

04-15-1999

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documents or copy thereof.

To the Commissioner of Patents and Trade.

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: February 6, 1998

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

Carlson Marketing Group, Inc.
12755 State Highway 55
Minneapolis, MN 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)

B. Trademark Reg. No.(s)

1,383,346
1,995,142

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: 2

7. Total fee (37 CFR 3.41): \$65.00
 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

04/12/1999 JSHWBRZZ 00000221 1383346

01 FC:481
02 FC:482

40.00 DP
25.00 DP

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

April 1, 1999

Date

Total number of pages including cover sheet, attachments, and document: 2

Do not detach this portion

Mail 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: 1883 FRAME: 0297

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 following trademarks and United States trademark registrations:


<u>Trademark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
TRAVPASS	1,383,346	Feb. 18, 1986
UNIVERSAL GIFTPASS	1,995,142	Aug. 20, 1996

WHEREAS, CARLSON MARKETING GROUP, INC., a New Jersey corporation having its principal place of business at 12755 State Highway 55, Minneapolis, Minnesota 55441 (hereinafter called "Assignee"), is desirous of acquiring said trademarks and trademark 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 and trademark registrations, together with the goodwill and other incidents of its business associated or symbolized by said trademarks.

S&H CITADEL, INC.
Assignor

Date: February 6, 1998

By: 

Name: Stewart G. Harris
Title: President