

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM330872

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Notice of Security Interest		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
R.P.M. Philly, LLC		02/02/2015	LIMITED LIABILITY COMPANY: PENNSYLVANIA
RECEIVING PARTY DATA			
Name:	Review Publishing Limited Partnership		
Street Address:	P. O. Box 66		
City:	Gladwyne		
State/Country:	PENNSYLVANIA		
Postal Code:	19035		
Entity Type:	LIMITED PARTNERSHIP: PENNSYLVANIA		
PROPERTY NUMBERS Total: 9			
Property Type	Number	Word Mark	
Serial Number:	86269536	PHILLY NOW	
Registration Number:	2139927	PHILADELPHIA WEEKLY	
Registration Number:	4043486	PHILLYNOW	
Registration Number:	3614026	PHILLYNOW	
Registration Number:	2927611	PW	
Registration Number:	2431368	SOUTH PHILLY REVIEW	
Registration Number:	2900229	SOUTH PHILLY REVIEW CHRONICLE	
Registration Number:	1957932	WELCOMAT	
Registration Number:	3100234	WHERE TO GO WHAT TO DO WHERE TO LIVE	
CORRESPONDENCE DATA			
Fax Number:	2159882757		
<i>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.</i>			
Phone:	215-988-3303		
Email:	laura.mcneely@dbr.com		
Correspondent Name:	Robert E. Cannusico		
Address Line 1:	One Logan Square		
Address Line 2:	Suite 2000		
Address Line 4:	Philadelphia, PENNSYLVANIA 19103		

OP \$240.00 86269536

ATTORNEY DOCKET NUMBER:	014852-514875
NAME OF SUBMITTER:	Robert E. Cannuscio
SIGNATURE:	/Robert E. Cannuscio/
DATE SIGNED:	02/03/2015
Total Attachments: 3 source=Notice of Security Interest Assignment#page1.tif source=Notice of Security Interest Assignment#page2.tif source=Notice of Security Interest Assignment#page3.tif	

NOTICE OF SECURITY INTEREST

THIS NOTICE OF SECURITY INTEREST (this "**Notice**") is made effective as of January 31, 2015 by and between R.P.M. PHILLY, LLC, a Pennsylvania limited liability company, and together with its successors and assigns, (herein collectively referred to as "**Debtor**"), and Review Publishing Limited Partnership or its assigns ("**Lender**").

WHEREAS, In accordance with the terms of that certain Secured Promissory Note dated as of January 31, 2015 (the "**Note**") by and among Debtor and Lender, Lender has granted Debtor a loan pursuant to the terms of the Note and in accordance with the terms in a certain Asset Purchase Agreement dated as of January 31, 2015 (the "**Purchase Agreement**"), and in return Debtor has granted Lender a security interest in all of Debtor's intellectual property assets as set forth in the Purchase Agreement, including, without limitation, its patents, trademarks, service marks, copyrights, and applications therefor (collectively, the "**Collateral**"); and

WHEREAS, the Parties wish to acknowledge and confirm Lender's security interest in the Collateral.

NOW THEREFORE, in consideration of the premises set forth herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Debtor agrees as follows:

Security Interest. To secure the complete and timely payment and satisfaction of all obligations set forth in the Note, and in accordance with the rights and obligations set forth in the Purchase Agreement, Debtor has and hereby confirms that it has collaterally assigned, mortgaged, pledged and granted to Lender a security interest in, as and by way of a first mortgage and security interest having priority over all other security interests, all of Debtor's right, title and interest in and to all of the Collateral including the trademark applications and registrations described in Schedule A.

Binding Effect; Benefits. This Notice shall be binding upon the Debtor and its successors and assigns, and shall inure to the benefit of Lender and its nominees, successors and assigns.

Governing Law. This Notice shall be governed by and construed in accordance with the laws of the Commonwealth of Pennsylvania without regard to conflict of law principles.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have duly executed this Notice the day and year first above written.

DEBTOR

R.P.M. PHILLY, LLC

By: [Signature]
Name: Carmen Corbett
Title: Co-Managing Member

LENDER

Review Publishing Limited Partnership

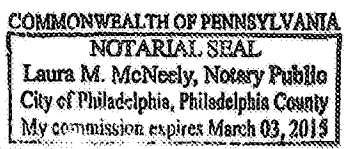
By: Canton Associates L.P., General Partner
By: CAC Inc., General Partner
By: [Signature]
Name: Anthony Clifton
Title: President

STATE OF

:
: ss:
:

COUNTY OF

On this 2nd day of February, 2015, before me, a Notary Public, personally appeared Dariusz Jurek, who acknowledged himself to be the duly acting Co-Managing Member R.P.M. Philly, LLC, and that he, being duly authorized to do so, executed the foregoing Notice for the purposes therein contained by signing his name as such on behalf of the Debtor.



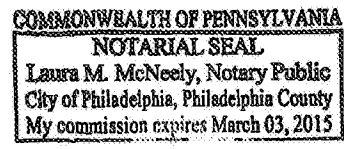
[Signature]
Notary Public
My Commission Expires: March 3, 2015

STATE OF

:
: ss:
:

COUNTY OF

On this 2nd day of February, 2015, before me, a Notary Public, personally appeared Anthony Clifton, who acknowledged himself to be the duly acting President of Review Publishing LLC, and that he, being authorized to do so, executed the foregoing Notice for the purposes therein contained by signing his name as such on behalf of the Lender.



[Signature]
Notary Public
My Commission Expires: March 3, 2015

SCHEDULE C

Trademarks

Serial Number	Reg. Number	Mark
74/640,748	2,139,927	PHILADELPHIA WEEKLY
86,269,536		PHILLY NOW
78/825,471	4,043,486	PHILLYNOW
78/980,831	3,614,026	PHILLYNOW
76/578,937	2,927,611	PW
75/903,801	2,431,368	SOUTH PHILLY REVIEW
76/374,095	2,900,229	SOUTH PHILLY REVIEW CHRONICLE
74/656,550	1,957,932	WELCOMAT
78/523,474	3,100,234	WHERE TO GO WHAT TO DO WHERE TO LIVE

ACTIVE/ 78619002. 2