

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Security Agreement

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
The Weather Underground, LLC		08/24/2012	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA	
Name:	Deutsche Bank Trust Company Americas, as Collateral Agent
Street Address:	60 Wall Street
City:	New York
State/Country:	NEW YORK
Postal Code:	10005
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 20		
Property Type	Number	Word Mark
Registration Number:	2308658	AUTOBRAND
Registration Number:	4044321	DAILY DOWNPOUR
Registration Number:	4041679	
Registration Number:	4026242	
Registration Number:	2318973	
Registration Number:	3993557	RAPID FIRE
Registration Number:	2297683	THE WEATHER UNDERGROUND
Registration Number:	4044550	WEATHER UNDERGROUND
Registration Number:	2984732	WEATHER EXCHANGE
Registration Number:	2281088	WEATHER STICKER
Registration Number:	4073313	WEATHER QUICKIE
Registration Number:	4002119	WHO IS HOT?
Registration Number:	3742092	WUNDERBLOG
Registration Number:	4044552	WUNDERGROUND

OP \$515.00 2308658

TRADEMARK

Registration Number:	2324272	WUNDERGROUND.COM
Registration Number:	3527030	WUNDERMAP
Registration Number:	3739351	WUNDERPHOTOS
Registration Number:	4099085	WUNDERPOLL
Registration Number:	3647301	WUNDERRADIO
Registration Number:	2447954	WUNDERSEARCH

CORRESPONDENCE DATA

Fax Number:

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Email: daniel.cote@thomsonreuters.com

Correspondent Name: James P. Murphy, Legal Assistant

Address Line 1: 80 Pine Street

Address Line 2: Cahill Gordon & Reindel LLP

Address Line 4: New York, NEW YORK 10005

NAME OF SUBMITTER:

James P. Murphy, Legal Assistant

Signature:

/daniel cote thomsonreuters/

Date:

10/23/2012

Total Attachments: 5

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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

The Weather Underground, LLC

- Individual(s) Association
 Partnership Limited Partnership
 Corporation- State: _____
 Other Michigan LLC

Citizenship (see guidelines) US - DE

Additional names of conveying parties attached? Yes No

3. Nature of conveyance/Execution Date(s) :

Execution Date(s) 08/24/2012

- Assignment Merger
 Security Agreement Change of Name
 Other _____

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Deutsche Bank Trust Company Americas, as

Street Address: Collateral Agent, 60 Wall Street

City: New York

State: NY

Country: USA Zip: 10005

- Individual(s) Citizenship _____
 Association Citizenship _____
 Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship US - DE
 Other _____ Citizenship _____

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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s) Text

B. Trademark Registration No.(s)

SEE SCHEDULE I

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: James P. Murphy, Legal Assistant

Internal Address: Cahill Gordon & Reindel LLP

Street Address: 80 Pine Street

City: New York

State: NY Zip: 10005

Phone Number: 212-701-3345

Docket Number: _____

Email Address: murphy@cahill.com

6. Total number of applications and registrations involved:

20

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ _____

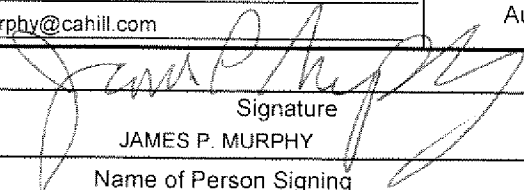
- Authorized to be charged to deposit account
 Enclosed

8. Payment Information:

Deposit Account Number _____

Authorized User Name _____

9. Signature:



Signature

JAMES P. MURPHY

Name of Person Signing

October 23, 2012

Date

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

5

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Branch, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK SECURITY AGREEMENT

Trademark Security Agreement, dated as of August 24, 2012, by The Weather Underground, LLC (the "Grantor"), in favor of DEUTSCHE BANK TRUST COMPANY AMERICAS, in its capacity as collateral agent pursuant to the Credit Agreement (in such capacity, the "Collateral Agent").

WITNESSETH:

WHEREAS, the Grantor is party to a Security Agreement dated as of September 12, 2008 (as amended, amended and restated, supplemented or otherwise modified from time to time, the "Security Agreement") in favor of the Collateral Agent pursuant to which the Grantor is required to execute and deliver this Trademark Security Agreement;

NOW, THEREFORE, in consideration of the premises and to induce the Collateral Agent, for the benefit of the Secured Parties, to enter into the Credit Agreement, the 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. The Grantor hereby pledges and grants to the Collateral Agent for the benefit of the Secured Parties a lien on and security interest in and to all of its right, title and interest in, to and under all the following Pledged Collateral (excluding any Excluded Assets) of the Grantor:

(a) registered Trademarks of the Grantor listed on Schedule I attached hereto.

SECTION 3. The 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 the Grantor hereby acknowledges and affirms that the rights and remedies of the Collateral Agent with respect to the security interest in the Trademarks made and granted hereby are more fully set forth in the Security Agreement. In the event that any provision of this Trademark Security Agreement is deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall control unless the Collateral Agent shall otherwise determine.

SECTION 4. Termination. Upon the termination of the Security Agreement in accordance with Section 6.13 thereof, the Collateral Agent shall, at the expense of the Grantor, execute, acknowledge, and deliver to the Grantor an instrument in writing in recordable form releasing the lien on and security interest in the Trademarks under this Trademark Security Agreement.

SECTION 5. Counterparts. This Trademark Security Agreement may be executed in any number of counterparts, all of which shall constitute one and the same instrument, and any party hereto may execute this Trademark Security Agreement by signing and delivering one or more counterparts.

[Signature pages follow.]

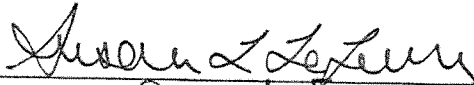
THE WEATHER UNDERGROUND, LLC

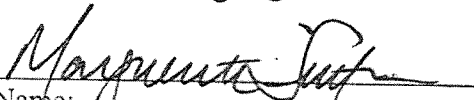
By: W.D. Higgs, Jr.
Name: W.D. Higgs, Jr.
Title: Vice President

[Trademark Security Agreement]

TRADEMARK
REEL: 004886 FRAME: 0617

DEUTSCHE BANK TRUST COMPANY
AMERICAS,
as Collateral Agent

By: 
Name: Susan LeFevre
Title: Managing Director

By: 
Name: Marguerite Sutton
Title: Director

[Trademark Security Agreement]

TRADEMARK
REEL: 004886 FRAME: 0618

Schedule I
Trademark Registrations and Use Applications

Trademark	Owner	Registration Number
Autobrand	The Weather Underground, LLC	2,308,658
Daily Downpour	The Weather Underground, LLC	4,044,321
Rainbow Design (B & W)	The Weather Underground, LLC	4,041,679
Rainbow Design (B & W)	The Weather Underground, LLC	4,026,242
Rainbow Design (color)	The Weather Underground, LLC	2,318,973
Rapid Fire	The Weather Underground, LLC	3,993,557
The Weather Underground	The Weather Underground, LLC	2,297,683
Weather Underground	The Weather Underground, LLC	4,044,550
Weather Exchange	The Weather Underground, LLC	2984732
Weather Sticker	The Weather Underground, LLC	2,281,088
Weather Quickie	The Weather Underground, LLC	4,073,313
Who Is Hot?	The Weather Underground, LLC	4,002,119
Wunderblog	The Weather Underground, LLC	3,742,092
Wunderground	The Weather Underground, LLC	4,044,552
Wunderground.com	The Weather Underground, LLC	2,324,272
Wundermap	The Weather Underground, LLC	3,527,030
Wunderphotos	The Weather Underground, LLC	3,739,351
Wunderpoll	The Weather Underground, LLC	4,099,085
Wunderradio	The Weather Underground, LLC	3,647,301
Wundersearch	The Weather Underground, LLC	2447954