

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

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

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
AT&T Intellectual Property II, L.P.		05/08/2012	LIMITED PARTNERSHIP: NEVADA
AT&T Intellectual Property Marketing, Inc.		05/08/2012	CORPORATION: GEORGIA
Bellsouth Corporation		05/08/2012	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	YP Intellectual Property LLC
<b>Street Address:</b>	2247 Northlake Parkway
<b>City:</b>	Tucker
<b>State/Country:</b>	GEORGIA
<b>Postal Code:</b>	30084
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE

**PROPERTY NUMBERS Total: 62**

Property Type	Number	Word Mark
Registration Number:	2966515	1-800-GET-REAL
Registration Number:	3265649	A FIND ENGINE VS A SEARCH ENGINE
Registration Number:	2949914	ADREACH IMPRESSIONS
Registration Number:	3389856	ADTELLIGENCE
Registration Number:	3107575	AMERICA'S YELLOW PAGES CONNECTION
Registration Number:	1636279	BERRY NETWORK, INC.
Registration Number:	3548372	BERRYAIM
Serial Number:	78923282	BERRYAPOGEE
Registration Number:	3538891	BERRYLINK
Registration Number:	3538892	BERRYMYCLICKS
Registration Number:	3067413	BERRYOPTIMIZER

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Registration Number:	3067412	BERRYPRO
Registration Number:	2066298	BERRYQUEST
Registration Number:	3040050	BERRYSPI
Registration Number:	3570842	BERRYWEBSMART
Registration Number:	3041165	DELIVERS MORE
Registration Number:	2670245	DYNAMIC SPACE
Registration Number:	3751563	HAVE2DRINK
Registration Number:	3748876	HAVE2EAT
Registration Number:	3748878	HAVE2P
Registration Number:	3748877	HAVE2SNACK
Registration Number:	2590129	LAS VERDADERAS PAGINAS AMARILLAS
Registration Number:	3067570	LAS VERDADERAS PÁGINAS AMARILLAS
Serial Number:	85378914	LOCALRITHM
Registration Number:	3822244	MORE CALLS, MORE CLICKS, MORE RESULTS
Registration Number:	3408099	MR. REAL
Registration Number:	3136497	REAL EXPERIENCE. REAL SOLUTIONS. REAL SUCCESS.
Registration Number:	1725613	REAL SAVINGS COUPONS
Registration Number:	3082524	REAL SEARCH ENGINE RESULTS
Registration Number:	3383947	REAL SEARCH ENGINE SOLUTIONS
Registration Number:	3142999	REAL SEARCH INCLUSION
Registration Number:	3142873	REAL SEARCH SOLUTIONS
Registration Number:	3064282	REAL SITETRAFFIC
Registration Number:	2785384	REALCALL
Registration Number:	3098422	REALPAGES
Registration Number:	3240152	REALPAGES.COM
Registration Number:	3830439	SPEAK4IT
Registration Number:	2729607	THE ORIGINAL SEARCH ENGINE
Registration Number:	2727536	THE ORIGINAL SEARCH ENGINE
Registration Number:	3340789	THE REAL GUARANTEED ADVERTISING PROGRAM
Registration Number:	3340788	THE REAL TRACKING PROGRAM
Registration Number:	1951126	THE REAL WHITE PAGES
Registration Number:	1806033	THE REAL WHITE PAGES
Registration Number:	1781368	THE REAL YELLOW PAGES
Registration Number:	2088738	THE REAL YELLOW PAGES
Registration Number:	2207898	THE REAL YELLOW PAGES

**TRADEMARK**

**REEL: 004775 FRAME: 0271**

	2999407	THE REAL YELLOW PAGES
Registration Number:	3349313	THE REAL YELLOW PAGES LIVE!
Registration Number:	3383994	THE REAL YELLOW PAGES LIVE!
Serial Number:	85446887	YP PERKS
Serial Number:	85446905	YP POINTS
Registration Number:	3139805	
Registration Number:	2956204	1-877-YELLOWPAGES
Registration Number:	2937152	TOLL FREE YELLOWPAGES
Registration Number:	2605988	REAL SAVINGS
Registration Number:	1526069	SMART YELLOW PAGES
Registration Number:	1473114	SMART YELLOW PAGES
Registration Number:	2920254	AMERICA'S FIRST TOLL FREE YELLOW PAGES
Registration Number:	2663325	WWW.SMARTPAGES.COM YOUR ONLINE YELLOW PAGES -- AND MORE.
Registration Number:	2672236	YOUR ONLINE YELLOW PAGES - AND MORE!
Registration Number:	2961607	THE REAL WHITE PAGES ONLINE
Registration Number:	1663388	THE REAL YELLOW PAGES

**CORRESPONDENCE DATA**

Fax Number: 2125935955  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*  
Phone: 212-756-2132  
Email: scott.kareff@srz.com  
Correspondent Name: S. Kareff c/o Schulte Roth & Zabel LLP  
Address Line 1: 919 Third Avenue  
Address Line 2: 22nd Floor  
Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	014951-1275
NAME OF SUBMITTER:	Scott Kareff (014951-1275)
Signature:	/Scott Kareff/
Date:	05/08/2012

**Total Attachments: 9**

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## **TRADEMARK ASSIGNMENT**

This TRADEMARK ASSIGNMENT (the "Assignment") is made and entered into as of May 8, 2012 (the "Effective Date") by and among AT&T INTELLECTUAL PROPERTY II, L.P., a Nevada limited partnership ("AT&T Sub II"), AT&T INTELLECTUAL PROPERTY MARKETING, INC., a Georgia corporation ("AT&T Marketing"), and BELLSOUTH CORPORATION, a Delaware corporation ("Bellsouth", and, together with AT&T Sub II and AT&T Marketing, each an "Assignor" and collectively "Assignors"), on the one hand, and YP INTELLECTUAL PROPERTY LLC, a Delaware limited liability company ("Assignee"), on the other hand.

WHEREAS, AT&T Inc. and Cerberus YP LLC, formerly Congo Buyer LLC, are parties to that certain Purchase Agreement made and entered into as of April 7, 2012 (the "Agreement"), pursuant to which, among other things, AT&T Inc. agreed to, or to cause one or more of its Affiliates (as defined in the Agreement) to, sell, convey, transfer, assign and deliver to Assignee all of Assignors' right, title and interest in and to the Transferred Assets (as defined in the Agreement), including, without limitation, the trademarks and service marks listed on Schedule A attached hereto (the "Trademarks"); and

WHEREAS, Assignee wishes to acquire all of Assignors' right, title and interest in and to the Trademarks, and Assignor wishes to assign same to Assignee.

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which the parties hereby acknowledge, each Assignor hereby irrevocably assigns, transfers, conveys and delivers to Assignee, all of Assignor's right, title and interest in, to and under the Trademarks, including, without limitation, the right to sue for all past, present and future infringement and to settle and retain proceeds from any such actions.

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IN WITNESS WHEREOF, Assignors and Assignee have executed this  
Trademark Assignment as of the Effective Date.

**ASSIGNORS:**

AT&T INTELLECTUAL PROPERTY II,  
L.P.

By: AT&T Intellectual Property, Inc., its  
General Partner

By: 

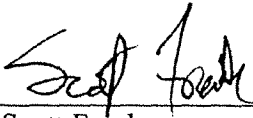
Name: Scott Frank

Title: President

*[Signature Page to Trademark Assignment]*

**TRADEMARK**  
**REEL: 004775 FRAME: 0275**

AT&T INTELLECTUAL PROPERTY  
MARKETING, INC.

By:   
Name: Scott Frank  
Title: President

*[Signature Page to Trademark Assignment]*

**TRADEMARK**  
**REEL: 004775 FRAME: 0276**

BELLSOUTH CORPORATION

By: 

Name: Peter Knag

Title: Authorized Person

*[Signature Page to Trademark Assignment]*

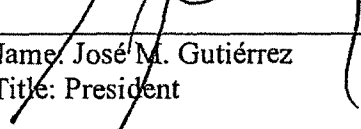
**TRADEMARK**  
**REEL: 004775 FRAME: 0277**



**ASSIGNEE:**

YP INTELLECTUAL PROPERTY LLC, a  
Delaware limited liability company

By: AT&T YELLOW PAGES HOLDINGS, LLC  
Its Manager, a  
Delaware limited liability company

By:   
Name: José M. Gutiérrez  
Title: President

*[Signature Page to Trademark Assignment]*

**TRADEMARK**  
**REEL: 004775 FRAME: 0278**

Schedule A

*United States Federal Trademarks*

Trademark	Ownership	Application Number	Registration Number	Registration Date
1-800-GET-REAL	Alpha Intellectual Property II, L.P.	78325421	2966515	12-Jul-2005
A FIND ENGINE VS A SEARCH ENGINE	Alpha Intellectual Property II, L.P.	78/303964	3265649	17-Jul-2007
ADREACH IMPRESSIONS <sup>1</sup>	Alpha Intellectual Property II, L.P.	78216960	2949914	10-May-2005
ADTELLIGENCE	Alpha Intellectual Property II, L.P.	78645916	3389856	26-Feb-2008
AMERICA'S YELLOW PAGES CONNECTION	Alpha Intellectual Property II, L.P.	78/312736	3,107,575	20-Jun-2006
BERRY NETWORK, INC.	Alpha Intellectual Property II, L.P.	74031870	1636279	26-Feb-1991
BERRYAIM	Alpha Intellectual Property II, L.P.	78905950	3548372	16-Dec-2008
BERRYAPOGEE	Alpha Intellectual Property Marketing, Inc.	78923282		
BERRYLINK	Alpha Intellectual Property II, L.P.	78901512	3538891	25-Nov-2008
BERRYMYCLICKS	Alpha Intellectual Property II, L.P.	78901722	3538892	25-Nov-2008
BERRYOPTIMIZER	Alpha Intellectual Property II, L.P.	78334582	3067413	14-Mar-2006
BERRYPRO	Alpha Intellectual Property II, L.P.	78334577	3067412	14-Mar-2006
BERRYQUEST	Alpha Intellectual Property II, L.P.	74724307	2066298	03-Jun-1997
BERRYSPI	Alpha Intellectual Property II, L.P.	78334569	3040050	10-Jan-2006
BERRYWEBSMART	Alpha Intellectual Property II, L.P.	78923295	3570842	03-Feb-2009
DELIVERS MORE	Alpha Intellectual Property II, L.P.	78516851	3041165	10-Jan-2006
DYNAMIC SPACE	Alpha Intellectual Property II, L.P.	78006090	2670245	31-Dec-2002
HAVE2DRINK	Alpha Intellectual Property II, L.P.	77741094	3751563	23-Feb-2010
HAVE2EAT	Alpha Intellectual Property II, L.P.	77741140	3748876	16-Feb-2010
HAVE2P	Alpha Intellectual Property II, L.P.	77741207	3748878	16-Feb-2010
HAVE2SNACK	Alpha Intellectual Property II, L.P.	77741190	3748877	16-Feb-2010
LAS VERDADERAS PAGINAS AMARILLAS	Alpha Intellectual Property II, L.P.	75374652	2590129	09-Jul-2002
LAS VERDADERAS PÁGINAS AMARILLAS (Stylized)	Alpha Intellectual Property II, L.P.	78469222	3067570	14-Mar-2006
LOCALRITHM	Alpha Intellectual Property II, L.P.	85378914		
MORE CALLS. MORE CLICKS. MORE RESULTS	Alpha Intellectual Property II, L.P.	77101643	3822244	20-Jul-2010
MR. REAL	Alpha Intellectual Property II, L.P.	77112562	3408099	08-Apr-2008
REAL EXPERIENCE. REAL SOLUTIONS. REAL SUCCESS.	Alpha Intellectual Property II, L.P.	78316368	3136497	29-Aug-2006

<sup>1</sup> This is not an active registration, and thus only common law rights are assigned.

Trademark	Ownership	Application Number	Registration Number	Registration Date
REAL SAVINGS COUPONS	Alpha Intellectual Property II, L.P.	74238237	1725613	20-Oct-1992
REAL SEARCH ENGINE RESULTS	Alpha Intellectual Property II, L.P.	78618721	3082524	18-Apr-2006
REAL SEARCH ENGINE SOLUTIONS	Alpha Intellectual Property II, L.P.	77038288	3383947	19-Feb-2008
REAL SEARCH INCLUSION	Alpha Intellectual Property II, L.P.	78389127	3142999	12-Sep-2006
REAL SEARCH SOLUTIONS	Alpha Intellectual Property II, L.P.	78303961	3142873	12-Sep-2006
REAL SITETRAFFIC	Alpha Intellectual Property II, L.P.	78274915	3064282	28-Feb-2006
REALCALL	Alpha Intellectual Property II, L.P.	76254248	2785384	25-Nov-2003
REALPAGES (stylized)	Alpha Intellectual Property II, L.P.	75761676	3098422	30-May-2006
REALPAGES.COM	Alpha Intellectual Property II, L.P.	75749921	3240152	8-May-2007
SPEAK4IT	Alpha Intellectual Property II, L.P.	77772237	3830439	10-Aug-2010
THE ORIGINAL SEARCH ENGINE	Alpha Intellectual Property II, L.P.	75916347	2729607	24-Jun-2003
THE ORIGINAL SEARCH ENGINE	Alpha Intellectual Property II, L.P.	75917329	2727536	17-Jun-2003
THE REAL GUARANTEED ADVERTISING PROGRAM	Alpha Intellectual Property II, L.P.	78234615	3340789	20-Nov-2007
THE REAL TRACKING PROGRAM	Alpha Intellectual Property II, L.P.	78234613	3340788	20-Nov-2007
THE REAL WHITE PAGES	Alpha Intellectual Property II, L.P.	74634262	1951126	23-Jan-1996
THE REAL WHITE PAGES (Stylized)	Alpha Intellectual Property II, L.P.	74282577	1806033	23-Nov-1993
THE REAL YELLOW PAGES	Alpha Intellectual Property II, L.P.	74282583	1781368	13-Jul-1993
THE REAL YELLOW PAGES	Alpha Intellectual Property II, L.P.	75048447	2088738	19-Aug-1997
THE REAL YELLOW PAGES (STYLIZED)	Alpha Intellectual Property II, L.P.	75115624	2207898	08-Dec-1998
THE REAL YELLOW PAGES (STYLIZED)	Alpha Intellectual Property II, L.P.	75390767	2999407	27-Sep-2005
THE REAL YELLOW PAGES LIVE!	Alpha Intellectual Property II, L.P.	78387520	3349313	04-Dec-2007
THE REAL YELLOW PAGES LIVE!	Alpha Intellectual Property II, L.P.	77049007	3383994	19-Feb-2008
YP PERKS	Alpha Intellectual Property II, L.P.	85446887		
YP POINTS	Alpha Intellectual Property II, L.P.	85446905		
TELEPHONE WITH BLACK HANDSET Design	AT&T Intellectual Property II, L.P.	78323756	3139805	5-Sep-2006
1-877-YELLOWPAGES	Alpha Intellectual Property II, L.P.	78379258	2956204	24-May-2005
TOLL FREE YELLOWPAGES	Alpha Intellectual Property II, L.P.	78313618	2937152	29-Mar-2005
REAL SAVINGS	AT&T Intellectual Property II, L.P.	78039242	2605988	6-Aug-2002
SMART YELLOW PAGES	Alpha Intellectual Property II, L.P.	73712659	1526069	21-Feb-1989
SMART YELLOW PAGES	Alpha Intellectual Property II, L.P.	73639383	1473114	19-Jan-1988
AMERICA'S FIRST TOLL FREE YELLOWPAGES	Alpha Intellectual Property II, L.P.	78362592	2920254	18-Jan-2005

Trademark	Ownership	Application Number	Registration Number	Registration Date
WWW.SMARTPAGES.COM YOUR ONLINE YELLOW PAGES	Alpha Intellectual Property II, L.P.	78087505	2663325	17-Dec-2002
YOUR ONLINE YELLOW PAGES - AND MORE!	Alpha Intellectual Property II, L.P.	78087503	2672236	7-Jan-2003
THE REAL WHITE PAGES ONLINE	Alpha Intellectual Property II, L.P.	75723160	2961607	14-Jun-2005
THE REAL YELLOW PAGES (stylized)	AT&T Intellectual Property II, L.P.	73520226	1663388	5-Nov-1991

*International Trademarks*

Country	Trademark	Ownership	Application Number	Registration Number	Registration Date	Next Renewal Deadline
Argentina	GUIA EXPORT (Design)	BellSouth Corporation	1998581	2132838	18-Jul-1996	11-Dec-2016
Argentina	REALPAGES	BellSouth Corporation	2.337.968	1.894.099	07-Nov-2002	7-Nov-2012
Argentina	REALPAGES	BellSouth Corporation	2.337.696	1.894.098	07-Nov-2002	7-Nov-2012
Bahamas	GUIA EXPORT (logo)	BellSouth Corporation	15627	15627	30-Dec-1992	30-Dec-2020
Bahamas	MIAMI EXPORT DIRECTORY	BellSouth Corporation	15078	15078	24-Sep-1992	17-Jan-2020
Bahamas	MIAMI EXPORT DIRECTORY DESIGN	BellSouth Corporation	15086	15086	24-Sep-1992	27-Jan-2020
Brazil	FOLDED CORNER Design	BellSouth Corporation	821284932	821284932	07-May-2002	7-May-2012
Brazil	FOLDED CORNER Design	BellSouth Corporation	821284940	821284940	07-May-2002	7-May-2012
Brazil	GUIA EXPORT & Design	BellSouth Corporation	818767189	818767189	30-Jun-1998	30-Jun-2018
Brazil	REALPAGES	BellSouth Corporation	824004868	824004868	17-Apr-2007	17-Apr-2017
Brazil	REALPAGES	BellSouth Corporation	824004841	824004841	17-Apr-2007	17-Apr-2017
Chile	MIAMI EXPORT DIRECTORY Design	BellSouth Corporation	229869	683.267	09-Nov-1993	14-Jan-2014
Chile	REALPAGES	BellSouth Corporation	532021	649412	20-Nov-2002	20-Nov-2012
Colombia	GUIA EXPORT + GRAFICA (Design)	BellSouth Corporation	95038081	181971	15-Dec-1995	15-Dec-2015
Colombia	MIAMI EXPORT DIRECTORY + GRAFICA	BellSouth Corporation	358566	152342	31-Jan-1994	31-Jan-2014
Colombia	MIAMI EXPORT DIRECTORY + GRAFICA	BellSouth Corporation	374.404	144198	10-Dec-1993	10-Dec-2013
Colombia	REALPAGES	BellSouth Corporation	01052128	273115	28-Aug-2003	28-Aug-2013
Colombia	REALPAGES	BellSouth Corporation	01105015	265230	06-Aug-2002	6-Aug-2012
Guatemala	MIAMI EXPORT DIRECTORY	BellSouth Corporation		68,470	17-May-1993	16-May-2013
Guatemala	THE REAL YELLOW PAGES	BellSouth Corporation		68525	27-May-1993	27-May-2013
Honduras	GUIA EXPORT	BellSouth Corporation	911495	71398	14-Apr-1998	14-Apr-2018
Honduras	MIAMI EXPORT DIRECTORY (New Globe Design Mark)	BellSouth Corporation	1194/93	58.346	03-Sep-1993	3-Sep-2013
Jamaica	GUIA EXPORT Logo	BellSouth Corporation	16/2023	30,461	25-Aug-1995	25-Aug-12

Country	Trademark	Ownership	Application Number	Registration Number	Registration Date	Next Renewal Deadline
Nicaragua	LAS VERDADERAS PAGINAS AMARILLAS	BellSouth Corporation	2001/01549	u/k	05-May-1999	5-May-2019
Nicaragua	LAS VERDADERAS PAGINAS AMARILLAS	BellSouth Corporation	2001/01550	u/k	09-Nov-2000	9-Nov-2020
Nicaragua	REALPAGES	BellSouth Corporation	2001/02194	53320CC	17-Apr-2002	16-Apr-2012
Nicaragua	REALPAGES	BellSouth Corporation	200102195	53319CC	17-Apr-2002	16-Apr-2012
Panama	GUIA EXPORT (Design)	BellSouth Corporation	89145	89145	31-Jul-1997	31-Jul-2017
Panama	MIAMI EXPORT DIRECTORY	BellSouth Corporation	67692	67692	28-Mar-1995	28-Mar-2015
Paraguay	MIAMI EXPORT DIRECTORY & DESIGN (Globe)	BellSouth Corporation	166345	261709	02-Dec-1993	2-Dec-2013
Peru	GUIA EXPORT	BellSouth Corporation	277471	24847	03-Apr-1996	3-Apr-2016
Peru	LAS SUPER AMARILLAS ON LINE	BellSouth Corporation	083967	0056676	09-Aug-1999	9-Aug-2019
Peru	LAS SUPER AMARILLAS ON LINE	BellSouth Corporation	082178	0018291	20-Jul-1999	20-Jul-2019
Peru	LAS SUPER AMARILLAS ON LINE	BellSouth Corporation	083966	0018473	09-Aug-1999	9-Aug-2019
Peru	RASPAMARILLAS	BellSouth Corporation	9982435	0055928	30-Jun-1999	30-Jun-2019
Peru	RASPAMARILLAS	BellSouth Corporation	082444-1999	00018640	31-Aug-1999	31-Aug-2019
Peru	SUPER AMARILLAS	BellSouth Corporation		0056268	20-Jul-1999	20-Jul-2019
Peru	SUPER AMARILLAS	BellSouth Corporation		0018294	20-Jul-1999	20-Jul-2019
Venezuela	GUIA EXPORT (Design)	BellSouth Corporation	13.072-95	P-194939	07-Mar-1997	7-Mar-2017
Venezuela	LAS VERDADERAS PAGINAS AMARILLAS	BellSouth Corporation	1999-020425	L007225	11-Nov-2002	11-Nov-2012
Venezuela	MIAMI DIRECTORIO DE EXPORTACION DIRECTORY (ETIQUETA)	BellSouth Corporation	1992001169	F168404	07-Oct-1994	7-Oct-2014
Venezuela	MIAMI EXPORT DIRECTORY	BellSouth Corporation	1992-000512	F-168252	07-Oct-1994	7-Oct-2014
Venezuela	REALPAGES	BellSouth Corporation	2001010326	S020483	11-Nov-2002	11-Nov-2012
Venezuela	REALPAGES	BellSouth Corporation	2001010824	P241025	11-Nov-2002	11-Nov-2012
Venezuela	REALPAGES	BellSouth Corporation	2001010825	P241026	11-Nov-2002	11-Nov-2012