

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Assignment of Grant of Security Interest		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
THE BANK OF NEW YORK, as Administrative Agent		01/07/2008	Association:
RECEIVING PARTY DATA			
Name:	ORIX FINANCE CORP., as Administrative Agent		
Street Address:	1717 Main Street		
Internal Address:	Suite 1100		
City:	Dallas		
State/Country:	TEXAS		
Postal Code:	75201		
Entity Type:	Association:		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	1485548	KEY	
Registration Number:	1480029	KEYT-TV	
CORRESPONDENCE DATA			
Fax Number:	(866)826-5420		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	3016380511		
Email:	ipresearchplus@comcast.net		
Correspondent Name:	IP Research Plus, Inc.		
Address Line 1:	21 Tadcaster Circle		
Address Line 2:	Attn: Penelope J.A. Agodoa		
Address Line 4:	Waldorf, MARYLAND 20602		
ATTORNEY DOCKET NUMBER:	32686		
NAME OF SUBMITTER:	Penelope J.A. Agodoa		

OP \$65.00 1485548

Signature:

/pja/

Date:

02/05/2008

Total Attachments: 6

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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

THE BANK OF NEW YORK, as Administrative Agent

- Individual(s) Association
 General Partnership Limited Partnership
 Corporation- State: _____
 Other association

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

3. Nature of conveyance)/Execution Date(s) :

Execution Date(s) January 7, 2008

- Assignment Merger
 Security Agreement Change of Name
 Other Assignment of Grant of Security Interest

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: ORIX FINANCE CORP., as Administrative Agent

Internal

Address: _____

Street Address: 1717 Main Street, Suite1100

City: Dallas

State: Texas

Country: USA Zip: 75201

- Association Citizenship _____
 General Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship _____
 Other _____ Citizenship _____

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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,485,548; 1,480,029

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Janelle Telesford, Legal Assistant

Internal Address: Emmet, Marvin & Martin LLP

Street Address: 120 Broadway

City: New York

State: NY Zip: 10271

Phone Number: 212-238-3244

Fax Number: 212-238-3100

Email Address: jtelesford@emmetmarvin.com

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$

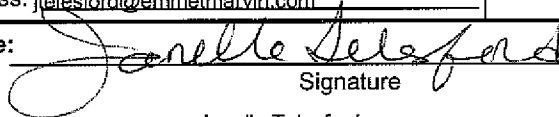
- Authorized to be charged by credit card
 Authorized to be charged to deposit account
 Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number _____
Authorized User Name _____

9. Signature:



Signature

02-01-2008

Date

Janelle Telesford

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 6

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

ASSIGNMENT OF GRANT OF SECURITY INTEREST (TRADEMARKS)

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, **THE BANK OF NEW YORK**, with an office at One Wall Street, New York, New York 10286, as resigning administrative agent (in such capacity, the "*Original Agent*") for certain lenders (the "*Lenders*"), hereby assigns to **ORIX FINANCE CORP.**, as successor to the interest of Administrative Agent for the Lenders, with an office at 1717 Main Street, Suite 1100, Dallas, Texas 75201 (in such capacity, the "*Successor Agent*"), all of the Original Agent's right, title and interest in, to and under that certain Grant of Security Interest (Trademarks), dated as of November 17, 2004 (the "*Security Agreement*"), executed by **SMITH MEDIA, LLC**, a Delaware limited liability company with its principal office at 1215 Cole Street, St. Louis, MO 63106 (the "*Grantor*"), in favor of Original Agent, granting a security interest in those trademarks set forth on Schedule A attached hereto and recorded in the United States Patent and Trademark Office on November 24, 2004, Reel/Frame 002980/0141.

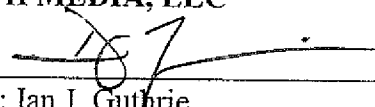
The Grantor hereby acknowledges and agrees that after giving effect to this Assignment, the security interests and assignments previously granted by Grantor in favor of Original Agent, in its capacity as administrative agent for the benefit of the Lenders, pursuant to the Security Agreement shall continue in full force and effect for the benefit of Successor Agent in its capacity as administrative agent for the benefit of the Lenders, and Grantor hereby reaffirms all such security interest grants and assignments and its obligations under the Security Agreement.

[Remainder of this page intentionally left blank; signature page follows.]

IN WITNESS WHEREOF, the undersigned have executed this Assignment of Grant of Security Interest (Trademarks) as of the 7th day of January 2008.

GRANTOR:

SMITH MEDIA, LLC

By:  _____

Name: Ian J. Guthrie

Title: Chief Financial Officer

ORIGINAL AGENT:

THE BANK OF NEW YORK, as resigning
Administrative Agent

By: _____

Name:

Title:

SUCCESSOR AGENT:

ORIX FINANCE CORP., as Administrative Agent

By: _____

Name:

Title:

IN WITNESS WHEREOF, the undersigned have executed this Assignment of Grant of Security Interest (Trademarks) as of the 7th day of January 2008.

GRANTOR:

SMITH MEDIA, LLC

By: _____

Name:

Title:

ORIGINAL AGENT:

THE BANK OF NEW YORK, as resigning
Administrative Agent

By:  _____

Name:

DEAN STEPHAN

Title:

MANAGING DIRECTOR

SUCCESSOR AGENT:

ORIX FINANCE CORP., as Administrative Agent

By: _____

Name:

Title:

IN WITNESS WHEREOF, the undersigned have executed this Assignment of Grant of Security Interest (Trademarks) as of the 7th day of January 2008.

GRANTOR:

SMITH MEDIA, LLC

By: _____

Name:

Title:

ORIGINAL AGENT:

THE BANK OF NEW YORK, as resigning
Administrative Agent


By: _____

Name:

Title:

SUCCESSOR AGENT:

ORIX FINANCE CORP., as Administrative Agent

By:  _____

Name: **Christopher L. Smith**

Title: **Managing Director**

Schedule A

<u>Trademark</u>	<u>Registration No.</u>	<u>Registration Date</u>
KEY	1,485,548	April 19, 1988
KEYT-TV	1,480,029	March 8, 1988