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July 31, 2001

Via Telefax – (703) 306-5995

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
App. No. 75/079,466, YELLOW BOOK in Class 35
Docket No.: 3870036/2

Sir:

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

1. Conveying party:
Yellow Book USA, L.P.
a Delaware Limited Partnership
100 North Centre Avenue
Rockville Centre, NY 11570
2. Receiving party:
Tadworth Corporation
a Delaware Corporation
100 North Centre Avenue
Rockville Centre, NY 11570



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

3. Nature of Conveyance: Nunc Pro Tunc Assignment
 Effective Date: August 31, 1999
4. a) Trademark Application Number: 75/079466
 b) Trademark Registration Number: N/A
5. Correspondent Name and Address:
 Alexandra Nicholson, Esq.
 Davis Wright Tremaine L.L.P.
 1740 Broadway, 25th Floor
 New York, NY 10019
 Tel.: 212 489-8230
6. Number of Properties (total): 1
7. Total Fee: \$40
 Authorized to be charged to deposit account.
8. Deposit Account No.: 040258

Please charge our deposit account No. 040258 the sum of \$40.00 to cover the fee for Recordal of Assignment of one (1) trademark. Please charge any deficiency or credit any overcharge to said Deposit Account.

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.

Sincerely,



Alexandra Nicholson

July 31, 2001

CERTIFICATE OF FACSIMILE TRANSMISSION

Facsimile Number: (703) 306-5995 - Assignment Branch

I certify that this correspondence is being sent by facsimile transmission via the above facsimile number to: Hon. Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231, on the date indicated below.

Signature:



Phyllis Schoenberg

Transmission Date: July 31, 2001

NUNC PRO TUNC TRADEMARK ASSIGNMENT

This Assignment is made *nunc pro tunc* as of August 31, 1999.

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"), has adopted and is using the service mark YELLOW BOOK (the "Mark"), and is the owner pending application Serial No. 75/079466 in International Class 35, filed March 27, 1996 (the "Application"), and all associated good will; 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 11570 ("Assignee"), is desirous of acquiring all right, title and interest in and to the Mark and the Application, together with the goodwill of the business symbolized by and associated with the Mark and the Application, 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 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 Mark and the Application, together with the goodwill of the business symbolized by and associated with such Mark and the Application, 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: *Paul Rouse*
TREASURER

State of New York)
County of New York) ss.

On this 26 day of July, 2001, before me, personally appeared Paul Rouse, personally known to me or proved to me on the basis of satisfactory evidence to be the person who executed the within instrument as Treasurer on behalf of VS &A Yellow Book Inc and acknowledged to me that the corporation executed it.

Witness my hand and official seal.

Joanne Lastra
Notary Public

JOANNE LASTRA
Notary Public, State of New York
No. 01LA6022767
Qualified in Nassau County
Commission Expires April 5, 20 03

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