

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Pledge Supplement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Impremedia Texas, LLC		01/04/2008	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	Goldman Sachs Specialty Lending Group, L.P.		
Street Address:	6011 Connection Drive		
City:	Irving		
State/Country:	TEXAS		
Postal Code:	75039		
Entity Type:	LIMITED PARTNERSHIP:		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	3130307	RUMBO	
Registration Number:	3130308	RUMBO	
CORRESPONDENCE DATA			
Fax Number:	(202)756-9299		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	8002210770		
Email:	matthew.mayer@thomson.com		
Correspondent Name:	Corporation Service Company		
Address Line 1:	1133 Avenue of the Americas		
Address Line 2:	Suite 3100		
Address Line 4:	New York, NEW YORK 10036		
ATTORNEY DOCKET NUMBER:	CSC # 401798		
NAME OF SUBMITTER:	Matthew Mayer		
Signature:	/Matthew Mayer/		

CH \$65.00 3130307

Date:

01/16/2008

Total Attachments: 8

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PLEDGE SUPPLEMENT

This **PLEDGE SUPPLEMENT**, dated as of January 4, 2008, is delivered by **IMPREMEDIA TEXAS, LLC**, a Delaware limited liability company, and **CPK OPERATING COMPANY, LLC**, a Delaware limited liability company (together, the “**Grantors**”), pursuant to the Pledge and Security Agreement, dated as of June 10, 2005 (as it may be from time to time amended, restated, modified or supplemented, the “**Security Agreement**”), among **CPK OPERATING COMPANY, LLC**, the other Grantors named therein, and **GOLDMAN SACHS SPECIALTY LENDING GROUP, L.P.**, as the Collateral Agent. Capitalized terms used herein not otherwise defined herein shall have the meanings ascribed thereto in the Security Agreement.

Each Grantor hereby confirms the grant to the Collateral Agent set forth in the Security Agreement of, and does hereby grant to the Collateral Agent, a security interest in all of such Grantor’s right, title and interest in and to all Collateral to secure the Secured Obligations, in each case whether now or hereafter existing or in which such Grantor now has or hereafter acquires an interest and wherever the same may be located. Each Grantor represents and warrants that the attached Supplements to Schedules accurately and completely set forth all additional information required pursuant to the Security Agreement and hereby agrees that such Supplements to Schedules shall constitute part of the Schedules to the Security Agreement.

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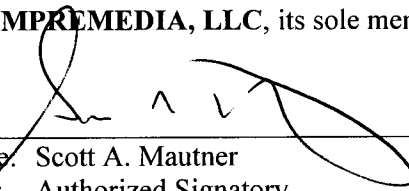
IN WITNESS WHEREOF, Grantors have caused this Pledge Supplement to be duly executed and delivered by their duly authorized officers as of the date first above written.

IMPREMEDIA TEXAS, LLC

By: 
Name: Scott A. Mautner
Title: Secretary

CPK OPERATING COMPANY, LLC

By: **IMPREMEDIA, LLC**, its sole member

By: 
Name: Scott A. Mautner
Title: Authorized Signatory

SUPPLEMENT TO SCHEDULE 4.1
TO PLEDGE AND SECURITY AGREEMENT

Additional Information:

- (A) Full Legal Name, Type of Organization, Jurisdiction of Organization, Chief Executive Office/Sole Place of Business (or Residence if Grantor is a Natural Person) and Organizational Identification Number of each Grantor:

Full Legal Name	Type of Organization	Jurisdiction of Organization	Chief Executive Office/Sole Place of Business (or Residence if Grantor is a Natural Person)	Organization I.D.#
Impremedia Texas, LLC	Limited liability company	Delaware	345 Hudson Street, 13 th Floor New York, NY 10014	4474416
Impremedia Operating Company, LLC*	Limited liability company	Delaware	345 Hudson Street, 13 th Floor New York, NY 10014	3675233

- (B) Other Names (including any Trade-Name or Fictitious Business Name) under which each Grantor has conducted business for the past five (5) years:

Full Legal Name	Trade Name or Fictitious Business Name
Impremedia Texas, LLC	Rumbo
Impremedia Operating Company, LLC*	CPK Operating Company, LLC

- (C) Changes in Name, Jurisdiction of Organization, Chief Executive Office or Sole Place of Business (or Principal Residence if Grantor is a Natural Person) and Corporate Structure within past five (5) years:

Name of Grantor	Date of Change	Description of Change
Impremedia Texas, LLC	12/18/07	Formation
Impremedia Operating Company, LLC*	1/04/08	Name change from CPK Operating Company, LLC

* CPK Operating Company, LLC intends to change its name to Impremedia Operating Company, LLC. As described in the notice letter to the Collateral Agent dated January 3, 2008, the name change is not currently effective. The row reflects information after CPK Operating Company, LLC files an amendment to change its entity name with the Secretary of State of the State of Delaware.

(D) Agreements pursuant to which any Grantor is found as debtor within past five (5) years:

Name of Grantor	Name of Secured Party	Collateral Description	Filing Jurisdiction(s)	File Date and Number
Impremedia Texas, LLC*	Dell Financial Services, L.P.	Computer equipment and proceeds	Delaware	4/28/2004 #41184847
Impremedia Texas, LLC*	Toyota Motor Credit Corporation	Toyota, 6BWS132L28, Serial #40383, 42 inch forks, 128 V Mast, Battery/Charger Pack	Delaware	2/22/07 #70678424
Impremedia Texas, LLC*	Banc of America Leasing & Capital, LLC	Computer equipment and proceeds	Delaware	10/23/07 #74001466

(E) Financing Statements:

Name of Grantor	Filing Jurisdiction(s)
Impremedia Texas, LLC	Delaware
Impremedia Operating Company, LLC*	Delaware

* These assets were purchased from Meximerica Media, Inc. on December 21, 2007 and the UCC financing statements related to such assets currently list the debtor to these assets as Meximerica Media, Inc., an entity unaffiliated with Impremedia Texas, LLC. The secured parties listed in the table will likely file UCC financing statements in the name of Impremedia Texas, LLC.

SUPPLEMENT TO SCHEDULE 4.2
TO PLEDGE AND SECURITY AGREEMENT

Additional Information:

Name of Grantor	Location of Equipment and Inventory
Impremedia Texas, LLC	115 E. Travis Street, 8 th Floor San Antonio, TX 78205
	115 E. Travis Street, Suite 333 San Antonio, TX 78205
	5407-5419 Bandera Road Suite 408, West Loop II San Antonio, TX 78205
	9950 Westpark Dr., Ste. 118 Houston, TX 77063
	7121 Atwell Drive Houston, TX 77081
	311 South Broadway, Suite B McAllen, TX 78501

SUPPLEMENT TO SCHEDULE 4.4
TO PLEDGE AND SECURITY AGREEMENT

Additional Information:

(A)

Pledged LLC Interests:

Grantor	Limited Liability Company	Certificated (Y/N)	Certificate No. (if any)	No. of Pledged Units	% of Outstanding LLC Interests of the Limited Liability Company
CPK Operating Company, LLC ^{&}	Impremedia Texas, LLC	No	N/A.	N/A.	100%

Deposit Accounts:

Grantor	Name of Depository Bank	Account Number	Account Name
Impremedia Texas, LLC	Wachovia Bank, N.A.	2000031087265	Impremedia Texas, LLC

(C)

Name of Grantor	Name of Issuer of Pledged LLC Interest/Pledged Partnership Interest
CPK Operating Company, LLC ^{&}	Impremedia Texas, LLC

[&] As described above, CPK Operating Company, LLC intends to change its name to Impremedia Operating Company, LLC. Upon the effectiveness of such name change, the Grantor will become Impremedia Operating Company, LLC.

SCHEDULE 4.6
TO PLEDGE AND SECURITY AGREEMENT

Name of Grantor

Description of Letters of Credit

Impremedia Texas, LLC

Austin Statesman Letter of Credit
for \$50,000 for the benefit of
Impremedia Texas, LLC

Impremedia Texas, LLC

Houston Chronicle Letter of
Credit for \$50,000 for the benefit
of Impremedia Texas, LLC

SUPPLEMENT TO SCHEDULE 4.7
TO PLEDGE AND SECURITY AGREEMENT

Additional Information:

(E) Trademarks

Trademark	Current Owner	App. No.	Filing Date	Reg. No.	Reg. Date
Rumbo RUMBO	Meximerica Media, Inc.*			3130307	08/15/2006
Rumbo RUMBO	Meximerica Media, Inc.*			3130308	08/15/2006
diariosrumbo.com	Meximerica Media, Inc. +	N/A.	N/A.	N/A.	N/A.
rumbonet.com	Meximerica Media, Inc. +	N/A.	N/A.	N/A.	N/A.
rumboonline.com	Meximerica Media, Inc. +	N/A.	N/A.	N/A.	N/A.
rumbonline.com	Meximerica Media, Inc. +	N/A.	N/A.	N/A.	N/A.

* Impremedia Texas, LLC is in the process of filing applications with the U.S. Patent and Trademark Office to transfer the registered owners of these trademarks from Meximerica Media, Inc.

+ Impremedia Texas, LLC is in the process of transferring the ownership of these internet domain names from Meximerica Media, Inc.