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TRADEMARK  
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IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Assignor	Progressive Grocer Associates L.L.C.
Assignee	Bill Communications, Inc.
Registration/Serial Numbers	1,764,456; 1,391,998; 1,714,664; 1,448,456; 1,375,834; 2,149,080; 75-409,491

Box Assignment  
Assistant Commissioner for Trademarks  
Washington, DC 20231

Assignment Recordation Form Cover Sheet

Dear Sir:

Please record the attached original document.

1. Name of conveying party. Progressive Grocer Associates L.L.C.
2. Name and Address of Receiving Party. Bill Communications, Inc., a New York corporation; 355 Park Avenue South; New York, N.Y. 10010-17.
3. Nature of Conveyance: Assignment. Execution Date: August 31, 1998.
4. Name and Address of Party to Whom Correspondence Concerning Document should be mailed.

Gene S. Winter, Registration No., 28,352  
Attorney for Applicant  
ST.ONGE STEWARD JOHNSTON & REENS LLC  
986 Bedford Street  
Stamford, CT 06905-5619  
203 324-6155

100-00-00  
150-00-00

**Mailing Certificate:** I hereby certify that this correspondence is today being deposited with the U.S. Postal Service as *First Class Mail* in an envelope addressed to: Box Assignment; Commissioner for Patents and Trademarks; Washington, DC 20231.

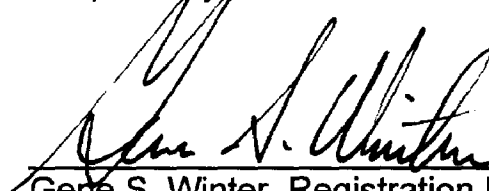
Dated: 12/1/98

AnneMarie Provino  
AnneMarie Provino

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FC:461  
FC:462

5. Registration/Application Numbers: 1,764,456; 1,391,998; 1,714,664; 1,448,456; 1,375,834; 2,149,080; 75-409,491.
6. Total Number of Registrations/Applications Involved: 7
7. Total Fee (37 CFR 3.41). \$190.00 due..
8. Authorization to Charge Deposit Account. The Commissioner is hereby authorized to charge any additional fees due by this paper and during the entire pendency of this Application to Account No. 19-4516.
9. Statement and Signature. Total number of pages including cover sheet, attachments and document are 6. To the best of my knowledge and belief, the foregoing information is true and correct.

Respectfully submitted,



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Gene S. Winter, Registration No., 28,352  
Stephen P. McNamara, Registration No. 32,745  
Attorneys for Applicant  
ST. ONGE STEWARD JOHNSTON & REENS LLC  
986 Bedford Street  
Stamford, CT 06905-5619  
203 324-6155

## Trademark Assignment

Whereas, Progressive Grocer Associates L.L.C. ("Seller"), a Delaware limited liability company, having its principal offices at 23 Old Kings Highway South, Darien, Connecticut, has adopted, used and is using and is owner of the registered trademarks listed on Schedule 1.1(b) (the "Trademarks") to that certain Asset Purchase Agreement dated as of August 31, 1998 by and between Seller and Bill Communications, Inc., a New York corporation, having its principal office at 355 Park Avenue South, New York, New York ("Buyer") (the "Purchase Agreement"), a copy of such schedule being attached hereto, which Trademarks are registered with the United States Patent and Trademark Office or the Canadian Trade Mark Office.

Whereas, Buyer is desirous of acquiring said Trademarks.

Now, therefore, in consideration of good and valuable consideration paid in connection with the Purchase Agreement, the receipt and sufficiency of which is hereby acknowledged, Seller hereby assigns to Buyer all right, title and interest in the United States and Canada in and to said Trademarks together with the good will of the business symbolized by said Trademarks.

Signed by the undersigned on this 31st day of August, 1998.

PROGRESSIVE GROCER ASSOCIATES  
L.L.C.

By: 

\_\_\_\_\_  
Name: Mason Slaine

Title: Chairman

**Schedule 1.1(b)**  
**Intellectual Property**

1. U.S./International Registered Trademarks/Service Marks

GM/HBA Reg. No. 1,764,456; Reg. date 4/13/93

GM/HBA Reg. No. 1,391,998; Reg. date 4/29/86 (supplemental)

GLOBAL CHECK-OUT Reg. No. 1,714,664; Reg. date 9/8/92

FROZEN FOOD AGE Reg. No. 1,448,456; Reg. date 7/21/87

PROGRESSIVE GROCER EXECUTIVE REPORT Reg. No. 1,375,834; Reg. date 12/17/85

PROGRESSIVE GROCER Reg. No. 2,149,080; Reg. date 1/29/97

RT THE TECHNOLOGY MAGAZINE FOR RETAIL EXECUTIVES AND DESIGN Serial No. 75/409,491; Reg. date 12/22/97

Canada

PROGRESSIVE GROCER Reg. No. TMA116,072; Reg. date 11/27/59 (record owner: Maclean Hunter Media Inc.)

2. Copyrights - Serial Copyright Registrations

Progressive Grocer:

Progressive Grocer

TX3-792-268, Record Owner: Maclean Hunter Media Inc., effective date 3/22/94

TX3-792-280, Record Owner: Maclean Hunter Media Inc., effective date 3/22/94

Progressive Grocer Part I

TX3-792-263, Record Owner: Maclean Hunter Media Inc., effective date 3/22/94

TX3-726-144, Record Owner: Maclean Hunter Media Inc., effective date 1/31/94

Progressive Grocer Part II

TX3-726-669, Record Owner: Maclean Hunter Media Inc.,  
effective date 1/31/94

TX3-792-265, Record Owner: Maclean Hunter Media Inc.,  
effective date 3/22/94

Frozen Food Age

TX3-740-534, Record Owner: Maclean Hunter Media Inc.,  
effective date 1/31/94

TX3-803-146, Record Owner: Maclean Hunter Media Inc.,  
effective date 3/22/94

TX3-803-152, Record Owner: Maclean Hunter Media Inc.,  
effective date 3/22/94

Exhibit A to Schedule 1.1(b) is incorporated herein.

3. License Agreements (Seller as Licensee)

Service Agreement between Seller and Wam!net Digital Delivery Network,  
dated 3/1/98 (signed 1/14/98).

4. Internet Domain Names

Domain Name: GROCERYNETWORK.COM  
owner: Progressive Grocer Associates L.L.C.

Domain Name: RETAILCULINARY.COM  
owner: Progressive Grocer Associates L.L.C.

Domain Name: ERETAILING99.COM  
owner: Progressive Grocer Associates L.L.C.

Domain Name: ERETAILING2000.COM  
owner: Progressive Grocer Associates L.L.C.

Domain Name: PROGRESSIVEGROCER.COM  
owner: Progressive Grocer Associates L.L.C.

Domain Name: FROZENFOODAGE.COM  
owner: Progressive Grocer Associates L.L.C.

Domain Name: RETAILTECH.COM  
owner: Progressive Grocer Associates L.L.C.

Domain Name: PROGRO.COM  
owner: Progressive Grocer Associates L.L.C.