

03-13-2001



ER SHEET
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U.S. Department of Commerce
Patent and Trademark Office

101632936

To the Honorable Commissione

and the attached original documents or copy thereof.

1. Name of conveying party(ies):

Name and address of receiving party(ies):

Modus Media International, Inc.

Name: Open Channel Solutions, Inc.

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

Internal Address: Building 1

Street Address: 1400 Providence Highway

City: Norwood State: MA ZIP: 02062

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

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

3. Nature of conveyance:

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

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

Execution Date: January 12, 2001

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

A. Trademark Application No.(s): 75/776654 and 78/003958

B. Trademark Registration No.

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: 2

7. Total fee (37 CFR 3.41):.....\$65
 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)

03/08/2001 TDIAZ1 00000009 061446 75776654

DO NOT USE THIS SPACE

01 FC:481 40.00 CH
02 FC:482 25.00 CH

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.

Susan Barbieri Montgomery, Esq.
Name of Person Signing

February 6, 2001
Date

Total number of pages comprising cover sheet: 1

TRADEMARK ASSIGNMENT

This Assignment is made by Modus Media International, Inc. ("Assignor"), a Delaware corporation, with offices at 690 Canton Street, Westwood, Massachusetts 02090, and to Open Channel Solutions, Inc. ("Assignee"), a Delaware corporation, with offices at 1400 Providence Highway, Building 1, Norwood, Massachusetts 02062.

WHEREAS, Assignor has selected and applied to register the mark(s) (the "Marks") listed on the attached Schedule;

WHEREAS, Assignor and Assignee have executed and delivered a certain Contribution Agreement dated as of December 27, 2000, whereby the Assignor assigned to the Assignee certain assets, including all right, title and interest in and to the Marks and the goodwill of the business connected with and symbolized by the Marks effective as of December 31, 2000;

WHEREAS, the business of Assignor to which the Marks pertain was ongoing and existing prior to and on December 31, 2000, such business was transferred to Assignee pursuant to the Contribution Agreement, and Assignee was as of December 31, 2000, and remains, the successor to such business; and

WHEREAS, Assignor and Assignee now desire to confirm and memorialize the assignment of the Marks 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 is hereby acknowledged;

Assignor hereby confirms the assignment from Assignor to Assignee of all right, title and interest in and to the Marks, including the below-listed U.S. registrations and applications for registration and registrations issuing thereon, and renewals thereof, together with the goodwill of the business connected with and symbolized by the Marks, and the right to sue for past infringement of the Marks.



MODUS MEDIA INTERNATIONAL, INC.

Date: 1/12/01

By: [Signature]
Name: R. M. DARR
Title: EVP & CFO

Signed under Seal

SCHEDULE

Mark

Serial Number

POETIC

75/776,654

POETIC

78/003,958