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U.S. Patent & TMO/c/TM Mail Rcpt Dt. #57

10-04-2000



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August 15, 2000

Via USPS Express Mail

RECORDATION FORM COVER SHEET - TRADEMARKS

Hon. Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Re: Recordal of Assignment
From: Yellow Book USA, L.P.
To: Tadworth Corporation

Sir:

Please record the attached original document(s) or copy(ies):

1. Submission Type: New
2. Conveyance Type: Nunc Pro Tunc Assignment
Effective Date: August 31, 1999
3. Conveying party:
Yellow Book USA, L.P.
a Delaware Limited Partnership
100 North Centre Avenue
Rockville Centre, NY 11570

10/04/2000 GTON11 00000096 040256 74586113

01 FC:481 40.00 CH
02 FC:482 275.00 CH



August 15, 2000

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Re: Recordal of Assignment
From: Yellow Book USA, L.P.
To: Tadworth Corporation

4. Receiving party:
Tadworth Corporation
a Delaware Corporation
100 North Centre Avenue
Rockville Centre, NY 11570
5. Correspondent Name and Address:
Susan Cornick, Esq.
Davis Wright Tremaine L.L.P.
1740 Broadway
25th Floor
New York, NY 10019
Tel.: 212 489-8230

6. Pages: five (5)

7. Trademark application numbers:

74386113
74386101
75632019
75329092
75329093
75329094

Trademark registration numbers:

1448413
1417063
1201971
1854655
2105840
2215463

8. Number of Properties (total): 12
9. Fee Amount: \$315

NUNC PRO TUNC TRADEMARK ASSIGNMENT

WHEREAS, Yellow Book USA, L.P., a Delaware limited partnership, having its principal offices at 100 North Centre Avenue, Rockville Centre, New York 11570 ("Assignor"), is the owner of all right, title, and interest in and to the trademarks and service marks identified on the attached Schedule A (the "Registered Marks"), the registrations for them, and all associated good will; and

WHEREAS, Assignor has adopted and is using the trademarks and service marks identified on the attached Schedule B (the "Pending Marks"), and is the owner of the pending applications for them, and all associated good will; and

WHEREAS, Assignor is the owner of the Intent-to-Use Applications for the trademarks and service marks identified on the attached Schedule C, and has a bona-fide intention to use in commerce such marks and has filed applications indicating that intention, but has not yet filed an Allegation of Use under §§1(c) or 1(d) of the Trademark Act; and

WHEREAS, Assignor is assigning the Intent-to-Use Applications for the marks identified in Schedule C as part of the entire business to which these marks pertain; and

WHEREAS, Tadworth Corporation, a corporation organized and existing under the laws of the State of Delaware, with its principal offices at 100 North Centre Avenue, Rockville Centre, New York 10019 ("Assignee"), is desirous of acquiring all right, title and interest in and to the Registered Marks and the registrations associated with them, the Pending Marks and the applications associated with them, and the Intent-to-Use Applications for the marks associated with them, together with the goodwill of the

business symbolized by and associated with such marks and their respective registrations and applications, and to stand in the place of Assignor in all matters related thereto;

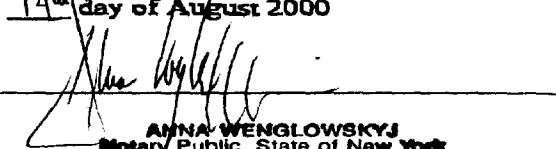
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby sells, transfers, conveys and assigns to Assignee, *nunc pro tunc* as of August 31, 1999, all of Assignor's right, title and interest throughout the world in and to the Registered Marks and the registrations associated with them, the Pending Marks and the applications associated with them, and the Intent-to-Use Applications for the marks associated with them, together with the goodwill of the business symbolized by and associated with such marks and their respective registrations and applications, and the right to sue and collect for past infringements thereof.

YELLOW BOOK USA, L.P.

By: VS &A-Yellow Book, Inc., its general partner

By: 

Sworn to before me this 14th day of August 2000



ANNA WENGLOWSKYJ
Notary Public, State of New York
No. 01WE4903821
Qualified in Queens County
Certificate Filed in New York County
Commission Expires Aug. 24, 2001

SCHEDULE A - REGISTERED MARKS

<u>MARK</u>	<u>REG. NO.</u>
THE PRINCETON COMMUNITY PHONE BOOK	1,448,413
THE BETTER PHONE BOOK	1,417,063
TELE-PAGES	1,201,971
THE ONE BOOK	1,854,655
LET YOUR FINGERS DO THE SURFING	2,105,840
THE ONE BOOK YELLOW PAGES	2,215,463

SCHEDULE B - PENDING MARKS

<u>MARK</u>	<u>SERIAL NO.</u>
YELLOW BOOK	74/386,113
YELLOW BOOK	74/386,101
YELLOWBOOK.COM	75/632,019

SCHEDULE C - PENDING INTENT-TO-USE MARKS

<u>MARK</u>	<u>SERIAL NO.</u>
YELLOW BOOK USA	75/329,092
YELLOW BOOK USA	75/329,093
YELLOW BOOK USA	75/329,094

70281

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