

05-17-2002



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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): Foothill Capital Corporation 5.10.02
Individual(s)
General Partnership
Corporation- California
Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Goldman Sachs Credit Partners L.P.
Internal Address:
Street Address: 85 Broad Street
City: New York State: NY Zip: 10004
Individual(s) citizenship
Association
General Partnership
Limited Partnership
Corporation-State
Other
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

1. Nature of conveyance:
Assignment
Security Agreement
Corporation-State
Other Assignment of Security Interest
Execution Date: April 30, 2002

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
SEE ATTACHED SCHEDULE 1
Additional number(s) attached Yes No

B. Trademark Registration No.(s)
SEE ATTACHED SCHEDULE 1

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Jonathan D. West, Esq.
Internal Address: O'Melveny & Myers LLP
Street Address: 1999 Avenue of the Stars
City: Los Angeles State: CA Zip: 90067-6035

6. Total number of applications and registrations involved: 15
7. Total fee (37 CFR 3.41) \$ 390.00
Enclosed
Authorized to be charged to deposit account
8. Deposit account number: 500639
(Attach 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.
Jonathan D. West
Name of Person Signing
Signature
Date: May 9, 2002
Total number of pages including cover sheet, attachments, and document: 6

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

CC1:567915.1

TRADEMARK REEL: 002507 FRAME: 0269

SCHEDULE I

The Loan Parties have the following registered trademarks:

Registered Owner	Registered Trademark	Jurisdiction of Registration	Registration Number	Date of Registration
Granite Broadcasting Corporation	HOMEWORK HOME PAGE	United States	Reg. No. 2,096,498	09/16/1997
RJR Communications, Inc (predecessor in interest to KBJR, Inc.)	CHRISTMAS CITY OF THE NORTH	United States	Reg. No. 2,064,864	05/27/1997
Queen City Broadcasting of New York, Inc.	11 AT ELEVEN (and Design)	United States	Reg. No. 1,915,513	08/29/1995
Queen City Broadcasting of New York, Inc.	11 AT ELEVEN (Stylized Letters)	United States	Reg. No. 1, 866,014	12/06/1994
San Joaquin Communications Corporation (predecessor in interest to KSEE Television Inc.)	KSEE	United States	Reg. No. 1,351,023	07/23/1985
WTVH, Inc. (predecessor in interest to WTVH, LLC)	WTVH	United States	Reg. No. 1,355,823	08/20/1985
WTVH, Inc. (predecessor in interest to WTVH, LLC)	CENTRAL NEW YORK FORECAST CENTER 5	United States	Reg. No. 2,530,924	01/15/02
WTVH, Inc. (predecessor in interest to WTVH, LLC)	CENTRAL NEW YORK FORECAST CENTER	United States	2,545,371	03/05/02

The Loan Parties have filed the following trademark registration applications::

Applicant	Trademark	Jurisdiction of Registration	Application Number	Date of Filing
Granite Broadcasting Corporation	TECH NEWS TODAY	United States	76/056,069	05/24/00
Granite Broadcasting Corporation	GRANITE BROADCASTING	United States	76/328,950	01/22/02
Granite Broadcasting Corporation	ABOUT THE BAY	United States	75-932,595	03/01/2000
WTVH, LLC	FREAKY FLIX & FOOD (stylized)	United States	76/280,899	06/25/01
WTVH, LLC	FREAKY FLIX & FOOD	United States	76/280,898	06/25/01
WTVH, LLC	CATCH IT! ULTIMATE FISHING CHALLENGE	United States	76/280,897	06/25/01
WTVH, LLC	CATCH IT! ULTIMATE FISHING CHALLENGE	United States	76/280,896	06/25/01

ASSIGNMENT OF INTELLECTUAL PROPERTY SECURITY INTEREST

KNOW ALL MEN BY THESE PRESENTS that for good and valuable consideration, receipt of which is hereby acknowledged, **FOOTHILL CAPITAL CORPORATION**, (“Grantor”) hereby assigns, conveys and transfers to **GOLDMAN SACHS CREDIT PARTNERS L.P.**, and its successors and assigns (“Grantee”), all of Grantor’s right, title and interest of every kind and nature, without limitation, in and to, any and all security interests, liens, charges or other encumbrances granted to Grantor pursuant to:

(i) that certain Tranche A Pledge and Security Agreement, dated as of March 6, 2001, by and among Grantor, on the one hand, and Granite Broadcasting Corporation, Week-TV License, Inc., Granite Response Television, Inc., RJR Communications, Inc., KBJR License, Inc., Channel 11 License, Inc., San Joaquin Communications Corporation, KSEE License, Inc., WPTA-TV, Inc., WPTA-TV License, Inc., WTVH License, Inc., Queen City Broadcasting of New York, Inc., WKBW-TV License, Inc., WXON, Inc., WXON License, Inc., WLAJ, Inc. and WTVH LLC, on the other hand, as amended;

(ii) that certain Trademark Security Agreement, dated as of March 6, 2001, by and among Grantor, on the one hand, and Granite Broadcasting Corporation, Week-TV License, Inc., Granite Response Television, Inc., RJR Communications, Inc., KBJR License, Inc., Channel 11 License, Inc., San Joaquin Communications Corporation, KSEE License, Inc., WPTA-TV, Inc., WPTA-TV License, Inc., WTVH License, Inc., Queen City Broadcasting of New York, Inc., WKBW-TV License, Inc., WXON, Inc., WXON License, Inc., WLAJ, Inc. and WTVH LLC, on the other hand, as amended; and

(iii) that certain Copyright Security Agreement, dated as of March 6, 2001, by and among Grantor, on the one hand, and Granite Broadcasting Corporation, Week-TV License, Inc., Granite Response Television, Inc., RJR Communications, Inc., KBJR License, Inc., Channel 11 License, Inc., San Joaquin Communications Corporation, KSEE License, Inc., WPTA-TV, Inc., WPTA-TV License, Inc., WTVH License, Inc., Queen City Broadcasting of New York, Inc., WKBW-TV License, Inc., WXON, Inc., WXON License, Inc., WLAJ, Inc. and WTVH LLC, on the other hand, as amended.

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IN WITNESS WHEREOF, Foothill Capital Corporation has executed this Assignment of Intellectual Property Security Interest Agreement as of this 30 day of April, 2002.

FOOTHILL CAPITAL CORPORATION

By:

Its:

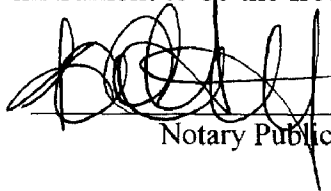
Law A. Deal
Vice President

ACKNOWLEDGMENT OF ASSIGNOR

STATE OF (CALIFORNIA)
COUNTY OF (LOS ANGELES) SS.

On this 30th day of APRIL, 2002 before me personally appeared TOM DAVOCK, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of Foothill Capital Corporation, who being by me duly sworn did depose and say that he is an authorized officer of said corporation, that the said instrument was signed on behalf of said corporation as authorized by its Board of Directors and that he acknowledged said instrument to be the free act and deed of said corporation.




Notary Public