



OMB No. 0651-0011 (exp. 4/94)

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

1. Name of conveying party(ies):
ShopperTrak RCT Corporation

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

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

2. Name and address of receiving party(ies):
Name: **ShopperTrak RCT Corporation**
Internal Address:
Street Address: **5511 North Cumberland**
City: **Chicago** State: **IL** ZIP: **60656-1471**

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation - State of 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 conveying party(ies) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other

Effective Date: **March 11, 2002**

4. Application number(s) or trademark number(s):

A. Trademark Application No(s):
75/638,100 NRTI

COPY

B. Trademark Registration No(s):

1,674,091	SHOPPERTRAK
1,933,636	FASTLANE
2,075,373	SHOPPERPULSE
2,216,943	MAKE EVERY SHOPPER COUNT
2,311,864	RCT & Design
2,374,624	EP
2,378,867	THE PEOPLE COUNTER
2,389,326	ENTRANCE PROCESSOR
2,508,447	TRAFFIC ANALYZER

Additional numbers attached? Yes No

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

Name: **Craig J. Lervick, Esq.**
 Firm: **Oppenheimer Wolff & Donnelly LLP**
 Internal Address: **Suite 3300**
 Street Address: **45 South Seventh St.**
 City: **Minneapolis** State: **MN** ZIP: **55402-1609**
 Our File No.: **14862/200**

6. Total number of applications and registrations involved: **10**

7. Total Fee (37 CFR 3.41) **\$265.00**

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

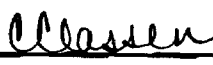
9. Statement and signature.
 To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Craig J. Lervick, Esq. [Signature] June 5, 2002
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: -2- (cover sheet & postcard)
 Mail documents to be recorded with required cover sheet information to:
 U.S. Patent and Trademark Office, Office of Public Records, Crystal Gateway 4, Room 335
 Washington, D.C. 20231

TRADEMARK

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Applicant	: ShopperTrak RCT Corporation	
Serial No.	: 75/638,100	Notice of Allowance: Dec. 11, 2001
Filing Date	: Feb. 10, 1999	
Mark	: NRTI	Docket: 14862/213
BOX ITU -FEE- Commissioner for Trademarks 2900 Crystal Dr. Arlington, VA 22202-3513		I CERTIFY THAT THIS PAPER IS BEING DEPOSITED WITH THE U.S. POSTAL SERVICE, FIRST CLASS MAIL, POSTAGE PAID, ADDRESSED TO BOX ITU -FEE-, COMMISSIONER FOR TRADEMARKS, 2900 CRYSTAL DR., ARLINGTON, VA 22202-3513 on June <u>5</u> , 2002. (37 CFR §1.8)  C. Glasson

37 C.F.R. §2.19
REVOCATION & POWER OF ATTORNEY

ShopperTrak RCT Corporation hereby revokes all previous Powers of Attorney in the captioned application, and appoints Craig J. Lervick, Esq., Barbara J. Grahn, Esq., Erika S. Koster, Esq., Steven C. Lieske, Esq., David J. McKinley, Esq., W. Glenn Edwards, Esq., Christopher R. Hilberg, Esq., Barbara A. Wrigley, Esq., and James E. Schatz, Esq., all of the firm of Oppenheimer Wolff & Donnelly LLP, Suite 3300, 45 South Seventh Street, Minneapolis, Minnesota 55402, as its attorneys to prosecute this application, to transact all business in connection therewith and to receive the Certificate of Registration.

The Office is requested to direct all communications to Craig J. Lervick, Esq., Oppenheimer Wolff & Donnelly LLP, Suite 3300, 45 South Seventh Street, Minneapolis, Minnesota 55402.

The Office is authorized to communicate with Mr. Lervick by postal mail at the address given above, by telephone (612.607.7387), or by facsimile (612.607.7100).

ShopperTrak RCT Corporation

Date: June 5, 2002

By: 
John W. Miller, Chief Financial & Administrative Officer

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

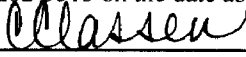
COPY

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				

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Applicant	<u>ShopperTrak RCT Corporation</u>	
Serial No.	75/638,100	Notice of Allowance: Dec. 11, 2001
Filing Date	February 10, 1999	
Mark	NRTI	
File No.	14862/213	
BOX ITU --FEE-- Commissioner for Trademarks 2900 Crystal Dr. Arlington, VA 22202-3513		<u>CERTIFICATE OF FIRST CLASS MAILING – 37 C.F.R. §1.8</u> <u>Mailing Date: June 5, 2002</u> I hereby certify that this paper and/or fee is being deposited with the U.S. Postal Service, First Class Mail, postage paid, on the date indicated, addressed to BOX ITU --Fee--, Commissioner for Trademarks, 2900 Crystal Dr., Arlington, VA 22202-3513 on the date above-noted.  <hr/> C. Classen

37 CFR §3.85**REQUEST FOR CERTIFICATE TO ISSUE****IN THE NAME OF SHOPPERTRAK RCT CORPORATION****AND****NOTICE OF CHANGE OF ADDRESS OF SHOPPERTRAK RCT CORPORATION**

Enclosed is a copy of the December 2001 Assignment of the above-captioned application from RCT Systems, Inc. to Quadrix Corporation (an Illinois corporation). The Assignment was submitted to the Assignment Branch for recordation on Jan. 11, 2002.

On Dec. 18, 2001 Quadrix Corporation changed its name to ShopperTrack RCT Corporation (a copy of the Recordation Form Cover Sheet, submitted for recordation on even date herewith, is attached).

On March 11, 2002, ShopperTrack RCT Corporation changed its name to ShopperTrak RCT Corporation (a copy of the Recordation Form Cover Sheet, submitted for recordation on even date herewith, is attached).

Pursuant to 37 C.F.R. §3.85, it is requested that the Certificate of Registration in this matter issue in the name of ShopperTrak RCT Corporation (an Illinois corporation), whose new address and particulars are as follows:

ShopperTrak RCT Corporation (an Illinois corporation)
5511 North Cumberland
Chicago, IL 60656-1471

Respectfully submitted,



Craig J. Lervick, Esq.
Oppenheimer Wolff & Donnelly LLP
Plaza VII, Suite 3300
45 South Seventh St.
Minneapolis, MN 55402-1609
Telephone : 612.607.7387

Date: June 5, 2002

Statement of Use
Mark: *NRTI*
Serial No. 75/638,100
Page 2 of 2

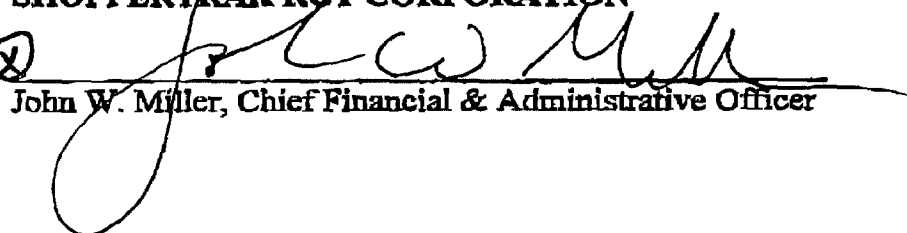
The date of first use of the mark was at least as early as November 26, 1999; the date of first use of the mark in commerce was at least as early as November 26, 1999; and the mark is now in use in commerce.

A specimen showing use of the mark in commerce is enclosed.

DECLARATION

The undersigned, being hereby warned that willful false statements and the like so made are punishable by fine or imprisonment, or both, under 18 U.S.C. §1001, and that such willful false statements may jeopardize the validity of the application or any resulting registration, declares that he is properly authorized to execute this Statement of Use on behalf of the Applicant; he believes Applicant to be the owner of the mark sought to be registered, the mark is now in use in commerce; all statements made of his own knowledge are true and all statements made on information and belief are believed to be true.

Date: June 5 2002

SHOPPERTRAK RCT CORPORATION

John W. Miller, Chief Financial & Administrative Officer



NRTI SUBSCRIPTION AGREEMENT

This National Retail Traffic Index (NRTI) Subscription Agreement ("**Agreement**") is made by and between ("**Customer**"), an _____ corporation, and RCT Systems, Inc. ("**RCT**"), an Illinois corporation.

ARTICLE I

1. SUBSCRIPTION

1.1. The Subscription Period shall be for a period of one year from the date of the receipt of payment. During the Subscription Period, Customer shall have access via the Internet to all mall and/or department store on-line reports and data available at the RCT NRTI.COM web site. Customer agrees to pay the fees set forth in Schedule B for these on-line reports. Customer shall be responsible for supplying its own Internet service provider. Access to RCT'S NRTI.COM web site shall be limited to the total number of users on Schedule A.

ARTICLE II

2. LIMITATION OF LIABILITY

2.1. RCT shall not be liable for any indirect, incidental, special, punitive, or consequential damages, or any loss of profits, revenue, data or data use related to any use of the data provided under this Agreement.

ARTICLE III

3. PAYMENT TERMS

3.1. RCT and Customer have agreed to the payment terms set forth in Schedule B.

ARTICLE IV

4. CONFIDENTIALITY

4.1. Customer acknowledges that all direct data and reporting generated by RCT's NRTI.COM is "confidential" information (collectively referred to as "RCT Confidential Information") and is subject to trademark and/or copyright laws.

4.2. Customer is permitted to abstract information contained in RCT's NRTI.COM solely for the purpose of internal analysis and analysis support and only with full citation.

4.3. Customer shall not publish, disclose, reproduce or otherwise make available direct data or reports from RCT's NRTI.COM web site to any person, firm, enterprise or any third party outside of Customer's organization without the specific prior written authorization of RCT and in the event RCT grants such authorization RCT shall require full citation.

4.4. Nothing contained herein shall be construed as granting or conferring any rights by license or otherwise in any "RCT Confidential Information".

4.5. During the term of this agreement Customer agrees that RCT may identify it as a customer of RCT.

(Customer)

RCT Systems, Inc.

By: _____

By: _____

Name: _____

Name: _____

Title: _____

Title: _____

Date: _____

Date: _____

NRTY SUBSCRIPTION AGREEMENT

Schedule A

RCT Systems, Inc.

User Names		Users' Information				
Last	First & middle initial	Title	Location	Phone #	Fax #	E-mail address
1.						
2.						
3.						



The National Retail Traffic Index (NRTI™)

RCT Systems, Inc. has developed the only National Retail Traffic Index for benchmarking performance against a national standard. The NRTI™ delivers standardized reports via the Internet, allowing users to compare their proprietary data for robust custom analyses. NRTI traffic information is highly detailed, users may view traffic results down to the hour on any given day. The NRTI is updated weekly.

The NRTI currently offers two products. NRTI Mall delivers a national total of enclosed mall-based shopper traffic in the U.S. and NRTI Department Store reports on Department Stores located in U.S. enclosed malls. Both products are being designed to measure and compare traffic trends across a variety of mall characteristics; such as region, size and age. RCT is also working to launch specialty retail indices in the NRTI during 2001.

Benefits

For Mall Developers

- Realize and manage the value of your portfolio using consistent, accepted national standards
- Quantify the value of your portfolio to corporate sponsors using objective performance measures

For Retailers

- Correlate sales data with shopper traffic
- Identify areas of opportunity to increase shopper conversion
- Evaluate site selection alternatives based on shopper penetration

For Industry Analysts and Consultants

- Simplify property and portfolio analysis using a standardized set of performance metrics
- Assess property results on a national basis relative to same size, type malls

For Advertisers and Corporate Sponsors

- Identify promotion-responsive regions, malls
- Establish campaign objectives using reliable, nationally-comparable measures

Sample Design

The NRTI currently uses a statistically sound sample of enclosed malls in the U.S. that is projectable to the universe of 1,539 U.S. enclosed malls. The sample is currently projectable to the national level and will expand to include projection by region, mall size and age.

Availability

Retailers, mall developers, industry analysts, advertisers and real estate consultants can purchase the NRTI on a subscription basis. Subscribers can buy a year's subscription to NRTI Mall or Department Store, or RCT offers a combination subscription at a reduced price.

Product Developer

RCT is the exclusive provider of Internet-based customer traffic information systems for the retail and shopping center industries. See www.rctanalytics.com.

visit www.nrti.com

call 888-799-NRTI

email nrti@rctanalytics.com



The National Retail Traffic Index (NRTI™)

ShopperTrak RCT Corporation has developed the only National Retail Traffic Index for benchmarking performance against a national standard. The NRTI™ delivers standardized reports via the Internet, allowing users to compare their proprietary data for robust custom analyses. NRTI traffic information is highly detailed, users may view traffic results down to the hour on any given day. The NRTI is updated weekly.

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Benefits

For Mall Developers

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For Retailers

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Retailers, mall developers, industry analysts, advertisers and real estate consultants can purchase the NRTI on a subscription basis. Subscribers can buy a year's subscription to NRTI Mall or Department Store, or ShopperTrak RCT Corporation offers a combination subscription at a reduced price.

Product Developer

ShopperTrak RCT Corporation is the exclusive provider of Internet-based customer traffic information systems for the retail and shopping center industries. See www.shoppertrakrct.com.

visit www.nrti.com

call 888-799-NRTI

email nrti@rctanalytics.com

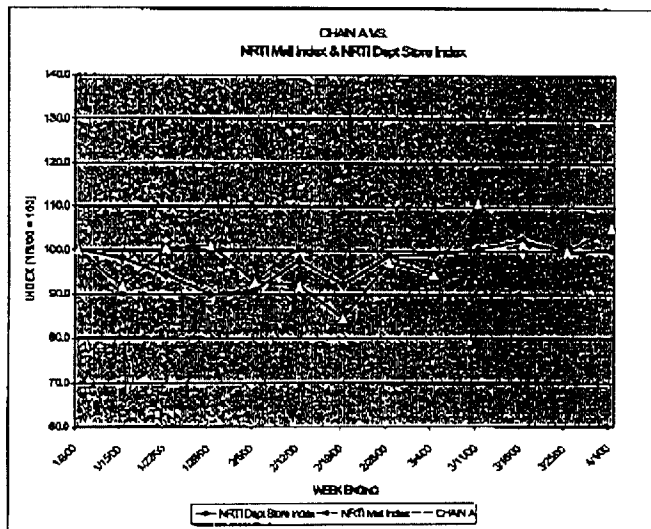


NRTI™ Department Store Index

The **National Retail Traffic Index** is the only set of national indices for benchmarking retail traffic performance. Retailers and property owners that understand the benefit of evaluating shopper traffic and conversion can now compare their own performance to a national standard.

Chain A is benchmarked against two NRTI indices on a percent change basis and has generally outperformed them. February appears to be an exception.

What caused Chain A's fall-off in February? What did Chain A do differently in mid-January, mid-March and early April to cause a spike in traffic when the NRTI indices dropped or stayed even?



The **NRTI Department Store Index** provides an overall indication of how the department store segment is performing by focusing on customer traffic at the national level. Revenues and expenses can now be analyzed using a total visitors or visitors per square foot basis, reflecting the retailer's ever changing opportunity.

The NRTI consists of:

- ? **NRTI.com** is the web-enabled delivery mechanism for access to standardized NRTI reports. The NRTI offers Department Store and Mall indices. Subscribe individually or opt for a combination subscription. All subscriptions are annual.
- ? **Traffic Trend Reports** (updated weekly) provide you with insight and understanding on how customer traffic fluctuates throughout the day, week, or weekend.



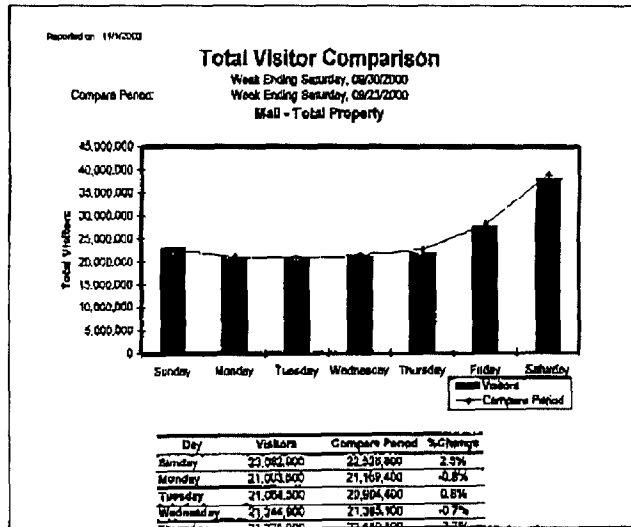
NRTI™ Mall Index

The **National Retail Traffic Index** is the only set of national indices for benchmarking retail traffic performance. Retailers and property owners that understand the benefit of evaluating shopper traffic and conversion can now compare their own performance to a national standard.

Your traffic increased 5% over last month and sales grew by 7%.

As a manager, how do you view this? Your conversion was positive but did you optimize opportunity? How would you know?

What if the NRTI told you that total shopper visits (opportunity) were up 15% over last month? Would that affect your perception of your own performance?



The **NRTI Mall Index** provides an overall indication of how the Retail Industry is performing against its potential by focusing on enclosed mall traffic at the national level. NRTI Mall will help quantify the value of your portfolio, and simplify property and portfolio analysis using a standardized set of national performance benchmarks.

The **NRTI** consists of:

- ? **NRTI.com** is the web-enabled delivery mechanism for access to standardized NRTI reports. The NRTI offers Department Store and Mall indices. Subscribe individually or opt for a combination subscription. All subscriptions are annual.
- ? **Traffic Trend Reports** (updated weekly) provide you with insight and understanding on how customer traffic fluctuates throughout the day, week, or weekend.



NRTI

NRTI™ Reporting

NRTI Mall and Department Store both offer the same standardized report templates. All NRTI reports are in a .pdf format. NRTI information is detailed to the hour and is available daily dating back to November 26, 1999.

Four report formats or 'templates', **Peak Visitor Summary**, **Visitors Per Sq. Ft. Comparison**, **Total Visitors Comparison** and **Weekly Visitor Penetration** are arranged as four tabs in a product tool bar located at the top of the product screen. Clicking on any tab will produce the report format and all parameters available to the user.

NRTI Mall offers six views of traffic. These include, *Total Property* (default), *In Mall Anchor*, *Mall Common Area*, *Mall Exterior*, *In Mall Anchor Exterior* and *In Mall Anchor Interior*. "In Mall" is a reference to the use of enclosed malls for mall traffic data. The same holds true for the Department Store product. "Exterior" and "Interior" views refer to exterior and interior entrances. **NRTI Department Store** offers three views, *In Mall Department Store* (default), *In Mall Department Store Exterior* and *In Mall Department Store Interior*.

Peak Visitor Summary

Summarizes daily traffic by expressing each hour of the day's traffic as a percentage of that day's total traffic.

- ⊗ Reporting parameters: Users may select Daily, Weekly or Weekend for any given date.
- ⊗ Compare Periods: N/A.

Visitors Per Sq. Ft. Comparison

Describes traffic in visitors/1000 square feet. Square footage measurement is based upon information listed in the Directory of Major Malls®.

- ⊗ Reporting parameters: Users may select Daily, Weekly or Weekend for any given date.
- ⊗ Compare Periods: Two compare periods are available within the Weekly and Weekend report parameters. These include, "Previous Week(end)" and "Previous 4 Week(end) Avg".

Total Visitors Comparison

Lists total visitors or traffic.

- ⊗ Reporting parameters: Users may select Daily, Weekly or Weekend for any given date.
- ⊗ Compare periods differ by parameter. *Daily* offers a 13 week trend for the same day of week. *Weekly* offers "Previous Week", "Previous 4 Week Avg" and "Previous Year" (same week in prior year). *Weekend* offers "Previous Weekend", "Previous 4 Weekend Avg". Finally, *Monthly* offers an automatic comparison to previous 4 week period.

Weekly Visitors Penetration

Compares the percent of daily visitors again peak times.

- ⊗ Reporting parameters: This is a weekly report only for any given date.
- ⊗ Compare Periods: N/A.

TRADEMARK

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Applicant : ShopperTrak RCT Corporation
Serial No : 75/638,100
Filed : Feb. 10, 1999
Mark : NRTI
Docket No : 14862/213

Notice of Allowance Date: Dec. 11, 2001

BOX ITU

--FEE--

Commissioner for Trademarks
2900 Crystal Drive
Arlington, VA 22202-3513

I hereby certify that this paper and/or fee is being deposited with the U.S. Postal Service, as First Class Mail, postage paid, on the date shown, addressed to **BOX ITU --FEE--**, Commission for Trademarks, 2900 Crystal Drive, Arlington, VA 22202-3513 on June 5, 2002 (37 CFR §1.8).

C. Classen

C. Classen

STATEMENT OF USE
37 CFR §2.88

Applicant ShopperTrak RCT Corporation requests registration of the above-identified mark in the United States Patent and Trademark Office on the Principal Register established by the Act of July 5, 1946 (15 U.S.C. §1051 et. seq., as amended).

ShopperTrak RCT Corporation (an Illinois corporation) is the Applicant herein by virtue of the following:

1. Assignment of the application from RCT Systems, Inc. to Quadrix Corporation;
2. Change of name of Quadrix Corporation to ShopperTrack RCT Corporation (December 2001);
3. Change of name of ShopperTrack RCT Corporation to ShopperTrak RCT Corporation (March 2002).

The above documents have been submitted to the Assignment Branch for recordation (copies enclosed).

The \$100 filing fee for this Statement of Use is to be paid from the Deposit Account of Applicant's attorneys, as authorized in the accompanying transmittal letter.

Applicant is using the mark in commerce in connection with the services identified in the Notice of Allowance in this application.

The mark was first used in commerce by Applicant's predecessor in title.