

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Trademark Collateral Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Calkins Media Incorporated		12/30/2010	CORPORATION: PENNSYLVANIA
Beaver Newspapers, Inc.		12/30/2010	CORPORATION: PENNSYLVANIA
Burlington Times, Inc.		12/30/2010	CORPORATION: NEW JERSEY
Courier Times, Inc.		12/30/2010	CORPORATION: PENNSYLVANIA
Homestead Newspapers, Inc.		12/30/2010	CORPORATION: FLORIDA
Southern Broadcast Corporation of Sarasota		12/30/2010	CORPORATION: FLORIDA
Tallahassee Media Corporation		12/30/2010	CORPORATION: FLORIDA
Huntsville Broadcast Corporation		12/30/2010	CORPORATION: FLORIDA

RECEIVING PARTY DATA

Name:	Manufacturers and Traders Trust Company
Street Address:	60 Dresher Road
City:	Horsham
State/Country:	PENNSYLVANIA
Postal Code:	19044
Entity Type:	Trust Company: NEW YORK

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	2459341	BEST OF BUCKS
Registration Number:	2685694	GREATER PHILADELPHIA NEWSPAPERS
Registration Number:	2424204	PHILLYBURBS.COM

CORRESPONDENCE DATA

Fax Number: (302)636-5454
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 800-927-9801 x2348
 Email: jpaterso@cscinfo.com

900193272

**TRADEMARK
 REEL: 004552 FRAME: 0084**

CH \$90.00 2459341

Correspondent Name: Corporation Service Co.- J. Paterson
Address Line 1: 1090 Vermont Avenue NW, Suite 430
Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER: 797282-5

NAME OF SUBMITTER: Jean Paterson

Signature: /jep/

Date: 06/01/2011

Total Attachments: 7

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TRADEMARK COLLATERAL AGREEMENT AND NOTICE

This TRADEMARK COLLATERAL AGREEMENT AND NOTICE dated as of December ~~30~~, 2010, is by and among Calkins Media Incorporated (“**Calkins Media**”), Beaver Newspapers, Inc. (“**Beaver**”), Burlington Times, Inc. (“**Burlington**”), Courier Times, Inc. (“**Courier Times**”), Homestead Newspapers, Inc. (“**Homestead**”), Southern Broadcast Corporation of Sarasota (“**Southern Broadcast**”), Tallahassee Media Corporation (“**Tallahassee**”), Huntsville Broadcast Corporation (“**Huntsville**”), WXTL-TV License, LLC (“**WXTL**”), WAAY-TV License, LLC (“**WAAY**”) and WWSB License, LLC (“**WWSB**” and together with Calkins Media, Beaver, Burlington, Courier Times, Homestead, Huntsville, Southern Broadcast, Tallahassee, WXTL and WAAY, the “**Assignors**”) and Manufacturers and Traders Trust Company (“**M&T**”), as agent for itself and the other Secured Parties (as that term is defined in the Credit Agreement defined below), with an office at 301 W. Plank Road, Altoona, Pennsylvania 16602 (together with its successors and assigns in such capacity, “**Assignee**”) and is made pursuant to a Security Agreement of even date herewith, by and among Assignors and Assignee (the “**Security Agreement**”).

WHEREAS, Assignors are the owners of certain trademarks, including all federal applications and/or registrations therefor, together with the goodwill of the business connected with the use of and symbolized thereby, as listed on Exhibit 1 hereto (the “**Marks**”); and

WHEREAS, the Assignors, Assignee and certain lenders entered into that certain Credit Agreement of even date herewith (as the same may be amended, restated, modified, supplemented and/or replaced from time to time, the “**Credit Agreement**”), pursuant to which such lenders agreed to extend credit to Assignors 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 Marks 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 Marks 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 Marks and all Proceeds thereof and give notice of such security interest and the existence of the Security Agreement providing therefor.

Executed as of the date first above written.

CALKINS MEDIA INCORPORATED

By: Michael White
Name: Michael White
Title: Treasurer and Vice President

BEAVER NEWSPAPERS, INC.

By: Michael White
Name: Michael White
Title: Treasurer and Vice President

BURLINGTON TIMES, INC.

By: Michael White
Name: Michael White
Title: Treasurer and Vice President

COURIER TIMES, INC.

By: Michael White
Name: Michael White
Title: Treasurer and Vice President

[Signature Page to Trademark Collateral Agreement]

HOMESTEAD NEWSPAPERS, INC.

By: Michael White
Name: Michael White
Title: Treasurer and Vice President

SOUTHERN BROADCAST CORPORATION OF
SARASOTA

By: Michael White
Name: Michael White
Title: Treasurer and Vice President

TALLAHASSEE MEDIA CORPORATION

By: Michael White
Name: Michael White
Title: Treasurer


HUNTSVILLE BROADCAST CORPORATION

By: Michael White
Name: Michael White
Title: Treasurer and Vice President

[Signature Page to Trademark Collateral Agreement]

TRADEMARK
REEL: 004552 FRAME: 0088

MANUFACTURERS AND TRADERS TRUST
COMPANY, in its capacity as the Agent, the Issuing
Bank, the Swing Lender and a Lender


By: 
Name: Joseph Chott
Title: Assistant Vice President

[Signature Page to Trademark Collateral Agreement]

TRADEMARK
REEL: 004552 FRAME: 0089

EXHIBIT 1

To Trademark Collateral Agreement and Notice

Mark	Services	Registration No. and Date	Record Owner
	Conducting business awards programs honoring individuals and companies that have demonstrated excellence in their fields, in the quality of their products and services and in customer service	2,459,341 June 12, 2001	Courier Times, Inc.
GREATER PHILADELPHIA NEWSPAPERS	Business and advertising services, namely, providing advertising space in newspapers	2,685,694 February 11, 2003	Calkins Media Incorporated
PHILLYBURBS.COM	Computer services, namely, providing on-line newspapers in the field of current news and information	2,424,204 January 23, 2001	Calkins Media Incorporated