

05-26-2004

5/26/04



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

102753406 TRADEMARKS ONLY SHEET

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 [x] Corporation-State [] Other Additional name(s) of conveying party(ies) attached? [] Yes [x] No

2. Name and address of receiving party(ies) Name: JPMorgan Chase Bank, as Collateral Agent Internal Address: Street Address: 270 Park Avenue City: New York State: NY Zip: 10017 [] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [x] Corporation-State [] 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

3. Nature of conveyance: [] Assignment [] Merger [x] Security Agreement [] Change of Name [] Other Execution Date: 5/18/2004

4. Application number(s) or registration number(s): A. Trademark Application No.(s) PLEASE SEE ATTACHED SCHEDULE 1-B HERETO.

B. Trademark Registration No.(s) PLEASE SEE ATTACHED SCHEDULE 1-A HERETO. Additional number(s) attached [x] 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: 15 7. Total fee (37 CFR 3.41) \$ 390.00 [] 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.

Angela Cioffi Name of Person Signing

Angela Cioffi Signature

5/18/2004 Date

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

05/27/2004 MAILER 00000021 75308377

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

01 FC:8521 02 FC:8522

40.00 DP 350.00 DP

TRADEMARK REEL: 002973 FRAME: 0506

U.S. Federal Trademark Applications and Registrations**SCHEDULE 1-A: REGISTRATIONS****Owner: Freedom Arizona Information, Inc.**

	MARK	APP. NO.	REG. NO.
1	DESERT NESTING	75/308,377	2,166,689
2	NEW HOMES OF THE SOUTHWEST	75/387,520	2,181,648
3	SILICON DESERT	75/366,278	2,191,661
4	THE SCOTTSDALE TRIBUNE	75/366,973	2,277,198

SCHEDULE 1-B: APPLICATIONS

	MARK	APP. NO.	REG. NO.
5	GILBERT TRIBUNE	78/171,904	Pending
6	EAST VALLEY TRIBUNE	76/089,718	
7	SCOTTSDALE PROGRESS TRIBUNE	78/171,899	Pending
8	SCOTTSDALE VIEWS	78/301,151	Pending
9	GET OUT	78/302,767	Pending
10	CHANDLER CONNECTION	78/301,184	Pending
11	AHWATUKEE FOOTHILL NEWS	78/302,769	Pending
12	DAILY NEWS-SUN	78/301,189	Pending
13	SURPRISE TODAY	78/301,156	Pending
14	NORTHWEST VALLEY NEWSPAPER	78/301,755	Pending
15	NORTHWEST VALLEY COMMERCIAL PRINTING	78/302,733	Pending

TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of May 18, 2004, is executed by the parties listed on Annex A hereto (each, a “Debtor” and collectively, the “Debtors”), in favor of JPMORGAN CHASE BANK, 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. Each Debtor owns the trademark registrations and trademark applications filed in such 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. Schedule 1-A and Schedule 1-B hereof constitutes a complete list, as of the date hereof, of trademark registrations or trademark applications in or to which each Debtor has any right, title, interest, claim or demand. After the date of the Collateral Agreement, the terms and provisions of which are hereby incorporated herein as if fully set forth herein, the Debtors shall inform the Secured Party, in accordance with the provisions of the Collateral Agreement, of any addition or change that is necessary to be made to Schedule 1-A and Schedule 1-B in order to maintain such schedule’s completeness or accuracy.

D. Each Debtor hereby grants to the Secured Party a security interest in all right, title and interest of such 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.

E. Each 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
270 Park Avenue
New York, NY 10017

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

FREEDOM COMMUNICATIONS HOLDINGS, INC.
FREEDOM COMMUNICATIONS, INC.
APPEAL-DEMOCRAT, INC.
FLORIDA FREEDOM NEWSPAPERS, INC.
FREEDOM ARIZONA INFORMATION, INC.
FREEDOM BROADCASTING OF FLORIDA, INC.
FREEDOM BROADCASTING OF MICHIGAN, INC.
FREEDOM BROADCASTING OF NEW YORK, INC.
FREEDOM BROADCASTING OF OREGON, INC.
FREEDOM BROADCASTING OF SOUTHERN NEW ENGLAND, INC.
FREEDOM BROADCASTING OF TENNESSEE, INC.
FREEDOM BROADCASTING OF TEXAS, INC.
FREEDOM BROADCASTING, INC.
FREEDOM COLORADO INFORMATION, INC.
FREEDOM EASTERN NORTH CAROLINA COMMUNICATIONS,
INC.
FREEDOM HEALTHCARE, INC.
FREEDOM INTERACTIVE NEWSPAPERS OF FLORIDA, INC.
FREEDOM INTERACTIVE NEWSPAPERS OF NORTH CAROLINA,
INC.
FREEDOM INTERACTIVE NEWSPAPERS OF TEXAS, INC.
FREEDOM INTERACTIVE NEWSPAPERS, INC.
FREEDOM MAGAZINES, INC.
FREEDOM METRO INFORMATION, INC.
FREEDOM NEWSPAPER ACQUISITIONS, INC.
FREEDOM NEWSPAPERS OF ILLINOIS, INC.
FREEDOM NEWSPAPERS OF SOUTHWESTERN ARIZONA, INC.
FREEDOM NEWSPAPERS, INC.
FREEDOM ORANGE COUNTY INFORMATION, INC.
FREEDOM SHELBY STAR, INC.
FREEDOM SPANISH LANGUAGE PUBLICATIONS, INC.
HICKORY NEWS PUBLISHING COMPANY, INC.
ILLINOIS FREEDOM NEWSPAPERS, INC.
MISSOURI FREEDOM NEWSPAPERS, INC.
OCR COMMUNITY PUBLICATIONS, INC.
OCR INFORMATION MARKETING, INC.
THE TIMES-NEWS PUBLISHING COMPANY
VICTOR VALLEY PUBLISHING COMPANY

By:



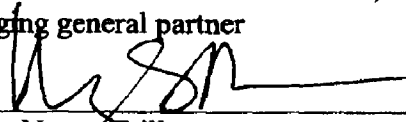
Name: Nancy Trillo
Title: Vice President and Controller

[2379077]

TRADEMARK
REEL: 002973 FRAME: 0509

THE CLOVIS NEWS-JOURNAL

By: FREEDOM COMMUNICATIONS, INC., its
managing general partner



Name: Nancy Trillo

Title: Vice President and Controller

FREEDOM BROADCASTING OF FLORIDA LICENSEE,
L.L.C.

By: FREEDOM BROADCASTING OF FLORIDA,
INC., its sole member

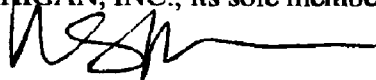


Name: Nancy Trillo

Title: Vice President and Controller

FREEDOM BROADCASTING OF MICHIGAN
LICENSEE, L.L.C.

By: FREEDOM BROADCASTING OF
MICHIGAN, INC., its sole member

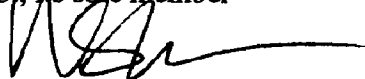


Name: Nancy Trillo

Title: Vice President and Controller

FREEDOM BROADCASTING OF NEW YORK
LICENSEE, L.L.C.

By: FREEDOM BROADCASTING OF NEW YORK,
INC., its sole member



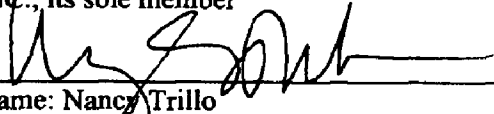
Name: Nancy Trillo

Title: Vice President and Controller

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**FREEDOM BROADCASTING OF OREGON LICENSEE,
L.L.C.**

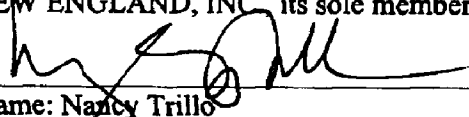
**By: FREEDOM BROADCASTING OF OREGON,
INC., its sole member**



Name: Nancy Trillo
Title: Vice President and Controller

**FREEDOM BROADCASTING OF SOUTHERN NEW
ENGLAND LICENSEE, L.L.C.**

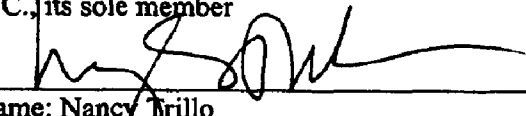
**By: FREEDOM BROADCASTING OF SOUTHERN
NEW ENGLAND, INC. its sole member**



Name: Nancy Trillo
Title: Vice President and Controller

**FREEDOM BROADCASTING OF TENNESSEE
LICENSEE, L.L.C.**

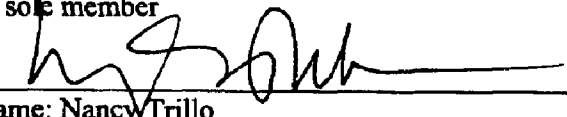
**By: FREEDOM BROADCASTING OF TENNESSEE,
INC., its sole member**



Name: Nancy Trillo
Title: Vice President and Controller

**FREEDOM BROADCASTING OF TEXAS LICENSEE,
L.L.C.**

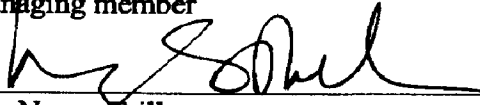
**By: FREEDOM BROADCASTING OF TEXAS, INC.,
its sole member**



Name: Nancy Trillo
Title: Vice President and Controller

FREEDOM NEWSPAPERS OF NEW MEXICO, L.L.C.

By: FREEDOM NEWSPAPER ACQUISITIONS, INC.,
its managing member



Name: Nancy Trillo

Title: Vice President and Controller

LIMA NEWS

By: FREEDOM COMMUNICATIONS, INC., its
managing partner



Name: Nancy Trillo

Title: Vice President and Controller

MULTIMEDIA HEALTHCARE/FREEDOM, L.L.C.

By: FREEDOM HEALTHCARE, INC., its sole member

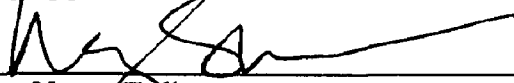


Name: Nancy Trillo

Title: Vice President and Controller

ODESSA AMERICAN

By: FREEDOM COMMUNICATIONS, INC., its
managing partner



Name: Nancy Trillo

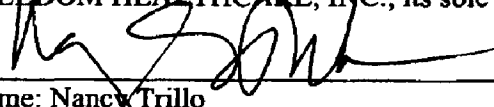
Title: Vice President and Controller

[2379077]

PRINCETON INSTITUTE OF HEALTHCARE
RESEARCH AND EDUCATION, L.L.C.

By: MULTIMEDIA HEALTHCARE/FREEDOM,
L.L.C., its sole member

By: FREEDOM HEALTHCARE, INC., its sole member



Name: Nancy Trillo

Title: Vice President and Controller

[2379077]



ANNEX A




Freedom Communications Holdings, Inc.
Freedom Communications, Inc.
Appeal-Democrat, Inc.
Clovis News-Journal
Florida Freedom Newspapers, Inc.
Freedom Arizona Information, Inc.
Freedom Broadcasting of Florida Licensee, LLC
Freedom Broadcasting of Florida, Inc.
Freedom Broadcasting of Michigan Licensee, LLC
Freedom Broadcasting of Michigan, Inc.
Freedom Broadcasting of New York Licensee, LLC
Freedom Broadcasting of New York, Inc.
Freedom Broadcasting of Oregon Licensee, LLC
Freedom Broadcasting of Oregon, Inc.
Freedom Broadcasting of Southern New England, Inc.
Freedom Broadcasting of Southern New England Licensee, LLC
Freedom Broadcasting of Tennessee Licensee, LLC
Freedom Broadcasting of Tennessee, Inc.
Freedom Broadcasting of Texas Licensee, LLC
Freedom Broadcasting of Texas, Inc.
Freedom Broadcasting, Inc.
Freedom Colorado Information, Inc.
Freedom Eastern North Carolina Communications, Inc.
Freedom HealthCare, Inc.
Freedom Interactive Newspapers of Florida, Inc.
Freedom Interactive Newspapers of North Carolina, Inc.
Freedom Interactive Newspapers of Texas, Inc.
Freedom Interactive Newspapers, Inc.
Freedom Magazines, Inc.
Freedom Metro Information, Inc.
Freedom Newspapers Acquisitions, Inc.
Freedom Newspapers of Illinois, Inc.
Freedom Newspapers of New Mexico, LLC
Freedom Newspapers of Southwestern Arizona, Inc.
Freedom Newspapers, Inc.
Freedom Orange County Information, Inc.
Freedom Shelby Star, Inc.
Freedom Spanish Language Publications, Inc.
Hickory News Publishing Company, Inc.
Illinois Freedom Newspapers, Inc.
Lima News
Missouri Freedom Newspapers, Inc.
MultiMedia Healthcare/Freedom, LLC
OCR Community Publications, Inc.
OCR Information Marketing, Inc.

Odessa American
Princeton Institute of Healthcare Research and Education, LLC
The Times – News Publishing Company
Victor Valley Publishing Company

SCHEDULE 1-A TO GRANT OF SECURITY INTERESTS

TRADEMARKS

DESCRIPTION	OWNER	APP. NO.	REG. NO.
GIRL	Lewit & Le Winter/Freedom, LLC (assignment to Freedom Magazines, Inc. currently being executed; to be recorded with the U.S. Patent and Trademark Office)	75/571,975	2,572,494
MODE	Lewit & Le Winter/Freedom, LLC (assignment to Freedom Magazines, Inc. currently being executed; to be recorded with the U.S. Patent and Trademark Office)	75140492	2,092,300
	Freedom Broadcasting of Michigan, Inc.	74/264,417	1,751,575
	Freedom Communications, Inc.	76/054,660	2,533,709

DESCRIPTION	OWNER	APP. NO.	REG. NO.
	Freedom Communications, Inc.	76/055,043	2,529,318
	Freedom Communications, Inc.	76/372,746	2,666,318
	Freedom Communications, Inc.	76/373,074	2,666,322
FREEDOM COMMUNICATION S	Freedom Communications, Inc.	74/506,571	1,974,521
FREEDOM COMMUNICATION S	Freedom Communications, Inc.	74/506,505	2,024,800
THE YUMA DAILY SUN	Freedom Newspapers of Southwestern Arizona, Inc.	74/011,159	1,613,812
THE SUN VISITOR	Freedom Newspapers of Southwestern Arizona, Inc.	75/150,893	2,075,784

DESCRIPTION	OWNER	APP. NO.	REG. NO.
DESERT NESTING	Freedom Arizona Information, Inc.	75/308,377	2,166,689
NEW HOMES OF THE SOUTHWEST	Freedom Arizona Information, Inc.	75/387,520	2,181,648
SILICON DESERT	Freedom Arizona Information, Inc.	75/366,278	2,191,661
THE SCOTTSDALE TRIBUNE	Freedom Arizona Information, Inc.	75/366,973	2,277,198
THE ANNALS OF LONG-TERM CARE	MultiMedia Healthcare/Freedom, LLC	75/151,810	2,074,752
THE JOURNAL OF GENDER-SPECIFIC MEDICINE	MultiMedia HealthCare/Freedom, LLC	75/594,597	2,290,740
HEMOPHILIA REPORTS	MultiMedia HealthCare/Freedom, LLC	75/216,912	2,124,552
A PHYSICIAN'S GUIDE TO LONG-TERM CARE	MultiMedia HealthCare/Freedom, LLC	75/216,911	2,124,551
CLINICAL GERIATRICS, THE CLINICAL AUTHORITY IN THE CARE OF THE MATURE PATIENT	MultiMedia HealthCare/Freedom, LLC	75/294,598	2,320,955
HEALTH CARE BUSINESS DIGEST	MultiMedia HealthCare/Freedom, LLC	75/102,003	2,136,357
ALISO VIEJO NEWS	Freedom Communications, Inc. dba The Orange County Register	74/215,558	1,846,379

DESCRIPTION	OWNER	APP. NO.	REG. NO.
LEISURE WORLD NEWS	Freedom Communications, Inc. dba The Orange County Register	74/221,527	1,750,100
RANCHO SANTA MARGARITA NEWS	Freedom Communications, Inc. dba The Orange County Register	74/221,526	1,765,814
BREA PROGRESS	Freedom Communications, Inc. dba The Orange County Register	74/309,841	1,809,128
ANAHEIM HILLS NEWS	Freedom Communications, Inc. dba The Orange County Register	74/309,840	1,807,455
PLACENTIA NEWS-TIMES	Freedom Communications, Inc. dba The Orange County Register	74/309,839	1,858,544
LA HABRA STAR	Freedom Communications, Inc. dba The Orange County Register	74/310,425	1,812,093
ANAHEIM BULLETIN	Freedom Communications, Inc. dba The Orange County Register	74/310,227	1,807,456
EXCELSIOR	Freedom Communications, Inc. dba The Orange County Register	74/309,869	1,806,045
FULLERTON NEWS TRIBUNE	Freedom Communications, Inc. dba The Orange County Register	74/310,212	1,816,819
ORANGE CITY NEWS	Freedom Communications, Inc. dba The Orange County Register	74/440,436	1,894,072
DANA POINT NEWS	Freedom Communications, Inc. dba The Orange County Register	73/813,262	1,592,976

DESCRIPTION	OWNER	APP. NO.	REG. NO.
LAGUNA NIGUEL NEWS	Freedom Communications, Inc. dba The Orange County Register	73/813,263	1,592,977
CAPISTRANO VALLEY NEWS	Freedom Communications, Inc. dba The Orange County Register	73/336,767	1,260,458
CAPISTRANO VALLEY NEWS	Freedom Communications, Inc.	73/453,772	1,300,530
ROSEMEAD INDEPENDENT	Freedom Communications, Inc.	73/328,455	1,268,598
YORBA LINDA STAR	Freedom Communication, Inc.	73/328,454	1,236,236
LAGUNA NEWS-POST	Freedom Communications, Inc. dba The Orange County Register	73/365,640	1,227,518
LAGUNA NIGUEL NEWS	Freedom Communications, Inc.	73/365,626	1,273,191
DANA POINT NEWS	Freedom Communications, Inc.	73/365,639	1,275,602
SADDLEBACK VALLEY NEWS	Freedom Communications, Inc. dba The Orange County Register	76/116,636	2,570,977
SUN POST NEWS	Freedom Communications, Inc. dba The Orange County Register	76/221,152	2,668,110
SMART CLASSIFIED	Freedom Communications, Inc. dba The Orange County Register	75/088,120	2,106,449
THE LIGHT	Freedom Communications, Inc. dba The Orange County Register	75/088,269	2,108,395

DESCRIPTION	OWNER	APP. NO.	REG. NO.
COSTA MESA BREEZE	Freedom Communications, Inc. dba The Orange County Register	75/088,275	2,106,450
THE BEST OF ORANGE COUNTY	Freedom Communications, Inc. dba The Orange County Register	75/087,727	2,319,974
AUTO FOCUS	Freedom Communications, Inc. dba The Orange County Register	75/088,263	2,135,260
YOU AND THE ORANGE COUNTY REGISTER	Freedom Communications, Inc. dba The Orange County Register	75/088,264	2,104,808
WHAT'S RIGHT WITH ORANGE COUNTY	Freedom Communications, Inc. dba The Orange County Register	75/088,437	2,163,160
SMART BUSINESS	Freedom Communications, Inc. dba The Orange County Register	75/088,274	2,161,256
YOU'LL LAUGH. YOU'LL CRY. YOU'LL KNOW.	Freedom Communications, Inc. dba The Orange County Register	75/123,315	2,234,676
AHOY!	Freedom Communications, Inc. dba The Orange County Register	75/670,325	2,387,293
DISCOVER ORANGE COUNTY 2000	Freedom Communications, Inc. dba The Orange County Register	75/670,334	2,439,997
COASTAL LIVING	Freedom Communications, Inc. dba The Orange County Register	75/789,497	2,472,871
SOUTH COUNTY NEWS	Freedom Communications, Inc. dba The Orange County Register	75/789,965	2,472,875
THE ORANGE COUNTY REGISTER	Freedom Communications, Inc. dba The Orange County Register	76/093,379	2,603,658

DESCRIPTION	OWNER	APP. NO.	REG. NO.
ORANGE COUNTY HOME	Freedom Communications, Inc. dba The Orange County Register	76/085,136	2,530,975
GOLF EXTRA	Freedom Communications, Inc. dba The Orange County Register	76/085,135	2,657,863
GOLFXTRA	Freedom Communications, Inc. dba The Orange County Register	76/128,213	2,616,742

[2379077]

SCHEDULE 1-B TO GRANT OF SECURITY INTERESTS

TRADEMARK APPLICATIONS

DESCRIPTION	OWNER	APP. NO.
HELLO WEST MICHIGAN	Freedom Broadcasting of Michigan, Inc.	78/310,031
FREEDOM INFORMATION ENTERPRISES	Freedom Metro Information, Inc.	76/411,600
EAST VALLEY TRIBUNE	Freedom Arizona Information, Inc.	76/089,718
SCOTTSDALE PROGRESS TRIBUNE	Freedom Arizona Information, Inc.	78/171,899
GILBERT TRIBUNE	Freedom Arizona Information, Inc.	78/171,904
SCOTTSDALE VIEWS	Freedom Arizona Information, Inc.	78/301,151
GET OUT	Freedom Arizona Information, Inc.	78/302,767
CHANDLER CONNECTION	Freedom Arizona Information, Inc.	78/301,184
AHWATUKEE FOOTHILL NEWS	Freedom Arizona Information, Inc.	78/302,769
DAILY NEWS-SUN	Freedom Arizona Information, Inc.	78/301,189

DESCRIPTION	OWNER	APP. NO.
SURPRISE TODAY	Freedom Arizona Information, Inc.	78/301,156
NORTHWEST VALLEY NEWSPAPER	Freedom Arizona Information, Inc.	78/301,755
NORTHWEST VALLEY COMMERCIAL PRINTING	Freedom Arizona Information, Inc.	78/302,733
FREEDOM MEDIA ENTERPRISES	Freedom Metro Information, Inc.	76/411,581
FAMILY HEALTH MATTERS	MultiMedia Healthcare/Freedom, LLC	78/147,229
THE PRINCETON INSTITUTE'S CENTER FOR CLINICAL MANAGEMENT	MultiMedia HealthCare/Freedom, LLC	78/239,677
COUNCIL FOR CLINICAL STRATEGIES IN LONG-TERM CARE	MultiMedia Healthcare/Freedom, LLC	78/239,682
COUNCIL FOR CLINICAL STRATEGIES	MultiMedia Healthcare/Freedom, LLC	78/239,683
COUNCIL FOR LONG TERM CARE CLINICAL STRATEGIES	MultiMedia Healthcare/Freedom, LLC	78/239,686
WOMEN & HEALTH KEYS TO A HEALTHY LIFE FOR YOU AND YOUR FAMILY	MultiMedia HealthCare/Freedom, LLC	78/242,943
ANNALS OF GERIATRIC PSYCHIATRY	MultiMedia HealthCare/Freedom, LLC	78/344,319

DESCRIPTION	OWNER	APP. NO.
VANTAGE A NEW POINT FOR CAREGIVERS OF LOVED ONE WITH ALZHEIMER'S DISEASE AND OTHER RELATED ILLNESSES	MultiMedia HealthCare/Freedom, LLC	78/355,995
NURSING HOME ECONOMICS	MultiMedia HealthCare/Freedom, LLC	78/381,551
LUXURIANT LIVING	Freedom Communications, Inc. dba The Orange County Register	78/242,131
TAKE BACK THE MORNING	Freedom Communications, Inc. dba The Orange County Register	78/251,697
FIND IT. SELL IT.	Freedom Communications, Inc. dba The Orange County Register	78/354,560
WEBCODE	Freedom Communications, Inc. dba The Orange County Register	78/389,878