

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
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<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>
Philadelphia Direct, LLC		06/29/2006	LIMITED LIABILITY COMPANY: UNITED STATES
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Citizens Bank of Pennsylvania		
<b>Street Address:</b>	2001 Market Street, 6th Floor		
<b>City:</b>	Philadelphia		
<b>State/Country:</b>	PENNSYLVANIA		
<b>Postal Code:</b>	19103		
<b>Entity Type:</b>	Pennsylvania State Chartered Bank: PENNSYLVANIA		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2118548	PHILADELPHIA DIRECT	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(714)755-8290		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	714-540-1235		
<b>Email:</b>	ipdocket@lw.com		
<b>Correspondent Name:</b>	Julie L. Dalke		
<b>Address Line 1:</b>	650 Town Center Drive, 20th Floor		
<b>Address Line 4:</b>	Costa Mesa, CALIFORNIA 92626		
<b>ATTORNEY DOCKET NUMBER:</b>	038264-0060		
<b>NAME OF SUBMITTER:</b>	Julie L. Dalke		
<b>Signature:</b>	/juliedalke/		
<b>Date:</b>	07/13/2006		

OP \$40.00 2118548

**Total Attachments: 7**

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TRADEMARK SECURITY AGREEMENT

This TRADEMARK SECURITY AGREEMENT (this "Agreement"), dated as of June 29, 2006 is entered into by PMH ACQUISITION, LLC, a Delaware limited liability company ("Holdings"), PHILADELPHIA NEWSPAPERS, LLC, a Pennsylvania limited liability company (the "Borrower", and together with Holdings, collectively the "Grantor") and certain of their affiliates (collectively, the "Grantors") and CITIZENS BANK OF PENNSYLVANIA, as Collateral Agent for the Secured Parties (the "Secured Party").

Capitalized terms not otherwise defined herein have the meanings set forth in the Pledge and Security Agreement dated as of June 29, 2006 among the Grantor and the Secured Parties (the "Security Agreement").

WHEREAS, pursuant to the Security Agreement, Grantors are granting a security interest to the Collateral Agent in certain Trademarks whether now owned or existing or hereafter acquired or arising and wherever located, including the Trademarks listed on Schedule A ("Secured Trademarks").

NOW, THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Grantors and the Secured Party hereby agree as follows:

(i) Grant of Security Interest

(a) Each Grantor hereby grants to the Secured Party, a security interest in and continuing lien on all of such Grantor's right, title and interest in, to and under all the Secured Trademarks, subject to the terms and conditions of the Security Agreement.

(b) The security interest granted hereby is granted in conjunction with the security interest granted to the Secured Party under the Security Agreement. The rights and remedies of the Secured Parties with respect to the security interest granted hereby are in addition to those set forth in the Security Agreement. In the event of any conflict between the terms of this Agreement and the terms of the Security Agreement, the terms of the Security Agreement shall control.

(ii) Modification of Agreement

This Agreement or any provision hereof may not be changed, waived, or terminated except in accordance with the amendment provisions of the Security Agreement pursuant to which the Collateral Agent may modify this Agreement, after obtaining Grantor's approval of or signature to such modification, by amending Schedule A to include reference to any right, title or interest in any existing Trademarks or any Trademarks acquired or developed by any Grantor after the execution hereof or to delete any reference to any right, title or interest in any Trademarks in which Grantors no longer have or claim any right, title or interest.

(iii) Governing Law

THIS AGREEMENT AND THE RIGHTS AND OBLIGATIONS OF THE PARTIES HEREUNDER SHALL BE GOVERNED BY, AND SHALL BE CONSTRUED AND ENFORCED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK,

INCLUDING, WITHOUT LIMITATION, SECTIONS 5-1401 AND 5-1402 OF THE NEW YORK GENERAL OBLIGATIONS LAW AND RULE 327(b) OF THE NEW YORK CIVIL PRACTICE LAW AND RULES.

(iv) Successors and Assigns

This Agreement shall be binding upon and inure to the benefit of the Secured Party and each Grantor and their respective successors and assigns. Grantors shall not, without the prior written consent of the Secured Party given in accordance with the Credit Agreement, assign any right, duty or obligation hereunder.

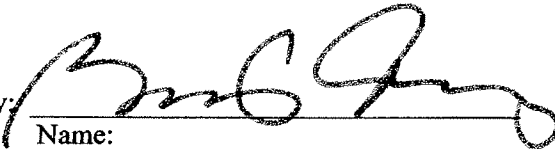
(v) Counterparts

This Agreement may be executed in any number of counterparts and by the parties hereto on separate counterparts, each of which when so executed, shall be deemed to be an original and all of which taken together shall constitute one and the same instrument.


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IN WITNESS WHEREOF, the Grantor and the Secured Party have caused this Agreement to be duly executed and delivered as of the date first above written.


PMH ACQUISITION, LLC

By:   
Name:  
Title:

PHILADELPHIA NEWSPAPERS, LLC

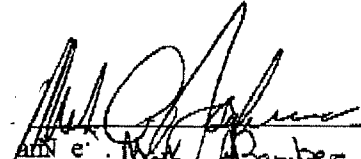
By:   
Name:  
Title:

BROADSTREET VIDEO, LLC  
PHILLY DIRECT, LLC  
PHILLY ONLINE, LLC  
PMH HOLDINGS, LLC  
BROAD STREET COMMUNITY NEWSPAPERS,  
LLC  
BROAD STREET MAGAZINES, LLC  
PHILLY TECH, INC.

By:   
Name:  
Title:

[Signature Page to Trademark Agreement]

C I T I Z E N S B A N K O F P E N N S Y L V A N I A  
as the C o l l a t e r a l A g e n t

By   
Mark A. Bonberg  
Treasurer

[Signature] et al. Trademark Agreement

SCHEDULE A

TRADEMARK SECURITY AGREEMENT

II. U.S. REGISTERED TRADEMARKS

<u>Grantor</u>	<u>Trademarks</u>	<u>Filing Date</u>	<u>Status</u>	<u>Registration No./App. No.</u>
Philadelphia Newspapers, LLC	SHOPPERS EXPRESS	October 22, 1992	Registered	2,888,050
Philadelphia Newspapers, LLC	KILLING PABLO	October 4, 2000	Registered	2,783,550
Philadelphia Newspapers, LLC	KILLING PABLO	October 4, 2000	Registered	2,705,153
Philadelphia Newspapers, LLC	RIGHT BY YOUR SIDE	March 22, 1999	Registered	2,530,289
Philadelphia Newspapers, LLC	JOE SIXPACK	March 8, 1999	Registered	2,409,591
Philadelphia Newspapers, LLC	PHILLYTECH	July 28, 1998	Registered	2,331,219
Philadelphia Newspapers, LLC	THE PHILADELPHIA INQUIRER PHILLYTECH	July 28, 1998	Registered	2,328,215
Philadelphia Newspapers, LLC	TRICLASSIFIEDS	June 17, 1998	Registered	2,267,134
Philadelphia Newspapers, LLC	VEGAS VIC	February 2, 1996	Registered	2,028,832
Philadelphia Newspapers, LLC	SAVVY READER	November 6, 1989	Registered	1,627,049
Philadelphia Newspapers, LLC	ANSA QWIK	September 14, 1987	Registered	1,499,923

<u>Grantor</u>	<u>Trademarks</u>	<u>Filing Date</u>	<u>Status</u>	<u>Registration No./App. No.</u>
Philadelphia Newspapers, LLC	URBAN WARRIOR	August 17, 1999 (Reg. Date)	Registered	PA 2,893,201
Philadelphia Newspapers, LLC	THE PEOPLE PAPER		Not Registered	
PMH Holdings, LLC	PHILADELPHIA DAILY NEWS	February 2, 1996	Registered	2,022,196
PMH Holdings, LLC	THE PHILADELPHIA INQUIRER	January 13, 1930	Registered	270,787
PMH Holdings, LLC	PHILLY.COM	November 9, 2000	Registered	2,722,761
Philadelphia Direct, LLC	PHILADELPHIA DIRECT	March 28, 1996	Registered	2,118,548
Broad Street Community Newspapers, LLC	ART MUSEUM AREA HOME NEWS	June 16, 2004 (Reg. Date)	Registered	NJ 21807
Broad Street Community Newspapers, LLC	BRIDESBURG STAR	June 16, 2004 (Reg. Date)	Registered	NJ 21808
Broad Street Community Newspapers, LLC	FISHTOWN STAR	June 16, 2004 (Reg. Date)	Registered	NJ 21810
Broad Street Community Newspapers, LLC	GIRARD HOME NEWS	June 16, 2004 (Reg. Date)	Registered	NJ 21806
Broad Street Community Newspapers, LLC	NORTH STAR	June 16, 2004 (Reg. Date)	Registered	NJ 21805
Broad Street Community Newspapers, LLC	PORT RICHMOND STAR	June 16, 2004 (Reg. Date)	Registered	NJ 21809
Broad Street Community Newspapers, LLC	THREE STAR	June 16, 2004 (Reg. Date)	Registered	NJ 21804
Broad Street Magazines, LLC	HOMES & LIVING (Stylized)	November 8, 1989	Registered	1,609,759



III. U.S. TRADEMARK APPLICATIONS

Grantor	Trademarks	Filing Date	Status	Registration No./App. No.
Philadelphia Newspapers, LLC	MS. DEMEANOR	June 6, 2005	Pending	78/644,018
Philadelphia Newspapers, LLC	PHILLYFEED	June 6, 2005	Pending	78/644,407