

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



02-11-2002

U.S. Patent & TMOtc/TM Mail Ropt Dt. #58

02-21-2002



101989173

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 2-11-02
- 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 Effective Date
Month Day Year
12 31 97
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year
11 11 97

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership
- Corporation Association
- Other

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.)

Citizenship/State of Incorporation/Organization

02/20/2002
01 FC:481

BYRNE 00000070 190004 1911366
40.00 CH

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

TRADEMARK
REEL: 002447 FRAME: 0084

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

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

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

#

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).

Trademark Application Number(s)

Registration Number(s)

1911386

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

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:

#

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.

Eric E. Gisolfi

Name of Person Signing

Signature

February 6, 2002

Date Signed

SY-486

State of Minnesota

5:50

SECRETARY OF STATE

Certificate of Merger

I, Joan Anderson Grove, Secretary of State of Minnesota, certify that: the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate; and the qualification of any non-surviving entity to do business in Minnesota is terminated on the effective date of this merger.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A

State of Formation and Names of Merging Entities:

- DE: PHILADELPHIA BUSINESS JOURNAL, INC.**
- DE: PITTSBURGH BUSINESS TIMES, INC.**
- DE: SACRAMENTO BUSINESS JOURNAL, INC.**
- MN: CITYBUSINESS/USA, INC.**

State of Formation and Name of Surviving Entity:

MN: CITYBUSINESS/USA, INC.

Effective Date of Merger: December 31, 1997

Name of Surviving Entity After Effective Date of Merger:

CITYBUSINESS/USA, INC.

This Certificate has been issued on: December 15, 1997



Joan Anderson Grove
Secretary of State.

54-486

ARTICLES OF MERGER
OF
PHILADELPHIA BUSINESS JOURNAL, INC.
PITTSBURGH BUSINESS TIMES, INC.
AND
SACRAMENTO BUSINESS JOURNAL, INC.
INTO
CITYBUSINESS/USA, INC.

Pursuant to Section 302A.651 of the Minnesota Statutes, the undersigned corporations execute the following articles of merger:

FIRST: The names of the corporations participating in the merger and the States under the laws of which they are respectively organized is as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
Philadelphia Business Journal, Inc.	Delaware
Pittsburgh Business Times, Inc.	Delaware
Sacramento Business Journal, Inc.	Delaware
CityBusiness/USA, Inc.	Minnesota

SECOND: The name of the surviving corporation is City-Business/USA, Inc.

THIRD: The following plan of merger was approved by the affirmative vote of a majority of the directors present at a meeting of the board of each constituent corporation:

SEE EXHIBIT A

FOURTH: This merger is permitted by the laws of the State of Delaware, the jurisdiction under which Philadelphia Business

061796

5051

Journal, Inc., Pittsburgh Business Times, Inc., and Sacramento Business Journal, Inc. are organized and the plan of merger was adopted and approved by such corporations pursuant to and in accordance with the laws of that jurisdiction.

FIFTH: The plan of merger was approved by CityBusiness/USA, Inc. in accordance with Chapter 302A of the Minnesota Statutes.

SIXTH: It is agreed that, upon and after the issuance of a Certificate of Merger by the Secretary of State of Minnesota, the Secretary of State of Minnesota shall be and hereby is irrevocably appointed as agent of the surviving corporation to accept service of process in any such proceeding and; the address to which process may be forwarded is Ralph P. Huber, Esq. c/o Sabin, Bermant & Gould LLP, 350 Madison Avenue, New York, NY 10017, until the surviving corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose.

SEVENTH: The Certificate of Merger shall be effective on December 31st, 1997.

Dated this 11th day of November, 1997.

5052

PHILADELPHIA BUSINESS JOURNAL, INC.

By: Ray Shaw
Ray Shaw
President

By: Whitney R. Shaw
Whitney R. Shaw
Secretary

PITTSBURGH BUSINESS TIMES, INC.

By: Ray Shaw
Ray Shaw
President

By: Whitney R. Shaw
Whitney R. Shaw
Secretary

SACRAMENTO BUSINESS JOURNAL, INC.

By: Ray Shaw
Ray Shaw
President

By: Whitney R. Shaw
Whitney R. Shaw
Secretary

CITYBUSINESS/USA, INC.

By: Ray Shaw
Ray Shaw
President

By: Whitney R. Shaw
Whitney R. Shaw
Secretary

6314

5053

EXHIBIT A

5054

PLAN AND AGREEMENT OF MERGER

This Plan and Agreement of Merger is entered into this 11th day of November, 1997, pursuant to Section 302A.651 of the Minnesota Statutes by and between the following:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Philadelphia Business Journal, Inc.	Delaware
Pittsburgh Business Times, Inc.	Delaware
Sacramento Business Journal, Inc.	Delaware
CityBusiness/USA, Inc.	Minnesota

WHEREAS, the respective Boards of Directors of said corporations deem it advisable and in the best interests of the corporations that they merge and such Boards of Directors have approved, recommended and submitted to a vote of shareholders the terms of the merger pursuant to Statements of Unanimous Consent dated November 11, 1997;

NOW, THEREFORE, in consideration of the premises and the mutual agreements, provisions, covenants and grants contained herein, it is hereby agreed by and between the parties hereto as follows:

1. Merger. As of the effective date of the merger defined herein, the following corporations

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Philadelphia Business Journal, Inc.	Delaware
Pittsburgh Business Times, Inc.	Delaware
Sacramento Business Journal, Inc.	Delaware

shall merge with and into CityBusiness/USA, Inc., a Minnesota corporation, which shall be the survivor as a single corporation (to be hereinafter sometimes referred to as the "Surviving Corporation"), and the separate corporate existence of the other corporations shall cease. The name of the Surviving Corporation after the merger shall be CityBusiness/USA, Inc.

1.01 The Articles of Incorporation of CityBusiness/USA, Inc., a Minnesota corporation, shall be the Articles of Incorporation of the Surviving Corporation, until duly changed or amended.

1.02 The By-Laws of CityBusiness/USA, Inc., a Minnesota corporation, shall be the By-Laws of the Surviving Corporation, until duly changed or amended.

1.03 The directors and officers of CityBusiness/USA Inc., a Minnesota corporation, immediately prior to the merger, shall be the directors and officers of the Surviving Corporation, until their successors are duly elected and qualified.

5055

2. Effective Date. The merger shall be effective on December 31, 1997 upon filing of the Articles of Merger with the Secretaries of State of Minnesota and Delaware.

3. Cancellation of Shares. Since all of the issued and outstanding shares of CityBusiness/ USA, Inc., the Surviving Corporation, and all of the issued and outstanding shares of the corporations to be merged are owned by American City Business Journals, Inc., a Delaware corporation, on the effective date of the merger all of the issued and outstanding shares of

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Philadelphia Business Journal, Inc.	Delaware
Pittsburgh Business Times Inc.	Delaware
Sacramento Business Journal, Inc.	Delaware

the merging corporations, shall be cancelled and no shares of the Surviving Corporation shall be issued in exchange therefor.

4. Transfer of Rights and Interests. Upon the consummation of the merger described herein, all and singular rights, privileges, powers and franchises of each of said corporations, and all property, real and mixed, and all debts due on whatever account, as well as all other things in action or belonging to each of such corporations, shall be vested in the Surviving Corporation; all property rights, privileges, powers and franchises, and all and every other interest of the corporations shall thereafter be the property of the Surviving Corporation as they were of the several and respective corporations; and the title to any real estate, whether by deed or otherwise, vested in the corporations shall not revert or be in any way impaired by reason of said merger; provided, however, that all rights of creditors and all liens upon any property of the parties hereto shall be preserved unimpaired, and all debts, liabilities and duties of the parties hereto shall henceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if the debts, liabilities and duties had been incurred or contracted by it.

If at any time the Surviving Corporation shall deem or be advised that any further assignments, assurances in the law or things are necessary or desirable to vest in it, according to the terms hereof, the title to any property of the merging corporations, said merging corporations' proper officers and directors shall and will execute and do all such proper assignments, assurances in the law and things necessary or proper to vest title to such property in the Surviving Corporation and otherwise to carry out the purposes of this Agreement.

5. Amendment and Termination. At any time and from time to time, the provisions of this Plan and Agreement of Merger may be amended, altered or repealed and other provisions authorized by the state laws of Minnesota and Delaware may be added or inserted in the manner at the time prescribed by such statutes, and all rights at any time conferred upon the stockholders of the Surviving

Corporation by this Plan and Agreement of Merger are granted subject to the provisions of this Section 5. At any time prior to the filing of the Articles of Merger with the Secretary of State of Minnesota, the Agreement may be terminated by the Board of Directors of any constituent corporation.

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

DEC 15 1997

Paul Anderson Howe
Secretary of State