

12-08-2004



102896817

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

RECORDATION COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Freedom Arizona Information, Inc.

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State, Other

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment, Merger, Security Agreement, Change of Name, Other

Execution Date: December 6, 2004

2. Name and address of receiving party(ies)

Name: JPMorgan Chase Bank, N.A. Internal (f/k/a JPMorgan Chase Bank), as Collateral Agent Address:

Street Address: 270 Park Avenue City: New York State: NY Zip: 10017

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State New York, Other

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) Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) PLEASE SEE ATTACHED SCHEDULE 1.

B. Trademark Registration No.(s) PLEASE SEE ATTACHED SCHEDULE 1.

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Penelope Agodoa

Internal Address: Federal Research Corporation

Street Address: 1030 15th Street, NW Suite 920

City Washington State: DC Zip: 20005

6. Total number of applications and registrations involved:

3

7. Total fee (37 CFR 3.41).....\$ 90.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Elizabeth Steiner Name of Person Signing

Elizabeth Steiner Signature

12/7/2004 Date

Total number of pages including cover sheet, attachments, and document: 10

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

12/09/2004 GTON11 00000032 78301184

01 FC:8521 40.00 OP 02 FC:8522 50.00 OP

TRADEMARKS

OWNER: FREEDOM ARIZONA INFORMATION, INC.

CHANDLER CONNECTION	Freedom Arizona Information, Inc.	78/301,184	2,893,454
SURPRISE TODAY	Freedom Arizona Information, Inc.	78/301,156	2,886,626
EAST VALLEY TRIBUNE	Freedom Arizona Information, Inc.	76/089,718	2,847,813

GRANT OF SECURITY INTEREST

TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of December 6, 2004, is executed by FREEDOM ARIZONA INFORMATION, INC. (the "Debtor"), in favor of JPMORGAN CHASE BANK, N.A., as Collateral Agent (in such capacity, the "Secured Party").

A. Reference is made to the Guarantee and Collateral Agreement, dated as of May 18, 2004 (the "Collateral Agreement"), among Freedom Communications Holdings, Inc., Freedom Communications, Inc., each other Subsidiary Loan Party identified therein and the Secured Party. Capitalized terms used herein and not otherwise defined shall have the meanings ascribed thereto in the Collateral Agreement.

B. The Debtor owns the trademark registrations and trademark applications filed in the Debtor's name in the United States Patent and Trademark Office, more particularly described on Schedule 1-A and Schedule 1-B annexed hereto as part hereof (collectively, the "Trademarks").

C. The Debtor hereby grants to the Secured Party a security interest in all right, title and interest of the Debtor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and all proceeds thereof, including any and all causes of action that may exist by reason of infringement thereof for the full term of the Trademarks (the "Collateral"), to secure the payment or performance in full of the Obligations, as defined in the Collateral Agreement.

D. The Debtor does hereby further acknowledge and affirm that the rights and remedies of the Secured Party with respect to the security interest in the Collateral granted hereby are more fully set forth in the Collateral Agreement.

The Secured Party's address is:

Edmond DeForest
JPMorgan Chase Bank, N.A.
270 Park Avenue
New York, NY 10017

IN WITNESS WHEREOF, the Debtor has caused this instrument to be executed as of the day and year first above written.

FREEDOM ARIZONA INFORMATION, INC.

By:



Name: Nancy Trillo

Title: Vice President and Controller

SCHEDULE 1-A TO GRANT OF SECURITY INTERESTS

TRADEMARKS

CHANDLER CONNECTION	Freedom Arizona Information, Inc.	78/301,184	2,893,454
SURPRISE TODAY	Freedom Arizona Information, Inc.	78/301,156	2,886,626
EAST VALLEY TRIBUNE	Freedom Arizona Information, Inc.	76/089,718	2,847,813

SCHEDULE 1-B TO GRANT OF SECURITY INTERESTS

TRADEMARK APPLICATIONS

None.

[[2455551v4]]

- 2 -

RECORDED: 12/08/2004

TRADEMARK
REEL: 003088 FRAME: 0704