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**TRADEMARKS ONLY**

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

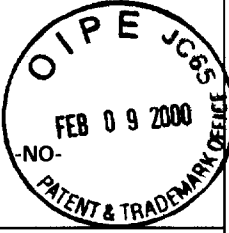
FORM PTO-1595 (modified)  
(Rev. 6-93)

OMB No. 0651-0011 (exp. 4/94)

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):  
**Hart Publications, Inc.**

Additional name(s) of conveying party(ies) attached? **-NO-**



2. Name and address of receiving party(ies):

Name: Phillips Business Information, Inc.

Address: 7811 Montrose Road

City: Potomac State: MD ZIP: 20854

Individual citizen  
Association  
General Partnership  
Limited Partnership  
 Corporation - State - Maryland

Additional name(s) & address(es) attached? **-NO-**

3. Nature of conveyance:

Assignment  Merger  
Security Agreement Change of Name  
Other

Execution Date: December 23, 1998  
Effective Date: December 31, 1998

4. Application number(s) or Trademark number(s):

A. Trademark Application No.(s)

B. Trademark Reg. No.(s)

See Attached Schedule A

Additional numbers attached? **See Attached Schedule A**

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

Name: Peter G. Mack, Esquire  
**FOLEY & LARDNER**  
Internal Address: Suite 500  
Street Address: 3000 K Street, NW  
City: Washington, State: DC ZIP: 20007-5109

6. Total number of applications and TRADEMARKS involved: 21

7. Total fee (37 C.F.R. § 3.41). . . . . \$ 540.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number: 19-0741  
(Attach duplicate copy of this page if paying by deposit account)

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01 FC:481 40.00 00  
02 FC:482 500.00 00

DO NOT USE THIS SPACE

9. Statement and signature.  
*To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.*

Norman J. Rich  
Name of Person Signing

Signature

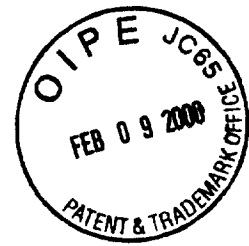
2/9/2000  
Date:

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

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

## SCHEDULE A

### MERGER OF HART PUBLICATIONS (MARYLAND) TO PHILLIPS BUSINESS INFORMATION, INC.



1. 21 <sup>ST</sup> CENTURY FUELS	1,882,198
2. ENERGY MARKETS	2,219,794
3. FUEL TECHNOLOGY & MANAGEMENT	2,082,643
4. GAS SHOW	2,016,584
5. GAS/LPG MARKETS	2,252,190
6. HART MIDCONTINENT PETROLEUM DIRECTORY	1,797,806
7. HART NORTHEAST PETROLEUM DIRECTORY	1,802,080
8. HART PETROLEUM DIRECTORY GULF STATES EDITION	1,932,456
9. HART ROCKY MOUNTAIN PETROLEUM DIRECTORY	1,909,949
10. HPI & DESIGN	1,821,231
11. LUBRICANT'S WORLD	1,699,042
12. NATURAL GAS FOCUS	1,863,717
13. OIL & GAS INVESTOR (Stylized)	1,861,771
14. OIL AND GAS FINANCE SOURCEBOOK	2,158,211
15. PETRO SYSTEMS WORLD (Stylized)	1,868,227
16. PETROLEUM ENGINEER INTERNATIONAL	1,836,740
17. PIPELINE DIGEST	1,839,369
18. REFINING ECONOMICS REPORT	1,953,824
19. THE PETROLEUM ENGINEER	645,778
20. THE PIPELINE PERSONNEL DIRECTORY	1,865,463
21. WHO'S WHO IN PIPELINING	1,869,056

*Effective 12/31/98 at 1159*

**ARTICLES OF MERGER**  
**MERGING STATE DEPARTMENT OF ASSESSMENT**  
**HART PUBLICATIONS, INC., A MARYLAND CORPORATION**  
**INTO**  
**PHILLIPS BUSINESS INFORMATION, INC., A MARYLAND CORPORATION**

*RECORDED FOR RECORD*  
*12/29/98 at 205 P*

THESE ARTICLES OF MERGER, dated this 21 day of December, 1998, pursuant to Section 3-109 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended, are entered into by and among the corporations named in Article FIRST below.

**FIRST:** The name and place of incorporation of each party to these Articles of Merger are (a) Phillips Business Information, Inc. ("PBI"), a corporation organized under the general laws of the State of Maryland, and (b) Hart Publications, Inc. ("Hart"), a corporation organized under the general laws of the State of Maryland (hereinafter sometimes referred to together as the "Constituent Corporations"). PBI shall be the successor corporation.

**SECOND:** The Constituent Corporations have agreed to merge, and the terms and conditions of said merger, the mode of carrying the same into effect and the manner and basis of converting or exchanging the shares of issued stock of each of the Constituent Corporations into different stock or other consideration, and the manner of dealing with any issued stock of the Constituent Corporations not to be so converted or exchanged, are and shall be as set forth in these Articles of Merger.

**THIRD:** The terms and conditions of the merger set forth herein were advised, authorized and approved by PBI in the manner and by the vote required by its Charter and the laws of the State of Maryland, the manner of approval being as follows:

The Board of Directors of PBI, pursuant to a unanimous written consent, duly adopted a resolution declaring that a merger with Hart was advisable on substantially the terms and conditions set forth in such resolution, and duly authorized, approved and directed submission of the merger to the shareholders of PBI for approval. The merger was duly submitted to and approved by the unanimous written consent of the shareholders of PBI.

**FOURTH:** The terms and conditions of the merger set forth herein were advised, authorized and approved by Hart in the manner and by the vote required by its Charter and the laws of the State of Maryland, the manner of approval being as follows:

The Board of Directors of Hart, pursuant to a unanimous written consent, duly adopted a resolution declaring that a merger with PBI was advisable on substantially the terms and conditions set forth in such resolution, and duly authorized, approved and directed submission of the merger to the shareholders of Hart for approval. The merger was duly submitted to and approved by the unanimous written consent of the shareholders of Hart.

**STATE OF MARYLAND**

I hereby certify that this is a true and complete copy of the 3 page document as filed with the State Department of Assessments and Taxation on 12-31-98.

BY: [Signature] Inspector

This stamp replaces our previous certification system. Effective: 5/98

FIFTH: The principal office of PBI in the State of Maryland is located in Montgomery County. The principal office of Hart in the State of Maryland is located in Montgomery County. Hart owns no interest in land in the State of Maryland.

SIXTH: (a) The total number of shares of stock of all classes which PBI has authority to issue is two million (2,000,000), all of one class, namely common stock, par value \$0.01 per share ("PBI Stock"). The aggregate par value of all the shares of PBI Stock is Twenty Thousand and No/100 Dollars (\$20,000.00).

(b) The total number of shares of stock of all classes which Hart has authority to issue two million (2,000,000), all of one class, namely common stock, par value \$0.01 per share ("Hart Stock"). The aggregate par value of all the shares of Hart Stock is Twenty Thousand and No/100 Dollars (\$20,000.00).

SEVENTH: At the Effective Time (as defined below) the manner and basis of converting or exchanging the issued stock of each of the Constituent Corporations into different stock or other consideration and the treatment of any issued stock of the Constituent Corporations not to be so converted or exchanged on the Effective Date shall be as follows: Each share of Hart Stock which shall be issued and outstanding on the Effective Date shall, by virtue of the merger and without any action on the part of the shareholders, be converted at the Effective Time into one-fourth (.25) of a share of PBI Stock, which shall be fully paid and nonassessable.

EIGHTH: The merger provided for by these Articles of Merger shall become effective and the separate existence of Hart shall cease at 11:59 p.m., on December 31, 1998 (the "Effective Time").

IN WITNESS WHEREOF, The Constituent Corporations have caused these Articles of Merger to be signed and sealed in their respective corporate names and on their behalf by their respective Presidents, and witnessed or attested by their respective Secretaries, this 23 day of December, 1998, and the respective Presidents acknowledge that these Articles of Merger are the act and deed of the Constituent Corporations and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of their knowledge, information and belief.

ATTEST:

  
M. Phyllis Merrill, Secretary

ATTEST:

  
M. Phyllis Merrill, Secretary

PBI:

Phillips Business Information, Inc.

By: 

Thomas C. Thompson, President

Hart:

Hart Publications, Inc.

By: 

James T. deGrassat, President

# STATE OF MARYLAND

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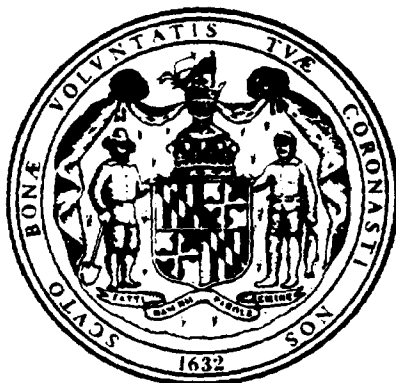
## STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

DATE: DECEMBER 30, 1998

THIS IS TO ADVISE YOU THAT THE ARTICLES OF MERGER FOR  
PHILLIPS BUSINESS INFORMATION, INC. (MD)-SURVIVOR AND HART  
PUBLICATIONS, INC. (MD)-MERGING OUT  
(EFFECTIVE DATE: 12-31-98 AT 11:59 P.M.)  
WERE RECEIVED AND APPROVED FOR RECORD ON DECEMBER 29, 1998 AT 2:05 PM.

FEE PAID: 78.00



JOSEPH V. STEWART  
CHARTER SPECIALIST

AT5-031

RECORDED: 02/09/2000

TRADEMARK  
REEL: 002033 FRAME: 0152