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Docket No.:

219.102

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To the Honorable Commissioner of Patents and Trademarks. Please refer to the attached original documents or copy thereof.

1. Name of conveying party(ies):

**The Sandcastle Group, Inc.**  
212 Third Avenue North, Suite 400  
Minneapolis, Minnesota 55401

- Individual(s)
- General Partnership
- Corporation-State Minnesota
- Other

Additional names(s) of conveying party(ies)  Yes  No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Association
- Limited Partnership
- Merger
- Change of Name

Execution Date: September 1, 2000

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

Name: Colle & McVoy

Internal Address: Suite 2400

Street Address: 8500 Normandale Boulevard

City: Minneapolis State: MN ZIP: 55437

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Minnesota
- Other

If assignee is not domiciled in the United States, a domestic designation is  Yes  N  
(Designations must be a separate document from Additional name(s) & address(es)  Yes  N

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

76/032191

B. Trademark Registration No.(s)

Additional numbers  Yes  No

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

Name: Scott P. Sullivan

Internal Address: 1100 International Centre

Street Address: 900 Second Avenue South

City: Minneapolis State: MN ZIP: 55402

6. Total number of applications and registrations involved:..... **One**

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

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

06-1910

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.

Scott P. Sullivan  
Name of Person Signing

*Scott P. Sullivan*  
Signature

9/12/00  
Date

Total number of pages including cover sheet, attachments, and **5**

TRADEMARK ASSIGNMENT

WHEREAS, The Sandcastle Group, Inc., a Minnesota corporation having offices at 212 Third Avenue North, Suite 400, Minneapolis, MN 55401 (hereinafter "Assignor"), is the owner of certain trademarks and trademark applications listed on Exhibit A hereto (hereinafter "the Marks"); and

WHEREAS, Colle & McVoy (hereinafter "Assignee"), a Minnesota corporation having offices at 8500 Normandale Lake Boulevard, Suite 2400, Minneapolis, Minnesota 55437, is desirous of acquiring the Marks and the applications and registrations thereof.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest in and to the Marks for the United States and throughout the world, together with the goodwill of the business associated therewith and the applications and registrations thereof, as set forth on Exhibit A hereto.

This Assignment includes all rights in the nature of trademark, service mark, and trade name rights, as well as the right to sue for past infringement by any third party.

Assignor agrees to execute and deliver at the request of the Assignee, all papers, instruments, and assignments, and to perform any other act, to effect or evidence the transfer of all Assignor's rights, title, and interest in and to the Marks to the Assignee.

THE SANDCASTLE GROUP, INC.

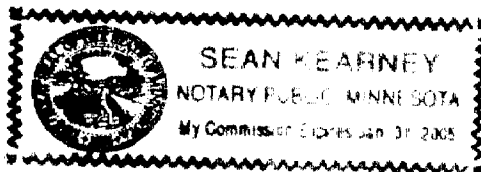
By: [Signature]  
Its: PRESIDENT

STATE OF Minnesota )  
 ) ss.  
COUNTY OF  Hennepin )

On this 15<sup>th</sup> day of September, 2000, before me appeared John Wreghitt, the person who signed this instrument, who acknowledged that he signed it as a free act.

[Signature]  
Notary Public

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**EXHIBIT A**

Unregistered Trademarks

SANDCASTLE, SANDCASTLE GROUP

MATURE EXCITEMENT

Pending Applications

<u>Mark</u>	<u>Country</u>	<u>Serial Number</u>	<u>Filing Date</u>
MATURE EXCITEMENT	U.S.	76/032191	April 24, 2000