

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
iPass, Inc.		09/18/2006	CORPORATION:
RECEIVING PARTY DATA			
Name:	IMSafer, Inc.		
Street Address:	6700 Woodlands Parkway, Suite 230-222		
City:	The Woodlands		
State/Country:	TEXAS		
Postal Code:	77382		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2833125	IMSAFE	
CORRESPONDENCE DATA			
Fax Number:	(803)765-1243		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	803-779-3080		
Email:	lcarlberg@hsblawfirm.com		
Correspondent Name:	Lindsey M. Carlberg		
Address Line 1:	1201 Main Street, 22nd Floor		
Address Line 4:	Columbia, SOUTH CAROLINA 29201		
ATTORNEY DOCKET NUMBER:	32012.0002		
NAME OF SUBMITTER:	Lindsey M. Carlberg		
Signature:	s/Lindsey M. Carlberg/		
Date:	12/29/2006		

OP \$40.00 2833125

Total Attachments: 4

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TRADEMARK ASSIGNMENT

WHEREAS, IPass, Inc., a Delaware corporation, having an address of 3800 Bridge Parkway, Redwood Shores, California 94065 ("IPASS") has acquired ownership rights in certain intellectual property, including certain trademarks and registrations therefore identified on Exhibit A hereto ("the TRADEMARK");

WHEREAS, IMSafer, Inc., a Delaware corporation having an address of 6700 Woodlands Parkway, Suite 230-222, The Woodlands, Texas 77382 ("RECIPIENT"), is desirous of acquiring all of the right, title and interest held by IPASS in and to all of the TRADEMARKS; and

NOW, THEREFORE, for the one time payment of \$5,000.00 U.S., and other good and valuable consideration, the receipt of which is hereby acknowledged, ASSIGNOR hereby:

Sells, assigns and transfers unto RECIPIENT, its successors and assigns ASSIGNOR'S entire right, title and interest in and to said TRADEMARK, in any form or embodiment thereof including the right, if any, to file foreign applications under the provisions of any International Convention. In addition, ASSIGNOR hereby transfers any and all of the goodwill of ASSIGNOR associated with the TRADEMARK.

Represents and warrants that it has taken all necessary and proper corporate actions to execute this Trademark assignment and to convey the rights, title, interests, and intellectual property rights described herein.

SO AGREED, this 18th day of September, 2006.

ASSIGNOR (Seal)

By: 

Title: VP. Marketing & Strategy

At: San Mateo, Calif

State of California
County of San Mateo

On September 18, 2006, before me, Deborah L. Riggs, Notary Public, personally appeared Joel Wachtler, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Signature  (Seal)

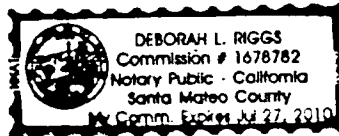


EXHIBIT A -- TRADEMARK

Word Mark IMSAFE
Goods and Services IC 009. US 021 023 026 036 038. G & S: COMPUTER SOFTWARE FOR E-MAIL AND INSTANT MESSAGING. FIRST USE: 20031017. FIRST USE IN COMMERCE: 20031017
Mark Drawing Code (1) TYPED DRAWING
Design Search Code
Serial Number 78130959
Filing Date May 24, 2002
Current Filing Basis 1A
Original Filing Basis 1B
Published for Opposition July 1, 2003
Registration Number 2833125
Registration Date April 13, 2004
Owner (REGISTRANT) Safe3w, Inc. CORPORATION DELAWARE 990 Stewart Avenue, Suite 120 Garden City NEW YORK 11530
Attorney of Record Thomas A. O'Rourke
Type of Mark TRADEMARK
Register PRINCIPAL
Live/Dead Indicator LIVE

DECLARATION OF IPASS INC.

I, Frank Verdecanna, am the Chief Financial Officer of iPass Inc., ("IPASS"), a Delaware corporation, with offices located in California. I am duly authorized to make this declaration. Based upon the foregoing, I have firsthand personal knowledge of the matters set forth herein and, if called as a witness, could and would testify competently thereto under oath.


Safe3w, Inc., ("Safe3w") adopted, used and acquired ownership rights in the trademark IMSAFE, which was registered in the United States Patent and Trademark Office on April 13, 2004, Registration No. 2833125 ("IMSAFE trademark").

In October 5, 2004, IPASS purchased all assets of Safe3w for \$8,500,000.00, and Safe3w transferred its entire right, title, and interest in and to the IMSAFE trademark, in any form or embodiment, together with any and all of the goodwill of Safe3w associated with the IMSAFE trademark.

IPASS's acquisition of Safe3w was a valid transfer of legal title of the IMSAFE trademark, and IPASS became the owner of the IMSAFE trademark.

The undersigned being warned that willful false statements and the like are punishable by fine or imprisonment, or both, under 18 U.S.C. 1001, and that such willful false statements and the like may jeopardize the validity of the application or document or any registration resulting therefrom, declares that all statements made of his own knowledge are true; and all statements made on information and belief are believed to be true.

iPass Inc.

By:  12/14/2004
Frank Verdecanna

Its: Chief Financial Officer

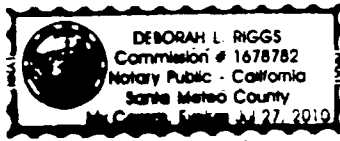
CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California }
County of San Mateo } ss.

On Dec. 14, 2006 before me, Deborah L. Riggs, Notary Public
Date Name and Title of Officer (e.g., "Jane Doe, Notary Public")
personally appeared Frank Verdecama
Name(s) of Signer(s)

- personally known to me
- proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.
Deborah L. Riggs
Signature of Notary Public

Place Notary Seal Above

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document
Title or Type of Document: Declaration of: Per Use

Document Date: 12/14/06 Number of Pages: _____

Signer(s) Other Than Named Above: none

Capacity(ies) Claimed by Signer

- Signer's Name: Frank Verdecama
- Individual
 - Corporate Officer — Title(s): Chief Financial Officer
 - Partner — Limited General
 - Attorney in Fact
 - Trustee
 - Guardian or Conservator
 - Other: _____

Signer Is Representing: self

