

12-27-2001



U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)

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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):

Holistix, Inc.

12-26-01

- Individual(s)
- General Partnership
- Corporation-State
- 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: August 31, 2001

2. Name and address of receiving party(ies)

Name: Empirix Inc.

Internal

Address:

Street Address: 1430 Main Street

City: Waltham State: MA Zip: 02451

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State 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

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

A. Trademark Application No.(s)

75/856,309

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: David W. Rouille

Internal Address:

Daly, Crowley & Mofford, LLP

Street Address:

275 Turnpike Street, Suite 101

City: Canton State: MA Zip: 02021-2310

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:

50-0845

(Attach duplicate copy of this page if paying by deposit account)

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.

David W. Rouille

Name of Person Signing

David W. Rouille

Signature

11/8/01

Date

Total number of pages including cover sheet, attachments, and document: 7

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Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 002412 FRAME: 0842

**NOTICE OF
TRADEMARK ASSIGNMENT**

This Trademark Assignment (the "Assignment") is entered into this 31st day of August, 2001 by and between Holistix, Inc., a Washington corporation ("Assignor"), and Empirix Inc., a Delaware corporation ("Assignee").

WHEREAS, Assignor is the owner of the trademarks, service marks and trade names set forth on Exhibit A attached hereto and incorporated herein by this reference, including all applications or registrations therefor (the "Marks"); and

WHEREAS, Assignor and Assignee are parties, to that certain Asset Purchase Agreement, dated as of August 31, 2001 (the "Purchase Agreement"), the terms, conditions and representations and warranties of which are incorporated herein by reference as if set forth in full;

WHEREAS, pursuant to the Purchase Agreement, Assignor conveyed to Assignee substantially all of the assets of a going business;

WHEREAS, Assignor now wishes to assign the Marks to Assignee, and Assignee is desirous of acquiring the Marks from Assignor;

NOW, THEREFORE, in consideration of the premises set forth above and in the Purchase Agreement and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. Assignor hereby transfers, conveys, and assigns to Assignee, and Assignee hereby accepts from Assignor, all right, title, and interest in and to the Marks together with the goodwill associated with the Marks, including all federal and state trademark registrations thereof and applications therefor, as well as all common law rights thereto. Assignee shall have the sole right to sue and collect damages and/or profits for both past and present infringements of the Marks.
2. Assignee, at its own cost and expense, shall record a fully executed copy of this Assignment with the United States Patent and Trademark Office or any other agency having jurisdiction over the ownership of the Marks.
3. Assignor shall make no further use of the Marks on or in connection with any goods or services, nor shall Assignor challenge Assignee's use of the Marks after the date of this Agreement.
4. No modifications of or additions to this Assignment shall have effect unless in writing and properly executed by both parties, making specific reference to this Assignment by date, parties, and subject matter. This Assignment and the rights and obligations of the parties hereunder shall be governed by and construed in accordance with the laws of the State of Delaware, without regard to its conflict of laws principles. This Assignment may be executed in counterparts.

IN WITNESS WHEREOF, the parties hereto have caused this Assignment to be executed by their respective duly authorized representatives as of the day and year above written.

ASSIGNOR:

ASSIGNEE:

HOLISTIX, INC.

EMPIRIX INC.

By: *Candy J. Marshall*
Name: *Candy J. Marshall*
Title: *Secretary*

By: _____
Name:
Title:

IN WITNESS WHEREOF, the parties hereto have caused this Assignment to be executed by their respective duly authorized representatives as of the day and year above written.

ASSIGNOR:

HOLISTIX, INC.

By: _____

Name:

Title:

ASSIGNEE:

EMPIRIX INC.

By:  _____

Name: Jeff Hotchkiss

Title: President & CEO

STATE OF WASHINGTON

COUNTY OF KING

) SS.
)

On this 31st day of August, 2001, before me personally appeared Candy S. Merviel to me personally known, who, being by me duly sworn, did say that (s)he is the Secretary of HOLISTIX, INC., a Washington corporation, and that said instrument was signed and sealed on behalf of said corporation, by all necessary authority; and said she acknowledged said instrument to be the free act and deed of said corporation.

In witness whereof, I have hereunto attached my hand and notarial seal, at the County and State aforesaid on the day and year last above written.



Teresa L. Edwards
Notary Public
My Commission Expires: 12/28/02

COMMONWEALTH OF MASSACHUSETTS

COUNTY OF Middlesex) SS.
)

On this 31st day of August, 2001, before me personally appeared Jeffrey Hotchkiss, to me personally known, who, being by me duly sworn, did say that he is the President and CEO of EMPIRIX INC., a Delaware corporation, and that said instrument was signed and sealed on behalf of said corporation, by all necessary authority; and said Jeffrey Hotchkiss acknowledged said instrument to be the free act and deed of said corporation.

In witness whereof, I have hereunto attached my hand and notarial seal, at the County and Commonwealth aforesaid on the day and year last above written.

David W. Rouille
Notary Public
My Commission Expires: 7/29/07

DAVID W. ROUILLE
Notary Public
My Commission Expires
September 20, 2007

Exhibit A**MARKS**

COUNTRY	MARK	STATUS	CLASS(ES)	APP. NO.	REG. NO.	Filing / Reg. Date
Australia	HOLISTIX	Registered	9,42		836256	May 23, 2000
Brazil	HOLISTIX	Pending Application	9	822747707		
Brazil	HOLISTIX	Pending Application	42	822747715		
Canada	HOLISTIX	Pending Application	9,42	1,060,012		June 30, 2000
China (People's Republic Of)	HOLISTIX	Pending Application	9	2000070392		
China (People's Republic Of)	HOLISTIX	Pending Application	42	2000070391		
European Union	HOLISTIX	Pending Application	9,16,42	1568112		March 21, 2000
Hong Kong	HOLISTIX	Pending Application	42	200011326		
Hong Kong	HOLISTIX	Pending Application	9	200011325		
Mexico	HOLISTIX	Pending Application	9	426901		
Mexico	HOLISTIX	Pending Application	42	426902		
New Zealand	HOLISTIX	Registered	9		615232	November 23, 2000
New Zealand	HOLISTIX	Registered	42		615233	November 23, 2000
Singapore	HOLISTIX	Pending Application	9	T00/08605H		
Singapore	HOLISTIX	Pending Application	42	T00/08606F		
South Africa	HOLISTIX	Pending Application	9	2000/10140		
South Africa	HOLISTIX	Pending Application	42	2000/10141		
South Korea	HOLISTIX	Pending Application	9, 42	2000-0002501		
United States	HOLISTIX	Pending Application	9,42	75/856,309		November 23, 1999

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