

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Reorganization		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Local Insight Media Holdings, Inc.		11/03/2011	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Berry Agency LLC		
Street Address:	160 Inverness Drive West		
City:	Englewood		
State/Country:	COLORADO		
Postal Code:	80112		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	3805367	MOBILE MINI	
Registration Number:	3808653	YOUR LOCAL LEADS EXPERT	
CORRESPONDENCE DATA			
Fax Number:			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	303-473-2703		
Email:	docket@hollandhart.com		
Correspondent Name:	Tracy B. Gray		
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ATTORNEY DOCKET NUMBER:	78346.0001		
NAME OF SUBMITTER:	Tracy B. Gray, attorney of record		
Signature:	/Tracy B. Gray/		

OP \$65.00 3805367

TRADEMARK

Date:

06/28/2012

Total Attachments: 7

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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
LOCAL INSIGHT MEDIA HOLDINGS, INC., <u>et al.</u> , ¹)	Case No. 10-13677 (KG)
Debtors.)	Jointly Administered

**AMENDED JOINT CHAPTER 11 PLAN OF
LOCAL INSIGHT MEDIA HOLDINGS, INC., ET AL.**

Dated: September 20, 2011

¹ The Debtors, together with the last four digits of each of the Debtors' federal tax identification number (if applicable), are: Local Insight Media Holdings, Inc. (2696); Local Insight Media Holdings II, Inc. (8133); Local Insight Media Holdings III, Inc. (8134); LIM Finance Holdings, Inc. (8135); LIM Finance, Inc. (8136); LIM Finance II, Inc. (5380); Local Insight Regatta Holdings, Inc. (6735); The Berry Company LLC (7899); Local Insight Listing Management, Inc. (7524); Regatta Investor Holdings, Inc. (8137); Regatta Investor Holdings II, Inc. (8138); Regatta Investor LLC; Regatta Split-off I LLC; Regatta Split-off II LLC; Regatta Split-off III LLC; Regatta Holding I, L.P.; Regatta Holding II, L.P.; and Regatta Holding III, L.P. For the purpose of these chapter 11 cases, the service address for the Debtors is: 160 Inverness Drive West, Suite 400, Englewood, CO 80112.



contractual, legal, or equitable subordination relating thereto. In particular, and without limiting the foregoing, the subordination of Regatta Subordinated Notes Claims to Regatta Credit Facility Claims under the Plan conforms to and implements the subordination and turn-over rights set forth in Article XII of the Regatta Subordinated Notes Indenture, and such rights shall be recognized in and implemented by the Plan.

4.5 Vesting of Assets in the Reorganized Debtors

Except as otherwise provided herein or in any agreement, instrument, or other document incorporated in the Plan, on the Effective Date, all property in each Estate, all Causes of Action, and any property acquired by any of the Debtors pursuant to the Plan shall vest in each respective Reorganized Debtor, free and clear of all Liens, Claims, charges, or other encumbrances. On and after the Effective Date, except as otherwise provided in the Plan, each Reorganized Debtor may operate its business and may use, acquire, or dispose of property and compromise or settle any Claims, Interests, or Causes of Action without supervision or approval by the Bankruptcy Court and free of any restrictions of the Bankruptcy Code or Bankruptcy Rules. Local Insight Media Holdings, Inc. will transfer all property, licenses, and intellectual property rights selected by Local Insight Regatta Holdings, Inc. to either Reorganized Regatta or The Berry Company LLC without compensation. In addition, Reorganized Regatta may cause Berry to transfer licenses and intellectual property rights to Reorganized Regatta without compensation.

4.6 Cancellation of Notes, Instruments, Certificates, and Other Documents

On the Effective Date, except to the extent otherwise provided herein with respect to, among other things, the DIP Facility Credit Agreement, all notes, instruments, Certificates, and other documents evidencing Claims or Interests shall be cancelled and the obligations of the Debtors or Reorganized Debtors and the non-Debtor Affiliates thereunder or in any way related thereto shall be discharged; provided, however, that notwithstanding Confirmation or the occurrence of the Effective Date, any indenture or agreement that governs the rights of the holder of a Claim shall continue in effect solely for purposes of (a) allowing holders to receive distributions under the Plan and (b) allowing and preserving the rights of the DIP Facility Administrative Agent, the Regatta Credit Facility Administrative Agent, and the Servicer under the LIM Finance II Term Loan Facility, as applicable, to make distributions on account of Claims as provided in ARTICLE VI.

4.7 Issuance of New Securities; Execution of Plan Documents; Private Company

On the Effective Date, or as soon as practicable thereafter, the Reorganized Debtors shall issue all Securities, notes, instruments, Certificates, and other documents required to be issued pursuant to the Plan. On the Effective Date, Reorganized Regatta will be a private company. As a result, Reorganized Regatta will not list the Reorganized Regatta Common Stock on a national securities exchange.

4.8 Corporate Action

Each of the matters provided for by the Plan involving the corporate structure of the Debtors or corporate or related actions to be taken by or required of the Reorganized Debtors, whether taken prior to or as of the Effective Date, shall be authorized without the need for any further corporate action or without any further action by the Debtors or the Reorganized Debtors, as applicable. Such actions may include: (a) the adoption and filing of the Reorganized Regatta Charter and Reorganized Regatta Bylaws; (b) the appointment of the New Regatta Board; (c) the adoption and implementation of the Management Equity Incentive Program; (d) the authorization, issuance, and distribution of Reorganized Regatta Common Stock and other Securities to be authorized, issued, and distributed pursuant to the Plan; and (e) the consummation and implementation of the First Lien Exit Facility.

4.9 First Lien Exit Facility

On the Effective Date, the Reorganized Debtors will enter into the First Lien Exit Facility without any further notice to or action, order, or approval of the Bankruptcy Court. Subject to the terms of the First Lien Exit Facility, the Reorganized Debtors will fully utilize the proceeds from the First Lien Exit Facility to fund distributions under the Plan on account of Allowed DIP Facility Claims, Allowed Administrative Claims, and Allowed Class 6 Claims to the extent provided herein, and to fund the Reorganized Debtors' business operations.

Dated: September 20, 2011

LOCAL INSIGHT MEDIA HOLDINGS, INC.
on behalf of itself and all other Debtors

/s/ Scott Brubaker

Scott Brubaker
Interim President, Chief Executive Officer, and Chief
Restructuring Officer

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
LOCAL INSIGHT MEDIA HOLDINGS, INC., <i>et al.</i> ¹)	Case No. 10-13677 (KG)
)	
Debtors.)	Jointly Administered
)	Re: Docket No. 910

ORDER CONFIRMING THE AMENDED JOINT CHAPTER 11 PLAN OF
LOCAL INSIGHT MEDIA HOLDINGS, INC., ET AL.

The above-captioned debtors and debtors in possession (collectively, the "Debtors")
having:²

- a. commenced, on November 17, 2010 (the "Petition Date"), these chapter 11 cases (collectively, the "Chapter 11 Cases") by filing voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code");
- b. operated their businesses and managed their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code during the Chapter 11 Cases;
- c. filed, on August 13, 2011, the *Joint Chapter 11 Plan of Local Insight Media Holdings, Inc., et al.* [Docket No. 776] (the "Plan") and the *Disclosure Statement for the Joint Chapter 11 Plan of Local Insight Media Holdings, Inc., et al.*

¹ The Debtors, together with the last four digits of each of the Debtors' federal tax identification number (if applicable), are: Local Insight Media Holdings, Inc. (2696); Local Insight Media Holdings II, Inc. (8133); Local Insight Media Holdings III, Inc. (8134); LIM Finance Holdings, Inc. (8135); LIM Finance, Inc. (8136); LIM Finance II, Inc. (5380); Local Insight Regatta Holdings, Inc. (6735); The Berry Company LLC (7899); Local Insight Listing Management, Inc. (7524); Regatta Investor Holdings, Inc. (8137); Regatta Investor Holdings II, Inc. (8138); Regatta Investor LLC; Regatta Split-off I LLC; Regatta Split-off II LLC; Regatta Split-off III LLC; Regatta Holding I, L.P.; Regatta Holding II, L.P.; and Regatta Holding III, L.P. For the purpose of these chapter 11 cases, the service address for the Debtors is: 160 Inverness Drive West, Suite 400, Englewood, CO 80112.

² All capitalized terms used but not defined herein have the meanings set forth in the Plan, Disclosure Statement, or Disclosure Statement Order, as applicable (each as defined herein).



served in such capacity from and after the Petition Date and (b) honor, in the ordinary course of business, Claims of employees employed as of the Effective Date for accrued vacation time arising prior to the Petition Date and not otherwise paid pursuant to a Court order. Notwithstanding the foregoing, pursuant to section 1129(a)(13) of the Bankruptcy Code, from and after the Effective Date, all retiree benefits (as that term is defined in section 1114 of the Bankruptcy Code), if any, shall continue to be paid in accordance with applicable law. For the avoidance of doubt, the Debtors' obligations under the KEIP will be assumed by Reorganized Regatta from and after the Effective Date.

T. Management Equity Incentive Program.

87. On or following the Effective Date, the New Regatta Board shall adopt and implement the Management Equity Incentive Program. Ten percent of the Reorganized Regatta Common Stock shall be reserved for the Management Equity Incentive Program.

U. Vesting of Assets in the Reorganized Debtors.

88. Except as otherwise provided in the Plan, this Order, or in any agreement, instrument, or other document incorporated in the Plan, on the Effective Date, all property in each Estate, all Causes of Action, and any property acquired or divested by any of the Debtors pursuant to the Plan (all of which transfers are hereby approved and, if previously approved by the Court, are reaffirmed), shall vest in each respective Reorganized Debtor, free and clear of all Liens, Claims, charges, or other encumbrances. On and after the Effective Date, except as otherwise provided in the Plan, each Reorganized Debtor may operate its business and may use, acquire, or dispose of property and compromise or settle any Claims, Interests, or Causes of Action without supervision, or approval, by the Court and free of any restrictions of the Bankruptcy Code or Bankruptcy Rules. Local Insight Media Holdings, Inc. will transfer all property, licenses, and intellectual property rights selected by Local Insight Regatta Holdings,

Inc. to either Reorganized Regatta or The Berry Company LLC without further compensation. In addition, Reorganized Regatta may cause Berry to transfer licenses and intellectual property rights to Reorganized Regatta without further compensation.

V. Effectuating Documents; Further Transactions.

89. On and after the Effective Date, the Reorganized Debtors, and the officers and members of the boards of directors thereof, are authorized to and may issue, execute, deliver, file, or record such contracts, Securities, instruments, releases, and other agreements or documents and take such actions as may be necessary or appropriate to effectuate, implement, and further evidence the terms and conditions of the Plan and the Securities issued pursuant to the Plan in the name of and on behalf of the Reorganized Debtors, without the need for any approvals, authorizations, or consents except for those expressly required pursuant to the Plan or as may be set forth in one or more Plan Supplement documents.

W. Section 1146 Exemption from Certain Taxes and Fees.

90. Pursuant to section 1146(a) of the Bankruptcy Code, any transfers of property pursuant to the Plan shall not be subject to any document recording tax, stamp tax, conveyance fee, intangibles or similar tax, mortgage tax, stamp act, real estate transfer tax, mortgage recording tax, or other similar tax or governmental assessment, and upon entry of this Order, the appropriate state or local governmental officials or agents shall forgo the collection of any such tax or governmental assessment and accept for filing and recordation any of the foregoing instruments or other documents without the payment of any such tax, recordation fee, or governmental assessment.

X. Preservation of Rights of Action.

91. Unless any Causes of Action against an Entity are expressly waived, relinquished, exculpated, released, compromised, or settled in the Plan or by a Final Order, in accordance with

VV. Substantial Consummation.

137. On the Effective Date, the Plan shall be deemed to be substantially consummated under sections 1101 and 1127(b) of the Bankruptcy Code.

WW. Nonseverability of Plan Provisions Upon Confirmation.

138. This Order shall constitute a judicial determination and shall provide that each term and provision of the Plan is: (a) valid and enforceable pursuant to its terms; (b) integral to the Plan and may not be deleted or modified without the Debtors' consent; and (c) nonseverable and mutually dependent.

XX. Authorization to Consummate.

139. The Debtors and the Reorganized Debtors are authorized to consummate the Plan at any time after the entry of this Order subject to satisfaction or waiver (by the required parties) of the conditions precedent to the Effective Date set forth in Article IX of the Plan.

YY. Retention of Jurisdiction.

140. Notwithstanding the entry of this Order or the occurrence of the Effective Date, the Court shall retain jurisdiction over the matters arising in, and under, and related to, the Chapter 11 Cases, as set forth in Article XI of the Plan and section 1142 of the Bankruptcy Code, to the fullest extent permitted by law.

ZZ. Final Order.

141. This Order is a final order. For good cause shown, the stay set forth in Bankruptcy Rule 3020(e) is hereby waived.

Dated: November 3 2011
Wilmington, Delaware


THE HONORABLE KEVIN GROSS
CHIEF UNITED STATES BANKRUPTCY JUDGE