

07-23-2002



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

1. Name of conveying party(ies):
Billie C. Worthen

2. Name and address of receiving party(ies):
Name: UnityWorks! LLC
4100 Wendover Court
Minnetonka, Minnesota 55345

7.1.02

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

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

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

If assignee is not domiciled in the United States
a domestic representative designation is attached:
 Yes No
(Designation must be a separate document from
Assignment)

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

Yes No

Execution Date: March 12, 2002

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

A. Trademark Application No.(s)
78/041,646

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Name: Douglas J. Christensen
Internal Address: 4800 IDS Center
80 South Eighth Street
Minneapolis, Minnesota 55402-2100
Street Address: 4800 IDS Center
80 South Eighth Street
City: Minneapolis State: MN 55402-2100

6. Total number of applications and registrations
involved: 1

7. Total fee (37 CFR 3.41): \$40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit Account Number: 16-0631
(Attached duplicate copy of this page if
paying by deposit account)

DO NOT USE THIS SPACE

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01 FC:481

40.00 DP

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.

Douglas J. Christensen  June 26, 2002
Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 4

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

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

**Assistant Commissioner for Trademarks
2900 Crystal Drive
Arlington, Virginia 22202-3513**

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503


TRADEMARK ASSIGNMENT

WHEREAS, Billie C. Worthen, hereinafter referred to as "Assignor," residing at 4100 Wendover Court, Minnetonka, Minnesota 55345, is the owner of the trademark applications listed in Schedule A attached hereto; and

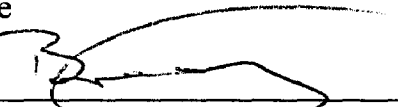
WHEREAS, UnityWorks! LLC, hereinafter referred to as "Assignee," a limited liability corporation organized and existing under the laws of the State of Minnesota, United States of America, having an office at 4100 Wendover Court, Minnetonka, Minnesota 55345, is desirous of acquiring the entire right, title and interest in, to and under the trademarks listed in Schedule A hereto, and the goodwill of the business appertaining to the said trademarks.

NOW, THEREFORE, be it known that for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, ASSIGNOR has sold, assigned and transferred and by these presents does sell, assign, and transfer to ASSIGNEE, its successors and assigns forever, the entire right, title and interest in, to and under the trademarks and registrations thereof and applications therefor listed on Schedule A hereto; and all agreements relating thereto, effective from February 1, 2001, and all actions or rights of action, both at law and in equity relating to the said trademarks, the same to held and enjoyed by ASSIGNEE, its successors and assigns forever as fully and entirely as the same could have been held and enjoyed by the ASSIGNOR if this assignment had not been made. ASSIGNEE hereby accepts this sale, assignment and transfer of said trademarks.

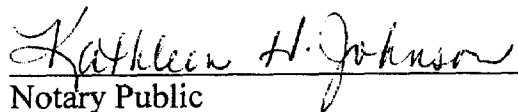
BILLIE C. WORTHEN
Assignor

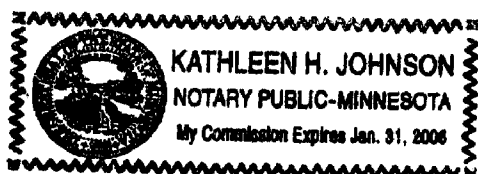
By: 
Billie C. Worthen

UNITYWORKS! LLC
Assignee

By: 
Billie C. Worthen
Title: Chief Manager

Subscribed and sworn to before me
this 12th day of March, 2002


Notary Public



Schedule A

Trademark Assignment Schedule

Mark

Application No.

UNITYWORKS!

78/041,646