

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Release of Security Interest		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Goldman Sachs Credit Partners L.P. as Administrative Agent		07/15/2005	LIMITED PARTNERSHIP:
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Transwestern Publishing Company LLC		
<b>Street Address:</b>	8344 Clairemont Mesa Blvd.		
<b>City:</b>	San Diego		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	92111		
<b>Entity Type:</b>	Limited Liability Company:		
<b>PROPERTY NUMBERS Total: 5</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	1950842	PROJECT RECYCLE!	
Registration Number:	1685310	TRANSWESTERN	
Registration Number:	2521580	WORLD PAGES	
Registration Number:	2369545	COASTAL PAGES	
Registration Number:	2104246	DESERT PAGES	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(650)802-3100		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Email:</b>	ryan.gallagher@weil.com		
<b>Correspondent Name:</b>	Weil, Gotshal & Manges LLP c/o Ryan Gallagher		
<b>Address Line 1:</b>	201 Redwood Shores Parkway		
<b>Address Line 4:</b>	Redwood Shores, CALIFORNIA 94065		
<b>NAME OF SUBMITTER:</b>	Ryan Gallagher		

CH \$140.00 1950842

Signature:

/Ryan Gallagher/

Date:

07/22/2005

**Total Attachments: 4**

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RELEASE OF SECURITY INTEREST  
IN INTELLECTUAL PROPERTY COLLATERAL

This RELEASE OF SECURITY INTEREST IN INTELLECTUAL PROPERTY COLLATERAL (this "Release"), dated as of July 15, 2005, is made by Goldman Sachs Credit Partners L.P., as administrative agent (the "Administrative Agent") under the Credit Agreement (as defined below). Terms used in this Release and not herein defined shall have the meanings set forth in the Credit Agreement).

WHEREAS, TRANSWESTERN PUBLISHING COMPANY LLC, a Delaware limited liability company ("Company"), WORLDPAGES, INC., a Delaware corporation ("WorldPages"), GREAT WESTERN DIRECTORIES, LP, a Texas limited partnership (formerly Great Western Directories, Inc., a Texas corporation) ("GWD"; Company, WorldPages and GWD each individually referred to herein as a "Borrower" and collectively "Borrowers") and the Administrative Agent entered into that certain Second Lien Credit and Guaranty Agreement, dated as of February 25, 2004 (as amended by the First Amendment to the Credit and Guaranty Agreement dated as of August 24, 2004, the "Credit Agreement"), among the Borrowers, Transwestern Holdings, L.P., a Delaware limited partnership ("Holdings"), certain subsidiaries of Company party thereto, as Guarantors, and the various financial institutions party thereto as lenders thereunder (each individually a "Lender", and collectively the "Lenders"), pursuant to which Credit Agreement the Lenders made credit extensions to the Borrowers;

WHEREAS, in connection with the Credit Agreement, and pursuant to the Second Lien Pledge and Security Agreement dated as of February 25, 2004 ("Security Agreement"), the Borrowers and certain of Company's Subsidiaries granted security interests in certain trademarks owned by the Borrowers and certain of Company's Subsidiaries, including the trademarks listed on Exhibit I attached hereto (all such trademarks, collectively, the "Trademark Collateral"); and

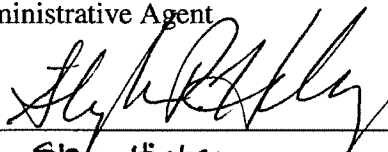
WHEREAS, the Security Agreement was recorded in the U.S. Patent and Trademark Office on April 8, 2004 at Reel/Frame No. 2829/0522;

NOW THEREFORE, the Administrative Agent hereby **RELEASES**, without representation, recourse or warranty whatsoever, all of its security interest in the Trademark Collateral, whether granted pursuant to the Security Agreement or any other agreement or document delivered in connection with the Credit Agreement, and the Administrative Agent hereby reassigns any and all such right, title and interest (if any) that the Administrative Agent may have in the Patent and Trademark Collateral to the Borrowers and the applicable Company Subsidiaries.

The Administrative Agent agrees, at the Borrowers' expense, to cooperate with the Borrowers and the Company's Subsidiaries and to provide the Borrowers and the Company's Subsidiaries with the information and additional authorization reasonably required or desirable to effect the release of the Administrative Agent's security interest in the released collateral described herein.

IN WITNESS WHEREOF, the Administrative Agent has executed this Release as of the date first above written.

**GOLDMAN SACHS CREDIT PARTNERS L.P.,**  
as Administrative Agent

By:   
Name: Steve Hickey  
Title: Managing Director

CERTIFICATE OF ACKNOWLEDGMENT

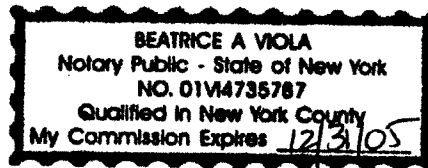
STATE OF New York )

COUNTY OF New York )

On this 15 day of July, 2005 before me, the undersigned, a Notary Public in and for the state aforesaid, personally appeared Steve Hickey to me known personally, and who, being by me duly sworn, deposes and says that s/he is the Authorized Signatory of the Administrative Agent as described in and which executed the above instrument, and s/he has been authorized to execute said instrument on behalf of said entity pursuant to said authority.

IN WITNESS WHEREOF, I hereto set my hand and official seal.

Beatrice Viola  
Notary Public  
My commission expires:



**Exhibit I**

**TRADEMARKS**

<u>Grantor</u>	<u>Trademark</u>	<u>Filing Date</u>	<u>Registration No.</u>
Worldpages, Inc.	WORLDPAGES	02/28/02	
Trans Western Publishing Company LLC	PROJECT RECYCLE! & Design	12/14/94	1,950,842
TransWestern Publishing Company LLC	TRANSWESTERN (stylized)	06/24/91	1,685,310
Worldpages, Inc.	WORLDPAGES	0429/99	2,521,580
TransWestern Publishing Company LLC	COASTAL PAGES (SUPPLEMENTAL REG)	10/30/98	2,369,545
TransWestern Publishing Company LLC	DESERT PAGES	05/23/96	2,104,246
Web YP, Inc.	WORLDPAGES (Canada)	10/22/99	TMA564196
Web YP, Inc.	WORLDPAGES (CTM)	12/10/99	1421544
TransWestern Publishing Company LLC	COASTAL PAGES (California)		106366

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