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PATENTS ONLY



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Please record the attached original document or copy thereof.

<p>1. Name of Party(ies) conveying an interest:</p> <p style="text-align: center;">Craig M. Palazzi</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and Address of Party(ies) receiving an interest:</p> <p>Name: Quixtar Inc. Internal Address: Street Address: 5101 Spaulding Plaza City: Ada State/Zip: MI 49355</p> <p>Additional name(s) and addresses attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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3. Description of the interest conveyed:

Assignment Change of Name Other:

Security Agreement Merger

Execution Date: February 1, 2005

4. Application number(s) or patent number(s).
If this document is being filed together with a new application, the execution date of the application is:

Date

A. Patent Application No.(s)
10/929,529

B. Patent No.(s)

Additional numbers attached? Yes No

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>BRINKS HOFER GILSON & LIONE P.O. BOX 10395 CHICAGO, IL 60610 (312)321-4200</p>	<p>6. Number of applications and patents involved: <u>1</u></p> <p>7. Total fee (37 CFR 3.41) \$ <u>40.00</u></p> <p><input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to Deposit Account No. 23-1925</p> <p>8. <input checked="" type="checkbox"/> Please charge any deficiencies in fee or credit any overpayment to Deposit Account No. 23-1925.</p>
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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.

Scott W. Brim
Name of Person Signing

Signature

February 10, 2005
Date

02/17/2005 DBYRNE 00000080 10929529
Total number of pages including cover sheet, attachments, and document: 3 + check

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ASSIGNMENT

WHEREAS, Craig M. Palazzo, hereinafter called the "Assignor", has made the invention described in the United States patent application entitled SYSTEM AND METHOD FOR PROCESSING ORDERS FOR MULTIPLE MULTILEVEL MARKETING BUSINESS MODELS, for a full description of which reference is here made to an application for Letters Patent of the United States filed on August 30, 2004 and assigned Application Serial No.10/929,529;

WHEREAS, QUIXTAR INC., a corporation organized and existing under the laws of the State of Michigan, having a place of business at 5101 Spaulding Plaza, Ada, Michigan 49355, hereinafter called the "Assignee", desires to acquire the entire right, title and interest in and to the invention and the patent application identified above, and all patents which may be obtained for said invention, as set forth below;

NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00), and other valuable and legally sufficient consideration, the receipt of which by the Assignor from the Assignee is hereby acknowledged, the Assignor has sold, assigned and transferred, and by these presents does sell, assign and transfer to the Assignee, the entire right, title and interest for the United States in and to the invention and the patent application identified above, and any patents that may issue for said invention in the United States; together with the entire right, title and interest in and to said invention and all patent applications and patents therefor in all countries foreign to the United States, including the full right to claim for any such application all benefits and priority rights under any applicable convention; together with the entire right, title and interest in and to all continuations, divisions, renewals and extensions of any of the patent applications and patents defined above; to have and to hold for the sole and exclusive use and benefit of the Assignee, its successors and assigns, to the full end of the term or terms for all such patents.

The Assignor hereby covenants and agrees, for both the Assignor and the Assignor's legal representatives, that the Assignor will assist the Assignee in the prosecution of the patent application identified above; in the making and prosecution of any other patent applications that the Assignee may elect to make covering the invention identified above; in vesting in the Assignee like exclusive title in and to all such other patent applications and patents; and in the

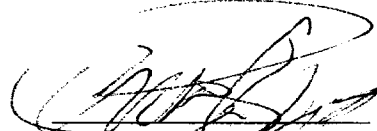
prosecution of any interference which may arise involving said invention, or any such patent application or patent; and that the Assignor will execute and deliver to the Assignee any and all additional papers which may be requested by the Assignee to carry out the terms of this Assignment.

The Commissioner of Patents and Trademarks is hereby authorized and requested to issue patents to the Assignee in accordance with the terms of this Assignment.

In testimony whereof, the Assignor has executed this agreement.

IN WITNESS WHEREOF, I have hereunto set hand and seal the date as indicated below.

Date: 2-1-05


Craig M. Palazzo

Witness: