

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Hudson News Company		03/28/2008	CORPORATION: NEW JERSEY

**RECEIVING PARTY DATA**

Name:	The CIT Group/Business Credit, Inc., as Administrative Agent
Street Address:	44 Whippany Road
Internal Address:	c/o CIT Group Inc., Sponsor Finance
City:	Morristown
State/Country:	NEW JERSEY
Postal Code:	07960
Entity Type:	CORPORATION: NEW YORK

**PROPERTY NUMBERS Total: 10**

Property Type	Number	Word Mark
Registration Number:	2805202	AEROMART
Registration Number:	2764126	BOOK CORNER
Registration Number:	2092682	THE HUDSON GROUP
Registration Number:	2582311	HUDSON GROUP RETAIL SPECIALISTS
Registration Number:	2891111	HG
Registration Number:	1767766	HUDSON NEWS
Registration Number:	2702692	OUT OF TOWN NEWS
Registration Number:	3335110	A FIRST CLASS TICKET TO GREAT READING
Registration Number:	1765128	HUDSON NEWS
Registration Number:	2515598	RUNWAYS AND RAILS

**CORRESPONDENCE DATA**

Fax Number: (646)728-2614

**900103394**

**TRADEMARK  
 REEL: 003753 FRAME: 0370**

**CH \$265.00 2805202**

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 212-596-9478  
Email: tmfilings@fishneave.com  
Correspondent Name: Inna Barmash, Ropes & Gray LLP  
Address Line 1: 1211 Avenue of the Americas  
Address Line 2: 38th Floor  
Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:	CITD-035 SEC AGT
NAME OF SUBMITTER:	Inna Barmash
Signature:	/Inna Barmash/
Date:	04/04/2008

**Total Attachments: 3**  
source=HudsonNewsSecurityAgt#page1.tif  
source=HudsonNewsSecurityAgt#page2.tif  
source=HudsonNewsSecurityAgt#page3.tif

## SECURITY AGREEMENT

### TRADEMARKS

WHEREAS, Hudson News Company, a New Jersey corporation (herein referred to as "Grantor"), has adopted, used and is using the trademarks listed on Schedule I annexed hereto as part hereof, which trademarks are registered in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, Grantor is obligated to The CIT Group/Business Credit, Inc., as Administrative Agent (referred to herein as the "Grantee") and the other Secured Parties as defined in the Omnibus Pledge and Security Agreement dated as of March 14, 2008 (as amended, restated, amended and restated, supplemented, renewed, extended or otherwise modified from time to time, the "Security Agreement") among Grantor, the other Pledgors named therein and the Grantee for the payment and performance of the Secured Obligations (as defined in the Security Agreement); and

WHEREAS, pursuant to the Security Agreement, Grantor has granted to Grantee a security interest in all right, title and interest of Grantor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof (the "Trademark Collateral"), to secure the payment, performance and observance of the Secured Obligations;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Grantor does hereby further grant to Grantee a security interest in the Trademark Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

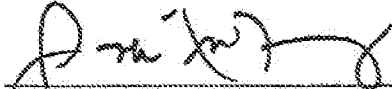
Grantor does hereby further acknowledge and affirm that the rights and remedies of Grantee with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

Grantee's address is [The CIT Group/Business Credit, Inc., c/o CIT Group Inc., Sponsor Finance, 44 Whippany Road, Morristown, New Jersey 07960, Attention of David Manheim, Vice President (Telecopy No. \_\_\_\_\_)].

IN WITNESS WHEREOF, Grantor has caused this Agreement to be duly executed by its duly authorized officer thereunto as of the as of the date first above written.

HUDSON NEWS COMPANY

By:

  
Name: Joseph DiDomizio  
Title: President and  
Chief Executive Officer

*{Signature Page to Security Agreement (Trademarks)}*

SCHEDULE I TO SECURITY AGREEMENT

TRADEMARKS

<u>Owner</u>	<u>Mark</u>	<u>Application or Registration No.</u>	<u>Issue or Filing Date</u>
Hudson News Company	Aeromart	2,805,202	1/13/2004
Hudson News Company	Book Corner	2,764,126	9/16/2003
Hudson News Company	The Hudson Group	2,092,682	9/2/1997
Hudson News Company	Hudson Group Retail Specialists (& design)	2,582,311	6/18/2002
Hudson News Company	HG (& design)	2,891,111	10/05/2004
Hudson News Company	Hudson News	1,767,766	4/27/1993
Hudson News Company	Out of Town News	2,702,692	4/1/2003
Hudson News Company	A First Class Ticket to Great Reading	3,335,110	11/13/2007
Hudson News Company	Hudson News (Stylized)	1,765,128	4/13/1993
Hudson News Company	Runways and Rails	2,515,598	12/4/2001