

11-24-2000

FORM PTO-1618A  
Expires 06/30/99  
OMB 0651-0027



Department of Commerce  
and Trademark Office  
TRADEMARK

101526456

MRO  
10-23-00

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

**Submission Type**

New

Resubmission (Non-Recordation)  
Document ID# \_\_\_\_\_

Correction of PTO Error  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_

Corrective Document

Reel # \_\_\_\_\_ Frame # \_\_\_\_\_

**Conveyance Type**

Assignment  License

Security Agreement  Nunc Pro Tunc Assignment

Merger

Change of Name

Other

**Effective Date**  
Month Day Year  
08/01/2000

**Conveying Party**  Mark if additional names of conveying parties attached

Name Phillips International, Inc. Execution Date  
Month Day Year  
08/01/2000

Formerly \_\_\_\_\_

Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship/State of Incorporation/Organization Maryland

**Receiving Party**  Mark if additional names of receiving parties attached

Name (line 1) Phillips Management Group, LLC

DBA/AKA/TA \_\_\_\_\_

Address (line 1) 7811 Montrose Road

Address (line 2) \_\_\_\_\_

Address (line 3) Potomac Maryland 20854  
City State/Country Zip Code

Individual  General Partnership  Limited Partnership  If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be Attached. (Designation must be a separate document from Assignment.)

Corporation  Association

Other: A Limited Liability Company

Citizenship/State of Incorporation/Organization Maryland

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

**Domestic Representative Name and Address**

Enter for the first Receiving Party Only.

Name \_\_\_\_\_  
Address (line 1) \_\_\_\_\_  
Address (line 2) \_\_\_\_\_  
Address (line 3) \_\_\_\_\_  
Address (line 4) \_\_\_\_\_

**Correspondent Name and Address**

Area Code and Telephone Number (202) 672-5300

Name Norman J. Rich  
Address (line 1) Foley & Lardner  
Address (line 2) 3000 K Street, N.W., Suite 500  
Address (line 3) Washington, D.C. 20007-5109  
Address (line 4) \_\_\_\_\_

**Pages**

Enter the total number of pages of the attached conveyance document  
Including any attachments.

# 13

**Trademark Application Number(s) or Registration Number(s)**  Mark if additional numbers attached  
Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same Property).

*SEE ATTACHED EXHIBIT A*

Trademark Application Number(s)			Registration Number(s)		

**Number of Properties**

Enter the total number of properties involved. # 163

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41); \$ 4090.00

Method of Payment:

Enclosed  Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: # 19-0741

Authorization to charge additional fees: Yes  No

**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. Charges to deposit account are authorized, as indicated herein.

Norman J. Rich  
Name of Person Signing

[Signature]  
Signature

October 23, 2000  
Date

**EXHIBIT A**

***Recordation of Assignment of Trademark  
Registrations and Pending Applications***

***From:***

***PHILLIPS INTERNATIONAL, INC. ("PII"),***

***To:***

***PHILLIPS MANAGEMENT GROUP, LLC  
("PMG")***

<b>Mark</b>	<b>Serial No./ Registration No.</b>
1. COMMUNICATIONS STANDARDS NEWS	2000453
2. AVIATION	75/918619
3. MIN'S WHO'S WHO IN MAGAZINE PUBLISHING	75/912709
4. TELECOMTACTICS FOR CPE AND CONVERGENCE	75/912708
5. PPX	75/882472
6. PRODUCING PROPERTY EXCHANGE	75/882438
7. AVIATION 2000	75/870802
8. PRODUCING PROPERTY ACQUISITION EXPO	75/870801
9. ROVING EYEBALL	75/869300
10. PR NEWS MEDIA HOTSHEET	75/500151
11. RETAIL DELIVERY NEWS	2236340
12. MIN'S NEW MEDIA REPORT	2267037
13. DEFENSE BUSINESS	2240005
14. AVIATION TODAY	2301575
15. DEFENSE DAILY NETWORK	2254595
16. ISP BUSINESS NEWS	2239976
17. WIRELESS TODAY	2358087
18. BROADBAND TODAY	75/352071
19. BROADBAND NETWORKING NEWS	2110863
20. PHILLIPS INFOTECH	2155733
21. CTI NEWS	2117117
22. SATELLITE TODAY	2296603

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25. MANAGED NETWORK SERVICES NEWS	2133559
26. ROTOR AND WING	2121840
27. TELECOMWEB	2101137
28. TELEPHONE INDUSTRY DIRECTORY	2110451
29. AVIATION MAINTENANCE	2100505
30. RETAIL DELIVERY SYSTEMS NEWS	2034656
31. ELECTRONIC COMMERCE NEWS	2048456
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50. WORLD AIRLINE NEWS	1710905
51. VIA SATELLITE	1685277
52. AIR SAFETY WEEK	1669417
53. AIRLINE FINANCIAL NEWS	1671502
54. FIBER OPTICS NEWS	1619864
55. MOBILE SATELLITE NEWS	1586317
56. ISDN NEWS	1558628
57. FINANCIAL SERVICES REPORT	1538671

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61. HELICOPTER NEWS	1522582
62. WIRELESS DATA NEWS	1857649
63. VIDEO SERVICES NEWS	1872086
64. PR NEWS	1832719
65. DEFENSE DAILY	1474110
66. THE LONG DISTANCE LETTER	1312830
67. VIEWTEXT	12888982
68. COMPETITION REPORT	1248329
69. TELEPHONE WEEK	1180674
70. TELECOMWEB DIRECT	2351652
71. PR & MARKETING NETWORK	75/672155
72. CABLE TODAY	75/671675
73. COMMUNICATIONS TECHNOLOGY	75/646301
74. DTV BUSINESS	2344218
75. PLATINUM PR AWARDS	2346836
76. DVD REPORT	2301114
77. LATIN AMERICAN SATELLITE ACCESS GUIDE	2303051
78. NORTH AMERICAN AIRPORT DIRECTORY	2301112
79. ASIA PACIFIC SATELLITE ACCESS GUIDE	2337724
80. AIRCRAFT VALUE NEWS	2325731
81. HEALTHCARE AND PR MARKETING NEWS	2320841
82. AIR CARGO REPORT	2306726
83. SATELLITE TRANSPONDER GUIDE	2299103
84. INTERNATIONAL CABLE	2325730
85. GPS DIRECTORY	2312667
86. SPACE BUSINESS NEWS	75/559203
87. WORLD AIRPORT WEEK	2337670
88. EC TODAY	2378596
89. SELLING TO KIDS	2291746
90. GLOBAL POSITIONING AND NAVIGATION NEWS	2320752
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92. COMMUTER REGIONAL AIRLINE NEWS	1680331
93. THE FIBER OPTICS SOURCE BOOK	1428002
94. TELEPHONE NEWS	1414970
95. SATELLITE DIRECTORY	1382873

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97. STRATEGIC BANKING	1320668
98. EFT REPORT	1305866
99. CORPORATE EFT REPORT	1242021
100. TELEPHONE NEWS	1202403
101. TELEPHONE DIGEST	1180673
102. SATELLITE NEWS	1166458
103. ISIR	2204068
104. THE INTERNATIONAL SPACE INDUSTRY REPORT	2194463
105. LAUNCHSPACE	2100340
106. LAUNCHSPACE	2059206
107. LAUNCHSPACE	2059205
108. ELECTRONIC CLAIMS PROCESSING REPORT	1907974
109. WIRELESS INSIDER	75/791738
110. C41 NEWS	1901700
111. CARD NEWS	1813655
112. VIDEO MARKETING	1316908
113. E&PNET	75/869,305
114. HART'S E&P	75/843,757
115. GAS/LPG MARKETS	2,252,190
116. ENERGY MARKETS	2,219,794
117. OIL AND GAS FINANCE SOURCEBOOK	2,158,211
118. FUEL TECHNOLOGY AND MANAGEMENT	2,082,643
119. GAS SHOW	2,016,584
120. REFINING ECONOMICS REPORT	1,953,824
121. WHO'S WHO IN PIPELINING	1,869,056
122. OIL AND GAS INVESTOR	1,861,771
123. HART PETROLEUM DIRECTORY GULF STATES EDITION	1,932,456

**EXHIBIT A****Recordation of Assignment of Trademark  
Registrations and Pending Applications****From:****PHILLIPS INTERNATIONAL, INC. ("PII"),****To:****PHILLIPS MANAGEMENT GROUP, LLC****("PMG")**

Mark	Serial No./ Registration No.
124. HART ROCKY MOUNTAIN PETROLEUM DIRECTORY	1,909,949
125. THE PETROLEUM ENGINEER	645,778
126. INTERNATIONAL FUEL QUALITY CENTER	75/906,179
127. THE LARK LETTER	76/069384
128. IPIQ	76/055777
129. AVIATION	75/918619
130. INVESTOR'S WORLD	75/912719
131. DON FISHBACK'S STOCK MARKET INDEX MARKET ALERT	75/897990
132. FEELING ALIVE	75/869306
133. HEALTH & HEALING	2127412
134. ALTERNATIVES	1873837
135. AMERICAN SENTINEL	1204531
136. REAL ESTATE INTELLIGENCE REPORT	1167275
137. INTELLIGENCE REPORT	75/747280
138. FORECASTS & STRATEGIES	75/747279
139. TECHNOLOGY INVESTING	75/747226
140. THE RETIREMENT LETTER	75/747210
141. TECHNOLOGY INVESTING	75/624989
142. INVESTORONE	75/612860
143. EFLASH	75/459611
144. MY PI	75/458577
145. WISDOM RECOMMENDED	2284462
146. GARZARELLI OUTLOOK	2111761
147. HEALTH WISDOM FOR WOMEN	2085633
148. LOVE OF ANIMALS	2059917
149. NATURALLY WELL	1988509
150. SECURITY INDUSTRY BUYERS GUIDE	2013380
151. HEARTSENSE	2011168
152. BUSINESS BREAKTHROUGHS	1959967
153. JOHN DESSAUER'S INVESTOR'S WORLD	1873792
154. WELLNESS TODAY	1764443
155. HEALTH & HEALING	1679079
156. PROFITABLE INVESTING	1635165
157. INTELLIGENCE REPORT	1571827
158. PPI	1382264

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**From:**

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**To:**

**PHILLIPS MANAGEMENT GROUP, LLC  
("PMG")**

Mark	Serial No./ Registration No.
159. CARDIAC ALERT	1252878
160. FORECASTS & STRATEGIES (AND DESIGN)	1198671
161. ENERGY MARKETS	2219794
162. LUBRICANTS WORLD	1699042
163. VIDEO MARKETING	1316908



## ASSIGNMENT OF ASSETS AND LIABILITIES

**THIS ASSIGNMENT OF ASSETS AND LIABILITIES** ("Assignment") is made and entered into as of August 1, 2000 (the "Effective Date"), by and between **PHILLIPS INTERNATIONAL, INC.**, a Maryland corporation ("PII") and **PHILLIPS MANAGEMENT GROUP, LLC**, a Maryland limited liability company ("PMG").

### RECITALS:

**WHEREAS**, PII, PBI, Phillips Business Information, Inc., a Maryland Corporation ("PBI"), Phillips Publishing, Inc., a Maryland corporation ("PPI"), and other United States subsidiaries of PPI and PBI, Fleet National Bank (formerly known as "BankBoston, N.A." and "The First National Bank of Boston") ("Fleet"), SunTrust Bank, Central Florida, N.A. (formerly known as "Crestar Bank") ("SunTrust") and First Union National Bank of North Carolina ("First Union") (Fleet, SunTrust and First Union are hereinafter collectively referred to as "Lenders") are entering into that certain Amendment No. 4 to Credit Agreement which amends that certain Credit Agreement dated as of October 5, 1994 as previously amended by that certain Amendment No. 1 to Credit Agreement dated September 25, 1996, Amendment No. 2 to Credit Agreement dated as of February 15, 1999 and Amendment No. 3 to Credit Agreement dated as of March 29, 2000 (collectively the "Amended Credit Agreement") (the "Loan Transaction"); and

**WHEREAS**, a condition to the consummation of the credit accommodations set forth in the Amended Credit Agreement is the requirement that PII assign all of its right, title and interest in substantially all of its assets (the "Assets") to PMG, other than its shares of the issued and outstanding common stock of PBI and PPI and its membership interest in PMG; and

**WHEREAS**, PII desires to assign, transfer and convey to PMG and PMG desires to assume from PII certain Assets and liabilities (the "Liabilities") of PII under the terms and conditions set forth in this Assignment; and

**WHEREAS**, PII and PMG desires to undertake certain actions in connection with this Assignment.

**NOW, THEREFORE**, in consideration of the premises, covenants and agreements contained herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby agree as follows:

1. **Assignment.** Effective as of the Effective Date, PII hereby assigns, transfers, bargains and conveys unto PMG, all of PII's right, title and interest in and to the Assets set forth on Exhibit A attached hereto and incorporated by reference herein and the Liabilities set forth on Exhibit B attached hereto and incorporated by reference herein.

2. **Acceptance of Assignment.** Effective as of the Effective Date, PMG accepts the foregoing Assignment of all of PII's right, title and interest in and to the Assets.

3. **Assumption of Liabilities.** Effective as of the Effective Date, PMG agrees to assume and to pay, perform and discharge when due the Liabilities of PII transferred hereunder.

4. **Employees.** Effective as of the Effective Date, the employees of PII have become employees of PMG.

5. **Consents to Assignment of Assets.** PII, at its sole cost and expense, shall be solely responsible for obtaining all consents which are or may be required in connection with the assignment, transfer or conveyance of any Asset and/or Liability of PII. PII shall use its best efforts to obtain any and all consents with respect to the assignment of any Asset and/or Liability described on Exhibit A or Exhibit B, as the case may be.

5. **Condition Precedent.** The obligation of PII to effectuate this Assignment is conditioned upon the contemporaneous consummation of the transactions contemplated under the Loan Transaction. In the event the Loan Transaction is not consummated, this Assignment shall be null and void and of no force and effect.

6. **Miscellaneous.**

(a) This Agreement shall be binding upon and shall inure to the benefit of the parties hereto and their successors and assigns.

(b) This Agreement may be executed in several counterparts, each of which shall be deemed an original.

(c) This Agreement constitutes the entire understanding between the parties hereto.

(d) This Agreement shall be governed by and construed in accordance with the laws of the State of Maryland.

IN WITNESS WHEREOF, the parties hereto have set their hands and seals on the day and year first above written.

PII

PHILLIPS INTERNATIONAL, INC.

By: Laurie B. Tawney  
Name: LAURIE B. TAWNEY  
Title: VICE PRESIDENT + TREASURER

PMG

PHILLIPS MANAGEMENT GROUP, LLC.

By: Phyllis Merrill  
Name: PHYLLIS MERRILL  
Title: SECRETARY

**EXHIBIT A****ASSETS**

1. Ownership interest in Annuncio, Inc. consisting of 25,000 shares of Series D Preferred Stock.
2. Computer servers
3. Software programs and licenses to use software programs
4. Office Equipment
  - a. Furniture, including desks, chairs, tables, credenzas, book cases, lateral files, shelves, cabinets, modular units and partitions, and wall hangings
  - b. Computer hardware, including desktop PC workstations and laptops, CPUs, monitors, personal printers, network printers, accessories, and all connection hardware
  - c. Telephones, including desktop telephone handsets, speaker phones, portable phones, pagers, and any other personal communication devices assigned to/used by all current employees
  - d. Network and application servers
  - e. Other office equipment, including copiers, fax machines, multi-functional devices, shredders, projectors, document imaging equipment, mail order processing equipment, and small appliances.
5. Contracts
  - a. Lease re: 7811 Montrose Road
  - b. Lease re: Gaither Road Storage Facility
6. Notes Receivable
  - a. Promissory Note receivable from Eagle Publishing, Inc.
  - b. Promissory Note receivable from Thomas L. Phillips
  - c. Promissory Note receivable from Robert S. King (3/6/85)
  - d. Promissory Note receivable from Robert S. King (YHI Stock)
7. All Insurance Policies
8. All trademarks, including those set forth in Attachment A, and all internet domain names, including those set forth in Attachment B

9. U.S. Postal Service permit numbers 5239, 6407, 5474 and 839
10. Automobile Leases

G:\LAWYERS\126\AGMTS\Phillips\Exhibit A-Assets.wpd

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<b>118. FUEL TECHNOLOGY AND MANAGEMENT</b>	2,082,643
<b>119. GAS SHOW</b>	2,016,584
<b>120. REFINING ECONOMICS REPORT</b>	1,953,824
<b>121. WHO'S WHO IN PIPELINING</b>	1,869,056
<b>122. OIL AND GAS INVESTOR</b>	1,861,771
<b>123. HART PETROLEUM DIRECTORY GULF STATES EDITION</b>	1,932,456

**EXHIBIT A**

***Recordation of Assignment of Trademark  
Registrations and Pending Applications***

***From:***

***PHILLIPS INTERNATIONAL, INC. ("PII"),***

***To:***

***PHILLIPS MANAGEMENT GROUP, LLC***

***("PMG")***

<b>Mark</b>	<b>Serial No./ Registration No.</b>
124. HART ROCKY MOUNTAIN PETROLEUM DIRECTORY	1,909,949
125. THE PETROLEUM ENGINEER	645,778
126. INTERNATIONAL FUEL QUALITY CENTER	75/906,179
127. THE LARK LETTER	76/069384
128. IPIQ	76/055777
129. AVIATION	75/918619
130. INVESTOR'S WORLD	75/912719
131. DON FISHBACK'S STOCK MARKET INDEX MARKET ALERT	75/897990
132. FEELING ALIVE	75/869306
133. HEALTH & HEALING	2127412
134. ALTERNATIVES	1873837
135. AMERICAN SENTINEL	1204531
136. REAL ESTATE INTELLIGENCE REPORT	1167275
137. INTELLIGENCE REPORT	75/747280
138. FORECASTS & STRATEGIES	75/747279
139. TECHNOLOGY INVESTING	75/747226
140. THE RETIREMENT LETTER	75/747210
141. TECHNOLOGY INVESTING	75/624989
142. INVESTORONE	75/612860
143. EFLASH	75/459611
144. MY PI	75/458577
145. WISDOM RECOMMENDED	2284462
146. GARZARELLI OUTLOOK	2111761
147. HEALTH WISDOM FOR WOMEN	2085633
148. LOVE OF ANIMALS	2059917
149. NATURALLY WELL	1988509
150. SECURITY INDUSTRY BUYERS GUIDE	2013380
151. HEARTSENSE	2011168
152. BUSINESS BREAKTHROUGHS	1959967
153. JOHN DESSAUER'S INVESTOR'S WORLD	1873792
154. WELLNESS TODAY	1764443
155. HEALTH & HEALING	1679079
156. PROFITABLE INVESTING	1635165
157. INTELLIGENCE REPORT	1571827
158. PPI	1382264

**EXHIBIT A**

***Recordation of Assignment of Trademark  
Registrations and Pending Applications***

**From:**

**PHILLIPS INTERNATIONAL, INC. ("PII"),**

**To:**

**PHILLIPS MANAGEMENT GROUP, LLC  
("PMG")**

Mark	Serial No./ Registration No.
159. CARDIAC ALERT	1252878
160. FORECASTS & STRATEGIES (AND DESIGN)	1198671
161. ENERGY MARKETS	2219794
162. LUBRICANTS WORLD	1699042
163. VIDEO MARKETING	1316908