



9 79.00

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Kirk S. Jordan and Joseph E. Murphy
Individual(s) Association
General Partnership Limited Partnership
Corporation
Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
Name: Integrity Interactive Corporation
Internal Address:
Street Address: 300 5th Avenue
City: Waltham State: Massachusetts
Zip: 02154

3. Nature of conveyance:
Assignment Merger
Security Agreement Change of Name
Other
Execution Date: August 23, 2000

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 patent number(s):
If this document is being filed together with a new application, the execution date of the application is:
A. Trademark Application No.(s): 75/423,757

B. Trademark Registration No.(s): 2,304,737
2,371,505
Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Frank C. Vecella, Esq.
Internal Address: Jackson Walker L.L.P.
Street Address: 901 Main Street, Suite 6000
City: Dallas
State: Texas Zip: 75202

6. Total number of applications and registrations involved: 3
7. Total fee (37 CFR 3.41): \$ 90.00
Enclosed
Authorized to be charged to deposit account
8. Deposit account number:
(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.

11/15/2000 MTHAI1 00000145 75423757
01 FC:481 Frank C. Vecella, Esq. 40.00
02 FC:482 50.00
Name of Person Signing

Signature: Frank C. Vecella

Date: 8/29/00

Total number of pages including cover sheet, attachments, and document: 5

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

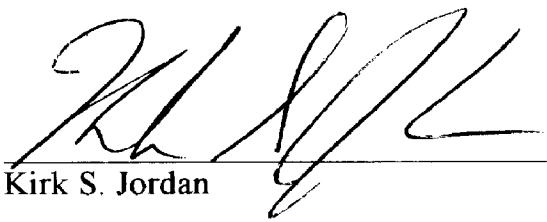
ASSIGNMENT

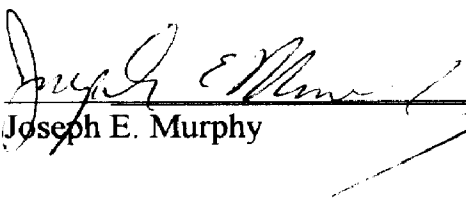
WHEREAS, Kirk S. Jordan and Joseph E. Murphy, both U.S. citizens, residing at 323 Beacon Drive, North Kingstown, Rhode Island 02852 and 57 Chestnut Street, Haddonfield, New Jersey 08033, respectively (hereinafter referred to as the "Assignors"), have adopted, used, are using, and are the owners of the common law trademark, service mark and trade name INTEGRITY INTERACTIVE (hereinafter referred to as the "Mark"), and also own federal registrations and a pending application for the Mark in the United States Patent and Trademark Office (as shown in Exhibit "A" attached hereto), along with the goodwill associated with the Mark; and

WHEREAS, Integrity Interactive Corporation, a Delaware corporation, located and doing business at 300 5th Avenue, Waltham, Massachusetts 02154 (hereinafter referred to as the "Assignee"), is desirous of acquiring and using the aforesaid Mark and the federal registrations and application pertaining thereto;

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, effective as of August 3, 2000, Assignors hereby assign to Assignee all right, title and interest in and to the Mark and the accompanying federal registrations and application referenced above, together with the goodwill of the business symbolized by said Mark and the registrations and application pertaining thereto.

Signed this 23^d day of August, 2000.

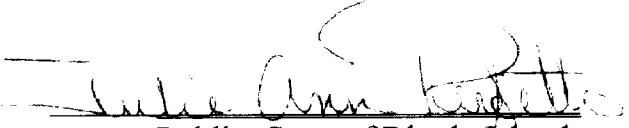
By: 
Kirk S. Jordan

By: 
Joseph E. Murphy

ACKNOWLEDGMENT

STATE OF RHODE ISLAND §
 §
COUNTY OF KENT §

BEFORE ME, personally appeared Kirk S. Jordan, known by me personally to be the Assignor named above, and acknowledged to me that they executed the foregoing Assignment on the date indicated thereon.


Notary Public, State of Rhode Island
Julie ANN PerFetto
Notary's Printed Name

My commission expires:
9-30-03

ACKNOWLEDGMENT

STATE OF NEW JERSEY §
 §
COUNTY OF CAMDEN §

BEFORE ME, personally appeared Joseph E. Murphy, known by me personally to be the Assignor named above, and acknowledged to me that they executed the foregoing Assignment on the date indicated thereon.

Mary Ann Neale
Notary Public, State of New Jersey
Mary Ann Neale
Notary's Printed Name

My commission expires:

~~_____ MARY ANN NEALE~~
NOTARY PUBLIC OF NEW JERSEY
MY COMMISSION EXPIRES JAN 25, 2001

2341732.1/104699.1

ASSIGNMENT - Page 3

EXHIBIT A

FEDERAL REGISTRATIONS AND APPLICATION:

<u>Mark</u>	<u>Reg./App. No.</u>	<u>Reg./App.Date</u>
INTEGRITY INTERACTIVE	75/423,757	January 26, 1998
INTEGRITY INTERACTIVE	2,304,737	December 28, 1999
INTEGRITY INTERACTIVE	2,371,505	July 25, 2000

ASSIGNMENT - Page 4