

TIME WARNER

Legal Department

T05434

BY EXPRESS MAIL

September 29, 1997

Florida Department of State
Division of Corporations, Bureau of Commercial Recordings
P.O. Box 6327
Tallahassee, FL 32301

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-10/01/97--01090--001
*****50.00 *****50.00

Re: Recordal of Trademark Assignments (6)

Dear Sir/Madam:

Enclosed are the following six documents to be recorded, as well as six checks @ \$50.00 to cover the recordal fees:

- 1-3) Assignment of Trademark Registration No. T05,434 for the mark MIAMI REVIEW; No. T05,435 for the mark BROWARD REVIEW; and No. T05,436 for the mark PALM BEACH REVIEW from American Lawyer Media, L.P. to Cranberry Partners, LLC; and
- 4-6) Assignment of Trademark Registration No. T05,434 for the mark MIAMI REVIEW; No. T05,435 for the mark BROWARD REVIEW; and No. T05,436 for the mark PALM BEACH REVIEW from Cranberry Partners, LLC to ALM IP, LLC.

Please stamp and return the attached postcards to acknowledge receipt and return any proof of recordal to my attention.

Thank you very much for your attention to this matter. I can be reached at 212-522-7373 if you should have any questions.

Very truly yours,

Paul A. Lee
Paul A. Lee
Trademark Administrator

ASSIGNMENT

Name Availability	T05434
Document	Form Manager GSH
Updater	GSH
Updater Verifyer	GSH
Acknowledgement	GSH
W. P. Verifyer	GSH

cc: Donna DeGrandi
Sanford Kaynor
Diane Moss

FILED
NOV 5 AM 9: 7
DIVISION OF CORPORATIONS
SECRETARY OF STATE



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 2, 1997

PAUL A. LEE
TIME WARNER
1271 AVENUE OF THE AMERICAS
NEW YORK, NY 10020

SUBJECT: MIAMI REVIEW, BROWARD REVIEW, PALM BEACH REVIEW

We have received your document for MIAMI REVIEW, BROWARD REVIEW, PALM BEACH REVIEW and your check(s) totaling \$300.00. However, the document has not been filed and is being retained in this office for the following:

Because this office is responsible for administering various chapters of the Florida Statutes in addition to Chapter 495, F.S., every business entity listed as the owner/applicant of a mark must have an active registration/filing on file with this office before this filing can be completed. Therefore, we are enclosing the appropriate instructions and/or forms for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6917.

Gretchen Harvey
Corporate Specialist Supervisor

Letter Number: 497A00048500

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV - 6 AM 9: 37

JONES, DAY, REAVIS & POGUE

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FRANKFURT TAIPEI
GENEVA TOKYO
HONG KONG WASHINGTON

599 LEXINGTON AVENUE
NEW YORK, NEW YORK 10022

TELEPHONE: 212-326-3939
TELEX: 237013 JDRP UR
CABLE: JONESDAY NEWYORK
FACSIMILE: 212-755-7306
WRITER'S DIRECT NUMBER:

(212) 326-3453

928284-063-031

October 10, 1997

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314
Attn: Ms. Gretchen Harvey

Re: Miami Review, Broward Review, Palm Beach Review

Dear Ms. Harvey:

In response to Letter Number 497A00048500, and based on our conversation and your suggestion of October 9, 1997, on behalf of Cranberry Partners, LLC ("Cranberry") and ALM IP, LLC ("ALM IP"), both Delaware limited liability companies, we request that your office accept the previously filed Assignments of Mark Registration for the following trademarks: MIAMI REVIEW, BROWARD REVIEW and PALM BEACH REVIEW (the "Florida Trademarks"), on the basis of this letter.

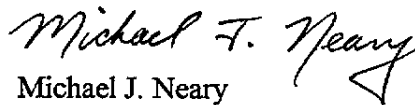
In connection with Cranberry's acquisition of the publishing assets of American Lawyer Media, L.P., Cranberry purchased the Florida Trademarks which were previously registered in the State of Florida. Cranberry subsequently assigned the Florida Trademarks to its wholly-owned subsidiary, ALM IP. Neither Cranberry nor ALM IP has or had any connection with the State of Florida other than to own the Florida Trademarks.

Section 608.501(1) of the Florida Business Corporation Act states that "[a] foreign limited liability company may not transact business in this state until it obtains a certificate of authority from the Department of State." However, subsection (2) of that Section provides that "[t]he following activities, among others, do not constitute transacting business within the meaning of subsection (1): . . . (m) owning, without more, real or personal property" (emphasis added). As defined in Black's Law Dictionary, personal property is "all property other than real estate; . . . including intangible property." In addition, the term "intangible asset" is defined as such "values as accrue to a going business as goodwill, trademarks, copyrights, . . ." Black's Law Dictionary, 6th ed.

Because neither ALM IP nor Cranberry has or had any activities in the State of Florida other than the ownership of a limited amount of personal property, we do not believe that they should be considered by the Secretary of State as transacting business within the meaning of the Florida Business Corporation Act and therefore the previously filed trademark assignment documents should be recorded by the Florida Secretary of State without the requirement that ALM IP or Cranberry qualify to do business in Florida. For the Secretary of State's records, we note that an affiliate of ALM IP, namely ALM, LLC, is duly qualified to do business in the State of Florida. We note further that the address of ALM, LLC's office in the State of Florida is c/o Miami Daily Business Review, One Southeast Third Avenue, Ninth Floor, Miami, Florida 33131 and that the Secretary of State may use such address for service of process with respect to ALM IP.

Please call me if you have any questions.

Very truly yours,



Michael J. Neary
(admission pending)

cc: Sanford B. Kaynor
Paul A. Lee (American Lawyer Media, L.P.)
Anup Bagaria (ALM IP, LLC)

JONES, DAY, REAVIS & POGUE

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FACSIMILE: 212-755-7306
WRITER'S DIRECT NUMBER:

(212) 326-3453

928284-063-031

October 31, 1997

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314
Attn: Ms. Brenda Tadlock

Re: Acquisition of Publishing Business
of American Lawyer Media, L.P.

Dear Ms. Tadlock:

Per your request of October 15, 1997, this letter provides information about ALM, LLC ("ALM") and ALM IP, LLC ("ALM IP"). ALM and ALM IP are both subsidiaries of Cranberry Partners, LLC ("Cranberry"), a Delaware limited liability company. The Cranberry group of LLCs constituted the vehicle through which the acquisition of the publishing business of American Lawyer Media, L.P., a Delaware limited partnership, was effected.

On August 27, 1997, Cranberry purchased the publishing business of American Lawyer Media, L.P., including the trademarks MIAMI REVIEW, BROWARD REVIEW and PALM BEACH REVIEW (the "Trademarks"). Each of these Trademarks had been previously registered in Florida under the name American Lawyer Media, L.P.

Similar to the other publishing assets acquired, the acquisition of the Trademarks was structured as follows:

- (1) American Lawyer Media, L.P. sold the Trademarks to Cranberry;
- (2) Cranberry assigned the Trademarks to its subsidiary, ALM IP; and
- (3) ALM IP licensed the Trademarks to its affiliate, ALM, for use in ALM's business operations.

Steps (1) - (3) occurred simultaneously.

ALM is a New York limited liability company which has publication divisions in several states, including Florida. ALM is currently qualified and authorized to transact business in

Ms. Brenda Tadlock
October 31, 1997
Page 2

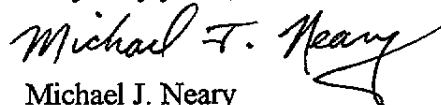
the State of Florida using the name "Daily Business Review, LLC" and is therefore subject to the applicable annual filing requirement, and the payment of related fees and taxes in the State of Florida.

ALM IP has no connection to the State of Florida other than to own the Trademarks and license them to its affiliate, ALM, which (as discussed above) has already qualified to transact business in Florida. Because ALM IP's licensing agreement with its affiliate, ALM, constitutes the transacting of business in interstate commerce and because such affiliate represents the "operations" of the Cranberry group of LLCs in the State of Florida and has therefore qualified to do business there, ALM IP should not be required to seek authorization to transact business in Florida. In addition, as we discussed over the phone, for purposes of notification and service of process with respect to ALM IP, the Florida Secretary of State may use the address of ALM's principal office in Florida. That address is c/o Miami Daily Business Review, One Southeast Third Avenue, Ninth Floor, Miami, Florida 33131.

In a related matter, I would greatly appreciate it if your office, if it has not already done so, would send me evidence that it has accepted each Trademark's previously filed Assignments of Mark Registration--the first assignment being from Cranberry to ALM Holdings, LLC and the second assignment being from ALM Holdings, LLC to ALM IP.

Please call me if you have any questions at (212) 326-3453.

Very truly yours,



Michael J. Neary
(admission pending)

cc: Sanford Kaynor

Florida Department of State, Sandra B. Mortham, Secretary of State

ASSIGNMENT OF MARK REGISTRATION

1. The mark to be assigned is:

MIAMI REVIEW

Registration Number: T05,434

2. ASSIGNOR:

Name: American Lawyer Media, L.P.

(If Assignor is a corporation, the state in which incorporated) a Delaware limited partnership

Address: 600 Third Avenue

City: New York State/Zip NY 10016

3. ASSIGNEE:

Name: Cranberry Partners, LLC

(If Assignor is a corporation, the state in which incorporated) a Delaware limited liability company

Address: 31 West 52nd. Street

City: New York, State/Zip NY 10019

4. All right, title and interest in and to said mark, together with the good will of the business in which the mark is used (or that part of the good will of the business connected with the use of the mark) is hereby assigned by American Lawyer Media, L.P.

(the Assignor)

to Cranberry Partners, LLC

(the Assignee)

American Lawyer Media, L.P.

(Assignor)

Cranberry Partners, LLC

(Assignee)

By [Signature]
Signed Spencer B. Hays, Vice President of WCI/AMLAW, Inc., general partner

By [Signature]
Anup Bagaria, Vice President

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

On this 26 day of September, 19 97, Anup Bagaria personally appeared before me,

- who ~~is~~ is personally known to me
- whose identity I proved on the basis of _____

FRANCES A. LYMAN
Notary Public, State of New York
No. 24-4866990
Qualified in Kings County
Commission Expires

(Notary Seal)

8/25/98

[Signature]
Signature of Notary Public

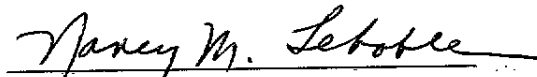
Instructions: The assignment must be signed by both the assignee and the assignor. If a corporation, an officer of the corporation must sign. Both the assignee and the assignor's signature must be acknowledged before a Notary Public. If you need assistance, call the Trademark Section at (904) 487-6051.

FILING FEE: \$50

Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

State of New York :
: ss.
County of New York :

On the 29th day of September, 1997 before me personally came Spencer B. Hays, to me personally known, who, being by me duly sworn, did depose and say that he is Vice President of **WCI/AMLAW, Inc.**, general partner of **American Lawyer Media, L.P.**, the partnership described in and which executed the above instrument; and that he signed his name thereto on behalf of said partnership.


Notary Public

NANCY M. LENOBLE
Notary Public, State of New York
No. 4639304
Qualified in New York County
Commission Expires Jan. 31, 1999

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