

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	SECURITY INTEREST
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
The Staywell Company		10/13/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	The Governor & Company of the Bank of Scotland, Paris Branch
Also Known As:	Bank of Scotland
Street Address:	10 Rue Cimarosa
Internal Address:	Structured Finance
City:	Paris
State/Country:	FRANCE
Postal Code:	75116
Entity Type:	CORPORATION: FRANCE

PROPERTY NUMBERS Total: 15

Property Type	Number	Word Mark
Registration Number:	2769349	NEXTSTEPS
Registration Number:	2081079	WELL ADVISED
Registration Number:	2175380	WELL ADVISED
Serial Number:	78477076	EXPRESSCODER
Serial Number:	78458092	STAYWELL @ WORK
Serial Number:	78284111	STAYWELL SOLUTIONS
Serial Number:	78442935	FASTGUIDE
Serial Number:	78442927	SMARTCODER
Serial Number:	78284094	STAYWELL SOLUTIONS
Serial Number:	78284125	STAYWELL SOLUTIONS
Serial Number:	78284123	STAYWELL SOLUTIONS
Serial Number:	78284118	STAYWELL SOLUTIONS
Serial Number:	76416757	STAYWELL PRODUCTIONS

OP \$390.00 2769349

Serial Number:	76416756	STAYWELL PRODUCTIONS
Serial Number:	76415565	STAYWELL PRODUCTIONS

CORRESPONDENCE DATA

Fax Number: (212)935-4865
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 212-935-6000
Email: adler@sc-associes.com
Correspondent Name: Sokolow, Carreras & Associes
Address Line 1: 55, Avenue Kleber
Address Line 2: Joel A. Adler
Address Line 4: Paris, FRANCE 75116

ATTORNEY DOCKET NUMBER:	BANK OF SCOTLAND
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DOMESTIC REPRESENTATIVE

Name: Sokolow Carreras LLP
Address Line 1: 770 Lexington Avenue, Sixth Floor
Address Line 2: Robert Miklautsch
Address Line 4: New York, NEW YORK 10021

NAME OF SUBMITTER:	Robert Miklautsch
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Total Attachments: 2
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TRADEMARK SECURITY AGREEMENT

This TRADEMARK SECURITY AGREEMENT ("Agreement") is made this 13th day of October, 2004, by and between THE STAYWELL COMPANY, a Delaware corporation, having its principal office at 780 Township Line Road, Yardley, Pennsylvania ("Grantor"), and THE GOVERNOR & COMPANY OF THE BANK OF SCOTLAND, acting through its Paris, France Branch, as Security Agent, and having an office at 10 rue Cimarosa, 75116 Paris, France ("Grantee").

WHEREAS, Grantor is the owner of the U.S. trademark registrations and applications therefor listed on the attached Schedule A (collectively the "Trademarks");

WHEREAS, Grantee has extended a loan to Grantor pursuant to the terms and conditions of that certain Facilities Agreement dated as of 28 June 2002, and as since amended, (the "Credit Facilities");

WHEREAS, under a Security Agreement dated 28 June 2002 (the "Security Agreement") Grantor has granted to UBS (Luxembourg) S.A., as Security Agent ("UBS"), a security interest in certain of its assets (including the Trademarks) to secure the performance of the obligations of Grantor under the Credit Facilities;

WHEREAS, UBS has assigned its security interest in the Trademarks to Grantee pursuant to a certain Payment and Resignation Agreement dated as of 15 September 2004;

WHEREAS, Grantor and Grantee by this instrument seek to confirm and make a record of the grant of a security interest in the Trademarks;

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, Grantor does hereby acknowledge that it has granted to Grantee a security interest in all of Grantor's right, title and interest in, to, and under the Trademarks and the goodwill associated therewith. Grantor also acknowledges and confirms that the rights and remedies of Grantee with respect to the security interests in the Trademarks granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated herein by reference.

THE STAYWELL COMPANY

By: 

Name: Franck Speth

Title: CEO MediMediaGroup

THE GOVERNOR & COMPANY OF THE BANK
OF SCOTLAND, Paris, France Branch, as
Security Agent

By: 

Name: Olivier BOYADJIAN

Title: Directeur Général France

**SCHEDULE A
Trademarks**

Grantor : THE STAYWELL COMPANY

<u>Registered Trademark</u>	<u>Reg. N°</u>	<u>Issue Date</u>
NEXTSTEPS	2769349	09/30/03
WELL ADVISED	2081079	07/22/97
WELL ADVISED	2175380	07/21/98
<u>Trademark Application</u>	<u>Serial Number</u>	<u>Filing Date</u>
EXPRESSCODER	78477076	09/01/04
STAYWELL @ WORK	78458092	07/28/04
STAYWELL SOLUTIONS	78284111	08/06/03
FASTGUIDE	78442935	06/29/04
SMARTCODER	78442927	06/29/04
STAYWELL SOLUTIONS	78284094	08/06/03
STAYWELL SOLUTIONS	78284125	08/06/03
STAYWELL SOLUTIONS	78284123	08/06/03
STAYWELL SOLUTIONS	78284118	08/06/03
STAYWELL PRODUCTIONS	76416757	06/04/02
STAYWELL PRODUCTIONS	76416756	06/04/02
STAYWELL PRODUCTIONS	76415565	06/04/02