

Form PTO-1594 (Rev. 6-93) **RECORDATION FORM COVER SHEET** U.S. DEPARTMENT OF COMMERCE
TRADEMARKS ONLY Patent and Trademark Office

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

1. Name of conveying party(ies):
 beenz.com USA inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation: State of Delaware
 Other _____

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

2. Name and address of receiving party(ies):
 beenz.com inc.
 283 Greenwich Avenue
 3rd Floor
 Greenwich, Connecticut 06830

Individual(s) Association
 General Partnership Limited Partnership
 Corporation: State of Delaware
 Other _____

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: July 12, 2001

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)

4. Application number(s) or trademark number(s), and identification or description of the mark(s):

A. Trademark Application No(s). and description B. Trademark Registration No(s). and description

76/033,832 - REWARDZ

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

Colleen M. Sarenpa
 FAEGRE & BENSON LLP
 2200 Wells Fargo Center
 90 South Seventh Street
 Minneapolis, MN 55402-3901
 612/766-6822

6. Total number of applications and registrations involved: 01

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

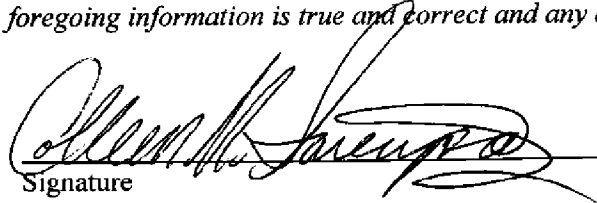
Authorized to be charged to deposit account

8. Deposit Account number: 06-0029

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.

Colleen M. Sarenpa
 Senior Trademark Specialist
 Name of person signing


 Signature

December 12, 2001
 Date

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to:
 Director – U.S. Patent and Trademark Office, Box Assignments
 Washington, D.C. 20231

Oct-03-01 07:22pm From-beenz.com

+2124178254

T-221 P.34/52 F-357

**INTELLECTUAL PROPERTY ASSIGNMENT**

This INTELLECTUAL PROPERTY ASSIGNMENT (this "Assignment") is made and entered into as of this 12th day of July, 2001 by beenz.com USA inc., a Delaware company ("Assignor"), for the benefit of beenz.com inc., a Delaware corporation ("Assignee").

WITNESSETH:

WHEREAS, the Assignor owns all right, title and interest in and to the intellectual property listed on Schedule A to this Assignment (the "Intellectual Property"); and

WHEREAS, the Assignor has agreed to assign and transfer to Assignee all of the right, title and interest in and to the Intellectual Property;

NOW THEREFORE, in consideration of the mutual premises, agreements and mutual covenants set forth herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor, intending legally to be bound, hereby agrees as follows:

1. Assignment of Intellectual Property. The Assignor hereby transfers, conveys, assigns and delivers to Assignee all of the Assignor's right, title and interest in and to the Intellectual Property.
2. Binding on Successors. This Assignment shall be binding upon and inure to the benefit of the Assignor and the Assignee and their respective successors in interest and assigns.
3. Effective Time. This Assignment shall become effective as of the date hereof.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

SKJ071202

RECEIVED DEC-04-01 14:38

FROM-

TO-FAEGRE&BENSON

PAGE 73

TRADEMARK
REEL: 002382 FRAME: 0150

Oct-09-01 07:22pm From-beenz.com

+2124178254

T-221 P.35/52 F-357

IN WITNESS WHEREOF, this Assignment has been executed as of the day and year first above written.

ASSIGNOR:

beenz.com USA inc.

By: Sean P. Lane
Name: Sean P. Lane
Title: EVP

Accepted and Agreed:

ASSIGNEE:

beenz.com inc..

By: Sean P. Lane
Name: Sean P. Lane
Title: EVP & CAO

STATE OF New York

COUNTY OF New York

}
} SS:

On July 12, 2001, before me, Starr Kurke, a Notary Public in and for said State, personally appeared Sean P. Lane, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Starr Kurke

(SEAL)

STARR KURKE
Notary Public, State of New York
Qualified in Westchester County
No. 01KU002848
My Commission Expires April 28, 2005

[SIGNATURE PAGE TO ASSIGNMENT AGREEMENT]

5K0070501

Oct-03-01 07:22pm From-beenz.com

+2124178254

T-221 P. 36/52 F-357

Schedule A

1. United States of America Trademark Application No. 76/033832; Trademark Name "REWARDZ" filing date 24-April-2000; Status: Pending; Classes 9, 35, 36, 42

8X1071202

RECEIVED DEC-04-01 14:38

FROM-

TO-FAEGRE&BENSON

PAGE 75

RECORDED: 12/12/2001

TRADEMARK
REEL: 002382 FRAME: 0152