

07-27-1998

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To the Commissioner of Patents and Trademarks, please record the attached original documents or copy thereof.

MRD 7-23-98

1. Name of conveying party(ies):

S&H Citadel, Inc.

- Individuals
- General Partnership
- Corporation—State of Delaware
- Other:
- Association
- Limited Partnership

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

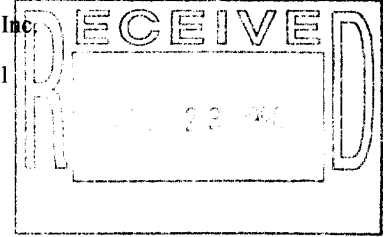
3. Nature of conveyance:

- Assignment
- Security Agreement
- Other:
- Merger
- Change of Name

Execution Date: January 20, 1988

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

Carlson Marketing Group, Inc.  
12755 State Highway 55  
Minneapolis, Minnesota 55441



- Individual(s) citizenship
- General Partnership
- Corporation—State of New Jersey
- Other:
- Association
- Limited Partnership

If assignee is not domiciled in the United States, a domestic representative designation is attached:

- Yes
- No

(Designations must be separate document from Assignment)

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

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

A. Trademark Application No.(s)

75/363,030    75/412,430  
75/363,031    75/412,431

B. Trademark Reg. No.(s)

1,663,820    1,729,803    1,949,582  
1,676,993    1,788,404    1,971,397  
1,722,361    1,949,581    2,013,672

Additional numbers attached?  Yes  No

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

Name: Paul A. Welter  
Address: Merchant, Gould, Smith, Edell,  
Welter & Schmidt, P.A.  
3100 Norwest Center  
90 South Seventh Street  
Minneapolis, MN 55402-4131

6. Total number of applications and trademarks involved: 13

7. Total fee (37 CFR 3.41): \$340.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Please charge any additional fees or credit any overpayments to our Deposit account number: 13-2725

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.

Paul A. Welter

Name of Person Signing

Signature

July 20, 1998

Date

Total number of pages including cover sheet, attachments, and document: 3

07/27/1998 TTOM11 00000179 1663020

01 FC:481  
02 FC:482

40.00 BP  
300.00 DP

Do not detach this portion

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

Commissioner for Patents and Trademarks  
Box Assignments  
Washington, D.C. 20231

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.

TRADEMARK  
REEL: 1759 FRAME: 0198

## SCHEDULE A

### Trademark Applications

TRADEMARK	SERIAL NO.	FILING DATE
BEST OF EVERYTHING	75/363,030	09/25/1997
BEST OF EVERYTHING	75/363,031	09/25/1997
GIFT PURCHASING CARD	75/412,430	12/31/1997
INCENTIVE PURCHASING CARD	75/412,431	12/31/1997

### Trademark Registrations

TRADEMARK	REG. NO.	REG. DATE
PERSONAL SPENDING POWER	1,663,820	11/05/1991
BRAVO!	1,676,993	02/25/1992
WAREHOUSE SWEEP	1,722,361	10/06/1992
HELPING BUSINESS RECOGNIZE EXCELLENCE	1,729,803	11/03/1992
PASSPORT TO ANYWHERE	1,788,404	08/17/1993
000 (Logo)	1,949,581	01/16/1996
RESULTS DRIVEN INVENTIVE SOLUTION	1,949,582	01/16/1996
SPORTVENTURE PLUS	1,971,397	04/30/1996
TRAVPASS	2,013,672	11/05/1996

TRADEMARK ASSIGNMENT

WHEREAS, S&H CITADEL, INC., a Delaware corporation having its principal place of business at 5999 Butterfield Road, Hillside, IL 60162, (hereinafter called "Assignor"), is the owner of the trademarks and United States trademark applications and registrations listed on the attached Schedule A; and

WHEREAS, CARLSON MARKETING GROUP, INC., a New Jersey corporation having its principal place of business at 12755 State Highway 55, Minneapolis, MN 55441, (hereinafter called "Assignee"), is desirous of acquiring said trademarks and trademark applications and registrations;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor has sold, assigned and transferred, and by these presents does hereby sell, assign and transfer unto Assignee, the entire right title and interest in and to said trademarks, trademark applications and trademark registrations, together with the goodwill and other incidents of its business associated or symbolized by said trademarks.

Date: Jan 20, 1998

S&H CITADEL, INC.  
Assignor

By: [Signature]

Name: Stewart Harris

Title: President

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State of Minnesota

County of Hennepin

On this 20<sup>th</sup> day of January, 1998, before me appeared Stewart Harris, the person who signed this instrument, who acknowledged that he signed it as a free act on behalf of S&H Citadel, Inc., with authority to do so.

[Signature]  
Notary Public



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