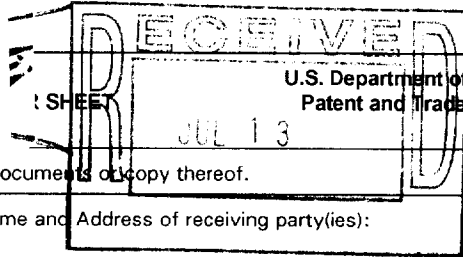


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FORM PTO-1595

Docket Number:

101166813

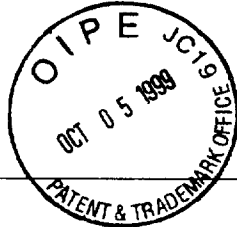
To the Ass't Commissioner for Patents. Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

mrd

Haynes and Boone, LLP
901 Main Street, Suite 3100
Dallas, Texas 75202

7-13-99



2. Name and Address of receiving party(ies):

Name: Telepay, Inc.

Address: 1950 Stemmons Freeway Suite 5041

City: Dallas, Texas 75207

Country: United States of America

Additional name(s) & address(es) attached? ___ Yes ___X___ No

3. Nature of Conveyance:

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

Execution Date: June 22, 1999

4. Application number(s) or patent number(s).

___ This document is being filed together with a new application.

Execution date of the application:

Title:

A. Patent Application No.(s)

S.N

Additional number attached? ___ Yes ___X___ No

B. Patent No.(s) 5,652,786 issued July 29, 1997; 5,715,298 issued February 3, 1998 and 5,870,456 issued February 9, 1999

Additional numbers attached? ___ Yes ___X___ No

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

Robert C. Klinger
Jackson Walker, LLP
901 Main Street Suite 6000
Dallas, TX 75202
214-953-5960

6. Number of applications and patents involved: (3)

7. Amount of fee enclosed: \$40

8. Deposit Account No:

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.

July 2, 1999
Date

Robert C. Klinger, Reg. No. 34,365

Total Number of Pages Including Cover Sheet, Attachments and Document: 2

07/14/1999 DMGUYEN 00000399 5652786

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PATENT ASSIGNMENT

This agreement ("Agreement") is entered into this 22nd day of June, 1999 by and between HAYNES AND BOONE, LLP., having offices at 901 Main Street, Suite 3100, Dallas, TX 75202 ("Assignor") and TELEPAY, INC., having offices at 1950 Stemmons Freeway, Suite 5041, Dallas, TX, 75207 ("Assignee").

WHEREAS, the parties entered into an agreement dated March 5, 1996 in which Assignor agreed to represent Assignee in connection with the prosecution before the U.S. Patent Office of U.S. Serial Number 08/422,129 in exchange for a ten percent (10%) interest in any patent(s) issuing therefrom.

WHEREAS, Assignee and Assignor desire that Assignee purchase Assignor's interest in the patents(s) resulting from U.S. Serial Number 08/422,129; namely Rogers, U.S. Patent No. 5,652,786 issued July 29, 1997, Rogers, U.S. Patent No. 5,715,298 issued February 3, 1998 and Rogers, U.S. Patent No. 5,870,456 issued February 9, 1999 (hereinafter the "PATENTS").

For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

1. Payment to Assignor. At the time of execution of this Agreement, Assignee shall pay to Assignor Fifteen Thousand Dollars (\$15,000)
2. Assignment. Assignor hereby assigns to Assignee its entire right, title and interest in and to the PATENTS including any and all patents which may be granted therefrom, including all divisions, reissues, substitutions, continuations and extensions thereof, including but not limited to the right to sue third parties for past infringement and to receive damages for infringement from the date of issuance of each of the PATENTS.

IN WITNESS WHEREOF, the parties execute this Agreement as of the date first written above.

HAYNES AND BOONE, LLP (Assignor)

TELEPAY, INC. (Assignee)

By: 

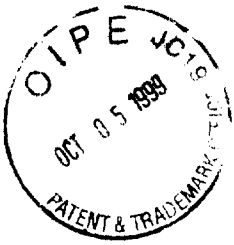
By: 

Name: David L. Conroy

Name: Scott B. Walker

Title: Partner

Title: Chief Financial Officer



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IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

PATENT APPLICATION

Patent Nos.: 5,652,786 issued July 29, 1997; 5,715,298 issued February 3, 1998 and 5,870,456 issued February 9, 1999

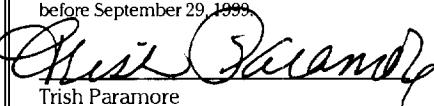
TRANSMITTAL LETTER

September 29, 1999

Assistant Commissioner
For Patents
Washington, D.C. 20231

MAILING CERTIFICATE UNDER 37 C.F.R. §1.8(A)

I hereby certify that the above correspondence is being deposited with the U.S. Postal Service as First Class Mail in an envelope addressed to the Assistant Commissioner for Patents, Washington, D.C. 20231 on or before September 29, 1999.



Trish Paramore

Sir:

Enclosed please find a check in the amount of \$80.00 to cover the additional fees required on the above identified patents. Also enclosed are copies of the Notice of Non-Recordation, the Original Assignment and PTO Form 1595, originally mailed on July 2, 1999.

Respectfully Submitted,

Robert C. Klinger
Reg. No. 34,365
Attorney for Applicant

Robert C. Klinger
Jackson Walker LLP
901 Main Street Suite 6000
Dallas, Texas 75202
(972) 953-5960

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