

12-31-1998

*MRO/11-24-98*



COVER SHEET

NLY

AUDI-21,423

To the Honorable Com

100932520

Send the attached original documents or copy thereof.

1. Name of conveying party(ies)  
SMI Holdings, Inc.

2. Name and address of receiving party(ies):

Name: IT Network, Inc.

Street Address: 5601 Executive Drive, Suite 200

City Irving, State TX Zip 75038

Additional name(s) & address(es) attached?  Yes  No

Additional name(s) of conveying party(ies) attached?  Yes  No

3. Nature of Conveyance:

Assignment  Merger

Security Agreement

Change of Name

Other \_\_\_\_\_

Execution Date: November 11, 1998

4. Application number(s) or patent number(s):

If this document is being filed together with a new application, the execution date of the application is \_\_\_\_\_

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1,735,796

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Gregory M. Howison

THOMPSON & HOWISON, L.L.P.

Street Address: P.O. Box 741715

City Dallas State TX Zip 75374-1715

6. Total number of applications and trademarks involved: 1

7. Total fee (37 CFR 3.41): \$ 40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit Account Number: 20-0780/AUDI-21,423

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.*

Gregory M. Howison

Name of Person Signing

*Gregory M. Howison*  
Signature

11/12/98  
Date

Total number of pages including cover sheets, attachments and document 3

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:



Assistant Commissioner for Trademarks  
2900 Crystal Drive  
Arlington, VA 22202-3513

11-24-1998

U.S. Patent & TMO/c/TM Mail Rcpt Dt. #70

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503

12/30/1998 DNGUYEN 00000267 1735796

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40.00 DP

Atty. Dkt. No.: AUDI-21,423

TRADEMARK  
REEL: 1833 FRAME: 0410

**TRADEMARK ASSIGNMENT**

For good and valuable consideration, receipt of which is hereby acknowledged, SMI Holdings, Inc. (formerly named IT Network, Inc.), a Texas corporation, having offices at 5400 LBJ Freeway, Suite 680, Dallas, Texas 75240, does hereby assign to IT Network, Inc., a Delaware corporation, having offices at 5601 Executive Drive, Suite 200, Irving, Texas 75038, its successors, assigns and legal representatives, the entire right, title and interest in and to the following United States Trademark Registration, together with the goodwill of the business symbolized by said mark, and the registration thereof, as evidenced further by the attached Bill of Sale, Assignment and Assumption Agreement.

<u>Registration No.</u>	<u>Issue Date</u>	<u>Mark</u>
1,735,796	November 24, 1992	THE IT NETWORK

Signed at Dallas, Texas, U.S.A., this 11th day of November, 1998.

SMI Holdings, Inc.

By:

Maryann Walsh

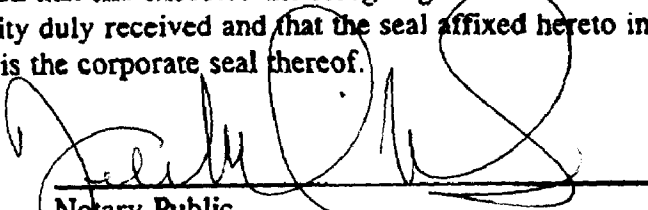
Its:

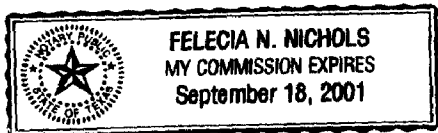
Secretary

State of Texas  
County of Dallas

§  
§ ss:

On this 11<sup>th</sup> day of November, 1998, personally appeared before me Maryann Walsh, to me known and known to me to be the Secretary of SMI Holdings, Inc., the assignor above named, and acknowledged that she executed the foregoing instrument on behalf of said Assignor and pursuant to authority duly received and that the seal affixed hereto in the name and on behalf of said corporation is the corporate seal thereof.

  
\_\_\_\_\_  
Notary Public



FELECIA N. NICHOLS  
\_\_\_\_\_  
Printed or Typed Name of Notary Public

My Commission Expires: September 18, 2001

## BILL OF SALE, ASSIGNMENT AND ASSUMPTION AGREEMENT

This Bill of Sale, Assignment and Assumption Agreement (this "Agreement") is entered into by and between SMI Holdings, Inc. (formerly named IT Network, Inc.), a Texas corporation ("SMI"), and IT Network, Inc., a Delaware corporation ("Subsidiary").

### WITNESSETH:

WHEREAS, SMI has agreed to contribute to Subsidiary, and Subsidiary agreed to accept from SMI, all the assets and properties of every kind, character and description, whether tangible, intangible, real, personal or mixed, that are owned by SMI or in which SMI has any right, title or interest, and that are used or held for use by SMI in the conduct of acting as sales agent, advertising manager, content provider and systems manager of voice information services accessed by consumers over the touch-tone telephone and the Internet (the "Business"), or that are associated with the Business, as of the date hereof (the "Assets"), in exchange for the issuance to SMI of all the authorized capital stock of Subsidiary; and

WHEREAS, as partial consideration for the transfer of the Assets, Subsidiary has agreed to assume, as of the date hereof, the liabilities and obligations now existing or subsequently arising in the operation of the Business and associated with the Assets (the "Assumed Liabilities");

NOW, THEREFORE, in consideration of the foregoing premises, and the premises and respective representations, warranties, covenants, conditions, agreements and undertakings set forth in this Agreement, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, SMI and Subsidiary hereby agree as follows:

1. Sale and Transfer. By these presents SMI does hereby grant, bargain, sell, convey, transfer, assign and deliver unto Subsidiary, its successors and assigns, all of the Assets, each to be delivered "as is," to have and to hold all and singular said Assets hereby granted, bargained, sold, conveyed, transferred, assigned and delivered unto Subsidiary, its successors and assigns, to its use and benefit forever, including, but not limited to, the following assets and properties of SMI as of the date hereof:

- (a) All furniture, equipment, machinery, materials, apparatus, implements, appliances, spare parts, supplies, and other tangible personal property of every kind, character, and description owned by SMI and used in connection with, or necessary for the efficient operation of, the Business;
- (b) All of SMI's inventories related to the Business, including without limitation finished goods, work-in-process, supply and samples inventories, and other inventories;
- (c) All accounts receivable of SMI and all other rights of SMI to payment for goods sold or leased or for services rendered, arising from the operation of the Business, and

those that are not evidenced by instruments or chattel paper, whether or not earned by performance or written off or reserved against as a bad debt or doubtful account in any financial statements, together with all instruments and documents of title representing any of the foregoing, all rights in any merchandise or goods that any of the same represent, and all rights, title, security, and guaranties in favor of SMI with respect to any of the foregoing, including without limitation any right of stoppage in transit;

- (d) All right, title, and interest of SMI in, to and under all patents, trademarks, service marks, trade names, service names, brand names, copyrights, trade secrets, know-how, proprietary processes, inventions, computer software (including documentation and object and source codes if owned by SMI), and similar rights, and all registrations, applications, licenses, claims, causes of action, and rights with respect to any of the foregoing, to the extent they are or have been used primarily in connection with the operation of the Business, and all rights to recover for infringement thereof, and all the goodwill associated therewith;
- (e) All right, title, and interest of SMI in, to, and under all permits relating to, or used in connection with the operation of, the Business or relating to the use, operation, or enjoyment of the assets transferred hereby, as such permits can be lawfully conveyed;
- (f) All right, title, and interest of SMI in and to all prepaid rentals and other prepaid expenses arising from payments made by SMI in the ordinary course of the operation of the Business for goods or services where such goods or services have not been received by SMI;
- (g) All cash, cash equivalents and investments of SMI to the extent generated by or arising from the operation of the Business; and
- (h) All books, records, papers, and instruments of SMI of whatever nature and wherever located that relate to the assets transferred hereby or the operation of the Business, including without limitation all financial and accounting records and all books and records relating to employees, the purchase of materials, supplies, and services, product research and development, the manufacture and sale of products, and dealings with customers, vendors, and suppliers of the Business, and including computerized books and records and other computerized storage media and the software used in connection therewith, provided that SMI shall be entitled to retain copies of any such books and records that are necessary for its tax, accounting, or legal purposes.

2. Assumption. Subsidiary hereby assumes, effective as of the date hereof, and agrees to pay, perform, satisfy or discharge, as applicable, the Assumed Liabilities, to the extent assignable hereunder.

3. Further Assurances by SMI. SMI hereby covenants and agrees with Subsidiary and its successors and assigns that from time to time after the delivery of this Agreement, at any of Subsidiary's request and without further consideration, SMI will execute and deliver such other and further agreements of transfer, assignment and conveyance and all such notices, releases, acquittances and other documents and will do or cause to be done all and every such further act as may be appropriate to more specifically identify the assets or necessary to transfer, assign and convey to and vest in Subsidiary all and singular assets sold, conveyed, transferred, assigned and delivered to Subsidiary or intended so to be. No provision contained in this Agreement shall be deemed to enlarge, amend or alter the terms or provisions of the Agreement.

4. Further Assurances by Subsidiary. Subsidiary hereby covenants and agrees with SMI and its successors and assigns that from time to time after the delivery of this Agreement, at any of SMI's request and without further consideration, Subsidiary will execute and deliver such other and further agreements of assumption and all such notices and other documents and will do or cause to be done all and every such further act as may be appropriate to more specifically identify the liabilities or necessary to assume, pay, perform, satisfy or discharge, as applicable, the liabilities assumed, or intended so to be, pursuant to this Agreement. No provision contained in this Agreement shall be deemed to enlarge, amend or alter the terms or provisions of the Agreement.


5. Limitation on Assignments. Notwithstanding anything herein contained to the contrary, this Agreement shall not constitute nor require an assignment to Subsidiary of any contract, lease, easement, permit, license, or other right if an attempted assignment of the same without the consent of any party would constitute a breach thereof or a violation of any law or any judgment, decree, order, writ, injunction, rule or regulation of any court or governmental authority unless and until such consent shall have been obtained. In the case of any such agreement or right that cannot effectively be transferred to Subsidiary without such consent (a "Consent Required Contract"), SMI agrees that between the date hereof and thirty (30) days thereafter it will use its best efforts to obtain or cause to be obtained the necessary consents to the transfer of any Consent Required Contract. In this connection, Subsidiary agrees to cooperate with SMI in obtaining such consents and to enter into such arrangements of assumption as may be reasonably requested by SMI or the other contracting party under a Consent Required Contract. In the event that SMI shall fail to obtain consent to the transfer of any Consent Required Contract, the terms of this Section 5 shall govern the transfer of the benefits of each such contract. With respect to each such Consent Required Contract that is not transferred to Subsidiary, SMI shall continue as the contracting party and shall continue to use its best efforts to obtain the consent of all required parties to the assignment of such Consent Required Contract, but Subsidiary shall be entitled to the benefits (all income less all allocable expenses) of such Consent Required Contract accruing after the date hereof to the extent that SMI may provide Subsidiary with such benefits without violating the terms of such Consent required Contract. To the extent permitted under such Consent Required Contract or by the other contracting party thereunder, Subsidiary agrees to perform or make its personnel available to SMI to perform at Subsidiary's sole expense all the obligations of SMI to be performed under such Consent Required Contract provided

that Subsidiary receives the benefits (all income less all allocable expenses) of such Consent Required Contract after the date hereof.

IN WITNESS WHEREOF, each of the parties hereto has executed this Agreement by its duly authorized representative, as of the \_\_\_\_ day of October, 1997.

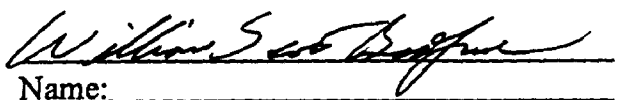
SMI:

SMI HOLDINGS, INC.

By:   
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

SUBSIDIARY:

IT NETWORK, INC.

By:   
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

Local Source® is an exciting new interactive information product designed to meet the growing demand for timely and trustworthy consumer information with a local focus. Local Source® brings this information to the consumer via a unique printed directory, audiotex and the Internet.

Local Source® is an advertiser supported interactive-information product that offers...

**ADVERTISERS** audiotex and Internet sponsorships, print ad exposure, recurrent promotions of the product through the media partner, cross-promotion opportunities and copies of the product to distribute as they wish! Advertisers benefit by being associated with useful information that's made available to the consumer in the form of a handy directory.

**LOCAL MEDIA PARTNERS** receive additional revenue for their interactive products, increased exposure for their brand, increased call counts to their audiotex system and additional traffic to their web site. All this is available on a revenue sharing basis with no monetary risk.

**CONSUMERS** most importantly receive a wealth of information at their fingertips through a directory delivered directly to their homes. Local Source® is an in-home encyclopedia that's frequently referred to when the consumer needs information fast. And all of this information is available via the telephone or the Internet. It's quick. It's easy. It's interactive.

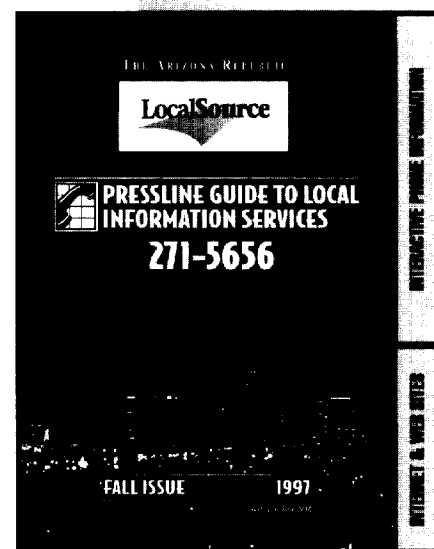
The product reaches its audience through multiple distribution channels: home delivery of a printed directory, frequent promotion of the product by the media partner and web presence on the IT Network's Local Source® web site.

The printed directory is delivered to all households in the market area providing readers with free local electronic information. The content of the directory includes helpful local Internet listings, audiotex broadcast and guide information, a local calendar of events and tourism sites and advertising sponsorship appearances.

Our media partner continues to promote the product and advertisers through giveaways and local promotional events.

IT Network has created a Local Source® web site at [www.localsource.net](http://www.localsource.net). All of the content of the directory is available at our web site, including a hot-link directly to the local media partner.

**LOCAL SOURCE® IS A FREE  
DIRECTORY THAT PROVIDES  
LOCAL INFORMATION THROUGH  
AUDIOTEX SERVICES AND  
INTERNET LISTINGS.  
CREATED IN CONJUNCTION  
WITH LOCAL BROADCAST  
AND NEWSPAPER PARTNERS,  
LOCAL SOURCE® IS  
DISTRIBUTED DIRECTLY TO  
CONSUMERS, THROUGH  
PARTICIPATING ADVERTISERS  
AND MEDIA PARTNER EVENTS  
AND IT IS AVAILABLE ON THE  
INTERNET!**





IT'S FREE • 24 HOURS • EVERY DAY!

LOCAL TALK<sup>SM</sup>

CALL 491-7878 • ENTER 4-DIGIT CO

## News, Weather & Lottery Guide

**FREE INFORMATION**



**DIAL 491-7878**

Press the 4-digit message code.

Press "I" to interrupt a message.

Press "B" to back up within a message.



Press "R" to repeat a message.

For questions, comments or advertising information, press 8000.



The information services on this page are created and provided by the IT Network<sup>SM</sup> and are not associated in any way with Pacific Bell Directory. Local Talk information is free. However, depending on where you're calling from, toll charges may appear on your monthly telephone bill.

**News Updates**

All information is updated regularly.



- 4444 ... Local news
- 1510 ... News headlines
- 1515 ... World news

**Weather Updates**

Hear forecasts for the city, around the state and across the nation. Weather reports are updated regularly.



- 4444 ... Local weather
- 1412 ... Local time
- 1415 ... Weather across the state
- 1418 ... National weather overview
- 1420 ... Atlanta
- 1423 ... Baltimore
- 1426 ... Boston
- 1429 ... Chicago
- 1432 ... Cincinnati
- 1435 ... Cleveland
- 1437 ... Dallas
- 1441 ... Denver
- 1444 ... Detroit

- 1447 ... Houston
- 1450 ... Kansas City
- 1453 ... Los Angeles
- 1456 ... Miami
- 1459 ... Milwaukee
- 1462 ... Minneapolis/St. P.
- 1465 ... New York
- 1468 ... Philadelphia
- 1471 ... Phoenix
- 1474 ... Pittsburgh
- 1477 ... St. Louis
- 1480 ... San Diego
- 1483 ... San Francisco
- 1486 ... Seattle
- 1489 ... Tampa/St. Peterst
- 1492 ... Washington D.C.

**Lottery**

- 7777 ... Lottery update



**MORE NEWS. MORE OFTEN.**

TRADEMARK  
REEL: 1833 FRAME: 0418

IT'S FREE • 24 HOURS • EVERY DAY!

LOCAL TALK<sup>SM</sup>

CALL 491-7878 • ENTER 4-DIGIT CO

## News, Weather & Lottery Guide

**FREE  
INFORMATION**



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**News Updates**

All information is updated regularly.



4444 ... Local news

1510 ... News headlines

1515 ... World news

**Weather Updates**

Hear forecasts for the city, around the state and across the nation. Weather reports are updated regularly.



4444 ... Local weather

1412 ... Local time

1415 ... Weather across the state

1418 ... National weather overview

1420 ... Atlanta

1423 ... Baltimore

1426 ... Boston

1429 ... Chicago

1432 ... Cincinnati

1435 ... Cleveland

1437 ... Dallas

1441 ... Denver

1444 ... Detroit

1447 ... Houston

1450 ... Kansas City

1453 ... Los Angeles

1456 ... Miami

1459 ... Milwaukee

1462 ... Minneapolis/St. F

1465 ... New York

1468 ... Philadelphia

1471 ... Phoenix

1474 ... Pittsburgh

1477 ... St. Louis

1480 ... San Diego

1483 ... San Francisco

1486 ... Seattle

1489 ... Tampa/St. Petersl

1492 ... Washington D.C.

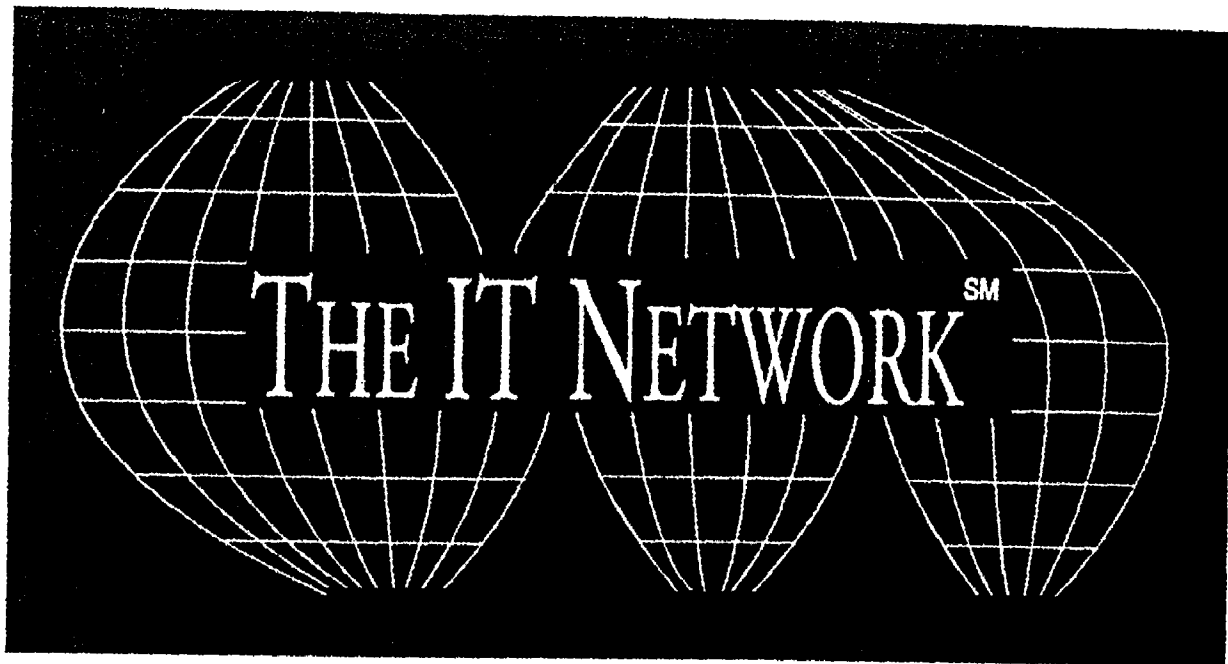
**Lottery**

7777 ... Lottery update



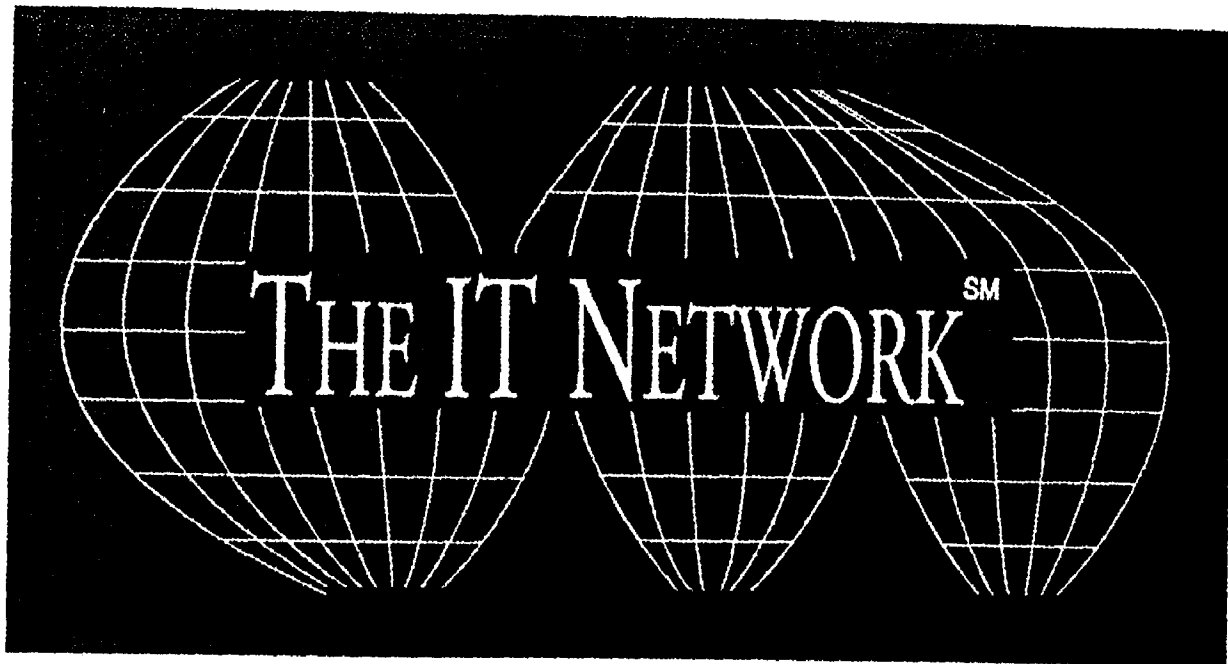
**MORE NEWS. MORE OFTEN.**

TRADEMARK  
REEL: 1833 FRAME: 0419



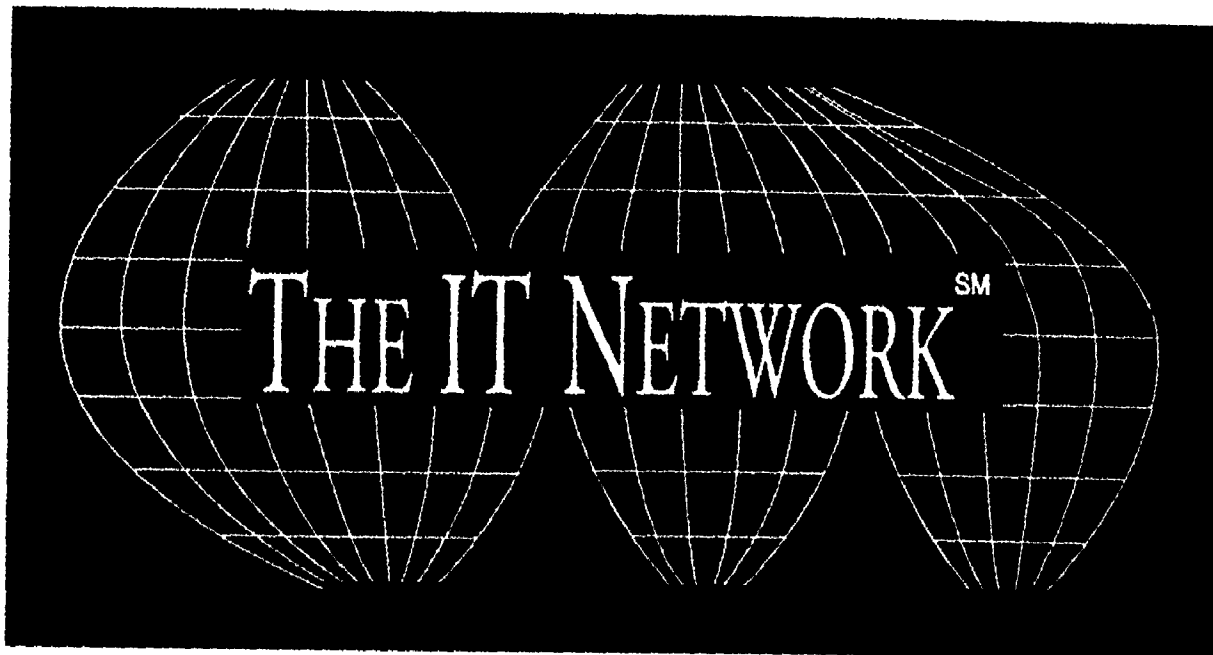
# EMPLOYEE HANDBOOK

The IT Network™  
8140 Walnut Hill Lane  
Suite 1000  
Dallas, Texas 75231  
214/369-8491



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The IT Network™  
8140 Walnut Hill Lane  
Suite 1000  
Dallas, Texas 75231  
214/369-8491



# EMPLOYEE HANDBOOK

The IT Network™  
8140 Walnut Hill Lane  
Suite 1000  
Dallas, Texas 75231  
214/369-8491

## **IT'S EXCLUSIVE**

Get a jump on your competition by being the exclusive sponsor of IT Network information in your area of expertise.

## **IT'S COST EFFECTIVE**

With IT Network, you avoid the mass-marketing approach reaching only the customers you want, with little or no waste, optimizing your investment.

## **IT'S ACCOUNTABLE**

Call counts are provide to you monthly. You know exactly how many callers have listened to your message and directly connected to your business.

## **IT'S TARGETED**

IT Network lets you focus campaigns and programs to targeted audiences. Callers are captive, pre-qualified listeners; by requesting selected information, they've expressed an active interest in what you have to offer.

## **IT'S INTERACTIVE**

Each call offers the consumer an opportunity to interactively respond to your message. Callers can follow up immediately when interest is at its height. With the press of one button, callers can purchase products . . . set appointments . . . receive coupons . . . or request information.

## **IT'S FLEXIBLE**

You can easily change your introductory and closing messages monthly to be current with your marketing strategies.

## **IT'S TIMELY**

IT Network offers 24-hour accessibility. You're able to reach customers at their time of need — when they're most receptive to your product or service. There's no better moment!

## **IT'S IMAGE BUILDING**

IT Network provides a confidential and non-threatening information service. Callers see you in a positive light — a benefit which generates goodwill for your business.

## **IT'S HEARD**

In the clutter-free phone environment, every message is heard. Since you're not competing with other advertisers and distractions, your message makes a strong impression.

## **IT'S WIDELY ACCESSIBLE**

IT Network information is distributed to virtually every home and business in your area, providing extensive exposure for your business.

## **HOW YOUR BUSINESS CAN BENEFIT**

**THE ROLE OF THE YELLOW PAGES**

**HAS TRADITIONALLY BEEN TO BRING BUYERS TOGETHER WITH SELLERS.**

**AUDIOTEX TAKES THE SALE PROCESS TO ITS LOGICAL**

**CONCLUSION BY LETTING INTERESTED BUYERS INSTANTLY RESPOND**

**TO YOUR OFFER AT THE PRECISE MOMENT THEY ARE**

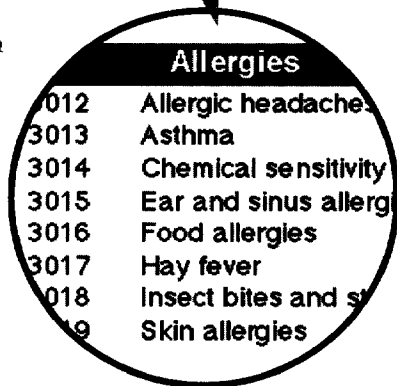
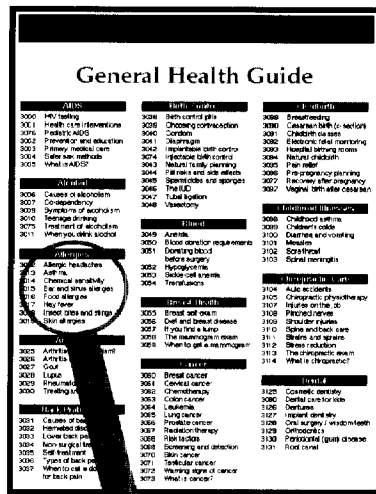
**IN A BUYING MOOD.**



# A FOUR-STEP PROCESS THAT'S SIMPLE, USER-FRIENDLY AND EXTREMELY EFFECTIVE

## STEP 1

Referring to IT Network's guide, the caller dials a local seven-digit number and is connected with the service. We're "open" 24-hours a day, seven days a week.



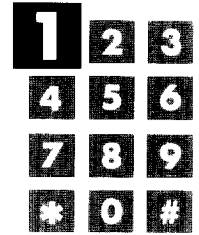
## STEP 2

Callers access a variety of information and entertainment options, simply by entering the four-digit code shown next to each topic in the guide.

First, callers hear your introductory message, then they listen to their selected information. This is followed by your closing message.

## STEP 3

Immediately after accessing the information, the caller can respond to your message — at the touch of a button. Pressing "1" on a touch-tone telephone instantly connects a caller with your business.



It's that simple. Immediately, callers can schedule appointments, learn more about your business, join a club, receive discounts and more!

## STEP 4

To measure the effectiveness of your sponsorship, IT Network tracks calls and provides this valuable information to you. You will see the actual number of callers who heard your message and the number of direct connects to your business.

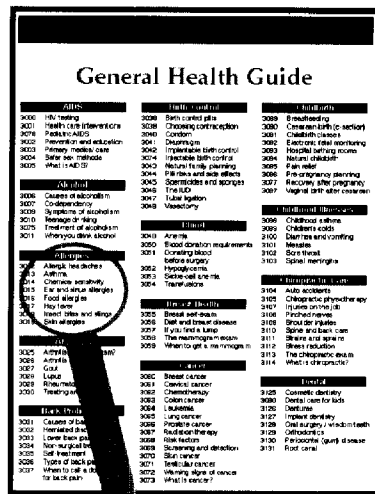
IT Network, Inc.		Call Reports for Aug. 97	
Book: Dallas, TX			
Since: August			
Sponsor: Dr. John Smith			
Heading: Pregnancy			
Code	Title/Description	Counts	DC's
2917	Pre-pregnancy planning	209	
2918	Diagnosing pregnancy	278	
2919	Discomforts during pregnancy	361	
2920	Prenatal care	47	
2921	Amniocentesis	52	
2922	Ultrasound	61	
2924	Postpartum blues	57	
2925	Complications during pregnancy	228	39



# A FOUR-STEP PROCESS THAT'S SIMPLE, USER-FRIENDLY AND EXTREMELY EFFECTIVE

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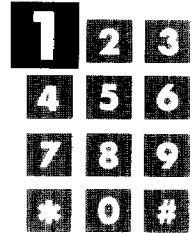
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IT Network, Inc.		Call Reports for Aug. 97	
Book:	Dallas, TX		
Since:	August		
Sponsor:	Dr. John Smith		
Heading:	Pregnancy		
Code	Title/Description	Counts	DC's
2917	Pre-pregnancy planning	209	
2918	Diagnosing pregnancy	278	
2919	Discomforts during pregnancy	361	
2920	Prenatal care	47	
2921	Amniocentesis	52	
2922	Ultrasound	61	
2924	Postpartum blues	57	
2925	Complications during pregnancy	228	39





**MESSAGE COMPONENTS**

**10-15  
SECONDS**

**60-90  
SECONDS**

**15-30  
SECONDS**

**INTRO:**

Thank you for calling the Health Guide, a community service of ABC Hospital. For more information, please stay on the line after hearing your desired topic.

**CONTENT:**

A clear, concise, and factual message directly related to the consumer's selected topic of interest.

**OUTRO:**

We hope that you found this information helpful. For more information about ABC Hospital's senior programs, health education and physician referrals, please press one now.

Local Source® is an exciting new interactive information product designed to meet the growing demand for timely and trustworthy consumer information with a local focus. Local Source® brings this information to the consumer via a unique printed directory, audiotex and the Internet.

Local Source® is an advertiser supported interactive-information product that offers...

**ADVERTISERS** audiotex and Internet sponsorships, print ad exposure, recurrent promotions of the product through the media partner, cross-promotion opportunities and copies of the product to distribute as they wish! Advertisers benefit by being associated with useful information that's made available to the consumer in the form of a handy directory.

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**CONSUMERS** most importantly receive a wealth of information at their fingertips through a directory delivered directly to their homes. Local Source® is an in-home encyclopedia that's frequently referred to when the consumer needs information fast. And all of this information is available via the telephone or the Internet. It's quick. It's easy. It's interactive.

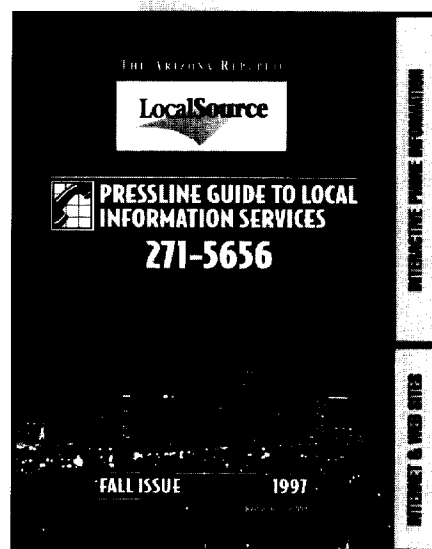
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The printed directory is delivered to all households in the market area providing readers with free local electronic information. The content of the directory includes helpful local Internet listings, audiotex broadcast and guide information, a local calendar of events and tourism sites and advertising sponsorship appearances.

Our media partner continues to promote the product and advertisers through giveaways and local promotional events.

IT Network has created a Local Source® web site at [www.localsource.net](http://www.localsource.net). All of the content of the directory is available at our web site, including a hot-link directly to the local media partner.

**LOCAL SOURCE® IS A FREE DIRECTORY THAT PROVIDES LOCAL INFORMATION THROUGH AUDIOTEX SERVICES AND INTERNET LISTINGS. CREATED IN CONJUNCTION WITH LOCAL BROADCAST AND NEWSPAPER PARTNERS, LOCAL SOURCE® IS DISTRIBUTED DIRECTLY TO CONSUMERS, THROUGH PARTICIPATING ADVERTISERS AND MEDIA PARTNER EVENTS AND IT IS AVAILABLE ON THE INTERNET!**



## BACKGROUND

IT Network is North America's leading interactive advertising company. Delivering over 500 million interactive hits annually, our products are represented in over 600 publications with a distribution of over 125 million copies. IT Network's national sales and support teams represent a wide variety of print and electronic publishers. We use our expertise to help advertisers begin the transition from the world of static print communication to an interactive electronic future. IT Network has been delivering interactive information to consumers since 1988.

## INFORMATION ON DEMAND

In partnership with publishers, IT Network provides consumers with electronic information on demand. Our content catalog details the 3000 specific broadcast and information guide topics that we distribute. In addition, our Consumer Tips library boasts over 800 information tips to help consumers make informed buying decisions. Our users are never out of touch with the information they need to help manage their busy lives. Our digital delivery network spans the globe delivering current information. Whether you live in Hartford or Honolulu, Manitoba or Miami . . . breaking news, weather, sports, and financial market updates are instantly downloaded from our 24-hour news rooms in Dallas and Wichita to voice response units in local markets.

Our information experts continually monitor the latest developments in health, legal, and related fields to insure that our guides and tip copy is both accurate and current.

## IT NETWORK CUSTOMERS

IT Network has partnering relationships with the Yellow Pages subsidiaries of most Regional Bell Operating Companies and other major publishers to deliver audio and other interactive products to their consumers. IT Network provides sales, advertiser management service, system management and content services to support publishers interactive initiatives.

Ameritech Advertising Services	GTE Directories
Arizona Republic	Manitoba Telephone
Bell Atlantic	Pacific Bell Directory
BellSouth Advertising & Publishing	Sprint Publishing & Advertising
Cincinnati Bell	Sunshine Yellow Pages
Evansville Courier	Southern New England Telephone
Reuben H. Donnelley	

## MANAGEMENT TEAM

### DAN MAITLAND/PRESIDENT & CEO

Dan, a pioneer in the Audiotex business, has been involved with the industry since its inception in 1986. Dan is responsible for many of the product innovations that are commonly deployed today.

### JOE DEBLASIO/EXECUTIVE VP

Joe joins IT Network as Executive Vice President after a 32 year career with R.H. Donnelley, most recently as Vice President of New Client Development. Previously, he was Vice President of Sales for NYNEX, Vice President and General Manager-CenDon & Cincinnati.

### CRAIG OLIVE/EXECUTIVE VP SALES

Craig began his career in the Yellow Pages business selling ads for University Directories. He then spent ten years in sales and sales management in the radio industry. Since 1990, Craig has held various positions at IT Network.

### CHRIS STOKES/VP OF MARKETING

Chris joined IT Network as Vice President of Marketing. Prior to joining IT Network, Chris worked as Director of Business Development for Brite Voice Systems, a world-wide provider of telecommunications products & services. He has over 10 years of experience in the electronic publishing industry.

### JIM CASSELLA/VP OF PUBLISHING

Jim joined IT Network as VP of Publishing after a 26-year career at SNET. While at SNET he identified, developed and launched new software and electronic business opportunities including audiotex and Internet.

### TOM FABRY/VP OF OPERATIONS

Tom has 27 years of experience in the Yellow Pages industry. His background includes sales support, systems and electronic product development, audiotex, Internet and cable TV. He has spent 9 years in the audiotex business at Reuben H. Donnelley.

IT Network is the nation's largest interactive advertising company. As a leader in interactive advertising sales we represent a wide variety of electronic and print publishers and we offer a national sales presence.

## **IT NETWORK OFFERS YOU:**

### **LOCAL SALES**

- Effective positioning: Fine tuned from on-the-street experience selling interactive advertising exclusively since 1988
- Unique prospecting program: designed to bring non-traditional advertisers into the product
- Market Presence: Year-round sales effort and servicing in each marketplace
- Telemarketing services: for interactive advertising, or specialty products

### **MEDIA BARTER NEGOTIATIONS**

- Dedicated Media Manager to conduct media trades
- Leader in innovative media partnerships
- Millions of dollars in media trade negotiated annually

### **NATIONAL SALES**

- Direct national client sales efforts
- Agency communication and presentation assistance program
- Traditional and New Media Agency relationships

### **SALES OFFICES**

- Dedicated representatives focusing on electronic media
- Six regional offices across the country strategically placed to cover North America.
- Sales representatives work in teams ensuring that the revenue objective is met.

**"A STRONG BASE OF RENEWABLE SPONSORSHIP REVENUE FOR OUR PUBLISHER PARTNERS IS A KEY DELIVERABLE.**

**OUR HIGHLY TRAINED AND MOTIVATED FORCE OF ADVERTISING SALES REPRESENTATIVES DELIVER RESULTS."**

**— CRAIG OLIVE, EXECUTIVE VP SALES**

#### **Sales**

- ↳ *Selling interactive advertising exclusively since 1988*
- ↳ *National sales staff*
- ↳ *Selling in over 70 million directories*
- ↳ *6 sales offices*



# CONTENT

IT Network produces a variety of audio information content networks with over 4500 categories in each to meet the varying needs of publishers. Our catalog boasts:

## **SYNDICATED BROADCAST CONTENT**

- Digitally produced broadcast information includes News, Weather, Sports, Entertainment, Horoscopes and Soap Opera Updates
- Comprehensive financial information is updated each half hour during the trading day
- Customized market specific information

## **STATIC GUIDE CONTENT**

- Over 6000 Guide topics i.e. Health, Legal, Internet
- Local Content (City Government, Utility Companies, Tourism & Transit)
- Many available in Spanish

## **CONSUMER TIPS CONTENT**

- 300 Consumer Tip headings
- New headings developed as needed

## **INTERNET CONTENT**

- Digitally formatted content is available for use on the Internet
- Royalty free content licenses provided to advertisers to encourage cross media promotion

## **CONTENT MAINTENANCE**

- On a scheduled basis we review our content for accuracy & relevance
- Professional copywriters are on staff
- We can quickly respond to, and reflect in our messages, new developments in our topic areas
- Each Consumer Tip is reviewed annually
- Health and legal information is reviewed by our legal and medical advisory panel

## **STUDIO FACILITIES**

Our production values and distribution capabilities match the quality of our content. IT Network's 2 broadcast facilities are located in Wichita & Dallas. The state-of-the-art studios, designed and equipped by ABC/CAP Cities, are the finest audiotex facilities in North America. Every available sound medium is supported from analog tape to CD.

From our fully digital studio's we:

- Produce over 25,000 syndicated updates monthly
- Distribute over digital telephone connections allowing full delivery confirmation
- Utilize professional voice talent
- Have music licenses for recording content and client messages
- Can produce CD's for promotions, kick-off's, etc.

**MEANINGFUL INFORMATION,  
PROFESSIONALLY AND  
CREATIVELY PRESENTED,  
AND EFFECTIVELY PROMOTED  
IS THE FOUNDATION  
OF A SUCCESSFUL  
INTERACTIVE PRODUCT.  
IT NETWORK HAS ALL  
THE NECESSARY RESOURCES  
TO INSURE THAT  
INTERACTIVE PRODUCTS  
WILL BE SUCCESSFUL IN  
YOUR MARKETPLACE.**

### ***Production Facilities***

- ↳ 14 audio studios designed and equipped by ABC/CAP cities
- ↳ Produces 25,000 syndicated updates monthly
- ↳ Produce audio for any medium: Telephone, Radio, TV, Internet, CD, DAT Tape, Screen Phone

IT Network has developed one of the most knowledgeable and experienced sales support departments in the country. Hiring professionals with customer service and copywriting experience, the Advertiser Services Department combines an ongoing training process with a continuously updated product manual and support materials, to help our staff develop compelling interactive ad copy for their clients — advertising that delivers results.

We ensure that each of our Advertiser Services Representatives are properly motivated and have the necessary skills to provide superior advertiser service. IT Network provides the following as part of our advertiser service commitment:

## INTERACTIVE AD COPY DEVELOPMENT

- Since 1988 we have been helping clients use interactive advertising to market their business
- We develop custom scripts to create unique ads — ads that work
- We have compiled a library of proven interactive copy points
- We fine tune or change ad copy on a regular basis

## INBOUND & OUTBOUND CUSTOMER FOLLOW-UP

- Dedicated toll-free access and ACD call management insures efficient call handling
- Representatives are responsible for assigned accounts — we believe strongly in account continuity
- Outbound monthly follow-up to pro-actively encourage advertisers to change their messages

## USAGE REPORTS

- Our ASRs are highly trained to correctly position usage reports to advertisers and to reinforce value to encourage renewal
- Usage report formats have been designed and tested to insure ease of use by clients

## DATABASE MANAGEMENT

- All client contacts are date stamped and tracked in our client history database
- A real-time, on-screen, contact management system puts all relevant client information at the ASRs fingertips
- Usage reports are available in an on-line database that can be accessed on demand
- Standard content script database provides for easy access to scripts for client review
- Prior advertising scripts are retained in a historical database for future review or use

Our goal is to build a successful and renewable relationship with our advertising clients. Our people have the skills and the tools to help our clients make their investment in interactive advertising work for their business.

**BECAUSE OUR ADVERTISER SERVICE REPRESENTATIVES SPEAK TO EACH CUSTOMER ON A REGULAR SCHEDULE, THEY UNDERSTAND THEIR CUSTOMER'S BUSINESS.**

**"WE USE OUR EXPERTISE TO HELP ADVERTISERS DEVELOP COMPELLING COPY THAT DELIVERS RESULTS."**

— TOM FABRY, VP OPERATIONS

**IT NETWORK CURRENTLY SERVICES OVER 15,000 ADVERTISERS FOR OUR PUBLISHER PARTNERS.**

### **Services**

- *Interactive account management*
- *Integrated outbound/inbound telephony*
- *Total advertiser history and activity data*
- *Automated supervision and control*

IT Network provides the full range of audiotex /electronic publishing system operation and management services. Our system support capabilities range from DOS, QNX and UNIX platforms to the newest Windows NT® systems. We can manage your existing legacy system or provide a cost effective migration solution to accommodate system expansion and growth. Our services include:

## TURNKEY SYSTEM MANAGEMENT

Our operations group today supports all major audiotex platforms. Realizing economies of scale we can efficiently manage your new or existing voice delivery platform. Our clients have determined that outsourcing their system management operations saves both time and money and lets management focus on the strategic issues facing the business.

### *Turnkey system management includes:*

- System installation and maintenance
- Programming and content loading
- Telephone line management and optimization
- Usage reporting
- Quality assurance checks daily
- Problem Management (7 x 24) Hotline

## SYSTEM CONSULTING

IT Network will analyze your market and determine hardware, software, and telephone network configurations that best fit your particular needs. We have experience with a wide range of hardware and software solutions with no alliances to a particular vendor. Our engineering and field service staff have a strong background in systems, telecommunications and system deployment. With over 60 engineers, IT Network develops platforms for both the interactive voice and interactive television arenas.

**PUBLISHERS NEED TO ADDRESS THE STRATEGIC ISSUES OF THE ELECTRONIC FUTURE TODAY BECAUSE TOMORROW MAY BE JUST TOO LATE. OUTSOURCING SYSTEM MANAGEMENT FUNCTIONS FREES UP VALUABLE STAFF TIME TO FOCUS ON THE IMPORTANT ISSUES FACING YOUR BUSINESS.**

### **System Management/ Engineering**

- ↳ Central operation of over 200 field systems
- ↳ Retrieval of field activity and call data
- ↳ Continual development of new systems and processes
- ↳ Support for IT business and advertiser systems
- ↳ Field service and repair for over 100 systems
- ↳ Telephony control and management

