

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM360794

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
CITY NEWSPAPERS, LP		10/30/2015	LIMITED PARTNERSHIP: TEXAS
D MAGAZINE PARNTERS, LP		10/30/2015	LIMITED PARTNERSHIP: TEXAS
ALLISON PUBLICATIONS, LLC		10/30/2015	LIMITED LIABILITY COMPANY: TEXAS

RECEIVING PARTY DATA

Name:	VALESCO COMMERCE STREET CAPITAL, L.P.
Street Address:	325 North Saint Paul Street, Suite 3200
City:	Dallas
State/Country:	TEXAS
Postal Code:	75201
Entity Type:	LIMITED PARTNERSHIP: TEXAS

PROPERTY NUMBERS Total: 24

Property Type	Number	Word Mark
Registration Number:	2662553	BEST OF BIG D
Registration Number:	2910096	D
Registration Number:	2910095	D
Serial Number:	85843269	D
Registration Number:	3579570	D CEO
Registration Number:	4694643	D CUSTOM
Registration Number:	3408685	D DESIGN BOOK
Registration Number:	4536863	D HEALTHCARE DIRECTORY
Registration Number:	3467306	D HOME
Registration Number:	2590848	D HOME AND GARDEN
Registration Number:	2512363	D HOME AND GARDEN
Registration Number:	1089692	D MAGAZINE
Registration Number:	4286277	DMOMS
Registration Number:	3491470	D PRIVATE SCHOOL HANDBOOK
Serial Number:	85842711	D TELEVISION

OP \$615.00 2662553

Property Type	Number	Word Mark
Serial Number:	85842719	D: THE BROADCAST
Serial Number:	85842714	D-TV
Serial Number:	77244509	D WEDDINGS
Registration Number:	3815186	FREE DALLAS
Registration Number:	3120133	FRONTBURNER
Registration Number:	3893400	FRONTROW
Registration Number:	3893398	SIDE DISH
Registration Number:	4462439	STYLESHEET
Registration Number:	3893399	SWEETCHARITY

CORRESPONDENCE DATA

Fax Number: 2149326499

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

Phone: 214-932-6400

Email: sshernandez@mcguirewoods.com

Correspondent Name: NAM H. HUYNH

Address Line 1: 2000 MCKINNEY AVENUE, SUITE 1400

Address Line 4: DALLAS, TEXAS 75201

ATTORNEY DOCKET NUMBER: 2067510-0008

NAME OF SUBMITTER: Nam H. Huynh

SIGNATURE: /Nam H. Huynh/

DATE SIGNED: 11/02/2015

Total Attachments: 14

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ALL LIENS GRANTED BY THIS INSTRUMENT SHALL, TO THE EXTENT SET FORTH IN THE SUBORDINATION AND INTERCREDITOR AGREEMENT DATED AS OF THE DATE HEREOF BY AND AMONG COMERICA BANK, AS SENIOR LENDER, VALES CO COMMERCE STREET CAPITAL, L.P., AS SUBORDINATED AGENT, AND THE OTHER PARTIES THERETO, BE SUBORDINATE AND JUNIOR TO ALL LIENS GRANTED BY GRANTOR TO SECURE THE SENIOR LOAN OBLIGATIONS REGARDLESS OF THE RELATIVE PRIORITY OF SUCH LIENS, SUCH SUBORDINATION AND INTERCREDITOR AGREEMENT BEING INCORPORATED HEREIN AND BY THIS REFERENCE BEING MADE A PART HEREOF.

INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Intellectual Property Security Agreement is entered into as of October 30, 2015 by and among VALES CO COMMERCE STREET CAPITAL, L.P., as agent under the Purchase Agreement described below (together with its successors and assigns in such capacity "Agent"), and CITY NEWSPAPERS, LP, a Texas limited partnership, and D MAGAZINE PARTNERS, LP, a Texas limited partnership (together with Borrower, individually and collectively, the "Grantor").

RECITALS

A. Purchasers have agreed to make certain advances of money and to extend certain financial accommodation (the "Loans") to Allison Publications, LLC, a Texas limited liability company ("Borrower"), in the amounts and manner set forth in that certain Note Purchase Agreement by and among Agent, the "Purchasers" from time to time party thereto and Borrower dated of even date herewith (as the same may be amended, modified or supplemented from time to time, the "Purchase Agreement"; capitalized terms used herein are used as defined in the Purchase Agreement).

B. Purchasers are willing to make the Loans to Borrower, but only upon the condition, among others, that Grantor shall grant to Agent a security interest in certain Copyrights, Trademarks, Patents and Domain Names to secure the obligations of Grantor under the Purchase Agreement and the other Loan Documents.

C. Pursuant to the terms of the Purchase Agreement and the other Loan Documents, Grantor has granted to Agent a security interest in all of Grantor's right, title and interest, whether presently existing or hereafter acquired, in, to and under all of the Collateral.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, and intending to be legally bound, as collateral security for the prompt and complete payment when due of its obligations under the Purchase Agreement and all other agreements now existing or hereafter arising between Grantor and Agent, Grantor hereby represents, warrants, covenants and agrees as follows:

AGREEMENT

To secure its obligations under the Purchase Agreement, the Loan Documents and under any other agreement now existing or hereafter arising between Agent and Grantor, Grantor grants and pledges to Agent a security interest in all of Grantor's right, title and interest in, to and under its Intellectual Property Collateral (including without limitation those Copyrights,

Trademarks, Patents and Domain Names listed on Exhibits A, B, C and D hereto), and including without limitation all proceeds thereof (such as, by way of example but not by way of limitation, license royalties and proceeds of infringement suits), the right to sue for past, present and future infringements, all rights corresponding thereto throughout the world and all re-issues, divisions continuations, renewals, extensions and continuations-in-part thereof.

This security interest is granted in conjunction with the security interest granted to Agent under the Security Agreement. The rights and remedies of Agent with respect to the security interest granted hereby are in addition to those set forth in the Security Agreement and the other Loan Documents, and those which are now or hereafter available to Agent as a matter of law or equity. Each right, power and remedy of Agent provided for herein or in the Security Agreement or any of the Loan Documents, or now or hereafter existing at law or in equity shall be cumulative and concurrent and shall be in addition to every right, power or remedy provided for herein and the exercise by Agent of any one or more of the rights, powers or remedies provided for in this Intellectual Property Security Agreement, the Security Agreement or any of the other Loan Documents, or now or hereafter existing at law or in equity, shall not preclude the simultaneous or later exercise by any person, including Agent, of any or all other rights, powers or remedies.

Grantor represents and warrants that Exhibits A, B, C and D attached hereto set forth any and all intellectual property rights in connection to which Grantor has registered or filed an application with either the United States Patent and Trademark Office or the United States Copyright Office, as applicable, except for those abandoned in the ordinary course of business.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the parties have caused this Intellectual Property Security Agreement to be duly executed by its officers thereunto duly authorized as of the first date written above.

Address of Grantor:

Allison Publications, LLC
750 North Saint Paul, Suite 2100
Dallas, Texas 75201

GRANTOR:

CITY NEWSPAPERS, LP

By: City Newspapers Management, LLC,
as its general partner

By: 

Name: Lodowick B. Allison
Title: Chief Executive Officer

D MAGAZINE PARTNERS, LP

By: Allison Media, Inc.,
as its general partner

By: 

Name: Lodowick B. Allison
Title: Chief Executive Officer

Address of Agent:

Valesco Commerce Street Capital, LP
325 North Saint Paul Street, Suite 3200
Dallas, Texas 75201
Attn: Daniel H. (Bud) Moore
Tel: 214-880-8690
Fax: 214-880-8646
Email: bmoore@valescoind.com

VALESCO:

VALESCO COMMERCE STREET
CAPITAL, L.P.

By: Valesco Commerce Street Capital GP,
LLC, its General Partner

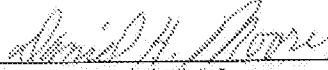
By: 
Name: Daniel H. Moore
Title: Manager

EXHIBIT A

Copyrights




EXHIBIT B


Patents

None.

EXHIBIT C

Trademarks

UNITED STATES & STATE TRADEMARK APPLICATIONS AND REGISTRATIONS					
<u>Grantor</u>	<u>App. Ser. No.</u>	<u>Reg. No.</u>	<u>Mark</u>	<u>Registered</u>	<u>Status</u>
D Magazine Partners, L.P.	76/327894 10/22/2001	2662553	BEST OF BIG D	12/17/2001	Registered Renewal due 12/17/2022
D Magazine Partners, L.P.	75/562271 11/28/2003	2910096	D (Stylized, Black & White) 	12/14/2004	Registered Renewal due 12/14/2024
D Magazine Partners, L.P.	76/562270 11/28/2003	2910095	D (Stylized, Red) 	12/14/2004	Registered Renewal due 12/14/2024
D Magazine Partners, L.P.	85843269 02/07/2013		D (Stylized, Red) 		Pending Statement of Use due 02/17/2016
D Magazine Partners, L.P.	77/514690 07/03/2008	3579570	D CEO	02/24/2009	Registered Renewal due 02/24/2019
D Magazine Partners, L.P.	86/232451 03/26/2014	4694643	D CUSTOM	03/03/2015	Registered Sections 8&15 due 03/03/2025
D Magazine Partners, L.P.	77/244522 08/01/2007	3408685	D DESIGN BOOK	04/08/2008	Registered Renewal due 04/08/2018
D Magazine Partners, L.P.	86/071513 09/23/2013	4536863	D HEALTHCARE DIRECTORY	05/27/2014	Registered Sections 8&15 due 05/27/2020
D Magazine Partners, L.P.	77/377256 11/26/2007	3467306	D HOME	07/15/2008	Registered Renewal due 07/15/2018

UNITED STATES & STATE TRADEMARK APPLICATIONS AND REGISTRATIONS					
<u>Grantor</u>	<u>App. Ser. No.</u>	<u>Reg. No.</u>	<u>Mark</u>	<u>Registered</u>	<u>Status</u>
D Magazine Partners, L.P.	76/151445 10/20/2000	2590848	D HOME AND GARDEN	07/09/2002	Registered Renewal due 07/09/2022
D Magazine Partners, L.P.	76/151444 10/20/2000	2512363	D HOME AND GARDEN & DESIGN 	11/27/2001	Registered Renewal due 11/27/2021
D Magazine Partners, L.P.	73/140215 09/06/1977	1089692	D MAGAZINE	04/18/1978	Registered Renewal due 04/18/2018
D Magazine Partners, L.P.	85/675172 07/12/2012	4286277	DMOMS	02/05/2013	Registered Sections 8&15 due 02/05/2019
D Magazine Partners, L.P.	77/244516 08/01/2007	3491470	D PRIVATE SCHOOL HANDBOOK	08/26/2008	Registered Renewal due 08/26/2018
D Magazine Partners, L.P.	85/842711 02/26/2013		D TELEVISION		Pending Statement of Use due 02/17/2016
D Magazine Partners, L.P.	85/842719 02/06/2013		D: THE BROADCAST		Pending Statement of Use due 02/27/2016
D Magazine Partners, L.P.	85/842714 02/06/2013		D-TV		Pending Statement of Use due 02/17/2016
D Magazine Partners, L.P.	77/244509 08/01/2007		D WEDDINGS	04/08/2008	Registered Renewal due 04/08/2018
D Magazine Partners, L.P.	77/591142 10/13/2008	3815186	FREE DALLAS	07/06/2010	Registered Sections 8&15 due 07/06/2016

UNITED STATES & STATE TRADEMARK APPLICATIONS AND REGISTRATIONS

<u>Grantor</u>	<u>App. Ser. No.</u>	<u>Reg. No.</u>	<u>Mark</u>	<u>Registered</u>	<u>Status</u>
D Magazine Partners, L.P.	78/677114 07/25/2005	3120133	FRONTBURNER	07/25/2006	Registered Renewal due 07/25/2026
D Magazine Partners, L.P.	85/028431 05/03/2010	3893400	FRONTROW	12/21/2010	Registered Sections 8&15 due 12/21/2016
D Magazine Partners, L.P.	85/028339 05/03/2010	3893398	SIDEWISH & DESIGN 	12/21/2010	Registered Sections 8&15 due 12/21/2016
D Magazine Partners, L.P.	85/941935 05/24/2013	4462439	STYLESHEET	01/07/2014	Registered Sections 8&15 due 01/07/2020
D Magazine Partners, L.P.	85/028340 05/03/2010	3893399	SWEETCHARITY	05/03/2010	Registered Sections 8&15 due 12/21/2016
City Newspapers, LP		Texas 800824887	BENT TREE PEOPLE	06/25/2007	Registered Renewal due 06/25/2017
City Newspapers, LP		Texas 800824947	BLUFFVIEW PEOPLE	06/25/2007	Registered Renewal due 06/25/2017
City Newspapers, LP		Texas 800824882	LAKE HIGHLANDS PEOPLE	06/25/2007	Registered Renewal due 06/25/2017
City Newspapers, LP		Texas 800824945	LAKWOOD PEOPLE	06/25/2007	Registered Renewal due 06/25/2017
City Newspapers, LP		Texas 800824931	OAK CLIFF PEOPLE	06/25/2007	Registered Renewal due 06/25/2017

UNITED STATES & STATE TRADEMARK APPLICATIONS AND REGISTRATIONS					
<u>Grantor</u>	<u>App. Ser. No.</u>	<u>Reg. No.</u>	<u>Mark</u>	<u>Registered</u>	<u>Status</u>
City Newspapers, LP		Texas 800824891	PARK CITIES PEOPLE	06/25/2007	Registered Renewal due 06/25/2017
City Newspapers, LP		Texas 800824941	PRESTON HOLLOW PEOPLE	06/25/2007	Registered Renewal due 06/25/2017
City Newspapers, LP		Texas 800824885	TURTLE CREEK PEOPLE	06/25/2007	Registered Renewal due 06/25/2017
City Newspapers, LP		Texas 800824894	WEST PLANO PEOPLE	06/25/2007	Registered Renewal due 06/25/2017

EXHIBIT D

Domain Name Registrations

Domain name URL	Expiration Date	Registry
6x6dallas.com	05/05/16	name cheap
allisonpublications.com	11/13/16	name cheap
americanideasinstitute.com	03/31/16	name cheap
americanideasinstitute.org	03/31/16	name cheap
bestjobsindallas.com	02/11/16	name cheap
bewelldallas.co	04/06/17	name cheap
bewelldallas.com	04/07/17	name cheap
bewelldallas.org	04/07/17	name cheap
bigdreads.org	05/07/16	name cheap
bluffviewpeople.com	08/02/16	name cheap
coalitionforanewdallas.com	01/18/16	name cheap
coalitionforanewdallas.net	01/18/16	name cheap
coalitionforanewdallas.org	01/18/16	name cheap
connotemagazine.com	01/08/16	name cheap
dallas500.com	03/17/16	name cheap
dallasbankingdaily.com	□□□	name cheap
dallasbrandstrategy.com	07/30/16	name cheap
dallasbrandstudio.com	07/30/16	name cheap
dallaschamberpublications.com	01/27/16	name cheap
dallaschamberpublications.org	01/27/16	name cheap
dallasdashboard.com	08/21/16	name cheap
dallasdashboard.org	08/21/16	name cheap
dallasecodevguide.com	07/17/16	name cheap
dallasfinancedaily.com	04/25/16	name cheap
dallasfortworthmedicaldirectory.com	08/26/16	name cheap
dallasglossy.com	06/23/16	name cheap
dallaslawdaily.com	04/25/16	name cheap
dallasliveworkplay.com	11/19/16	name cheap
dallastechdaily.com	04/25/16	name cheap
dallastechnologydaily.com	04/25/16	name cheap
dallastomorrow.com	11/26/15	name cheap
dallasweddings.com	09/28/16	name cheap
dallasweddingsbook.com	05/28/16	name cheap
dbankingdaily.com	04/25/16	name cheap
dbusinessdaily.com	04/16/16	name cheap
dbusinessnewsdaily.com	04/17/16	name cheap
debrandstudio.com	07/30/16	name cheap

Domain name URL	Expiration Date	Registry
dceomagazine.com	04/17/16	name cheap
dcityguide.com	02/13/16	name cheap
delectionnightlive.com	10/22/16	name cheap
dfinancedaily.com	04/25/16	name cheap
dfwecodevguide.com	07/17/16	name cheap
dfweconomicdevelopmentguide.com	07/17/16	name cheap
dfwedguide.com	07/17/16	name cheap
dfwliveworkplay.com	11/19/15	name cheap
dfwnewcomer.com	11/22/16	name cheap
dfwrealestatereview.com	05/16/17	name cheap
dfwrereview.com	07/17/16	name cheap
dfwtomorrow.com	11/26/15	name cheap
dhealthcaredaily.com	04/16/16	name cheap
discoverdallasfortworth.com	03/29/16	name cheap
discoverdallas-fortworth.com	03/29/16	name cheap
dlawdaily.com	04/25/16	name cheap
downtowndallaspeople.com	06/07/16	name cheap
drealestatedaily.com	04/16/16	name cheap
dsocialmedia.com	07/01/16	name cheap
dtechdaily.com	04/25/16	name cheap
dtechnologydaily.com	04/16/16	name cheap
dweddingsbook.com	05/28/16	name cheap
houstonbusinessnewsdaily.com	04/17/16	name cheap
houstonceomagazine.com	08/22/16	name cheap
houstonhealthcaredaily.com	04/16/16	name cheap
houstonrealestatedaily.com	04/16/16	name cheap
lifeindallasfortworth.com	11/19/16	name cheap
movingtodallasfortworth.com	11/19/16	name cheap
mydallasfortworthstory.com	02/16/16	name cheap
mydallasmove.com	11/23/16	name cheap
mydallasstory.com	02/18/16	name cheap
mydfwstory.com	02/18/16	name cheap
myfortworthstory.com	02/18/16	name cheap
mystartupstory.biz	05/28/16	name cheap
mystartupstory.net	05/28/16	name cheap
putdallasfirst.net	10/03/16	name cheap
rankingdallas.com	10/03/16	name cheap
rankingdallasbusiness.net	10/03/16	name cheap
rankingdallasbusinessleaders.com	10/03/16	name cheap
rankingdfw.com	10/03/16	name cheap
rankingfortworth.net	10/03/16	name cheap
rankingtexas.net	10/03/16	name cheap

Domain name URL	Expiration Date	Registry
realweddingsoftexas.com	05/28/16	name cheap
texasweddingsbook.com	05/28/16	name cheap
thebestjobsindallas.com	02/11/16	name cheap
thefrontburnerblog.com	12/07/16	name cheap
themedicaldirectories.com	09/17/17	name cheap
tinyatlanta.com	04/23/16	name cheap
tinyaustin.com	04/23/16	name cheap
tinyboston.com	04/23/16	name cheap
tinychicago.com	04/23/16	name cheap
tinydenver.com	04/23/16	name cheap
tinyhouston.com	04/23/16	name cheap
tinyphiladelphia.com	04/23/16	name cheap
tinyphilly.com	04/23/16	name cheap
tinyphoenix.com	04/23/16	name cheap
tinyportland.com	04/23/16	name cheap
tinysanantonio.com	04/23/16	name cheap
tinysandiego.com	04/23/16	name cheap
tinysanfrancisco.com	04/23/16	name cheap
tinyseattle.com	04/23/16	name cheap
tinystlouis.com	04/23/16	name cheap
tinywashington.com	04/23/16	name cheap
uptowndallaspeople.com	11/26/15	name cheap
votedallasfirst.com	12/18/15	name cheap
votedallasfirst.net	12/18/15	name cheap
votedallasfirst.org	12/18/15	name cheap
dweddings.com	05/05/20	cheap domain
bewelldallas.co	04/06/16	dotster
bewelldallas.com	04/07/16	dotster
bewelldallas.org	04/07/16	dotster
booksthatcanchangeyourlife.co	04/06/16	dotster
booksthatcanchangeyourlife.com	04/07/16	dotster
booksthatcanchangeyourlife.org	04/07/16	dotster
booksthatwillchangeyourlife.co	04/06/16	dotster
defectionnightlive.com	10/22/15	dotster
dhomeandgarden.com	02/15/16	dotster
dmagazinepartners.com	07/12/16	dotster
dmediaholdings.com	04/17/17	dotster
dmediapartners.com	06/24/16	dotster
oakcliffpeople.com	06/19/16	dotster
prestonhollowpeople.com	08/02/16	dotster

Domain name URL	Expiration Date	Registry
thebooksthatwillchangeyourlife.com	04/07/16	dotster
thebooksthatwillchangeyourlife.org	04/07/16	dotster
thefrontburnerblog.com	12/07/15	dotster
themedicaldirectories.com	09/17/16	dotster
bestofbigd.com	06/29/16	network solutions
dallasdesignbook.com	04/01/16	network solutions
dallashomeandgarden.com	06/14/19	network solutions
dallasweddingbook.com	05/19/17	network solutions
dmagazine.biz	09/24/16	network solutions
dmagazine.com	08/09/32	network solutions
downtowndallasdeals.com	10/04/17	network solutions
northsidepeople.com	08/25/20	network solutions
parkcitiesdeals.com	10/04/17	network solutions
parkcitiespeople.com	08/25/16	network solutions
parkcitiestexas.com	02/16/16	network solutions
peoplenewspapers.com	09/15/16	network solutions
prestonhollowdeals.com	10/04/17	network solutions
thebestofbigd.com	06/29/16	network solutions
thedallasdesignbook.com	07/11/17	network solutions
thedallasweddingbook.com	05/21/17	network solutions
thedesignbook.com	03/17/16	network solutions
turtlecreekpeople.com	04/15/17	network solutions
westplanopeople.com	04/15/17	network solutions
d-m.ag	12/01/15	go daddy
dmagazine.net	05/19/16	go daddy