

## RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

**1. Name of conveying party(ies):**

YP Intellectual Property LLC

- Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation- State: \_\_\_\_\_  
 Other LLC

Citizenship (see guidelines) DelawareAdditional names of conveying parties attached?  Yes  No**3. Nature of conveyance /Execution Date(s) :**Execution Date(s) November 13, 2012

- Assignment                               Merger  
 Security Agreement                       Change of Name  
 Other \_\_\_\_\_

**2. Name and address of receiving party(ies)**Additional names, addresses, or citizenship attached?  Yes NoName: PNC Bank, National Association, as Collateral AgentInternal  
Address: \_\_\_\_\_Street Address: Two Tower Center BoulevardCity: East BrunswickState: New JerseyCountry: USA                              Zip: 08816

- Association      Citizenship USA  
 General Partnership      Citizenship \_\_\_\_\_  
 Limited Partnership      Citizenship \_\_\_\_\_  
 Corporation      Citizenship \_\_\_\_\_  
 Other \_\_\_\_\_      Citizenship \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designations must be a separate document from assignment)

**4. Application number(s) or registration number(s) and identification or description of the Trademark.**

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

See attached Schedule 1

Additional sheet(s) attached?  Yes  No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

**5. Name & address of party to whom correspondence concerning document should be mailed:**Name: Renee KellyInternal Address: CT Lien SolutionsStreet Address: 4400 Easton Commons Way  
Suite 125City: ColumbusState: OH                              Zip: 43219Phone Number: 614-280-3569Fax Number: 800-914-4240Email Address: Renee.Kelly@wolterskluwer.com**6. Total number of applications and registrations involved:**

57

**7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$** \_\_\_\_\_

- Authorized to be charged by credit card  
 Authorized to be charged to deposit account  
 Enclosed

**8. Payment Information:**a. Credit Card      Last 4 Numbers \_\_\_\_\_  
Expiration Date \_\_\_\_\_

b. Deposit Account Number \_\_\_\_\_

Authorized User Name \_\_\_\_\_

**9. Signature:**

Signature

November 16, 2012

Date

Leslie Kirsner

Name of Person Signing

Total number of pages including cover sheet, attachments, and document:

7

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:  
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK

REEL: 004905 FRAME: 0545

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
BERRYMYCLICS	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

Trademark	Ownership	Status	Application Number	Registration Number	Registration Date
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
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

Trademark	Ownership	Status	Application Number	Registration Number	Registration Date
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
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
REALPAGES and Design	YP Intellectual Property LLC	Registered	75761676	3098422	May 30, 2006

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 November 13, 2012 (as amended, restated, supplemented, modified or otherwise changed from time to time, the "Security Agreement"), in favor of PNC Bank, National Association, as the Collateral Agent for itself and certain lenders (in such capacity, together with its successors and assigns, if any, the "Grantee"); and

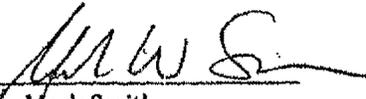
WHEREAS, pursuant to the Security Agreement, the Grantor has assigned to the Grantee and granted to the Grantee for the benefit of the Secured Parties (as defined in the Security Agreement) a continuing security interest in all right, title and interest of the Grantor in, to and under the Trademarks, 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 November 13  
2012.

YP INTELLECTUAL PROPERTY LLC

By:   
Name: Mark Smith  
Title: Chief Financial Officer

Signature Page to IP Security Agreement (Trademarks - YP Intellectual) - 2946901

RECORDED: 11/19/2012

TRADEMARK  
REEL: 004905 FRAME: 0551