

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT			
NATURE OF CONVEYANCE:	SECURITY INTEREST			
CONVEYING PARTY DATA				
	Name	Formerly	Execution Date	Entity Type
	North Shore Community Bank & Trust Company		04/25/2013	CORPORATION:
	Onion, Inc.		04/25/2013	CORPORATION:
RECEIVING PARTY DATA				
Name:	North Shore Community Bank & Trust Company			
Street Address:	190 S. LaSalle Street			
Internal Address:	Suite 2200			
City:	Chicago			
State/Country:	ILLINOIS			
Postal Code:	60603			
Entity Type:	CORPORATION: ILLINOIS			
PROPERTY NUMBERS Total: 16				
	Property Type	Number	Word Mark	
	Registration Number:	2444440	A.V. CLUB	
	Registration Number:	3625620	DECIDER	
	Registration Number:	2520050	FILMS THAT TIME FORGOT	
	Registration Number:	2450948		
	Registration Number:	3549273	ONION NEWS NETWORK	
	Registration Number:	3549327	NN	
	Registration Number:	3777354	ONION SPORTS NETWORK	
	Registration Number:	2484820	OUR DUMB CENTURY	
	Registration Number:	3430694	RANDOM RULES	
	Registration Number:	3498134	THE HATER	
	Registration Number:	2450949	THE ONION	
	Registration Number:	2450947	THE ONION AMERICA'S FINEST NEWS SOURCE	

TRADEMARK

900255179

REEL: 005027 FRAME: 0376

OP \$415.00 2444440

Registration Number:	4061374	THE ONION PRODUCTIONS
Registration Number:	2450946	THE ONION RADIO NEWS
Registration Number:	2444439	TU STULTUS ES
Registration Number:	3430695	VIDEOCRACY

CORRESPONDENCE DATA

Fax Number:

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Email: rfloren@hmbllaw.com

Correspondent Name: Rebecca Floren

Address Line 1: 500 W. Madison Street

Address Line 2: Suite 3700

Address Line 4: Chicago, ILLINOIS 60661

ATTORNEY DOCKET NUMBER:	13923.005
-------------------------	-----------

NAME OF SUBMITTER:	Rebecca Floren
--------------------	----------------

Signature:	/Rebecca Floren/
------------	------------------

Date:	05/14/2013
-------	------------

Total Attachments: 11

source=Onion - Signed Trademark Security Agreement2#page1.tif
source=Onion - Signed Trademark Security Agreement2#page2.tif
source=Onion - Signed Trademark Security Agreement2#page3.tif
source=Onion - Signed Trademark Security Agreement2#page4.tif
source=Onion - Signed Trademark Security Agreement2#page5.tif
source=Onion - Signed Trademark Security Agreement2#page6.tif
source=Onion - Signed Trademark Security Agreement2#page7.tif
source=Onion - Signed Trademark Security Agreement2#page8.tif
source=Onion - Signed Trademark Security Agreement2#page9.tif
source=Onion - Signed Trademark Security Agreement2#page10.tif
source=Onion - Signed Trademark Security Agreement2#page11.tif

TRADEMARK SECURITY AGREEMENT

THIS TRADEMARK SECURITY AGREEMENT (this "Agreement"), dated April 25, 2013, is made by Onion, Inc., a Wisconsin corporation ("Grantor"), in favor of North Shore Community Bank & Trust Company ("Secured Party").

RECITALS

A. Grantor and Secured Party have entered into that certain Loan Agreement, dated the date hereof, by and between Grantor and Secured Party (as may be amended from time to time, the "Loan Agreement"), pursuant to which Secured Party has agreed to extend credit to Grantor;

B. As a condition to Secured Party agreeing to enter into the Loan Agreement, Grantor has executed and delivered to Secured Party that certain Security Agreement, dated the date hereof, by and between Grantor and Secured Party (as amended from time to time, the "Security Agreement"), pursuant to which Grantor is required to execute and deliver this Agreement to Secured Party. Capitalized terms used herein without definition shall have the meanings ascribed such terms in the Security Agreement; and

C. Pursuant to the terms of the Security Agreement, Grantor has granted to Secured Party a security interest in all the assets of Grantor, including, without limitation, all right, title and interest of Grantor in, to and under all now owned and hereafter acquired trademarks, trademark applications and trademark licenses, and all products and proceeds thereof, to secure the obligations of Grantor under the Loan Agreement.

In consideration of the mutual agreements set forth herein and in the Loan Agreement, the Security Agreement, and the other Loan Documents (as defined in the Loan Agreement), Grantor does hereby grant to Secured Party a continuing security interest in all of Grantor's right, title and interest in, to and under the following, whether presently existing or hereafter created or acquired:

- (1) each trademark and trademark application, including, without limitation, each trademark and trademark application referred to in Schedule 1 annexed hereto, together with any reissues, continuations or extensions thereof and all goodwill associated therewith;
- (2) each trademark license, including, without limitation, each trademark license listed on Schedule 1 annexed hereto, together with all goodwill associated therewith;
- (3) all products and proceeds of the foregoing, including, without limitation, any claim by Grantor against third parties for past, present or future infringement of any trademark, including, without limitation, any trademark referred to in Schedule 1 annexed hereto, any trademark issued pursuant to a trademark application referred to in Schedule 1 and any trademark licensed under any trademark license listed on Schedule 1 annexed hereto (items 1 through 3 being herein collectively referred to as the "Trademark Collateral");

provided, in no event shall the security interest granted hereunder attach to any lease, license, contract, property rights or agreement to which Grantor is a party or any of its rights or interests thereunder if and for so long as the grant of such security interest shall constitute or result in a breach or termination pursuant to the terms of, or default under, any such lease, license, contract, property rights or agreement or pursuant to rule of law, statute or regulation that prohibits, restricts or requires the consent of a governmental body to the grant of such security interest therein, other than to the extent that any such term is rendered ineffective pursuant to Sections 9-406, 9-407, 9-408 or 9-409 of the UCC (or any successor provision) and, provided, upon the request of Secured Party, Grantor will in good faith use reasonable efforts to obtain consent for the creation of a security interest in favor of Secured Party (and to Secured Party's enforcement of such security interest) in Secured Party's rights under such lease or license.

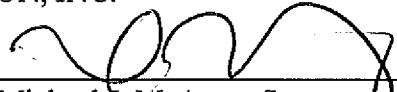
This security interest is granted in conjunction with the security interests granted to Secured Party pursuant to the Security Agreement and subject to limitations set forth therein. Grantor hereby acknowledges and affirms that the rights and remedies of Secured Party with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

[Signature Page Follows.]

Grantor has caused this Trademark Security Agreement to be duly executed by its duly authorized officer thereunto as of the date first set forth above.

GRANTOR:


ONION, INC.

By: 
Michael J. McAvoy, Secretary

Acknowledged as of the date first set forth above.

SECURED PARTY:

NORTH SHORE COMMUNITY BANK & TRUST COMPANY

By: 
Name: Timothy S. Brown
Title: SENIOR VICE PRESIDENT

SCHEDULE 1

See attached.

Trademark	Case Number/Subcase Country Name	Application Number/Date	Publication Number/Date	Registration Number/Date	Status Next Renewal
A.V. CLUB	057450-0025/ United States of America			2,444,440 17-Apr-2001	Registered 17-Apr-2021
	<i>Class(es):</i> 16 Int., 42 Int.			<i>Attorney(s):</i> JLG	
	<i>Client:</i> The Onion			<i>Client Ref:</i>	
	<i>Agent Name:</i>			<i>Agent Ref:</i>	
	<i>Owner Name:</i>				
	<i>Goods:</i> 16 Int.: NEWSPAPERS DEALING WITH HUMOR, SYNDICATED MAGAZINE AND NEWSPAPER COLUMNS DEALING WITH HUMOR AND WALL AND POCKET CALENDARS, SERIES OF HUMOR BOOKS 42 Int.: COMPUTER SERVICES, NAMELY PROVIDING ON-LINE NEWSPAPERS IN THE FIELD OF HUMOR AND ENTERTAINMENT				
DECIDER	057450-0036/ United States of America	77/444,997 10-Apr-2008	10-Mar-2009	3,625,620 26-May-2009	Registered 26-May-2019
	<i>Class(es):</i> 41 Int.			<i>Attorney(s):</i> JLG	
	<i>Client:</i> The Onion			<i>Client Ref:</i>	
	<i>Agent Name:</i>			<i>Agent Ref:</i>	
	<i>Owner Name:</i>				
	<i>Goods:</i> 41 Int.: entertainment services, namely, providing a web site featuring local entertainment information				
FILMS THAT TIME FORGOT	057450-0024/ United States of America			2,520,050 18-Dec-2001	Registered 18-Dec-2021
	<i>Class(es):</i> 16 Int.			<i>Attorney(s):</i> JLG	
	<i>Client:</i> The Onion			<i>Client Ref:</i>	
	<i>Agent Name:</i>			<i>Agent Ref:</i>	
	<i>Owner Name:</i>				
	<i>Goods:</i> 16 Int.: NEWSPAPERS DEALING WITH HUMOR, SYNDICATED MAGAZINE AND NEWSPAPER COLUMNS DEALING WITH HUMOR AND WALL AND POCKET CALENDARS, SERIES OF HUMOR BOOKS, IN INTERNATIONAL CATEGORY				

Trademark	Case Number/Subcase Country Name	Application Number/Date	Publication Number/Date	Registration Number/Date	Status Next Renewal
ONION Design	057450-0027/ United States of America			2,450,948 15-May-2001	Registered 15-May-2021
	<i>Class(es):</i> 16 Int., 25 Int., 42 Int.			<i>Attorney(s):</i> JLG	
	<i>Client:</i> The Onion			<i>Client Ref:</i>	
	<i>Agent Name:</i>			<i>Agent Ref:</i>	
	<i>Owner Name:</i>				
	<i>Goods:</i> 16 Int.: NEWSPAPERS DEALING WITH HUMOR, SYNDICATED MAGAZINE AND NEWSPAPER COLUMNS DEALING WITH HUMOR AND WALL AND POCKET CALENDARS, SERIES OF HUMOR BOOKS				
	25 Int.: CLOTHING, NAMELY, SHIRTS, T-SHIRTS, SHORTS, PANTS, SOCKS, TIES, HEADWEAR, SWEATSHIRTS AND SWEATPANTS				
	42 Int.: COMPUTER SERVICES, NAMELY PROVIDING ON-LINE NEWSPAPERS IN THE FIELD OF HUMOR AND ENTERTAINMENT				

ONION NEWS NETWORK	057450-0033/ United States of America	77/386,723 01-Feb-2008		3,549,273 23-Dec-2008	Registered 23-Dec-2018
	<i>Class(es):</i> 41 Int.			<i>Attorney(s):</i> JLG	
	<i>Client:</i> The Onion			<i>Client Ref:</i>	
	<i>Agent Name:</i>			<i>Agent Ref:</i>	
	<i>Owner Name:</i>				
	<i>Goods:</i> 41 Int.: providing a web site featuring on-line videos in the field of humor and entertainment				

Trademark	Case Number/Subcase Country Name	Application Number/Date	Publication Number/Date	Registration Number/Date	Status Next Renewal
-----------	-------------------------------------	----------------------------	----------------------------	-----------------------------	------------------------

Onion NN Design	057450-0032/ United States of America	77/407,805 27-Feb-2008	07-Oct-2008	3,549,327 23-Dec-2008	Registered 23-Dec-2018
-----------------	--	---------------------------	-------------	--------------------------	---------------------------

Class(es): 41 Int.*Attorney(s):* ILG*Client:* The Onion*Client Ref:**Agent Name:**Agent Ref:**Owner Name:**Goods:* 41 Int.: providing a web site featuring on-line videos in the field of humor and entertainment

ONION SPORTS NETWORK	057450-0039/ United States of America	77/813,814 27-Aug-2009	02-Feb-2010	3,777,354 20-Apr-2010	Registered 20-Apr-2020
----------------------	--	---------------------------	-------------	--------------------------	---------------------------

Class(es): 41 Int.*Attorney(s):* ILG*Client:* The Onion*Client Ref:**Agent Name:**Agent Ref:**Owner Name:**Goods:* 41 Int.: Publication of print and on-line newspapers in the field of humor and entertainment;
providing a website featuring on-line videos in the field of humor and entertainment

OUR DUMB CENTURY	057450-0019/ United States of America			2,484,820 04-Sep-2001	Registered 04-Sep-2021
------------------	--	--	--	--------------------------	---------------------------

Class(es): 09 Int., 16 Int.*Attorney(s):* ILG*Client:* The Onion*Client Ref:**Agent Name:**Agent Ref:**Owner Name:**Goods:* 09 Int.: AUDIO BOOKS, NAMELY PRERECORDED AUDIO CASSETTES FEATURING
SATIRICAL TREATMENTS OF HISTORICAL EVENTS

16 Int.: DESK, WALL AND POCKET CALENDARS, HUMOR BOOKS

Trademark	Case Number/Subcase Country Name	Application Number/Date	Publication Number/Date	Registration Number/Date	Status Next Renewal
-----------	-------------------------------------	----------------------------	----------------------------	-----------------------------	------------------------

RANDOM RULES	057450-0030/ United States of America	77/278,155 12-Sep-2007	04-Mar-2008	3,430,694 20-May-2008	Registered 20-May-2018
	<i>Class(es):</i> 41 Int.		<i>Attorney(s):</i> JLG		
	<i>Client:</i> The Onion		<i>Client Ref:</i>		
	<i>Agent Name:</i>		<i>Agent Ref:</i>		
	<i>Owner Name:</i>				
	<i>Goods:</i> 41 Int.: computer services, namely, providing on-line newspapers in the field of humor and entertainment				

THE HATER	057450-0031/ United States of America	77/278,157 12-Sep-2007	24-Jun-2008	3,498,134 09-Sep-2008	Registered 09-Sep-2018
	<i>Class(es):</i> 41 Int.		<i>Attorney(s):</i> JLG		
	<i>Client:</i> The Onion		<i>Client Ref:</i>		
	<i>Agent Name:</i>		<i>Agent Ref:</i>		
	<i>Owner Name:</i>				
	<i>Goods:</i> 41 Int.: Providing on-line publications in the nature of newspapers in the field of humor and entertainment				

THE ONION	057450-0026/ United States of America			2,450,949 15-May-2001	Registered 15-May-2021
	<i>Class(es):</i> 16 Int., 25 Int., 42 Int.		<i>Attorney(s):</i> JLG		
	<i>Client:</i> The Onion		<i>Client Ref:</i>		
	<i>Agent Name:</i>		<i>Agent Ref:</i>		
	<i>Owner Name:</i>				
	<i>Goods:</i> 16 Int.: NEWSPAPERS DEALING WITH HUMOR, SYNDICATED MAGAZINE AND NEWSPAPER COLUMNS DEALING WITH HUMOR AND WALL AND POCKET CALENDARS, SERIES OF HUMOR BOOKS				
	25 Int.: CLOTHING, NAMELY, SHIRTS, T-SHIRTS, SHORTS, PANTS, SOCKS, TIES, HEADWEAR, SWEATSHIRTS AND SWEATPANTS				
	42 Int.: COMPUTER SERVICES, NAMELY PROVIDING ON-LINE NEWSPAPERS IN THE FIELD OF HUMOR AND ENTERTAINMENT				

Trademark	Case Number/Subcase Country Name	Application Number/Date	Publication Number/Date	Registration Number/Date	Status Next Renewal
THE ONION AMERICA'S FINEST NEWS SOURCE	057450-0023/ United States of America			2,450,947 15-May-2001	Registered 15-May-2021
	<i>Class(es):</i> 16 Int., 25 Int., 42 Int.			<i>Attorney(s):</i> JLG	
	<i>Client:</i> The Onion			<i>Client Ref:</i>	
	<i>Agent Name:</i>			<i>Agent Ref:</i>	
	<i>Owner Name:</i>				
	<i>Goods:</i> 16 Int.: NEWSPAPERS DEALING WITH HUMOR, SYNDICATED MAGAZINE AND NEWSPAPER COLUMNS DEALING WITH HUMOR AND WALL AND POCKET CALENDARS, SERIES OF HUMOR BOOKS				
	25 Int.: CLOTHING, NAMELY, SHIRTS, T-SHIRTS, SHORTS, PANTS, SOCKS, TIES, HEADWEAR, SWEATSHIRTS AND SWEATPANTS				
	42 Int.: COMPUTER SERVICES, NAMELY PROVIDING ON-LINE NEWSPAPERS IN THE FIELD OF HUMOR AND ENTERTAINMENT				

THE ONION PRODUCTIONS	057450-0040/ United States of America	85/159,347 22-Oct-2010		4,061,374 22-Nov-2011	Registered 22-Nov-2021
	<i>Class(es):</i> 41 Int.			<i>Attorney(s):</i> JLG	
	<i>Client:</i> The Onion			<i>Client Ref:</i>	
	<i>Agent Name:</i>			<i>Agent Ref:</i>	
	<i>Owner Name:</i>				
	<i>Goods:</i> 41 Int.: Entertainment services in the nature of the creation, development and production of audio and video programming for motion pictures, television, radio and Internet media; publication of books and other printed media in the field of humor and entertainment				

Trademark	Case Number/Subcase Country Name	Application Number/Date	Publication Number/Date	Registration Number/Date	Status Next Renewal
-----------	-------------------------------------	----------------------------	----------------------------	-----------------------------	------------------------

THE ONION RADIO NEWS	057450-0020/ United States of America			2,450,946 15-May-2001	Registered 15-May-2021
	<i>Class(es):</i> 41 Int.			<i>Attorney(s):</i> JLG	
	<i>Client:</i> The Onion			<i>Client Ref:</i>	
	<i>Agent Name:</i>			<i>Agent Ref:</i>	
	<i>Owner Name:</i>				
	<i>Goods:</i> 41 Int.: ENTERTAINMENT IN THE NATURE OF ON-GOING RADIO PROGRAMS				

TU STULTUS ES	057450-0021/ United States of America			2,444,439 17-Apr-2001	Registered 17-Apr-2021
	<i>Class(es):</i> 16 Int.			<i>Attorney(s):</i> JLG	
	<i>Client:</i> The Onion			<i>Client Ref:</i>	
	<i>Agent Name:</i>			<i>Agent Ref:</i>	
	<i>Owner Name:</i>				
	<i>Goods:</i> 16 Int.: NEWSPAPERS DEALING WITH HUMOR, SYNDICATED MAGAZINE AND NEWSPAPER COLUMNS DEALING WITH HUMOR AND WALL AND POCKET CALENDARS, SERIES OF HUMOR BOOKS				

VIDEOCRACY	057450-0029/ United States of America	77/278,164 12-Sep-2007	04-Mar-2008	3,430,695 20-May-2008	Registered 20-May-2018
	<i>Class(es):</i> 41 Int.			<i>Attorney(s):</i> JLG	
	<i>Client:</i> The Onion			<i>Client Ref:</i>	
	<i>Agent Name:</i>			<i>Agent Ref:</i>	
	<i>Owner Name:</i>				
	<i>Goods:</i> 41 Int.: computer services, namely, providing on-line newspapers in the field of humor and entertainment				

Report Selection

by Trademark

by Country

by Client

by Owner

Preview before printing

Report Format

Concise

Comprehensive

Goods

Print

Do Not Print

Remarks

Print

Do Not Print

Include Design. Countries

Print

Do Not Print

Image

Print

Do Not Print

Date Range

Filing

Registration

Next Renewal

Last Update

From :

To :

Client:

Agent:

Country:

Area:

Attorney:

Trademark:

Owner:

Status Codes:

Active

Inactive

All

Status(es):