

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
YP Intellectual Property LLC		06/04/2013	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	JPMorgan Chase Bank, N.A., as Administrative Agent		
Street Address:	1111 Fannin Street, Floor 10		
City:	Houston		
State/Country:	TEXAS		
Postal Code:	77002		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 48			
Property Type	Number	Word Mark	
Serial Number:	85863414	HAND SELECTED	
Serial Number:	85863398	HANDSELECTED	
Serial Number:	85764066	PROJECT REDIRECTORY PHONE BOOK RECYCLING	
Serial Number:	85849004	LEADS LEADER FOR LOCAL BUSINESS	
Serial Number:	85797278	YP M	
Serial Number:	85797276	YP M	
Serial Number:	85795808	YP FOR MERCHANTS	
Serial Number:	85795804	YP FOR ADVERTISERS	
Serial Number:	85378914	LOCALRITHM	
Registration Number:	2590129	LAS VERDADERAS PAGINAS AMARILLAS	
Serial Number:	85446905	YP POINTS	
Serial Number:	85446887	YP PERKS	
Registration Number:	1636279	BERRY NETWORK, INC.	
Registration Number:	1663388	THE REAL YELLOW PAGES	

TRADEMARK

Registration Number:	1725613	REAL SAVINGS COUPONS
Registration Number:	1781368	THE REAL YELLOW PAGES
Registration Number:	1806033	THE REAL WHITE PAGES
Registration Number:	1951126	THE REAL WHITE PAGES
Registration Number:	2066298	BERRYQUEST
Registration Number:	2088738	THE REAL YELLOW PAGES
Registration Number:	2207898	THE REAL YELLOW PAGES
Registration Number:	2670245	DYNAMIC SPACE
Registration Number:	2727536	THE ORIGINAL SEARCH ENGINE
Registration Number:	2729607	THE ORIGINAL SEARCH ENGINE
Registration Number:	2785384	REALCALL
Registration Number:	2920254	AMERICA'S FIRST TOLL FREE YELLOW PAGES
Registration Number:	2966515	1-800-GET-REAL
Registration Number:	2999407	THE REAL YELLOW PAGES
Registration Number:	3040050	BERRYSPI
Registration Number:	3383947	REAL SEARCH ENGINE SOLUTIONS
Registration Number:	3240152	REALPAGES.COM
Registration Number:	3265649	A FIND ENGINE VS A SEARCH ENGINE
Registration Number:	3340788	THE REAL TRACKING PROGRAM
Registration Number:	3340789	THE REAL GUARANTEED ADVERTISING PROGRAM
Registration Number:	3349313	THE REAL YELLOW PAGES LIVE!
Registration Number:	3383994	THE REAL YELLOW PAGES LIVE!
Registration Number:	3389856	ADTELLIGENCE
Registration Number:	3408099	MR. REAL
Registration Number:	3538891	BERRYLINK
Registration Number:	3538892	BERRYMYCLICKS
Registration Number:	3548372	BERRYAIM
Registration Number:	3570842	BERRYWEBSMART
Registration Number:	3748876	HAVE2EAT
Registration Number:	3748877	HAVE2SNACK
Registration Number:	3748878	HAVE2P
Registration Number:	3751563	HAVE2DRINK
Registration Number:	3822244	MORE CALLS, MORE CLICKS, MORE RESULTS
Registration Number:	3830439	SPEAK4IT

Fax Number: 2124552502

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

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Correspondent Name: Zara Ohiorhenuan, Esq.

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ATTORNEY DOCKET NUMBER:	509265/1770
NAME OF SUBMITTER:	Zara Ohiorhenuan
Signature:	/zo/
Date:	07/02/2013

Total Attachments: 5

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GRANT OF SECURITY INTEREST IN TRADEMARK RIGHTS

June 4, 2013

WHEREAS, YP Intellectual Property LLC (the "Grantor") [has adopted, used and is using, and holds 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 June 4, 2013 (as amended, restated, supplemented, modified or otherwise changed from time to time, the "Security Agreement"), in favor of JPMorgan Chase Bank, N.A., as the Administrative 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 in Trademark Rights ("Agreement"), 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 (including that the liens and security interests securing the obligations described in the Security Agreement, the exercise of any right or remedy with respect thereto, and certain of the rights of the holder of such obligations are subject to the provisions of the Intercreditor Agreement (as defined in the Security Agreement)).

In the event of any conflict between the terms of the Intercreditor Agreement and this Agreement, the terms of the Intercreditor Agreement shall govern and control.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and delivered by their respective officers on this 4th day of June, 2013.

YP INTELLECTUAL PROPERTY LLC

as Grantor

By: 

Name: Mark Smith

Title: Chief Financial Officer

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and delivered by their respective officers as of the day and year first above written.

JPMORGAN CHASE BANK, N.A.
as Administrative Agent for the Lenders

By: 
Name: **Goh Siew Tan**
Title: **Vice President**

SCHEDULE A TO GRANT OF SECURITY INTEREST

Trademarks and Trademark Applications

Title	Registration or Serial Number
HAND SELECTED AND DESIGN	85/863414
HANDSELECTED	85/863398
PROJECT REDIRECTORY PHONE BOOK RECYCLING	85/764066
LEADS LEADER FOR LOCAL BUSINESS	85/849004
YP M AND DESIGN	85/797278
YP M AND DESIGN	85/797276
YP FOR MERCHANTS	85/795808
YP FOR ADVERTISERS	85/795804

LOCALRITHM	85/378914
LAS VERDADERAS PAGINAS AMARILLAS	2590129
YP POINTS	85/446905
YP PERKS	85/446887
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Owned by YP Intellectual Property LLC