

09-28-1998



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RECORDATION FORM COVER SHEET/FINANCE
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKATA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other

Citizenship/State of Incorporation/Organization

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Mail documents to be recorded with required cover sheet(s) information to:
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TRADEMARK
REEL: 1791 FRAME: 0571

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2112144"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)
Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Rosemarie Christofolo

Name of Person Signing

Rosemarie Christofolo

Signature

9/17/98

Date Signed

TRADEMARK ASSIGNMENT

Date: June 25, 1997

Parties: Incentive Solutions, Inc., d.b.a. Inner Dynamics, Inc.
An Arizona Corporation
3260 North Hayden Road, Suite 105
Scottsdale, Arizona 85251
("Assignor")

Altour Incentive Management, Inc.
An Arizona Corporation
3260 North Hayden Road, Suite 105
Scottsdale, Arizona 85251
("Assignee")

RECITALS:

A. Assignor is the owner of the name "ASPIRE AUTOMATED SYSTEM PROMOTING INCENTIVE THAT REWARD EXCELLENCE" (the "Mark") and of the design and logo used in connection with the Mark (the "Logo"). Assignor has been using the Mark and Logo in commerce and has established substantial goodwill associated with the Mark and Logo.

B. Assignor has a pending registration with the United States Patent and Trademark Office, Serial No.: 75/184054 for the Mark.

C. Assignee wishes to obtain all trademark rights to the Mark and the Logo.

D. Assignor desires to assign all of its rights in the Mark and the Logo to Assignee.

NOW, THEREFORE, for good and valuable consideration, receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. Identification of Mark and Logo. The Mark and the Logo are shown in Exhibit A attached hereto.

2. Assignment. Assignor hereby assigns all right, title and interest it has in the Mark and the Logo to Assignee. Assignor further assigns all of the goodwill associated with the Mark and the Logo to Assignee.

3. Transfer of Application. The parties agree that Assignee may have this Assignment recorded at the United States Patent and Trademark Office and have the Certificate of Registration

MAC:mc:1997-20546-1

issued in its name. Assignor agrees to effectuate all further documentation necessary and appropriate to record this Assignment.

This assignment is made as of the date first written above.

ASSIGNOR:

INCENTIVE SOLUTIONS, INC

By: *Cheryl Hathaway*
Its: *President*

ASSIGNEE:

ALTOUR INCENTIVE
MANAGEMENT, INC.

By: *Cheryl Hathaway*
Its: *President + CEO*

STATE OF ARIZONA)
) ss.
County of Maricopa)

The foregoing instrument was acknowledged before me this 25 day of June, 1997, by Cheryl Hathaway on behalf of Incentive Solutions, Inc.

Latisha M Thomas
Notary Public

my commission expires:

1/6/2001



STATE OF ARIZONA)
) ss.
County of Maricopa)

The foregoing instrument was acknowledged before me this ___ day of _____, 1997, by _____ on behalf of Altour Incentive Management, Inc.

Notary Public

my commission expires:

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