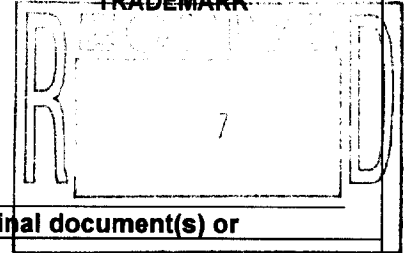


11-03-1999



101190525

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



MRO 10/27/99

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunic Pro Tunc Assignment
- Merger Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

State/Country

Zip Code

- Individual General Partnership Limited Partnership
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

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11/02/1999 DNGUYEN 00000193 2090342

01 FC:481
02 FC:482

40.00 OP
75.00 OP

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11/02/1999

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Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

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Domestic Representative Name and Address Enter for the first Receiving Party only.

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Address (line 2)

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Correspondent Name and Address Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached
Enter either the Trademark Application Number Or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

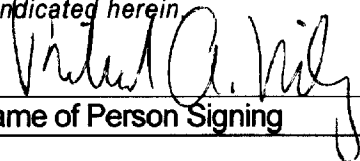
Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

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 Charges to deposit account are authorized, as indicated herein



RICHARD A. WILEY, per Power of Attorney

10/23/99
Date Signed

Name of Person Signing

Signature

NETPHONE, INC.

COLLATERAL ASSIGNMENT OF UNITED STATES TRADEMARKS AND SERVICE MARKS

NetPhone, Inc., a Delaware corporation ("Assignor"), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by Assignor, does hereby assign and transfer to Mariposa Invest Holding, AG, its successors and assigns (the "Assignee"), as collateral security pursuant to the terms of a certain Intellectual Property Security Agreement dated October , 1999 between the Assignor and the Assignee, all of the right, title, and interest of Assignor in, to, and under the following trademarks and service marks:

- (i) U.S. Trademark Registration No. 2,090,342 dated August 26, 1997;
- (ii) U.S. Trademark Registration No. 1,689,948 dated June 2, 1992;
- (iii) U.S. Trademark Registration No. 2,138,600 dated February 24, 1998; and
- (iv) U.S. Trademark Registration No. 2,161,657 dated June 2, 1998.

together with the good will of the business connected with the use of and symbolized by and/or identified with said trademarks and service marks.

Such assignment by Assignor includes any registration, reissue, renewal, or extension of the foregoing trademarks and service marks, together with the right to sue for and collect all past damages, profits, and royalties for past infringements thereof.

Assignor agrees that it will, at any time, and from time to time, after the date hereof, upon request of the Assignee, do, execute, acknowledge, and deliver or cause to be done, executed, acknowledged, and delivered, all such further acts, assignments, and transfers, as may be reasonably required for the better assigning, transferring, and confirming the foregoing trademarks and service marks to the Assignee.

By: William Lawrence, CEO
William Lawrence, Treasurer

STATE OF MA)
COUNTY OF) MIDDLESEX

On this 25th day of October, 1999, there appeared before me William Lawrence, personally known to me, who acknowledged that he signed the foregoing Assignment as his voluntary act and deed on behalf and with full authority of NetPhone, Inc.

Simon [Signature]
Notary Public

q79203_.doc (811748 v . 2)

Wiley

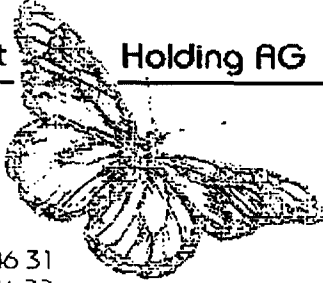
Von:

RightFax * Pg 1/1
00;

18.10.99 18:40; JetFax #240; Seite 1/1

Mariposa Invest Holding AG

Bundesstrasse 3
Postfach 4547
CH-6504 Zug



Telefon +41-41-720 46 31
Telefax +41-41-720 46 33
E-Mail eiwebermariposa@datacomm.ch

B. Leniker
M. Soloman
A. Snowalter

RAW 10/18/99-1505

**Telefax – Mitteilung
Telefax – Message**

An / To : Richard A. Wiley, Esq., c/o Hill & Barlow
Von / From : Esther I. Weber
Fax No. : 001 617 428 35 00
Datum / Date: 18th of October 1999
**Anzahl Seiten/
Total pages :** 1 (one)
Betrifft / Re : Grating of power of attorney with NETPHONE INC.


Dear Sirs,

please take this as our written instruction, that we hereby grant with immediate effect full power of attorney to

Mr. Richard Wiley, Esq.

In all relation to our current and future investments into NETPHONE INC.

Kind regards


Esther I. Weber

HILL & BARLOW

A Professional Corporation

CONSTANCE A. BALLOU

DIRECT LINE: 617-428-3519

CBALLOU@HILLBARLOW.COM

October 27, 1999

Via Federal Express

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Re: Owner: NetPhone, Inc.
Trademark Reg. No. 2,090,342
Trademark Reg. No. 1,689,948
Trademark Reg. No. 2,138,600
Trademark Reg. No. 2,161,657

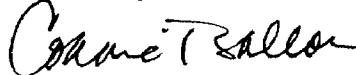
Ladies and Gentlemen:

In connection with the Collateral Assignment of the above-referenced trademark collateral, I enclose the following:

1. Recordation Form Cover Sheet;
2. Collateral Assignment of United States Trademarks and Service Marks;
3. Check in the amount of \$160 payable to The Commissioner of Patents and Trademarks; and
4. Return postal card.

Please return confirmation of filing to the undersigned. If you have any questions, please feel free to contact me at the number above.

Sincerely,



Connie Ballou
Senior Paralegal

Enclosures

cc: Richard A. Wiley, Esq. (w/o encl.)
Melissa J. Solomon, Esq. (w/ encl.)

ONE INTERNATIONAL PLACE • BOSTON • MASSACHUSETTS 02110-2600
TELEPHONE 617-428-3000 • FAX 617-428-3500 • WWW.HILLBARLOW.COM

RECORDED: 10/27/1999

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