

04-29-1999



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U.S. Department of Commerce
Patent and Trademark Office

To the Honorable Commissioner

101023833

the attached original documents or copy thereof.

1. Name of conveying party(ies):

Edward Wagner d/b/a Icebreaker Communications Company

- Individual
- General Partnership
- Corporation
- Other
- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: October 1, 1998

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

A. Trademark Application No.(s)

B. Trademark Registration No. 2236167

Additional numbers attached? Yes No

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

Name: Susan Barbieri Montgomery, Esq.
 Internal Address: Foley Hoag & Eliot LLP
 Street Address: One Post Office Square
 City: Boston State: MA ZIP: 02109

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$40
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
06-1446
 (Attach duplicate copy of this page if paying by deposit account)

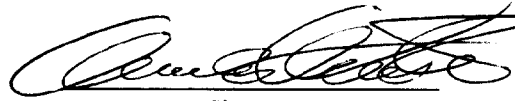
04/30/1999 DNGUYEN 00000012 061446 2236167
 01 FC:481 40.00 CH

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.

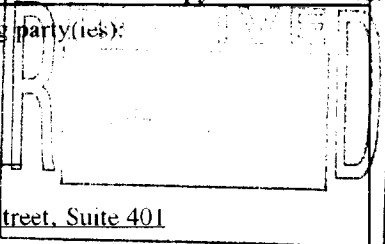
Charles E. Weinstein, Esq.
Name of Person Signing


 Signature

April 23, 1999
 Date

Total number of pages comprising cover sheet: 1

md 4-28-99



Name and address of receiving party(ies):

Name: Icebreaker, Inc.
 Internal Address:
 Street Address: 1320 Centre Street, Suite 401
 City: Newton Centre State: MA ZIP: 02459

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation - Delaware
- 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) & address(es) attached? Yes No

TRADEMARK ASSIGNMENT

This Assignment is made by Edward Wagner d/b/a Icebreaker Communications Company ("Assignor"), a United States individual residing at 46 Sheridan Road, Wellesley, MA 02181, and Icebreaker, Inc. ("Assignee"), a Delaware corporation with offices at 1320 Centre Street, Suite 401, Newton Centre, MA 02459.

WHEREAS, Assignor has adapted, used and registered the following mark (the "Mark"):

Trademark
ICEBREAKER

Registration Number
2236167

WHEREAS, Assignor and Assignee have executed and delivered a certain Assignment of Development dated as of October 1, 1998 which contemplates the Assignor's assignment to the of Assignee certain assets, including all right, title and interest in and to the Mark and the goodwill of the business connected with the use of and symbolized by the Mark effective as of October 1, 1998; and

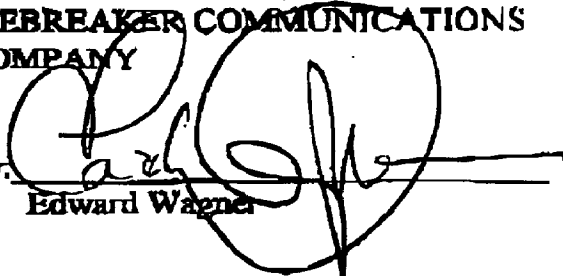
WHEREAS, Assignor and Assignee wish to confirm and memorialize the assignment of the Mark for purposes of recording the assignment with the U.S. Patent and Trademark Office and perfecting the assignment;

NOW, THEREFORE, in consideration of the foregoing and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged:

Assignor hereby confirms the assignment from Assignor to Assignee of all right, title and interest in and to the Mark, including the U.S. registration listed above, and renewals thereof, together with the goodwill of the business connected with the use of and symbolized by the Mark, and the right to sue and recover for past infringement of the Mark.

**EDWARD WAGNER, D/B/A
ICEBREAKER COMMUNICATIONS
COMPANY**

Date: 4/22/99

By: 
Edward Wagner

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Certificate of Mailing

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to the Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, Virginia 22202-3513 on the date indicated below.

Printed Name: Jessica L. Tripp
Signature: Jessica L. Tripp
Date of Signature: 4/23/99