

12-08-2004



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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) **RECORDATION FORM COVER SHEET TRADEMARKS ONLY** U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

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

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

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

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

3. Nature of conveyance:  
 Assignment       Merger  
 Security Agreement       Change of Name  
 Other

Execution Date: December 6, 2004

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: 17

7. Total fee (37 CFR 3.41)..... \$440.00  
 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: 7

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

12/09/2004 GTON11 00000034 78505507  
01 FC:8521 40.00 OP  
02 FC:8522 400.00 OP

SCHEDULE 1-B TO GRANT OF SECURITY INTERESTS

TRADEMARK APPLICATIONS

MARK	OWNER	APP. NO.
	Freedom Colorado Information, Inc.	78/505,507
THE GAZETTE	Freedom Colorado Information, Inc.	78/505,503
EMPTY STOCKING FUND	Freedom Colorado Information, Inc.	78/505,501
GAZETTE.COM	Freedom Colorado Information, Inc.	78/505,498
COLORADOSPRINGS.COM	Freedom Colorado Information, Inc.	78/505,497
WOW! MARKETING	Freedom Colorado Information, Inc.	78/505,495
SPRINGSWHEELS	Freedom Colorado Information, Inc.	78/505,492
SPRINGSJOBS	Freedom Colorado Information, Inc.	78/505,487
PEAK HOMES	Freedom Colorado Information, Inc.	78/505,483
THE SLICE	Freedom Colorado Information, Inc.	78/505,481
PIKES PEAK PARENT	Freedom Colorado Information, Inc.	78/505,478
GAZETTE CHARITIES	Freedom Colorado Information, Inc.	78/505,476
SPRINGSDIRECT	Freedom Colorado Information, Inc.	78/505,471
SPRINGSVALUES	Freedom Colorado Information, Inc.	78/505,468
EXPERIENCE COLORADO SPRINGS	Freedom Colorado Information, Inc.	78/505,466
AT HOME IN COLORADO SPRINGS	Freedom Colorado Information, Inc.	78/505,462
SPRINGSSAVINGS	Freedom Colorado Information, Inc.	78/505,507

GRANT OF SECURITY INTEREST

**TRADEMARKS**

THIS GRANT OF SECURITY INTEREST, dated as of December 6, 2004, is executed by FREEDOM COLORADO 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 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.

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.

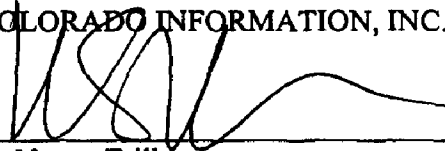
The Secured Party's address is:

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 COLORADO INFORMATION, INC.

By:



Name: Nancy Trillo

Title: Vice President and Controller


SCHEDULE 1-A TO GRANT OF SECURITY INTERESTS

TRADEMARKS

None.

SCHEDULE 1-B TO GRANT OF SECURITY INTERESTS

TRADEMARK APPLICATIONS

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