

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Rand McNally & Company		12/06/2007	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	RM Acquisition, LLC
Street Address:	8255 N. Central Park Avenue
City:	Skokie
State/Country:	ILLINOIS
Postal Code:	60076
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 47

Property Type	Number	Word Mark
Serial Number:	78822114	ALWAYS GETS YOU THERE
Registration Number:	1927088	BACKSEAT BOOKS
Serial Number:	77010612	BEST OF THE ROAD
Registration Number:	1419156	CHAMPION
Registration Number:	1090865	
Registration Number:	2283170	
Registration Number:	1436409	DIST-O-MAP
Registration Number:	1880588	EASYFINDER
Serial Number:	77104491	FABMAP
Registration Number:	2100090	FUNFINDER
Registration Number:	3162429	GET AROUND
Registration Number:	2368142	INTELLIROUTE
Registration Number:	2736872	INTELLIROUTE
Registration Number:	1507078	KEEPING TRAVELERS UP-TO-DATE

OP \$1190.00 78822114

Registration Number:	1723661	MAP
Registration Number:	1380168	MILEMAKER
Registration Number:	2243264	MM MILEMAKER
Registration Number:	1824264	MILEMAKER PC
Registration Number:	1361815	MILESTONES
Registration Number:	2198703	MILLENNIUM
Registration Number:	2421828	
Registration Number:	3279617	MY SCHOOL & NEIGHBORHOOD
Serial Number:	78832543	MY SCHOOL & NEIGHBORHOOD
Registration Number:	2346803	NOTEBOOK
Registration Number:	2306229	PEOPLE, SPACES & PLACES
Registration Number:	1387417	RAND MCNALLY
Registration Number:	0734948	RAND MCNALLY
Serial Number:	78925850	RAND MCNALLY CLASSROOM
Registration Number:	3110052	RAND MCNALLY GEOGRAPHY BASEBALL
Registration Number:	3201306	RIDE ATLAS OF NORTH AMERICA
Registration Number:	2743657	ROAD EXPLORERS
Registration Number:	2311707	ROADSENSE
Registration Number:	2020723	STICKER PASSPORT
Registration Number:	1248937	STREET FINDER
Registration Number:	2088115	STREETFINDER
Serial Number:	77198026	STREETFINDER WIRELESS
Registration Number:	2233707	TAKE YOUR WORLD FOR A SPIN
Registration Number:	1809093	THE THOMAS GUIDE
Registration Number:	2520534	THE THOMAS GUIDE DIGITALEDITION
Registration Number:	1984986	THOMAS BROS. MAPS
Registration Number:	1694336	THOMAS BROS. MAPS
Registration Number:	1955683	
Registration Number:	2338907	TRIPMAKER
Registration Number:	2030573	TRIPMAKER
Registration Number:	2160806	TRIP TRACKER
Registration Number:	2082362	TROUVETOUT
Registration Number:	2470278	TRUETRACK

CORRESPONDENCE DATA

TRADEMARK
REEL: 003766 FRAME: 0704

Fax Number: (212)837-6269
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 212 837-6550
Email: kuhn@hugheshubbard.com
Correspondent Name: Perla M. Kuhn
Address Line 1: Hughes Hubbard & Reed LLP
Address Line 2: One Battery Park Plaza
Address Line 4: NEW YORK, NEW YORK 10004-1482

ATTORNEY DOCKET NUMBER:	30265.0012 PMK/ESP
NAME OF SUBMITTER:	Perla M. Kuhn
Signature:	/Perla M. Kuhn/
Date:	04/25/2008

Total Attachments: 8

source=Executed TM Assignment1_1#page1.tif
source=Executed TM Assignment1_1#page2.tif
source=Executed TM Assignment1_1#page3.tif
source=Executed TM Assignment1_1#page4.tif
source=Executed TM Assignment1_1#page5.tif
source=Executed TM Assignment1_1#page6.tif
source=Executed TM Assignment1_1#page7.tif
source=Executed TM Assignment1_1#page8.tif

TRADEMARK ASSIGNMENT

This Trademark Assignment dated as of December 6, 2007 (this "**Assignment**"), is made by Rand McNally & Company, a Delaware corporation ("**Assignor**"), in favor of RM Acquisition, LLC, a Delaware limited liability company ("**Assignee**"). Capitalized terms used and not otherwise defined herein shall have the meanings assigned to such terms in the Purchase Agreement (as defined below).

WHEREAS, Assignee, Assignor, and John C. Wheeler, as Lenders' Representative, have entered into that certain Asset Purchase Agreement (the "**Purchase Agreement**"), pursuant to which Assignor has agreed to sell, convey, assign and transfer to Assignee all of its right, title and interest in and to the Seller IP including, without limitation, the Marks listed on Schedule A hereto (the "**Assigned Marks**"); and

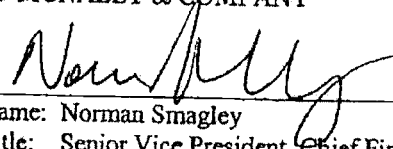
WHEREAS, said parties are desirous of transferring all right, title and interest in and to the Assigned Marks from Assignor to Assignee.

NOW, THEREFORE, in consideration of and in exchanges for the sum of One Dollar (\$1.00) to it in hand paid by Assignee, and other good and valuable consideration paid by the Assignee to the Assignor, the receipt and sufficiency of which are hereby acknowledged, the Assignor hereby assigns, transfers and conveys to the Assignee, its successors, assigns and other legal representatives, the entire right, title and interest in the United States and throughout the world, in and to each of the Assigned Marks and the registrations thereof and applications to register the same, together with the goodwill of the business in connection with which the Assigned Marks are used or proposed to be used, and further including all claims for damages by reason of past, present and future infringement of the Assigned Marks, with the right to sue for, and collect the same for Assignee's own use and benefit.

IN WITNESS WHEREOF, Assignor has caused these presents to be executed by its duly authorized officer as of the date hereof.


RAND McNALLY & COMPANY

By:


Name: Norman Smagley
Title: Senior Vice President, Chief Financial
Officer and Secretary

STATE OF Illinois)
) :SS.:
COUNTY OF Cook)

On this 6 day of December, 2007 before me personally came Norman Smagley to me known to be the person who signed the foregoing instrument and who being duly sworn by me did depose and state that he is a representative of Rand McNally & Company; he signed the instrument in the name of Rand McNally & Company; and he had the authority to sign the instrument on behalf of Rand McNally & Company.


Notary Public (WAL. S.P.A.)
MONICA E. SCHWARTZ
NOTARY PUBLIC STATE OF ILLINOIS
COMMISSION EXPIRES 10/10/2009

[Trademark Assignment Signature Page]

SCHEDULE A

Trademark	Application Number	Application Date	Registration Number	Registration Date	Comments
ALLMAPS & Design (Canada)	0544655	6/24/85	321,121	11/28/86	
ALWAYS GETS YOU THERE (U.S.)	78/822,114	2/23/06			Awaiting Acceptance of Application.
AMERICA'S TRAVEL AUTHORITY (Canada)	765,539	10/5/94	TMA497,298	7/16/98	No longer in use. U.S. registration expired.
AMERICA'S TRAVEL AUTHORITY (Mexico)	217,231	11/9/94	481,710	12/6/94	No longer in use. U.S. registration expired.
ATTRACTION PACK (Canada)	765,537	10/5/94	TMA471,460	2/21/97	No longer in use. U.S. registration expired.
BACKSEAT BOOKS (U.S.)	74,484,319	1/31/94	1,927,088	10/17/95	
BEST OF THE ROAD (U.S.)	77/010,612	9/29/06			Awaiting Acceptance of Application.
BEST OF THE ROAD (CANADA)	1,338,107	9/29/06			Awaiting Acceptance of Application.
BEST OF THE ROAD (MEXICO)	Class 16: 842,215 Class 39: 842,216	Class 16: 3/13/07 Class 39: 3/13/07			Awaiting Acceptance of Applications.
CANADA Design	408,460	3/16/77	TMA238,190	12/14/79	
CHAMPION (U.S.)	73/570,328	11/25/85	1,419,156	12/2/86	
Design Only (Compass and Globe) (U.S.)	73,132,323	6/29/77	1,090,865	5/9/78	
Design Only (Globe Logo) (Australia)	609670	8/19/93	A609670	4/13/95	
Design Only (Globe Logo) (Canada)	688,223	8/21/91	TMA438,245	1/27/95	
Design Only (Pocket Watch) (U.S.)	75,529,699	8/3/98	2,283,170	10/5/99	No longer in use.
DIST-O-MAP (U.S.)	73/621,135	9/22/86	1,436,409	4/14/87	
DIVIDED GLOBE Design (UK)	1,157,170	7/7/81	B1,157,170	7/7/81	

60050520 (3).DOC

Trademark	Application Number	Application Date	Registration Number	Registration Date	Comments
DIVIDED GLOBE Design (CTM)	43919	4/1/96	CTM 43919	1/7/99	
EASYFINDER (U.S.)	74/482,773	1/26/94	1,880,588	2/28/95	
FABMAP (U.S.)	77/104,491	2/10/07			Awaiting Acceptance of Application.
FABMAP (CANADA)	1,359,362	8/10/07			Awaiting Acceptance of Application.
FUNFINDER (U.S.)	75/022,223	10/23/95	2,100,090	9/23/97	No longer in use.
FUNFINDER (Canada)	1,019,575	6/17/99	TMA549,438	8/7/01	No longer in use.
FUNFINDER (Canada)	816,576	6/28/96	TMA511,080	4/26/99	No longer in use.
FUNFINDER (Canada)	821,473	8/23/96	TMA506,266	1/8/99	No longer in use.
GEOTRIVIA (Canada)	776,197	2/24/95	TMA495,085	5/22/98	No longer in use. U.S. registration expired.
GET AROUND (U.S.)	78/761,295	11/28/05	3,162,429	10/24/06	
I KNOW ABOUT (Canada)	776,198	2/24/95	TMA495,070	5/22/98	No longer in use. U.S. registration expired.
INTELLIROUTE (U.S.)	75/666,222	3/23/99	2,368,142	7/18/00	
INTELLIROUTE (Design) (U.S.)	78/166,983	9/23/02	2,736,872	7/15/03	
KEEPING TRAVELERS UP-TO-DATE (U.S.)	73/682,554	9/4/87	1,507,078	10/4/88	
KEEPING TRAVELERS UP-TO-DATE (Canada)	749,722	3/16/94	TMA450,144	11/17/95	
MAP and Design (U.S.)	74/090,536	8/23/90	1,723,661	10/13/92	
MAPSHOTS (Canada)	1,088,606	1/10/01	TMA595,807	11/26/03	No longer in use. U.S. registration expired.
MAPSHOTS (Mexico)	466,322	1/16/01	700,634	5/30/01	No longer in use. U.S. registration expired.
MAPSHOTS (Gr. Britain)	2,257,644	1/11/01	2,257,644	1/11/01	No longer in use. U.S. registration expired.

60050520 (3).DOC

Trademark	Application Number	Application Date	Registration Number	Registration Date	Comments
MILEMAKER (U.S.)	490,954	7/23/84	1,380,168	1/28/86	
MILEMAKER and Design (U.S.)	75/224,556	1/13/97	2,243,264	5/4/99	
MILEMAKER PC (U.S.)	74/392,556	5/20/93	1,824,264	3/1/94	
MILESTONES (U.S.)	521,433	2/11/85	1,361,815	9/24/85	
MILLENNIUM (U.S.)	74/474,920	12/27/93	2,198,703	10/20/98	No longer in use.
MILLENNIUM (Canada)	758,176	6/27/94	TMA451,215	12/1/95	No longer in use.
MISCELLANEOUS Design (U.S.)	75/509,353	6/25/98	2,421,828	1/16/01	No longer in use.
MY SCHOOL & NEIGHBORHOOD (Design) (U.S.)	78/832,540	3/8/06	3,279,617	8/14/07	
MY SCHOOL & NEIGHBORHOOD (Design) (U.S.)	78/832,543	3/8/06			Awaiting Acceptance of Application.
NEW MILLENNIUM (Canada)	859,194	10/20/97	TMA546,394	6/8/01	No longer in use. U.S. registration expired.
NEW MILLENNIUM (Mexico)	312,268	10/27/97	607,312	4/28/99	No longer in use. U.S. registration expired.
NEW MILLENNIUM (CTM)	1,506,146	10/20/97	CTM 658,500	2/22/01	No longer in use. U.S. registration expired.
NOTEBOOK and Design (U.S.)	75,613,643	12/30/98	2,346,803	5/2/00	
NOTEBOOK and Design (Canada)	1,020,771	6/30/99	TMA558,724	3/4/02	
PEOPLE, SPACES & PLACES (U.S.)	75/632,363	2/2/99	2,306,229	1/4/00	
PEOPLE, SPACES & PLACES (Canada)	1,019,577	6/17/99	TMA549,418	8/7/01	
QUICK REFERENCE ATLAS (Canada)	787,875	7/19/95	TMA497,198	7/8/98	No longer in use. U.S. registration expired.
RAND McNALLY (U.S.)	73/557,495	9/9/85	1,387,417	3/25/86	
RAND McNALLY (Australia)	171,215	12/18/61	B171,215	12/18/61	
RAND McNALLY (Australia)	609,671	8/19/93	A609,671	8/19/93	

60050520 (3).DOC

Trademark	Application Number	Application Date	Registration Number	Registration Date	Comments
RAND McNALLY (Canada)	266,101	11/16/61	TMA130,80 4	5/3/63	
RAND McNALLY (France)	75,892	12/29/61	1,379,303	12/29/61	
RAND McNALLY (Germany)	R15 645/28	12/21/61	771,075	12/21/61	
RAND McNALLY (Israel)	87098	4/16/93	87098	4/16/93	
RAND McNALLY (Japan)	36745/61	12/28/61	610738	5/7/63	
RAND McNALLY (Mexico)	104,264	1962	110,040	6/12/62	
RAND McNALLY (UK)	1,179,736	8/5/82	B1,179,736	8/5/82	
RAND McNALLY (CTM)	43828	4/1/96	CTM 43828	2/1/99	
RAND McNALLY (Stylized Letters) (U.S.)	72/127,267	9/5/61	734,948	7/24/62	
RAND McNALLY CLASSROOM	78/925,850	7/10/06			Awaiting acceptance of Application.
RAND McNALLY GEOGRAPHY BASEBALL (U.S.)	78/342,769	12/1/03	3,110,052	6/27/06	
RIDE ATLAS OF NORTH AMERICA (U.S.)	78/804,749	2/1/06	3,201,306	1/23/07	
RIDE ATLAS OF NORTH AMERICA (CANADA)	1,310,900	7/28/06			Awaiting Acceptance of Application.
RIDE ATLAS OF NORTH AMERICA (MEXICO)	953,405	7/31/06	797,367	7/31/06	
ROAD EXPLORERS (U.S.)	76/266,016	6/1/01	2,743,657	7/29/03	
ROADMASTER (Canada)	813,189	5/22/96	TMA482,17 7	9/8/97	
ROADSENSE (U.S.)	75/616,775	1/7/99	2,311,707	1/25/00	No longer in use.
ROADSENSE (Mexico)	382,010	7/7/99	623,994	9/22/99	No longer in use.
STICKER PASSPORT (U.S.)	75/026,634	12/1/95	2,020,723	12/3/96	
STICKER PASSPORT (Canada)	804,308	2/14/96	TMA507,96 8	2/12/99	
STICKER PASSPORT (Mexico)	254,857	2/19/96	674,571	10/20/00	

60050520 (3).DOC

Trademark	Application Number	Application Date	Registration Number	Registration Date	Comments
STREETFINDER (U.S.)	73/369,808	6/15/82	1,248,937	8/23/83	
STREETFINDER (U.S.)	74/696,955	7/3/95	2,088,115	8/12/97	
STREETFINDER (Canada)	800,881	1/2/96	TMA507,955	2/12/99	
STREETFINDER (Mexico)	251,018	1/3/96	522,279	5/17/96	
STREETFINDER & Design (Canada)	618,980	11/10/88	TMA382,840	4/12/91	
STREETFINDER WIRELESS (U.S.)	77/198,026	6/15/07			Awaiting Acceptance of Application.
STREETFINDER WIRELESS (CANADA)	1,354,606	7/5/07			Awaiting Acceptance of Application.
TAKE YOUR WORLD FOR A SPIN (U.S.)	75/380,556	10/28/97	2,233,707	3/23/99	No longer in use.
TAKE YOUR WORLD FOR A SPIN (Canada)	876,596	4/28/98	TMA526,999	4/26/00	No longer in use.
TAKE YOUR WORLD FOR A SPIN (Mexico)	330,831	4/28/98	587,260	9/21/98	No longer in use.
THE THOMAS GUIDE (U.S.)	74/163,504	5/3/91	1,809,093	12/7/93	
THE THOMAS GUIDE DIGITAL EDITION (U.S.)	75/509,355	6/25/98	2,520,534	12/18/01	No longer in use.
THOMAS BROS. MAPS (U.S.)	74/534,726	6/7/94	1,984,986	7/9/96	
THOMAS BROS. MAPS (U.S.)	74/163,503	5/3/91	1,694,336	6/16/92	
TRIANGLE Design (U.S.)	74/534,647	6/7/94	1,955,683	2/13/96	
TRIPMAKER (U.S.)	75/008,985	10/20/95	2,338,907	4/4/00	
TRIPMAKER (U.S.)	74/512,050	4/6/94	2,030,573	1/14/97	No longer in use.
TRIPMAKER (Canada)	765,538	10/5/94	TMA496,382	6/18/98	No longer in use.
TRIPMAKER (Mexico)	214,990	10/5/94	523,542	6/12/96	No longer in use.
TRIPMAKER (UK)	1,585,851	9/23/94	1,585,851	4/6/94	No longer in use.
TRIPPACK (Canada)	765,536	10/5/94	TMA481,57	8/26/97	No longer in use. U.S.

60050520 (3).DOC

Trademark	Application Number	Application Date	Registration Number	Registration Date	Comments
			6		Registration expired.
TRIPTRACKER (U.S.)	75/056,238	2/12/96	2,160,806	5/26/98	No longer in use.
TRIPTRACKER (Canada)	817,560	7/10/96	TMA507,94 7	2/12/99	No longer in use.
TROUVETOUT (U.S.)	75/035,748	12/22/95	2,082,362	7/22/97	
TROUVETOUT (Canada)	791,055	8/25/95	TMA470,18 8	1/30/97	
TRUETRACK (U.S.)	75/666,221	3/23/99	2,470,278	7/17/01	

UNREGISTERED/UNFILED TRADEMARKS

INCREDIBLE EDIBLE GEOGRAPHY
PAGEFINDER
OPENING CLASSROOMS TO THE WORLD
STREETGUIDE
PERLY'S

60050520 (3).DOC