

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|----------------------------------|--|-----------------------|--------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | Confirmation of Merger | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Local Insight Yellow Pages, Inc. | | 09/20/2010 | CORPORATION: OHIO |
| RECEIVING PARTY DATA | | | |
| Name: | The Berry Company LLC | | |
| Street Address: | 188 Inverness Drive West | | |
| Internal Address: | Suite 800 | | |
| City: | Englewood | | |
| State/Country: | COLORADO | | |
| Postal Code: | 80112 | | |
| Entity Type: | LIMITED LIABILITY COMPANY: COLORADO | | |
| PROPERTY NUMBERS Total: 4 | | | |
| Property Type | Number | Word Mark | |
| Serial Number: | 77828562 | BERRYLEADS | |
| Serial Number: | 77658152 | BE | |
| Serial Number: | 77658156 | BERRY | |
| Serial Number: | 77658154 | BERRY | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | (212)455-2502 | | |
| | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | | |
| Phone: | (212) 455-3605 | | |
| Email: | ksolomon@stblaw.com | | |
| Correspondent Name: | Genevieve Dorment, Esq. | | |
| Address Line 1: | Simpson Thacher & Bartlett LLP | | |
| Address Line 2: | 425 Lexington Avenue | | |
| Address Line 4: | New York, NEW YORK 10017 | | |
| ATTORNEY DOCKET NUMBER: | 509600/0298 | | |

OP \$115.00 77828562

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**TRADEMARK
 REEL: 004281 FRAME: 0814**

| | |
|---|-------------------|
| NAME OF SUBMITTER: | Genevieve Dorment |
| Signature: | /gd/ |
| Date: | 09/20/2010 |
| <p>Total Attachments: 13 source=BryTM#page1.tif source=BryTM#page2.tif source=BryTM#page3.tif source=BryTM#page4.tif source=BryTM#page5.tif source=BryTM#page6.tif source=BryTM#page7.tif source=BryTM#page8.tif source=BryTM#page9.tif source=BryTM#page10.tif source=BryTM#page11.tif source=BryTM#page12.tif source=BryTM#page13.tif</p> | |

CONFIRMATION OF MERGER

This Confirmation of Merger ("Merger Confirmation") references the following: (a) the Credit Agreement, dated as of April 23, 2008 (as amended or otherwise modified from time to time, the "Credit Agreement"), among Local Insight Regatta Holdings, Inc. (the "Borrower"), the lenders from time to time party thereto (the "Lenders") and JPMorgan Chase Bank, N.A., as Administrative Agent and Collateral Agent for the Lenders (the "Collateral Agent"); (b) the Guaranty and Collateral Agreement, dated as of April 23, 2008 (as amended or otherwise modified from time to time, the "Guaranty & Collateral Agreement"), among the Borrower, the Guarantors from time to time party thereto and the Collateral Agent; and (c) the Trademark Security Agreement, dated as of April 23, 2008 (as amended or otherwise modified from time to time, the "Trademark Security Agreement"), by Local Insight Yellow Pages, Inc., a predecessor to The Berry Company LLC (the latter, together with its respective successors and assigns, the "Grantor"), in favor of the Collateral Agent.

WHEREAS, pursuant to Section 4.01(a) and 4.01(a)(xi) of the Guaranty & Collateral Agreement, such predecessor to Grantor granted to the Collateral Agent, for the benefit of the Secured Parties (as defined therein), a Security Interest in the Article 9 Collateral (as such terms are defined therein), which includes Intellectual Property, which includes trademarks;

WHEREAS on or about May 23, 2008, the Grantor was merged into The Berry Company LLC ("Surviving Grantor"), as evidenced by the Statement of Merger attached as Exhibit A hereto, and the Surviving Grantor is currently the grantor of the Security Interest in the Guaranty & Collateral Agreement for (among other assets) the registered trademarks listed on Exhibit B hereto;

WHEREAS, pursuant to Section 4.01(a) and 4.01(a)(xi) of the Guaranty & Collateral Agreement, such Security Interest includes all Intellectual Property (which includes trademarks) "now owned or at any time hereafter acquired by such Grantor in which such Grantor now has or at any time in the future may acquire any right, title or interest";

WHEREAS, pursuant to Section 4.01(b) of the Guaranty & Collateral Agreement, the Collateral Agent is authorized to file with the U.S. Patent and Trademark Office such documents as may be necessary for the purpose of perfecting, confirming, continuing, enforcing or protecting the above Security Interest; and

WHEREAS, the Collateral Agent wishes to record this Merger Confirmation pursuant to its authorization in Section 4.01(b), so as to reconfirm and continue to provide all persons with notice of the Surviving Grantor for the above security interest in the attached registered trademarks;

NOW THEREFORE, the Collateral Agent submits the following Merger Confirmation to the U.S. Patent and Trademark Office.

SECTION 1. Terms. Each capitalized term used but not defined herein shall have the meaning assigned to it in the Guaranty & Collateral Agreement or the Credit

Agreement. The rules of construction specified in Section 1.2 of the Credit Agreement also apply to this Merger Confirmation.

SECTION 2. Confirmation of Merger. Pursuant to the authority granted to the Collateral Agent in Section 4.01(b) of the Guaranty & Collateral Agreement, the Collateral Agent hereby submits this Merger Confirmation to the U.S. Patent and Trademark Office to confirm the merger of the original Grantor under the Guaranty & Collateral Agreement into the Surviving Grantor, which resulted in the Surviving Grantor being obligated thereunder and having granted the Security Interest therein for (among other assets) the registered trademarks listed on Exhibit B hereto.

SECTION 3. Guaranty & Collateral Agreement. Pursuant to the Trademark Security Agreement, the Collateral Agent's rights with respect to the Security Interest in the attached trademark registrations included in the Article 9 Collateral are fully set forth in the Guaranty & Collateral Agreement, the terms and provisions of which were incorporated in the Trademark Security Agreement by reference as if fully set forth therein.

SECTION 4. Governing Law. THIS MERGER CONFIRMATION SHALL BE GOVERNED BY, AND CONSTRUED AND INTERPRETED IN ACCORDANCE WITH, THE LAW OF THE STATE OF NEW YORK.

Dated: September 20, 2010

JPMORGAN CHASE BANK, N.A., as
Collateral Agent

By:

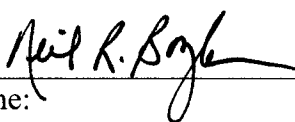

Name: _____
Title:

EXHIBIT A – Statement of Merger

See attached.

Document processing fee
If document is filed on paper
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Fees & forms/cover sheets are
subject to change.

\$150.00
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Statement of Merger
(Surviving Entity is a Domestic Entity)
filed pursuant to § 7-90-203.7 of the Colorado Revised Statutes (C.R.S.)

1. For each merging entity, its ID number (if applicable), entity name or true name, form of entity, jurisdiction under the law of which it is formed, and principal address are

ID Number _____
(Colorado Secretary of State ID number)

Entity name or true name Local Insight Yellow Pages, Inc.

Form of entity Corporation

Jurisdiction Ohio

Street address 188 Inverness Drive West, Suite 800
(Street number and name)

Englewood CO 80112
(City) (State) (ZIP/Postal Code)

(Province - if applicable) (Country)

Mailing address _____
(Leave blank if same as street address) (Street number and name or Post Office Box information)

(City) (State) (ZIP/Postal Code)

(Province - if applicable) (Country)

ID Number _____
(Colorado Secretary of State ID number)

Entity name or true name _____

Form of entity _____

Jurisdiction _____

Street address _____
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(City) (State) (ZIP/Postal Code)

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(Province - if applicable) (Country)

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(Colorado Secretary of State ID number)

Entity name or true name _____

Form of entity _____

Jurisdiction _____

Street address _____
(Street number and name)

(City) (State) (ZIP/Postal Code)

(Province - if applicable) (Country)

Mailing address _____
(leave blank if same as street address) (Street number and name or Post Office Box information)

(City) (State) (ZIP/Postal Code)

(Province - if applicable) (Country)

(If the following statement applies, adapt the statement by marking the box and include an attachment.)
 There are more than three merging entities and the ID number (if applicable), entity name or true name, form of entity, jurisdiction under the law of which it is formed, and the principal address of each additional merging entity is stated in an attachment.

2. For the surviving entity, its entity ID number (if applicable), entity name or true name, form of entity, jurisdiction under the law of which it is formed, and principal address are

ID Number 20081278393
(Colorado Secretary of State ID number)

Entity name or true name The Berry Company LLC

Form of entity Limited Liability Company

Jurisdiction Colorado

Street address 188 Inverness Drive West, Suite 800
(Street number and name)

Englewood CO 80112
(City) (State) (ZIP/Postal Code)

(Province - if applicable) (Country)

Mailing address
(leave blank if same as street address)
(Street number and name or Post Office Box information)

(City) (State) (ZIP/Postal Code)

(Province - if applicable) (Country)

3. Each merging entity has been merged into the surviving entity.

4. *(If the following statement applies, adopt the statement by marking the box.)*

The plan of merger provides for amendments to a constituent filed document of the surviving entity and an appropriate statement of change or other document effecting the amendments will be delivered to the Secretary of State for filing pursuant to Part 3 of Article 90 of Title 7, C.R.S.

5. *(If the following statement applies, adopt the statement by marking the box and state the appropriate document number(s).)*

One or more of the merging entities is a registrant of a trademark described in a filed document in the records of the secretary of state and the document number of each filed document is

Document number _____
Document number _____
Document number _____

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

There are more than three trademarks and the document number of each additional trademark is stated in an attachment.

6. *(If applicable, adopt the following statement by marking the box and include an attachment.)*

This document contains additional information as provided by law

7. *(Caution: Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.)*

(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)

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(mm/dd/yyyy hour:minute am/pm)

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| <small>(Last)</small> | <small>(First)</small> | <small>(Middle)</small> | <small>(Suffix)</small> |
| c/o Hogan & Hartson LLP | | | |
| <small>(Street number and name or Post Office Box information)</small> | | | |
| 1200 Seventeenth Street, Suite 1500 | | | |
| Denver | CO | 80202 | |
| <small>(City)</small> | <small>(State)</small> | <small>(ZIP/Postal Code)</small> | |
| <small>(Province - if applicable)</small> | <small>(Country)</small> | | |

(If applicable, adopt the following statement by marking the box and include an attachment.)

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(Surviving Entity is a Domestic Entity)
filed pursuant to § 7-90-203.7 of the Colorado Revised Statutes (C.R.S.)

1. For each merging entity, its ID number (if applicable), entity name or true name, form of entity, jurisdiction under the law of which it is formed, and principal address are

ID Number

(Colorado Secretary of State ID number)

Entity name or true name

Local Insight Yellow Pages, Inc.

Form of entity

Corporation

Jurisdiction

Ohio

Street address

188 Inverness Drive West, Suite 800

(Street number and name)

Englewood

(City)

CO

(State)

80112

(ZIP/Postal Code)

(Province - if applicable)

(Country)

Mailing address

(Leave blank if same as street address)

(Street number and name or Post Office Box information)

(City)

(State)

(ZIP/Postal Code)

(Province - if applicable)

(Country)

ID Number

(Colorado Secretary of State ID number)

Entity name or true name

Form of entity

Jurisdiction _____

Street address _____
(Street number and name)

(City) (State) (ZIP/Postal Code)

(Province - if applicable) (Country)

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ID Number _____
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Form of entity _____

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8. The true name and mailing address of the individual causing this document to be delivered for filing are

| | | | |
|--|------------------|--------------------------|-----------------|
| Trammell | Kelth | A. | |
| <i>(Last)</i> | <i>(First)</i> | <i>(Middle)</i> | <i>(Suffix)</i> |
| c/o Hogan & Hartson LLP | | | |
| <i>(Street number and name or Post Office Box information)</i> | | | |
| 1200 Seventeenth Street, Suite 1500 | | | |
| Denver | CO | 80202 | |
| <i>(City)</i> | <i>(State)</i> | <i>(ZIP/Postal Code)</i> | |
| <i>(Province - if applicable)</i> | <i>(Country)</i> | | |

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EXHIBIT B – Registered Trademarks

See attached.

U.S. Trademarks/Trademark Applications

| Title | Reg. No./ App. No. |
|------------------|--------------------|
| BERRYLEADS | 77/828,562 |
| BE AND DESIGN | 77/658,152 |
| BERRY | 77/658,156 |
| BERRY AND DESIGN | 77/658,154 |