

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Cross MediaWorks, Inc.		07/31/2008	CORPORATION: DELAWARE
CMW Holdco, Inc.		07/31/2008	CORPORATION: DELAWARE
Wizebuys Media, LLC		07/31/2008	LIMITED LIABILITY COMPANY: DELAWARE
Apex Media Sales, LLC		07/31/2008	LIMITED LIABILITY COMPANY: DELAWARE
Aero Media LLC		07/31/2008	LIMITED LIABILITY COMPANY: DELAWARE
Apex Ministries, LLC		07/31/2008	LIMITED LIABILITY COMPANY: DELAWARE
TA Acquisition Sub, LLC		07/31/2008	LIMITED LIABILITY COMPANY: DELAWARE
TelAmerica Assets LLC		07/31/2008	LIMITED LIABILITY COMPANY: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	National City Bank
<b>Street Address:</b>	One South Broad Street
<b>Internal Address:</b>	14th Floor
<b>City:</b>	Philadelphia
<b>State/Country:</b>	PENNSYLVANIA
<b>Postal Code:</b>	19107
<b>Entity Type:</b>	national banking association: UNITED STATES

**PROPERTY NUMBERS Total: 7**

Property Type	Number	Word Mark
Registration Number:	2077496	AVAILZ
Registration Number:	2597493	ADMAX
Registration Number:	2591945	TELAMERICA

OP \$190.00 2077496

Registration Number:	2518342	REWARDS 2K
Serial Number:	77281674	APEX MEDIA
Serial Number:	77281666	CROSS MEDIAWORKS
Serial Number:	77366045	WIZEBUYS

**CORRESPONDENCE DATA**

Fax Number: (202)842-8465  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 202-842-8800  
Email: dctrademarks@dbr.com  
Correspondent Name: Amy E. Carroll  
Address Line 1: 1500 K Street, N.W.  
Address Line 2: Suite 1100  
Address Line 4: Washington, DISTRICT OF COLUMBIA 20005-1209

ATTORNEY DOCKET NUMBER:	034151-423461
NAME OF SUBMITTER:	Amy E. Carroll
Signature:	/amyecarroll/
Date:	02/09/2009

**Total Attachments: 7**

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PATENT AND TRADEMARK AGREEMENT

This PATENT AND TRADEMARK AGREEMENT is made as of July 31, 2008, by and among Cross MediaWorks, Inc., a Delaware corporation (“**Borrower**”), CMW Holdco, Inc., a Delaware corporation (“**Parent**”), Wizebuys Media, LLC, a Delaware limited liability company (“**Wizebuys**”), Apex Media Sales, LLC a Delaware limited liability company (“**Apex**”), Aero Media LLC, a Delaware limited liability company (“**Aero**”), Apex Ministries, LLC, a Delaware limited liability company (“**Ministries**”), TA Acquisition Sub, LLC, a Delaware limited liability company (“**TA Sub**”) and TelAmerica Assets LLC, a Delaware limited liability company (“**TelAmerica Assets**,” together with Borrower, Parent, Wizebuys, Apex, Aero, Ministries and TA Sub, and any other Person that becomes a party to the Security Agreement (as referenced and defined below), together with their successors and permitted assigns, collectively, “**Assignors**”) and National City Bank, with an office at One South Broad Street, 14<sup>th</sup> Floor, Philadelphia, PA 19107, as agent for itself and the other Secured Parties (as that term is defined in the Credit Agreement referenced below) (together with its successors and assigns in such capacity, “**Assignee**”) and is made pursuant to the Security Agreement dated as of the date hereof, by and among Assignors and Assignee (the “**Security Agreement**”).

WHEREAS, Assignors are the owners of certain United States and international patents and/or patent applications, including those listed on Exhibit 1 hereto (the “**Patents**”); and

WHEREAS, Assignors are the owners of certain trademarks, including pending applications and/or registrations therefor, together with the goodwill of the business connected with the use of and symbolized thereby, including those listed on Exhibit 1 hereto (the “**Marks**,” which, together with the Patents and the other items defined as “**Intellectual Property**” in the Credit Agreement shall be collectively referred to hereinafter as the “**Intellectual Property**”); and

WHEREAS, Borrower, Parent, Assignee and certain Lenders (as defined in the Credit Agreement) entered into that certain Credit Agreement dated as of the date hereof (as the same may be amended, restated, modified, supplemented and/or replaced from time to time, the “**Credit Agreement**”), pursuant to which such Lenders and the other Secured Parties agreed to extend credit to the Borrower on the terms and conditions described therein; and

WHEREAS, one of the conditions to the extension of credit under the Credit Agreement is that payment of the Secured Obligations (as defined in the Credit Agreement) shall be secured by, among other things, a security interest in favor of the Assignee, for the benefit of the Secured Parties, in the Intellectual Property and all Proceeds (as defined in the Security Agreement) thereof and Assignors are willing to grant to the Assignee, for the benefit of the Secured Parties, a security interest in the Intellectual Property and all Proceeds thereof and all other related claims and rights as more fully described in the Security Agreement.

NOW, THEREFORE, for good and valuable consideration, as security for the due and timely payment and performance of the Secured Obligations, Assignors hereby pledge and grant to Assignee a security interest and lien in and to the Intellectual Property and all Proceeds thereof and give notice of such security interest and the existence of the Security Agreement providing therefor.

*[Signature Page Follows]*

Executed as of the date first above written.

Assignors:

**CROSS MEDIAWORKS, INC.**

By 

Name: Larry Rubin  
Title: Chief Operating Officer

**CMW HOLDCO, INC.**

By 

Name: Larry Rubin  
Title: Chief Operating Officer

**WIZEBUYS MEDIA, LLC**

By 

Name: Larry Rubin  
Title: Chief Operating Officer

**APEX MEDIA SALES, LLC**

By 

Name: Larry Rubin  
Title: Chief Operating Officer

**AERO MEDIA LLC**


By 

Name: Larry Rubin  
Title: Chief Operating Officer


*[Signature Page of Patent and Trademark Agreement]*




**APEX MINISTRIES, LLC**

By   
Name: Larry Rubin  
Title: Chief Operating Officer

**TA ACQUISITION SUB, LLC**

By   
Name: Larry Rubin  
Title: Chief Operating Officer

**TELAMERICA ASSETS LLC**


By   
Name: Larry Rubin  
Title: Chief Operating Officer

*[Signature Page of Patent and Trademark Agreement]*



Assignee:

**NATIONAL CITY BANK**, in its capacity as  
Agent

By: 

Name: Michael Grimes

Title: Senior Vice President

*[Signature Page of Patent and Trademark Agreement]*

## **EXHIBIT 1**

### **To Intellectual Property Collateral Agreement**

#### **Patents & Patent Applications**

##### **Patent Applications:**

1. United States Provisional Patent Application No. 60/549,400, dated March 1, 2004, "AGGREGATING ADVERTISING INFORMATION".  
  
-Status: Inactive
  
2. United States Patent Application Serial No. 10/815,300, dated March 31, 2004, "AGGREGATING LOCAL CABLE SPOTS INTO NATIONAL EQUIVALENT UNITS".  
  
-Status: Pending. An Office Action was mailed on April 30, 2008 from the United States Patent and Trademark Office. A response must be filed no later than October 30, 2008 to prevent abandonment of the application.



## Trademarks & Trademark Applications

### Registered Trademarks:

1. "AVAILZ" (Owner: Apex Media Sales, LLC): U.S. Reg. No. 2,077,496 (Filed: July 26, 1996; Registered: July 8, 1997)
2. ADMAX" (Owner: TelAmerica, LLC): U.S. Reg. No. 2597493, Serial No. 76209732
3. "TELAMERICA" (Owner: TelAmerica, LLC): U.S. Reg. No. 2591945, Serial No. 75559105
4. "REWARDS 2K" (Owner: TelAmerica, LLC): U.S. Reg. No. 2518342, Serial No. 75810315

### Pending Trademark Applications:

1. "APEX MEDIA" (Owner: Apex Media Sales, LLC): U.S. Ser. No. 77/281,674 (Filed: September 17, 2007)
2. "CROSS MEDIAWORKS" (Owner: Cross MediaWorks, Inc.): U.S. Ser. No. 77/281,666 (Filed: September 17, 2007)
3. "WIZEBUYS" (Owner: Wizebuys Media, LLC): U.S. Ser. No. 77366045 (Filed: January 7, 2008)