

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
Yellowpages.com LLC		05/08/2012	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Cerberus YP Arranger, LLC, as collateral agent
Street Address:	c/o Cerberus Capital Management, L.P., 875 Third Avenue
City:	New York
State/Country:	NEW YORK
Postal Code:	10022
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 22

Property Type	Number	Word Mark
Registration Number:	3930065	.COM
Registration Number:	3963299	.COM
Serial Number:	85103843	CLICK LESS. LIVE MORE.
Serial Number:	77819972	DISCOVER LOCAL
Registration Number:	3647954	NEED SOMETHING?
Registration Number:	3647952	NEED SOMETHING?
Serial Number:	85438501	SEARCH LOCAL. FIND LOCAL. SAVE LOCAL.
Registration Number:	3369852	WE WROTE THE BOOK ON LOCAL SEARCH
Registration Number:	3731699	WE WROTE THE BOOK ON LOCAL SEARCH
Registration Number:	3643959	WE WROTE THE BOOK ON LOCAL SEARCH
Registration Number:	3639975	YELLOWPAGES.COM
Registration Number:	3864664	YELLOWPAGES.COM
Registration Number:	3696246	YELLOWPAGES.COM
		YELLOWPAGES.COM WE WROTE THE BOOK ON LOCAL TRADEMARK

CH \$565.00 3930065

Registration Number:	3639976	SEARCH.
Registration Number:	3715627	YELLOWPAGES.COM WE WROTE THE BOOK ON LOCAL SEARCH.
Serial Number:	85151997	YP
Registration Number:	3947963	YP
Serial Number:	77915786	YP.COM DISCOVER LOCAL
Registration Number:	3010926	YPClicks!
Registration Number:	3683695	YPMOBILE
Registration Number:	3705714	YPTV
Registration Number:	2824295	YELLOWPAGES.COM

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: 4
source=Trademark Term Loan B - Grant of Security Interest - Yellowpages.com#page1.tif
source=Trademark Term Loan B - Grant of Security Interest - Yellowpages.com#page2.tif
source=Trademark Term Loan B - Grant of Security Interest - Yellowpages.com#page3.tif
source=Trademark Term Loan B - Grant of Security Interest - Yellowpages.com#page4.tif

GRANT OF SECURITY INTEREST- - TRADEMARKS

YELLOWPAGES.COM LLC

WHEREAS, Yellowpages.com 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 Cerberus YP Arranger, 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.

YELLOWPAGES.COM LLC

By: 
Name: Mark Smith
Title: Chief Financial Officer

Term Loan B - Grant of Security Interest (Trademarks)

TRADEMARK
REEL: 004775 FRAME: 0742

SCHEDULE A TO GRANT OF SECURITY INTEREST

Trademarks and Trademark Applications

Trademark	Ownership	Status	Application Number	Registration Number	Registration Date
.COM and Design	YellowPages.com, LLC	Registered	78936456	3930065	08-Mar-2011
.COM and Design	YellowPages.com, LLC	Registered	78936435	3963299	17-May-2011
CLICK LESS. LIVE MORE.	YellowPages.com, LLC	Pending	85103843		
DISCOVER LOCAL	YellowPages.com, LLC	Pending	77819972		
NEED SOMETHING?	YellowPages.com, LLC	Registered	76654963	3647954	30-Jun-2009
NEED SOMETHING?	YellowPages.com, LLC	Registered	76652455	3647952	30-Jun-2009
SEARCH LOCAL. FIND LOCAL. SAVE LOCAL.	YellowPages.com, LLC	Pending	85438501		
WE WROTE THE BOOK ON LOCAL SEARCH	YellowPages.com, LLC	Registered	76655047	3369852	15-Jan-2008
WE WROTE THE BOOK ON LOCAL SEARCH	YellowPages.com, LLC	Registered	76653401	3731699	29-Dec-2009
WE WROTE THE BOOK ON LOCAL SEARCH	YellowPages.com, LLC	Registered	76978978	3643959	23-Jun-2009
YELLOWPAGES .COM and Design	YellowPages.com, LLC	Registered	76654964	3639975	16-Jun-2009
YELLOWPAGES .COM and Design	YellowPages.com, LLC	Registered	76651432	3864664	19-Oct-2010
YELLOWPAGES .COM and Design	YellowPages.com, LLC	Registered	76979011	3696246	13-Oct-2009

Trademark	Ownership	Status	Application Number	Registration Number	Registration Date
YELLOWPAGES .COM WE WROTE THE BOOK ON LOCAL SEARCH and Design	YellowPages.com, LLC	Registered	76655127	3639976	16-Jun-2009
YELLOWPAGES .COM WE WROTE THE BOOK ON LOCAL SEARCH and Design	YellowPages.com, LLC	Registered	76979016	3715627	24-Nov-2009
YP and Design	YellowPages.com, LLC	Pending	85151997		
YP and Design	YellowPages.com, LLC	Registered	85152106	3947963	19-Apr-2011
YP.COM DISCOVER LOCAL and Design	YellowPages.com, LLC	Pending	77915786		
YPClicks!	YellowPages.com, LLC	Registered	78421109	3010926	01-Nov-2005
YPMOBILE	YellowPages.com, LLC	Registered	77300196	3683695	15-Sep-2009
YPTV	YellowPages.com, LLC	Registered	77016384	3705714	03-Nov-2009
YELLOWPAGES .COM and Design	YellowPages.com, LLC	Registered	76108165	2824295	23-Mar-2004