By: _____

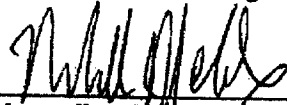
Name: _____
Title: _____

IN WITNESS WHEREOF, the parties hereto have caused this agreement to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

WILMINGTON TRUST FSB,
as successor Administrative Agent

By: _____
Name:
Title:

LEHMAN COMMERCIAL PAPER INC.,
as existing Administrative Agent

By: 
Name: Randall Braunfeld
Title: Authorized Signatory

AGREED AND ACKNOWLEDGED:

M|C COMMUNICATIONS, LLC
By: M|C Intermediate, LLC, its sole member
By: M|C Holding Corp., its sole member

By: _____
Name:
Title:

IN WITNESS WHEREOF, the parties hereto have caused this agreement to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

WILMINGTON TRUST FSB,
as successor Administrative Agent

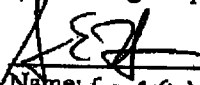
By: _____
Name:
Title:

LEHMAN COMMERCIAL PAPER INC.,
as existing Administrative Agent

By: _____
Name:
Title:

AGREED AND ACKNOWLEDGED:

M|C COMMUNICATIONS, LLC
By: M|C Intermediate, LLC, its sole member
By: M|C Holding Corp., its sole member

By: 
Name: *Stephen Howard*
Title: *Authorized Officer*

SCHEDULE A

U.S. Trademark Registrations and Applications

<u>Trademark</u>	<u>Registration or Serial Number</u>
PRI-MED	2,804,304
DELIVERING WORLD CLASS MEDICAL EDUCATION	2,634,524
NEURO-PSYCHIATRY UPDATES	2,610,944
PRIMARY CARE UPDATES	2,599,790
WOMEN'S HEALTH UPDATES	2,586,925