

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
ACCERIS COMMUNICATIONS CORP.		09/30/2005	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	ACCERIS MANAGEMENT AND ACQUISITION LLC
Street Address:	60 SOUTH SIXTH STREET
City:	MINNEAPOLIS
State/Country:	MINNESOTA
Postal Code:	55402
Entity Type:	LIMITED LIABILITY COMPANY: MINNESOTA

PROPERTY NUMBERS Total: 23

Property Type	Number	Word Mark
Registration Number:	2319322	ABSOLUTE CENTS
Registration Number:	2319323	BENEFACTOR
Registration Number:	2505656	CALL 4 CENTS
Registration Number:	2486387	CALL FOR LESS
Registration Number:	2429223	CONTRIBUTOR PLAN
Registration Number:	2417446	ELITE BUSINESS
Registration Number:	2551771	LUCKY PENNY PLAN
Registration Number:	2173945	PENNY PLAN
Registration Number:	2463925	WXC
Registration Number:	2406275	XCHANGER
Registration Number:	2857543	CRAZY CALL
Registration Number:	2849552	ACCERIS
Serial Number:	76623548	XPECTATIONS

CH \$590.00 2319322

Serial Number:	78181914	ACCERIS
Serial Number:	78181887	ACCERIS
Serial Number:	78181904	ACCERIS
Serial Number:	78181909	ACCERIS
Serial Number:	78181898	ACCERIS
Serial Number:	78181916	ACCERIS
Serial Number:	76681583	
Serial Number:	76625902	ACCERIS COMMUNICATIONS SOLUTIONS
Serial Number:	76625904	ACCERIS COMMUNICATIONS TECHNOLOGIES
Registration Number:	2013863	WORLDXCHANGE

CORRESPONDENCE DATA

Fax Number: (612)977-8650
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (612) 977-8483
Email: sbourdaux@briggs.com
Correspondent Name: Sarina Bourdaux
Address Line 1: 80 South Eighth Street
Address Line 2: 2200 IDS Center
Address Line 4: Minneapolis, MINNESOTA 55402

ATTORNEY DOCKET NUMBER:	35659.9
NAME OF SUBMITTER:	Todd D. Lee
Signature:	/Todd D. Lee, Esq./
Date:	01/04/2006

Total Attachments: 3
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TRADEMARK ASSIGNMENT AGREEMENT

This Trademark Assignment Agreement (the “**Agreement**”), between Acceris Communications Corp., a Delaware corporation, located at 1001 Brinton Road, Pittsburgh, PA 15221 (“**Assignor**”), and Acceris Management and Acquisition LLC, a Minnesota limited liability company, located at 60 South Sixth Street, Minneapolis, Minnesota 55402 United States (“**Company**”), is executed on September 30, 2005.

RECITALS

- A. Assignor is the owner of the trademarks and service marks listed on **Schedule A** (the “**Marks**”).
- B. Assignor hereby assigns the Marks to the Company pursuant to the terms of the Asset Purchase Agreement dated May 19, 2005 between Assignor, the Company and certain other parties to that agreement. Assignor desires to assign the marks to Company, and Company desires to own the Marks.

AGREEMENT

In consideration of the above recitals and the promises set forth in this Agreement, the parties agree as follows:

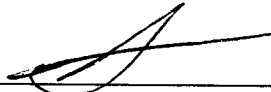
Assignor transfers and assigns to Company all of Assignor’s right, title and interest in and to the Marks, together with all associated good will and all related rights, and all registrations and applications for registration of the Marks in the United States and any foreign countries, including any renewals and extensions of any registration that is or may be secured. The provisions of this Agreement inure to the benefit of Company, its successors, assigns and other legal representatives, and are binding upon Assignor, its successors, assigns and other legal representatives.

[Signature page follows.]

The Assignor has executed this Agreement as of the date first written above.

Assignor:

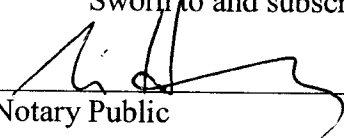
ACCERIS COMMUNICATIONS CORP.


By: Stephen Weintraub
Its: Secretary

STATE OR PROVINCE OF Ontario)
CITY OF Toronto)

I hereby certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Stephen Weintraub, known to me (or proved to me on the basis of satisfactory evidence) to be the person described herein and who executed the forgoing instrument and acknowledged that he executed the within instrument for the purposes therein contained.

Sworn to and subscribed before me, this 3rd day of October, 2005.


Notary Public

My Commission Expires:

N/A

SCHEDULE A

**United States
Trademarks / Service Marks**

FEDERAL REGISTRATIONS AND APPLICATIONS		
MARK	SERIAL NO.	REGISTRATION NO.
ABSOLUTE CENTS	75/645,904	2,319,322
BENEFACTOR	75/645,955	2,319,323
CALL 4 CENTS	75/915,790	2,505,656
CALL FOR LESS (Original and Suppl. Registration)	75/915,787	2,486,387 Suppl. 2,486,487
CONTRIBUTOR PLAN	75/643,714	2,429,223
ELITE BUSINESS	75/881,940	2,417,446
LUCKY PENNY PLAN	76/002,146	2,551,771
PENNY PLAN	75/249,502	2,173,945
WORLDXCHANGE	75/036,470	2,013,863
WXC	76/067,330	2,463,925
XCHANGER	75/881,928	2,406,275
CRAZY CALL	76/514,918	2,857,543
XPECTATIONS	76/623,548	pending
ACCERIS	78/181,914	pending
ACCERIS	Reg. 6- 1- 2004	2,849,552
ACCERIS	78/181,887	pending
ACCERIS	78/181,904	pending
ACCERIS	78/181,909	pending
ACCERIS	78/181,898	pending
ACCERIS	78/181,916	pending
MY ACCERIS ONE	76/681,583	pending
ACCERIS COMMUNICATION SOLUTION	76/625,902	pending
ACCERIS COMMUNICATION TECHNOLOGIES	76/625,904	pending
MARKS IN USE BY ACCERIS COMMUNICATIONS CORP. THAT ARE NOT REGISTERED OR APPLIED FOR:		
MY ACCERIS HOME		
MY ACCERIS BUSINESS		
WORLDWIDE MOBILE PASSPORT		
WORLDWIDE MOBILE SOLO		
WORLDWIDE ADVANTAGE		
ADVANTAGE 10		
10-10-629		
101-5335		
101-6789		
10-10-834		
SIMPLICITY BUSINESS		
PREMIER BUSINESS		
INDIA FREE 30		
RSL COMMUNICATIONS		
USA FREE 30		