

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: 2

Property Type	Number	Word Mark
Registration Number:	3190302	PATIENT EDUCATION CENTER
Registration Number:	3523071	PHYSICIAN'S WEEKLY

CORRESPONDENCE DATA

Fax Number: (212)455-2502
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (212) 455-7976
 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

ATTORNEY DOCKET NUMBER:	053114/1043
NAME OF SUBMITTER:	Mindy M. Lok

OP \$65.00 3190302

Signature:	/ml/
Date:	02/06/2009
Total Attachments: 6 source=PWCoA117#page1.tif source=PWCoA117#page2.tif source=PWCoA117#page3.tif source=PWCoA117#page4.tif source=PWCoA117#page5.tif source=PWCoA117#page6.tif	

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

WHEREAS, Physician's Weekly, LLC, a Delaware limited liability company located at 101 Huntington Avenue, Boston, MA 02119 ("Physician's Weekly") 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, LLC (f/k/a M|C Mergerco, LLC), a Delaware limited liability company, 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, Physician's Weekly 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 3833, Frame 0117 on August 12, 2008; 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: Jeffrey Rose
Title: Vice President

LEHMAN COMMERCIAL PAPER INC.,
as existing Administrative Agent

By:

Name:
Title:

AGREED AND ACKNOWLEDGED:

PHYSICIAN'S WEEKLY, LLC
By: M|C Intermediate, LLC, its sole member

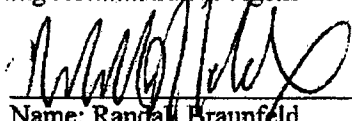
By: _____
Name:
Title:

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: Randal Braunfeld
Title: Authorized Signatory

AGREED AND ACKNOWLEDGED:

PHYSICIAN'S WEEKLY, LLC
By: M|C Intermediate, LLC, 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:

PHYSICIAN'S WEEKLY, LLC
By: MJC Intermediate, LLC, its sole member

By: 
Name: *Scott Paul Hankins*
Title: *Authorized Officer*

SCHEDULE A

U.S. Trademark Registrations and Applications

<u>Trademark</u>	<u>Registration or Serial Number</u>
PATIENT EDUCATION CENTER AND DESIGN	# 3,190,302
PHYSICIAN'S WEEKLY	# 3,523,071