

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Freedom Metro Information, Inc.		05/19/2005	CORPORATION:
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	JPMorgan Chase Bank, N.A., as Collateral Agent		
<b>Street Address:</b>	270 Park Avenue		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10017		
<b>Entity Type:</b>	Association:		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Serial Number:	78572086	FREEDOM METRO INFORMATION	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(866)459-2899		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	202-783-2700		
<b>Email:</b>	pagodoa@federalresearch.com		
<b>Correspondent Name:</b>	CBC Companies dba Federal Research		
<b>Address Line 1:</b>	1030 Fifteenth Street, NW, Suite 920		
<b>Address Line 2:</b>	attn: Penelope J.A. Agodoa		
<b>Address Line 4:</b>	Washington, DISTRICT OF COLUMBIA 20005		
<b>NAME OF SUBMITTER:</b>	Penelope J.A. Agodoa		
<b>Signature:</b>	/pja/		
<b>Date:</b>	06/06/2005		

CH \$40.00 78572086

Total Attachments: 6

**900025869**

**TRADEMARK  
 REEL: 003096 FRAME: 0975**

source=332044#page1.tif  
source=332044#page2.tif  
source=332044#page3.tif  
source=332044#page4.tif  
source=332044#page5.tif  
source=332044#page6.tif

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

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

1. Name of conveying party(ies):  
FREEDOM METRO 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., 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 \_\_\_\_\_  
 Corporation-State \_\_\_\_\_  
 Other - National Bank \_\_\_\_\_

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: 5/19/2005

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

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

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

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: /

7. Total fee (37 CFR 3.41)..... 46<sup>00</sup>

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                              Angela Cioffi                              5/19/2005  
Name of Person Signing                              Signature                              Date

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

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

SCHEDULE I

TRADEMARKS

<b>MARK</b>	<b>OWNER</b>	<b>APP. NO.</b>	<b>REG. NO.</b>
FREEDOM METRO INFORMATION	Freedom Metro Information, Inc.	78/572,086	Pending

GRANT OF SECURITY INTEREST

**TRADEMARKS**

THIS GRANT OF SECURITY INTEREST, dated as of May 19, 2005, is executed by FREEDOM METRO 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 METRO INFORMATION, INC.,

By:   
\_\_\_\_\_  
Name: Nancy Trillo  
Title: Vice President and Controller

SCHEDULE 1-A TO GRANT OF SECURITY INTERESTS

TRADEMARK REGISTRATIONS

None.

SCHEDULE 1-B TO GRANT OF SECURITY INTERESTS

TRADEMARK APPLICATIONS

MARK	OWNER	APP. NO.	REG. NO.
FREEDOM METRO INFORMATION	Freedom Metro Information, Inc.	78/572,086	Pending

[[NYCORP:2508932v2:4443F:05/17/05--04:36 p]]