

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) **RECORDATION FORM COVER SHEET TRADEMARKS ONLY** U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

<p>1. Name of conveying party(ies):</p> <p>CultureWorx, Inc.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association</p> <p><input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership</p> <p><input checked="" type="checkbox"/> Corporation-State</p> <p><input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies)</p> <p>Name: <u>Carlson Marketing Group, Inc.</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>1405 Xenium Lane, PO Box 59159</u></p> <p>City: <u>Minneapolis</u> State: <u>MN</u> Zip: <u>55459-8249</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____</p> <p><input type="checkbox"/> Association _____</p> <p><input type="checkbox"/> General Partnership _____</p> <p><input type="checkbox"/> Limited Partnership _____</p> <p><input checked="" type="checkbox"/> Corporation-State <u>New Jersey</u></p> <p><input type="checkbox"/> Other _____</p> <p><small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment)</small></p> <p>Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger</p> <p><input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name</p> <p><input type="checkbox"/> Other _____</p> <p>Execution Date: <u>January 22, 2002</u></p>	

<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s) <u>76/212,657</u></p> <p>_____</p>	<p>B. Trademark Registration No.(s) <u>2,428,061</u></p> <p>_____</p> <p>Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Jennifer C. Debrow</u></p> <p>Internal Address: <u>Gray, Plant, Mooty,</u></p> <p><u>Mooty & Bennett</u></p> <p>Street Address: <u>P.O. Box 2906</u></p> <p>City: <u>Minneapolis</u> State: <u>MN</u> Zip: <u>55402-0906</u></p>	<p>6. Total number of applications and registrations involved: <u>2</u></p> <p>7. Total fee (37 CFR 3.41).....\$ <u>65.00</u></p> <p><input type="checkbox"/> Enclosed</p> <p><input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number:</p> <p><u>50-0937</u></p>
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DO NOT USE THIS SPACE

9. Signature.

Peter Forrest  #33235 March 05, 2002

Name of Person Signing Signature Date

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

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK ASSIGNMENT AGREEMENT

This Trademark Assignment Agreement (the "Agreement"), between CultureWorx, Inc., an Illinois corporation located at 500 Algonquin Road, Mount Prospect, Illinois 60056 ("Assignor"), and Carlson Marketing Group, Inc., a New Jersey corporation located at 1405 Xenium Lane, P.O. Box 59159, Minneapolis, Minnesota 55459-8249 ("Company"), is executed on January 22, 2002.

RECITALS

- A. Assignor is the owner of the trademarks and service marks listed on Schedule A to this Agreement (the "Marks").
- B. Assignor hereby assigns the Marks to Company pursuant to the Asset Purchase Agreement between Assignor and Company of the same date.

AGREEMENT

In consideration of the above recitals and the promises set forth in this Agreement, the parties agree as follows:

Assignor transfers and assigns to Company all of Assignor's right, title and interest in and to the Marks, together with all associated good will and all related rights, and all registrations and applications for registration of the Marks in the United States and any foreign countries, including any renewals and extensions of any registration that is or may be secured. The provisions of this Agreement inure to the benefit of Company, its successors, assigns and other legal representatives, and are binding upon Assignor, its successors, assigns and other legal representatives.

The parties have executed this Agreement as of the date first written above.

Assignor:

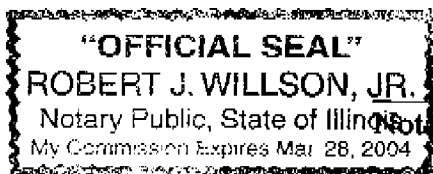
By: Robert Moller
Its: CEO

Company:

By: [Signature]
Its: COO

STATE OF ILLINOIS)
) ss.
COUNTY OF COOK)

On this 22nd day of January, 2002, before me, a Notary Public within and for said County, personally appeared Robert Moller, to me personally known, who, being by me duly sworn did say that he is the CEO of CultureWorx, Inc, the corporation named in the foregoing instrument, and that said instrument is the free act and deed of said corporation.



[Signature]
Notary Public, Cook County, IL

SCHEDULE A**United States
Trademarks and Service Marks****Federally Registered Marks and Applications for Federal Registration:**

MARK	SERIAL NO.	REGISTRATION NO.
CULTUREWORX	76/212,657	---
MOTIVATION UNIVERSITY	75/752,027	2,428,061

Common Law Marks:

Applause Board
Behavior Business Systems
Behaviorbiz
Electronic Virtual Account
Electronic Virtual Gift
E-Praise
EV Account
EV Gift
Limelight
MOL
Motivation Online
Motivation Online (logo)
Vaccount
Vgift
Virtual Account