

05-15-2002



FORM PTO-1594
(Rev. 3/01)

RECOF

HEET

U.S. DEPARTMENT OF COMMERCE
U. S. Patent and Trademark Office

OMB No. 0651-0027 (exp. 5/31/2002)

102090904
TRADEMARKS ONLY

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

1. Name of conveying party(ies):
 RCT Systems, Inc. **5-3-02**

Individual(s) Association
 General Partnership Limited Partnership
 Corporation - Illinois
 Other

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

2. Name and address of receiving party(ies):
 Name: **Quadrix Corporation**
 Internal Address:
 Street Address: **8170 S. Madison Street**
 City: **Burr Ridge** State: **Illinois** ZIP: **60521**

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

If assignee is not domiciled in the United States, a domestic representative designation is attached. Yes No
 (Designations must be a separate document from assignment)
 Additional name(s) of receiving party(ies) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date(s): **December 19, 2001**

4. Application number(s) or trademark number(s):
 A. Trademark Application No(s):
75/638,453
 75/638,100

Additional numbers attached? Yes No

B. Trademark No(s)
 2,389,326
 2,374,624
 2,311,864
 2,378,867

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: **Craig J. Lervick**
 Internal Address: **3300 Plaza VII Building**
 Street Address: **45 South Seventh Street**
 City: **Minneapolis** State: **MN** ZIP: **55402**
 Our File No.: **14862/300**

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

7. Total Fee (37 CFR 3.41) \$165
 Enclosed
 Authorized to be charged to deposit account
 Authorized to charge any underpayment or credit any overpayment to deposit account.

8. Deposit account number:
50-1901
(Attach duplicate copy of this page if paying by deposit account.)

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.

Craig J. Lervick *Craig J. Lervick* 1-11-02
 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

05/15/2002 TDIAZ1 00000035 501901 75638453

01 FC:481 40.00 CH
 02 FC:482 125.00 CH

TC2: 16133 v01 01/09/2002

TRADEMARK
REEL: 002505 FRAME: 0792

ASSIGNMENT OF TRADEMARKS

THIS ASSIGNMENT OF TRADEMARKS is entered this 31st day of December, 2001, by and among RCT Systems, Inc., an Illinois corporation (the "Assignor"), and Quadrix Corporation, an Illinois corporation (the "Assignee").

WHEREAS, Assignor has adopted and owns the marks, and has filed an application for the use of a mark, each as identified on Schedule A (the "Marks"); and

WHEREAS, Assignor desires to assign, and Assignee desires to acquire all Assignor's right, title and interest in and to the Marks.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby assign, sell and transfer to Assignee all of its right, title and interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, the right to sue for past infringement thereof, the registrations and applications for registration therefor, and all the benefit of the Marks. Assignor does further consent to the recordation of this assignment by Assignee with the Commissioner of Patents and Trademarks.

IN WITNESS WHEREOF the Assignor has executed this Assignment of Trademarks as of the date first written above.



RCT SYSTEMS, INC.

By: Vinny A. Sherman, Jr.

Name: Vinny A. Sherman, Jr.
Title: CFO

State of IL)
County of Cook)

On this 19th day of December, 2001, before me appeared the undersigned, who signed this instrument pursuant to authority duly received.

Jacqueline Barker
Notary Public

SCHEDULE A

Trademarks

| J&G Number | Country | Mark Name | Current Owner | Serial # && Date | Registration # && Date |
|--------------------------|---------------|--|-------------------|-------------------------|---------------------------|
| 47276-00010 | United States | ENTRANCE PROCESSOR | RCT Systems, Inc. | 75/638189 02/10/1999 | 2389326 |
| Registration 8&15 Due | | | | 09/26/2000 9/26/2006 | Issued Section |
| Goods: 9 | | Computer hardware for monitoring customer traffic in public areas and storing this information for immediate and future analysis | | | |
| 47276-00012 | United States | EP | RCT Systems, Inc. | 75/638452 02/10/1999 | 2374624 |
| Registration 8&15 Due | | | | 08/08/2000 8/8/2006 | Issued Section |
| Goods: 9 | | Computer hardware for monitoring customer traffic in public areas and storing this information for immediate and future analysis | | | |
| 47276-00009 | United States | NRTI | RCT Systems, Inc. | 75/638100 02/10/1999 | |
| Goods: 35 | | Providing an online computer database in the field of customer traffic trends and patterns in public areas | | | |
| 47276-00006 | United States | RCT & Design | RCT Systems, Inc. | 75/638455 02/10/1999 | 2311864 |
| Registration 8&15 Due | | | | 01/25/2000 1/25/2006 | Issued Section |
| Goods: 9 | | Computer hardware and software for monitoring and analyzing customer traffic in public areas and manuals sold together as a unit | | | |
| 47276-00007 | United States | THE PEOPLE COUNTER | RCT Systems, Inc. | 75/638454 02/10/1999 | 2378867 |
| Registration 8&15 Due | | | | 08/22/2000 8/22/2006 | Issued Section |
| Goods: 9 | | Traffic monitoring software and hardware for determining and analyzing customer traffic in public places and manuals sold together as a unit | | | |
| 47276-00011 | United States | TRAFFIC ANALYZER | RCT Systems, Inc. | 75/638453 02/10/1999 | |
| Goods: 9 | | Computer software for evaluating and graphically representing customer traffic in public areas and manuals sold together as a unit | | | |