TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	GRANT OF SECURITY INTEREST - TRADEMARKS

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
YP Intellectual Property LLC		05/08/2012	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Fortress Credit Co LLC, as collateral agent
Street Address:	1345 Avenue of the Americas
Internal Address:	46th Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10105
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 56

Property Type	Number	Word Mark
Registration Number:	2966515	1-800-GET-REAL
Registration Number:	3265649	A FIND ENGINE VS A SEARCH ENGINE
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
Registration Number:	3067412	BERRYPRO
Registration Number:	2066298	BERRYQUEST
Registration Number:	3040050	BERRYSPI

CH $1415.00 2966515

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:	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
Registration Number:	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

	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:	1473114	SMART YELLOW PAGES
Registration Number:	2920254	AMERICA'S FIRST TOLL FREE YELLOW PAGES
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: 6

source=Trademarks Term Loan A - Grant of Security Interest - YP Intellectual Property#page1.tif

source=Trademarks Term Loan A - Grant of Security Interest - YP Intellectual Property#page2.tif

source=Trademarks Term Loan A - Grant of Security Interest - YP Intellectual Property#page3.tif

source=Trademarks Term Loan A - Grant of Security Interest - YP Intellectual Property#page4.tif

source=Trademarks Term Loan A - Grant of Security Interest - YP Intellectual Property#page5.tif

source=Trademarks Term Loan A - Grant of Security Interest - YP Intellectual Property#page6.tif

GRANT OF SECURITY INTEREST- - TRADEMARKS

YP INTELLECTUAL PROPERTY LLC

WHEREAS, YP Intellectual Property LLC (the "Grantor") has adopted, used and are using, and hold all right, title and interest in and to, the trademarks and service marks listed on the attached Schedule A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Grantor has entered into a Pledge and Security Agreement, dated May 8, 2012 (as amended, restated, supplemented, modified or otherwise changed from time to time, the "Security Agreement"), in favor of Fortress Credit Co LLC, as the Collateral Agent for itself and certain lenders (in such capacity, together with its successors and assigns, if any, the "Grantee"); and

WHEREAS, pursuant to the Security Agreement, the Grantor has assigned to the Grantee and granted to the Grantee for the benefit of the Secured Parties (as defined in the Security Agreement) a continuing security interest in all right, title and interest of the Grantor in, to and under the Trademarks, together with, among other things, 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 and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations (as defined in the Security Agreement); provided, however, that, notwithstanding anything to the contrary in this Grant of Security Interest – Trademarks, Collateral shall not include any intent-to-use United States trademark applications for which an amendment to allege use or statement of use has not been filed under 15 U.S.C. § 1051(c) or 15 U.S.C. § 1051(d), respectively, or if filed, has not been deemed in conformance with 15 U.S.C. § 1051(a) or examined and accepted, respectively, by the United States Patent and Trademark Office, provided that, upon such filing and acceptance, such intent-to-use applications shall be included in the definition of Collateral;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantor does hereby pledge, convey, sell, assign, transfer and set over unto the Grantee and grants to the Grantee for the benefit of the Grantee and the Lenders a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Grantee with respect to the Collateral 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.

IN WITNESS WHEREOF, the Grantor has caused this Grant of Security Interest -Trademarks to be duly executed by its officer thereunto duly authorized as of May 8, 2012.

YP INTELLECTUAL PROPERTY LLC

By: _____

Name: Mark Smith

Title: Chief Financial Officer

SCHEDULE A TO GRANT OF SECURITY INTEREST

Trademarks and Trademark Applications

Trademark	Ownership	Status	Application Number	Registration Number	Registration Date
1-800-GET-REAL	YP Intellectual Property, LLC	Registered	78325421	2966515	12-Jul-2005
A FIND ENGINE VS A SEARCH ENGINE	YP Intellectual Property, LLC	Registered	78/303964	3265649	17-Jul-2007
ADTELLIGENCE	YP Intellectual Property, LLC	Registered	78645916	3389856	26-Feb-2008
AMERICA'S YELLOW PAGES CONNECTION	YP Intellectual Property, LLC	Registered	78/312736	3,107,575	20-Jun-2006
BERRY NETWORK, INC.	YP Intellectual Property, LLC	Registered	74031870	1636279	26-Feb-1991
BERRYAIM	YP Intellectual Property, LLC	Registered	78905950	3548372	16-Dec-2008
BERRYAPOGEE	YP Intellectual Property, LLC	Allow to Lapse	78923282		
BERRYLINK	YP Intellectual Property, LLC	Registered	78901512	3538891	25-Nov-2008
BERRYMYCLICKS	YP Intellectual Property, LLC	Registered	78901722	3538892	25-Nov-2008
BERRYOPTIMIZER	YP Intellectual Property, LLC	Registered	78334582	3067413	14-Mar-2006
BERRYPRO	YP Intellectual Property, LLC	Registered	78334577	3067412	14-Mar-2006
BERRYQUEST	YP Intellectual Property, LLC	Registered	74724307	2066298	03-Jun-1997
BERRYSPI	YP Intellectual Property, LLC	Registered	78334569	3040050	10-Jan-2006
BERRYWEBSMART	YP Intellectual Property, LLC	Registered	78923295	3570842	03-Feb-2009
DELIVERS MORE	YP Intellectual Property, LLC	Registered	78516851	3041165	10-Jan-2006
DYNAMIC SPACE	YP Intellectual Property, LLC	Registered	78006090	2670245	31-Dec-2002

Trademark	Ownership	Status	Application Number	Registration Number	Registration Date
HAVE2DRINK	YP Intellectual Property, LLC	Registered	77741094	3751563	23-Feb-2010
HAVE2EAT	YP Intellectual Property, LLC	Registered	77741140	3748876	16-Feb-2010
HAVE2P	YP Intellectual Property, LLC	Registered	77741207	3748878	16-Feb-2010
HAVE2SNACK	YP Intellectual Property, LLC	Registered	77741190	3748877	16-Feb-2010
LAS VERDADERAS PAGINAS AMARILLAS	YP Intellectual Property, LLC	Registered	75374652	2590129	09-Jul-2002
LAS VERDADERAS PÁGINAS AMARILLAS (Stylized)	YP Intellectual Property, LLC	Registered	78469222	3067570	14-Mar-2006
LOCALRITHM	YP Intellectual Property, LLC	Pending	85378914		
MORE CALLS. MORE CLICKS. MORE RESULTS	YP Intellectual Property, LLC	Registered	77101643	3822244	20-Jul-2010
MR. REAL	YP Intellectual Property, LLC	Registered	77112562	3408099	08-Apr-2008
REAL EXPERIENCE. REAL SOLUTIONS. REAL SUCCESS.	YP Intellectual Property, LLC	Registered	78316368	3136497	29-Aug-2006
REAL SAVINGS COUPONS	YP Intellectual Property, LLC	Registered	74238237	1725613	20-Oct-1992
REAL SEARCH ENGINE RESULTS	YP Intellectual Property, LLC	Registered	78618721	3082524	18-Apr-2006
REAL SEARCH ENGINE SOLUTIONS	YP Intellectual Property, LLC	Registered	77038288	3383947	19-Feb-2008
REAL SEARCH INCLUSION	YP Intellectual Property, LLC	Registered	78389127	3142999	12-Sep-2006
REAL SEARCH SOLUTIONS	YP Intellectual Property, LLC	Registered	78303961	3142873	12-Sep-2006
REAL SITETRAFFIC	YP Intellectual Property, LLC	Registered	78274915	3064282	28-Feb-2006

Trademark	Ownership	Status	Application Number	Registration Number	Registration Date
REALCALL	YP Intellectual Property, LLC	Registered	76254248	2785384	25-Nov-2003
REALPAGES.COM	YP Intellectual Property, LLC	Registered	75749921	3240152	5/8/2007
SPEAK4IT	YP Intellectual Property, LLC	Registered	77772237	3830439	8/10/2010
THE ORIGINAL SEARCH ENGINE	YP Intellectual Property, LLC	Registered	75916347	2729607	24-Jun-2003
THE ORIGINAL SEARCH ENGINE	YP Intellectual Property, LLC	Registered	75917329	2727536	17-Jun-2003
THE REAL GUARANTEED ADVERTISING PROGRAM	YP Intellectual Property, LLC	Registered	78234615	3340789	20-Nov-2007
THE REAL TRACKING PROGRAM	YP Intellectual Property, LLC	Registered	78234613	3340788	20-Nov-2007
THE REAL WHITE PAGES	YP Intellectual Property, LLC	Registered	74634262	1951126	23-Jan-1996
THE REAL WHITE PAGES (Stylized)	YP Intellectual Property, LLC	Registered	74282577	1806033	23-Nov-1993
THE REAL YELLOW PAGES	YP Intellectual Property, LLC	Registered	74282583	1781368	13-Jul-1993
THE REAL YELLOW PAGES	YP Intellectual Property, LLC	Registered	75048447	2088738	19-Aug-1997
THE REAL YELLOW PAGES (STYLIZED)	YP Intellectual Property, LLC	Registered	75115624	2207898	08-Dec-1998
THE REAL YELLOW PAGES (STYLIZED)	YP Intellectual Property, LLC	Registered	75390767	2999407	27-Sep-2005
THE REAL YELLOW PAGES LIVE!	YP Intellectual Property, LLC	Registered	78387520	3349313	04-Dec-2007

Trademark	Ownership	Status	Application Number	Registration Number	Registration Date
THE REAL YELLOW PAGES LIVE!	YP Intellectual Property, LLC	Registered	77049007	3383994	19-Feb-2008
YP PERKS	YP Intellectual Property, LLC	Pending	85446887		
YP POINTS	YP Intellectual Property, LLC	Pending	85446905		
TELEPHONE WITH BLACK HANDSET Design	YP Intellectual Property, LLC	Registered	78323756	3139805	5-Sep-2006
1-877-YELLOWPAGES	YP Intellectual Property, LLC	Registered (Supplemental Register)	78379258	2956204	May 24, 2005
TOLL FREE YELLOWPAGES	YP Intellectual Property, LLC	Registered (Supplemental Register)	78313618	2937152	March 29, 2005
REAL SAVINGS	YP Intellectual Property, LLC	Registered	78039242	2605988	August 6, 2002
SMART YELLOW PAGES	YP Intellectual Property, LLC	Registered	73639383	1473114	January 19, 1988
AMERICA'S FIRST TOLL FREE YELLOWPAGES	YP Intellectual Property, LLC	Registered	78362592	2920254	January 18, 2005
THE REAL YELLOW PAGES (stylized)	YP Intellectual Property, LLC	Registered	73520226	1663388	November 5, 1991

DOC ID-18552888.2