



01-20-2004

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

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): Paxson Communications Corporation
Individual(s) Association
General Partnership Limited Partnership
Corporation-State (Delaware)
Other
Additional name(s) of conveying party(ies) attached? [X] Yes [ ] No

2. Name and address of receiving party(ies)
Name: The Bank of New York
Internal
Address: as Collateral Agent
Street Address: 101 Barclays Street, 21W
City: New York State: NY Zip: 10286
Individual(s) citizenship
Association
General Partnership
Limited Partnership
Corporation-State
Other 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 [X] No

3. Nature of conveyance:
Assignment Merger
Security Agreement Change of Name
Other
Execution Date: 01/12/2004

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) See Attached Schedule I, Annex B
B. Trademark Registration No.(s) See Attached Schedule I, Annex A
Additional number(s) attached [X] Yes [ ] No 2738823

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Thomas W. Brooke, Esq.
Internal Address: Holland & Knight LLP
Street Address: 2099 Pennsylvania Avenue, NW
Suite 100
City: Washington State: DC Zip: 20006

6. Total number of applications and registrations involved: 38

7. Total fee (37 CFR 3.41).....\$ 965.00
Enclosed
Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.
Thomas W. Brooke
Name of Person Signing
Signature
Date
January 14, 2004

01/16/2004 DBYRNE 00000117 2738823

Total number of pages including cover sheet, attachments, and document: 23

01 FC:8521
02 FC:8522

40.00
925.00

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

TRADEMARK
REEL: 002898 FRAME: 0774

## **Additional Conveying Parties**

Paxson Productions, Inc. (Florida Corporation)

Paxson Communications Television, Inc. (Florida Corporation)

ANNEX A

Tuesday, November 04, 2003

**TRADEMARK STATUS REPORT**

**Paxson Communications Corp.**

<b>Docket Number</b>	<b>Country</b>	<b>Filing Basis</b>	<b>Status</b>	<b>App. Serial No. Filing Date</b>	<b>Reg No. Reg Date</b>	<b>Renewal Date</b>
PAX01 648 CIV	United States	Divisional Trademark	REGISTERED	76975399 6/16/2000	2,738,823 7/15/2003	7/15/2013
<b>Mark: DOC</b>						
<b>International Class(es):</b>						
025	035	041				
<b>Current Owner: Paxson Productions, Inc.</b>						
PAX01 513	United States	INTENT TO USE APPLICATION	REGISTERED	75/649,668 3/1/1999	2,446,906 4/24/2001	4/24/2011
<b>Mark: HOPE ISLAND</b>						
<b>International Class(es):</b>						
041						
<b>Current Owner: Paxson Productions, Inc.</b>						
PAX01 463	United States	INTENT TO USE APPLICATION	REGISTERED	75/553,931 9/16/1998	2,285,386 10/12/1999	10/12/2009
<b>Mark: IT'S A MIRACLE</b>						
<b>International Class(es):</b>						
041						
<b>Current Owner: Paxson Productions, Inc.</b>						
PAX01 833 EP	Community Trademark	REGULAR CASE TYPE	REGISTERED	002177671 4/17/2001	002177671 4/17/2001	4/17/2011
<b>Mark: IT'S A MIRACLE and Design</b>						
<b>International Class(es):</b>						
006	008	009	035	041		
<b>Current Owner: Paxson Productions, Inc.</b>						

(2738823)

# TRADEMARK STATUS REPORT

Paxson Communications Corp.

Docket Number	Country	Filing Basis	Status	App. Serial No. Filing Date	Reg No. Reg Date	Renewal Date
PAX01 058 MX2	Mexico	INTENT TO USE APPLICATION	REGISTERED	500657 8/13/2002	761820 8/13/2002	8/13/2012

**Mark:** PAX

International Class(es):

021

**Current Owner:** Paxson Communications Corp.

PAX01 058 MX3	Mexico	INTENT TO USE APPLICATION	REGISTERED	0560858 8/13/2002	761821 8/13/2002	8/13/2012
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**Mark:** PAX

International Class(es):

008

**Current Owner:** Paxson Communications Corp.

PAX01 058 MX8	Mexico	REGULAR CASE TYPE	REGISTERED	0560863 8/13/2002	771247 8/13/2002	8/13/2012
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**Mark:** PAX

International Class(es):

035

**Current Owner:** Paxson Communications Corp.

PAX01 056	United States	REGULAR CASE TYPE	REGISTERED	76/370,480 2/13/2002	2,674,674 1/14/2003	1/14/2013
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**Mark:** PAX

International Class(es):

018

**Current Owner:** Paxson Communications Corp.

# TRADEMARK STATUS REPORT

**Paxson Communications Corp.**

<i>Docket Number</i>	<i>Country</i>	<i>Filing Basis</i>	<i>Status</i>	<i>App. Serial No. Filing Date</i>	<i>Reg No. Reg Date</i>	<i>Renewal Date</i>
PAX01 055	United States	REGULAR CASE TYPE	REGISTERED	78/370,252 2/13/2002	2,749,522 8/12/2003	8/12/2013

**Mark:** PAX

**International Class(es):**

025

**Current Owner:** Paxson Communications Corp.

PAX01 615	United States	INTENT TO USE APPLICATION	REGISTERED	75/923,294 2/18/2000	2,742,621 7/29/2003	7/29/2013
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**Mark:** PAX SPORTS

**International Class(es):**

025

041

**Current Owner:** Paxson Communications Corp.

PAX01 616	United States	INTENT TO USE APPLICATION	REGISTERED	75/923,293 2/18/2000	2,737,269 7/15/2003	7/15/2013
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**Mark:** PAX SPORTS and Design

**International Class(es):**

025

041

**Current Owner:** Paxson Communications Corp.

PAX01 118	United States	REGULAR CASE TYPE	REGISTERED	75/536,229 8/13/1998	2,388,419 9/19/2000	9/19/2010
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**Mark:** PAX TV

**International Class(es):**

025

**Current Owner:** Paxson Communications Corp.

# TRADEMARK STATUS REPORT

Paxson Communications Corp.

Docket Number	Country	Filing Basis	Status	App. Serial No. Filing Date	Reg No. Reg Date	Renewal Date
PAX01 117	United States	REGULAR CASE TYPE	REGISTERED	75/592,231 11/19/1998	2,331,854 3/21/2000	3/21/2010

Mark: PAXTV PAXTV.COM and Design

International Class(es):

041

Current Owner: Paxson Communications Corp.

(2331654)

PAX01 142	United States	REGULAR CASE TYPE	REGISTERED	75/534,805 8/11/1998	2,324,900 2/29/2000	2/28/2010
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Mark: SHARE IT WITH SOMEONE YOU LOVE

International Class(es):

038

Current Owner: Paxson Communications Corp.

PAX01 077 MX3	Mexico	REGULAR CASE TYPE	REGISTERED	582817 1/7/2003	793420 1/7/2003	1/7/2013
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Mark: SUE THOMAS F.B.EYE and Design

International Class(es):

035

Current Owner: Paxson Productions, Inc.

PAX01 081 MX2	Mexico	REGULAR CASE TYPE	REGISTERED	582816 1/7/2003	793419 1/7/2003	1/7/2013
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Mark: SUE THOMAS: F.B.EYE

International Class(es):

041

Current Owner: Paxson Productions, Inc.

**TRADEMARK STATUS REPORT****Paxson Communications Corp.**

<i>Docket Number</i>	<i>Country</i>	<i>Filing Basis</i>	<i>Status</i>	<i>App. Serial No. Filing Date</i>	<i>Reg No. Reg Date</i>	<i>Renewal Date</i>
PAX01 081 MX3	Mexico	REGULAR CASE TYPE	REGISTERED	582618 1/7/2003	793421 1/7/2003	1/7/2013

**Mark: SUE THOMAS: F.B.EYE****International Class(es):**

035

**Current Owner:** Paxson Productions, Inc.

PAX01 342	United States	INTENT TO USE APPLICATION	REGISTERED	75/688,898 3/24/1998	2,513,125 11/27/2001	11/27/2011
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**Mark: TWICE IN A LIFETIME****International Class(es):**

025

041

**Current Owner:** Paxson Productions, Inc.

Descriptions for classification of goods and services:

- Class 006 - Metal key chains
- Class 008 - Souvenirs; collector spoons
- Class 009 - Videotapes
- Class 016 - Paper goods and printed material
- Class 018 - Bags and luggage
- Class 021 - Coffee mugs and teapots
- Class 025 - Wearing apparel
- Class 028 - Christmas tree ornaments
- Class 035 - Retail store services
- Class 038 - Television broadcasting services
- Class 041 - Entertainment services

Tuesday, November 04, 2003

## TRADEMARK STATUS REPORT

Paxson Communications Corp.

Docket Number	Country	Filing Basis	Status	App. Serial No. Filing Date	Reg No. Reg Date	Renewal Date
PAX01 648 EU	Community Trademark	INTENT TO USE APPLICATION	OPPOSITION	001918527 10/23/2000		

Mark: DOC

International Class(es):

006 009 021 041

Current Owner: Paxson Productions, Inc.

PAX01 648	United States	INTENT TO USE APPLICATION	ALLOWED-SUBJECT DUE 16-Jan-04	76/049,827 8/16/2000		
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Mark: DOC

International Class(es):

009

Current Owner: Paxson Productions, Inc.

PAX01 084	United States	INTENT TO USE APPLICATION	PUBLISHED	76/438,837 8/7/2002		
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Mark: FEEL GOOD TV

International Class(es):

038 041

Current Owner: Paxson Communications Televisi

PAX01 116	United States	SERVICE MARK	PENDING	76/499,713 3/24/2003		
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Mark: FEEL THE SPIRIT

International Class(es):

038 041

Current Owner: Paxson Communications Televisi



# TRADEMARK STATUS REPORT

Paxson Communications Corp.

<i>Docket Number</i>	<i>Country</i>	<i>Filing Basis</i>	<i>Status</i>	<i>App. Serial No.</i> <i>Filing Date</i>	<i>Reg No.</i> <i>Reg Date</i>	<i>Renewal Date</i>
PAX01 885 EP	Community Trademark	REGULAR CASE TYPE	PUBLISHED	0019C2883 11/21/2000		

**Mark:** IT'S A MIRACLE

International Class(es):

006                    008                    009                    035                    041

**Current Owner:** Paxson Productions, Inc.

PAX01 112	United States	REGULAR CASE TYPE	RESPONSE DUE TO OFFICE ACTION 15-Mar-04	76/501,599 3/28/2003		
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**Mark:** IT'S A MIRACLE

International Class(es):

018

**Current Owner:** Paxson Productions, Inc.

PAX01 885	United States	INTENT TO USE APPLICATION	ALLOWED-SOU/EOT DUE 27-Nov-03	76/151,974 10/23/2000		
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**Mark:** IT'S A MIRACLE

International Class(es):

006                    009                    016                    021                    025

035                    041

**Current Owner:** Paxson Productions, Inc.

# TRADEMARK STATUS REPORT

**Paxson Communications Corp.**

<i>Docket Number</i>	<i>Country</i>	<i>Filing Basis</i>	<i>Status</i>	<i>App. Serial No.</i> <i>Filing Date</i>	<i>Reg No.</i> <i>Reg Date</i>	<i>Renewal Date</i>
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PAX01 833	United States	INTENT TO USE APPLICATION	ALLOWED-SUBJECT DUE 3-Dec-03	76/151,973 10/23/2000		
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**Mark:** IT'S A MIRACLE and Design

International Class(es):

006	009	016	021	025
028	035	041		

**Current Owner:** Paxson Productions, Inc.

(76/151973)

PAX01 068	United States	INTENT TO USE APPLICATION	ALLOWED-SUBJECT DUE 16-Mar-04	76/387,504 3/27/2002		
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**Mark:** JUST CAUSE

International Class(es):

009	035	041
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**Current Owner:** Paxson Productions, Inc.

PAX01 101 EP	Community Trademark	REGULAR CASE TYPE	FILING RECEIPT RECEIVED	003211869 6/4/2003		
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**Mark:** MERMAIDS

International Class(es):

009	035	041
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**Current Owner:** Paxson Productions, Inc.

PAX01 101	United States	INTENT TO USE APPLICATION	RESPONSE DUE TO OFFICE ACTION 17-Dec-03	76/476,013 12/16/2002		
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**Mark:** MERMAIDS

International Class(es):

009	035	041
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**Current Owner:** Paxson Productions, Inc.

# TRADEMARK STATUS REPORT

Paxson Communications Corp.

Docket Number	Country	Filing Basis	Status	App. Serial No. Filing Date	Reg No. Reg Date	Renewal Date
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PAX01 301	United States	INTENT TO USE APPLICATION	ALLOWED-SUBJECT DUE 5-Feb-04	76/104 036 8/7/2000		
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Mark: MIRACLE PETS

International Class(es):

009	025	035	041
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Current Owner: Paxson Productions, Inc.

(76/104036)

PAX01 649	United States	INTENT TO USE APPLICATION	OPPOSITION	76/002,617 3/17/2000		
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Mark: MYSTERIOUS WAYS

International Class(es):

009	025	035	041
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Current Owner: Paxson Productions, Inc.

PAX01 058 CA	Canada	REGULAR CASE TYPE	RESPONSE DUE TO OFFICE ACTION 24-Mar-04	1147710 7/23/2002		
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Mark: PAX

International Class(es):

008	009	016	018	025
035	038	041		

Current Owner: Paxson Communications Corp.

PAX01 058 MX7	Mexico	REGULAR CASE TYPE	PENDING	0560862 8/13/2002		
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Mark: PAX

International Class(es):

041

Current Owner: Paxson Communications Corp.

# TRADEMARK STATUS REPORT

Paxson Communications Corp.

<i>Docket Number</i>	<i>Country</i>	<i>Filing Basis</i>	<i>Status</i>	<i>App. Serial No. Filing Date</i>	<i>Reg No. Reg Date</i>	<i>Renewal Date</i>
PAX01 058 MX1	Mexico	INTENT TO USE APPLICATION	PENDING	0560856 8/13/2002		

**Mark:** PAX

International Class(es):

006

**Current Owner:** Paxson Communications Corp.

PAX01 058	United States	INTENT TO USE APPLICATION	PENDING-USE FILED	76/370,251 2/13/2002		
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**Mark:** PAX

International Class(es):

021                      035                      038                      041

**Current Owner:** Paxson Communications Corp.

PAX01 057	United States	REGULAR CASE TYPE	PUBLISHED	76/370,250 2/13/2002		
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**Mark:** PAX

International Class(es):

016

**Current Owner:** Paxson Communications Corp.

PAX01 128	United States	INTENT TO USE APPLICATION	ACTION SUSPENDED	75/540,227 8/21/1998		
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**Mark:** PAX

International Class(es):

038

**Current Owner:** Paxson Communications Corp.

# TRADEMARK STATUS REPORT

**Paxson Communications Corp.**

<i>Docket Number</i>	<i>Country</i>	<i>Filing Basis</i>	<i>Status</i>	<i>App. Serial No. Filing Date</i>	<i>Reg No. Reg Date</i>	<i>Renewal Date</i>
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PAX01 137	United States	INTENT TO USE APPLICATION	ACTION SUSPENDED	75/541,040 8/21/1998		
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**Mark:** PAX

**International Class(es):**

038

**Current Owner:** Paxson Communications Corp.

(75/541040)

PAX01 133	United States	INTENT TO USE APPLICATION	ACTION SUSPENDED	75/429,778 2/6/1998		
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**Mark:** PAX NET and Design

**International Class(es):**

038

**Current Owner:** Paxson Communications Corp.

PAX01 138	United States	INTENT TO USE APPLICATION	ACTION SUSPENDED	75/423,744 1/28/1998		
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**Mark:** PAX NET and Design (with color)

**International Class(es):**

038

**Current Owner:** Paxson Communications Corp.

PAX01 134	United States	INTENT TO USE APPLICATION	ACTION SUSPENDED	75/414,136 1/6/1998		
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**Mark:** PAX NET and Design (with color)

**International Class(es):**

038

**Current Owner:** Paxson Communications Corp.

Tuesday, November 04, 2003

## TRADEMARK STATUS REPORT

Paxson Communications Corp.

<i>Docket Number</i>	<i>Country</i>	<i>Filing Basis</i>	<i>Status</i>	<i>App. Serial No. Filing Date</i>	<i>Reg No. Reg Date</i>	<i>Renewal Date</i>
PAX01 131	United States	INTENT TO USE APPLICATION	ACTION SUSPENDED	75/536,230 8/13/1998		
<i>Mark:</i> PAX TV				(75/536230)		
<i>International Class(es):</i> 038						
<i>Current Owner:</i> Paxson Communications Corp.						
PAX01 129	United States	INTENT TO USE APPLICATION	ACTION SUSPENDED	75/540,226 8/21/1998		
<i>Mark:</i> PAX TV (stylized)						
<i>International Class(es):</i> 038						
<i>Current Owner:</i> Paxson Communications Corp.						
PAX01 130	United States	INTENT TO USE APPLICATION	ACTION SUSPENDED	75/541,039 8/21/1998		
<i>Mark:</i> PAX TV (stylized) (with color)						
<i>International Class(es):</i> 038						
<i>Current Owner:</i> Paxson Communications Corp.						
PAX01 132	United States	INTENT TO USE APPLICATION	ACTION SUSPENDED	75/549,083 11/8/1999		
<i>Mark:</i> PAX TV and Design						
<i>International Class(es):</i> 038						
<i>Current Owner:</i> Paxson Communications Corp.						

Tuesday, November 04, 2003

## TRADEMARK STATUS REPORT

Paxson Communications Corp.

<i>Docket Number</i>	<i>Country</i>	<i>Filing Basis</i>	<i>Status</i>	<i>App. Serial No. Filing Date</i>	<i>Reg No. Reg Date</i>	<i>Renewal Date</i>
PAX01 135	United States	INTENT TO USE APPLICATION	ACTION SUSPENDED	75/541,038 8/21/1998		
<i>Mark: PAX and Design</i>						
<i>International Class(es):</i>						
038						
<i>Current Owner:</i> Paxson Communications Corp.						
PAX01 136	United States	INTENT TO USE APPLICATION	ACTION SUSPENDED	75/541,041 8/21/1998		
<i>Mark: PAX and Design (with color)</i>						
<i>International Class(es):</i>						
038						
<i>Current Owner:</i> Paxson Communications Corp.						
PAX01 1006	United States	INTENT TO USE APPLICATION	FILING RECEIPT RECEIVED	76/543,793 9/9/2003		
<i>Mark: SHOULD THIS PILOT FLY?</i>						
<i>International Class(es):</i>						
041						
<i>Current Owner:</i> Paxson Productions, Inc.						
PAX01 077 EP	Community Trademark	REGULAR CASE TYPE	PENDING	002985927 12/20/2002		
<i>Mark: SUE THOMAS F.B.EYE and Design</i>						
<i>International Class(es):</i>						
009                      035                      041						
<i>Current Owner:</i> Paxson Productions, Inc.						

Tuesday, November 04, 2003

## TRADEMARK STATUS REPORT

Paxson Communications Corp.

<i>Docket Number</i>	<i>Country</i>	<i>Filing Basis</i>	<i>Status</i>	<i>App. Serial No. Filing Date</i>	<i>Reg No. Reg Date</i>	<i>Renewal Date</i>
PAX01 077 MX2	Mexico	REGULAR CASE TYPE	PENDING	582814 1/7/2003		

**Mark:** SUE THOMAS F.B.EYE and Design

**International Class(es):**

041

**Current Owner:** Paxson Productions, Inc.

PAX01 077 MX1	Mexico	REGULAR CASE TYPE	PENDING	582815 1/7/2003		
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**Mark:** SUE THOMAS F.B.EYE and Design

**International Class(es):**

009

**Current Owner:** Paxson Productions, Inc.

PAX01 081	United States	INTENT TO USE APPLICATION	PUBLISHED	78/426,821 6/27/2002		
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**Mark:** SUE THOMAS FBEYE [stylized]

**International Class(es):**

009

035

041

**Current Owner:** Paxson Productions, Inc.

PAX01 077	United States	INTENT TO USE APPLICATION	PUBLISHED	78/426,820 6/27/2002		
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**Mark:** SUE THOMAS FBI EYE and Design

**International Class(es):**

009

035

041

**Current Owner:** Paxson Productions, Inc.



Tuesday, November 04, 2003

## TRADEMARK STATUS REPORT

Paxson Communications Corp.

<i>Docket Number</i>	<i>Country</i>	<i>Filing Basis</i>	<i>Status</i>	<i>App. Serial No. Filing Date</i>	<i>Reg No. Reg Date</i>	<i>Renewal Date</i>
PAX01 081 CA	Canada	INTENT TO USE APPLICATION	PENDING	1103407 12/20/2002		

**Mark:** SUE THOMAS: F.B.EYE

**International Class(es):**

009 035 041

**Current Owner:** Paxson Productions, Inc.

PAX01 081 EP	Community Trademark	REGULAR CASE TYPE	PENDING	002985547 12/20/2002		
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**Mark:** SUE THOMAS: F.B.EYE

**International Class(es):**

009 035 041

**Current Owner:** Paxson Productions, Inc.

PAX01 081 MX1	Mexico	REGULAR CASE TYPE	PENDING	582624 1/7/2003		
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**Mark:** SUE THOMAS: F.B.EYE

**International Class(es):**

009

**Current Owner:** Paxson Productions, Inc.

PAX01 077 CA	Canada	INTENT TO USE APPLICATION	PENDING	1183408 12/20/2002		
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**Mark:** SUE THOMAS: F.B.EYE and Design

**International Class(es):**

009 035 041

**Current Owner:** Paxson Productions, Inc.

Tuesday, November 04, 2003

## TRADEMARK STATUS REPORT

Paxson Communications Corp.

<i>Docket Number</i>	<i>Country</i>	<i>Filing Basis</i>	<i>Status</i>	<i>App. Serial No. Filing Date</i>	<i>Reg No. Reg Date</i>	<i>Renewal Date</i>
PAX01 011	United States	INTENT TO USE APPLICATION	PENDING USE FILED	76/220.056 3/6/2001		

**Mark:** THE PONDEROSA

**International Class(es):**

009 041

**Current Owner:** Paxson Productions, Inc.

(76/220056)

Descriptions for classification of goods and services:

- Class 006 - Metal key chains
- Class 008 - Souvenirs; Collector spoons
- Class 009 - Videotapes
- Class 016 - Paper goods and printed material
- Class 018 - Bags and luggage
- Class 021 - Coffee mugs and teapots
- Class 025 - Wearing apparel
- Class 028 - Christmas tree ornaments
- Class 035 - Retail store services
- Class 038 - Television broadcasting services
- Class 041 - Entertainment services

## TRADEMARK SECURITY AGREEMENT

**TRADEMARK SECURITY AGREEMENT**, dated as of January 12, 2004, by Paxson Communications Corporation (the "*Company*") and each of the other entities listed on the signature pages hereof or which become a party hereto pursuant to *Section 9.10* of the Pledge and Security Agreement (each a "*Grantor*" and collectively with the Company, collectively, the "*Grantors*"), in favor of The Bank of New York, as collateral agent for the Secured Parties (as defined in the Security Agreement) (in such capacity, the "*Collateral Agent*").

### WITNESSETH:

WHEREAS, this Agreement is being entered into in connection with that certain Indenture, dated as of January 12, 2004 (as the same may be amended, restated, supplemented or otherwise modified from time to time, the "*Indenture*"), among the Grantors and The Bank of New York, as trustee (in such capacity, the "*Trustee*"); and

WHEREAS, the Indenture allows the obligations of the Grantors under Secured Hedging Agreements to be secured by the Lien created by this Agreement on the Collateral (as defined below) owned by such Grantors;

NOW, THEREFORE, in consideration of the foregoing, each Grantor hereby agrees with the Collateral Agent as follows:

Section 1. ***Defined Terms.*** Unless otherwise defined herein, terms defined in the Security Agreement and used herein have the meaning given to them in the Security Agreement.

Section 2. ***Grant of Security Interest in Trademark Collateral.*** Each Grantor, as collateral security for the full, prompt and complete payment and performance when due (whether at stated maturity, by acceleration or otherwise) of the Secured Obligations of such Grantor, hereby collaterally assigns, conveys, mortgages, pledges, hypothecates and transfers to the Collateral Agent for the benefit of the Secured Parties, and grants to the Collateral Agent for the benefit of the Secured Parties a Lien on and security interest in, all of its right, title and interest in, to and under the following Collateral of such Grantor (the "*Trademark Collateral*"):

- (a) all of its Trademarks and Trademark Licenses to which it is a party, including those referred to on *Schedule 1* hereto;
- (b) all reissues, continuations or extensions of the foregoing;
- (c) all goodwill of the business connected with the use of, and symbolized by, each Trademark and each Trademark License; and
- (d) all Proceeds of the foregoing, including any claim by such Grantor against third parties for past, present, future (i) infringement or dilution of any Trademark or Trademark licensed under any Trademark License or (ii) injury to the goodwill associated with any Trademark or any Trademark licensed under any Trademark License.

Section 3. ***Security Agreement.*** The security interest granted pursuant to this Trademark Security Agreement is granted in conjunction with the security interest granted to the Collateral Agent pursuant to the Security Agreement and each Grantor hereby acknowledges and affirms that the rights and remedies of the Collateral Agent with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, each Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

Very truly yours,

PAXSON COMMUNICATIONS CORPORATION  
PAXSON PRODUCTIONS, INC.  
PAXSON COMMUNICATIONS TELEVISION,  
INC.

By: 

Name: Thomas E. Severson, Jr.  
Title: Senior Vice President and Chief  
Financial Officer

Accepted and Agreed:

THE BANK OF NEW YORK,  
as Collateral Agent

By: 

Name: MARY LaGUMINA  
Title: Vice President

Acknowledgment of Grantor

STATE OF New York )  
 ) ss.  
COUNTY OF New York )

On this 12<sup>th</sup> day of January, 2004 before me personally appeared Thomas E. Severan Jr., proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of Paxson Comm., who being by me duly sworn did depose and say that he is an authorized officer of said corporation, that the said instrument was signed on behalf of said corporation as authorized by its Board of Directors and that he acknowledged said instrument to be the free act and deed of said corporation.

Kate Preston  
\_\_\_\_\_  
Notary Public

KATE PRESTON  
Notary Public, State of New York  
No. 01PR004317  
Qualified in Kings County  
Commission Expires August 12, 2006

**SCHEDULE I  
TO TRADEMARK SECURITY AGREEMENT**

**TRADEMARK REGISTRATIONS**

**A. REGISTERED TRADEMARKS**

Attached on Annex A to this Schedule I

**B. TRADEMARK APPLICATIONS**

Attached on Annex B to this Schedule I

**C. TRADEMARK LICENSES**

none