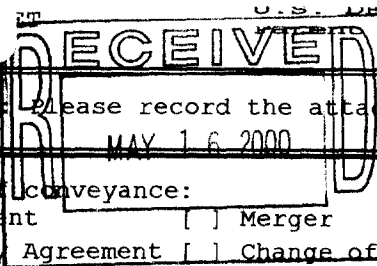


06-07-2000



AKAY POOL W/D

101375649



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

1. Name of conveying party(ies):
PYNE, CHARLES
Additional name(s) of conveying party(ies) attached? [] Yes [x] No

5.16.00

3. Nature of conveyance:
[x] Assignment [] Merger
[] Security Agreement [] Change of Name
[] Other
Execution Date: May 5, 2000

2. Name and address of receiving party:
Name: Alan F. Kay and Hazel Henderson
Address: 10 Carrera Street, St. Augustine, FL 32084
Additional name(s) & address(es) attached? [] Yes [x] No

Type of Submission:
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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. Patent or PCT Application No.(s)
(PCT/US00/09198)
Additional numbers attached? [] Yes [] No

B. Patent No.(s)

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: OPPEDAHL & LARSON LLP
Address: P.O. Box 5068
City: Dillon State: CO Zip: 80435-5068

6. Total number of applications and patents involved: 1
7. Total fee (37 CFR 3.41): \$ 40.00
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8. Deposit account number:
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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.
Carl Oppedahl *Carl Oppedahl* 05/07/00
Name of Person Signing Signature Date
Total number of pages comprising assignment and cover sheet: 4

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ARAYP001WO

ASSIGNMENT

WHEREAS, I, CHARLES PYNE, have made an invention entitled **MARKETPLACE SYSTEM FEES ENHANCING MARKET SHARE AND PARTICIPATION** as set forth in International Application No. PCT/US00/09198 designating the United States of America, filed April 7, 2000, which claims priority from U.S. Provisional Application Serial No. 60/128,263 filed April 8, 1999, U.S. Provisional Application Serial No. 60/131,054 filed April 26, 1999, and U.S. Provisional Application No. 60/174,363 filed January 4, 2000, and

WHEREAS, ALAN F. KAY and HAZEL HENDERSON, natural persons residing in the United States of America, are desirous of acquiring all right, title and interest in and to said invention and any improvements thereon, and in and to said application for Letters Patent therefor, and any Letters Patent which may be obtained therefor,

NOW, THEREFORE, TO ALL WHOM IT MAY CONCERN, BE IT KNOWN, that I, CHARLES PYNE for and in consideration of the sum of One Dollar (\$1.00), lawful money of the United States, to me in hand paid by ALAN F. KAY and HAZEL HENDERSON and other valuable consideration unto me moving from ALAN F. KAY and HAZEL HENDERSON, at or before the sealing and delivery of these presents, the receipt of which is hereby acknowledged, have sold, assigned, transferred and conveyed and by these presents do sell, assign, transfer and convey, unto said ALAN F. KAY and HAZEL HENDERSON, its successors and assigns, the entire right, title and interest in and to said invention entitled **MARKETPLACE SYSTEM FEES ENHANCING MARKET SHARE AND PARTICIPATION** as set forth in International Application No. PCT/US00/09198 designating the United States of America, filed April 7, 2000, and in and to said application and any division, continuation or continuation-in-part thereof, and in and to any Letters Patent of the United States which may be issued on any of said applications, and any reissues thereof, and in and to any applications for Letters Patent filed in foreign countries for said invention or improvements including all priority rights, and any and all Letters Patent which may be granted in foreign countries therefor, **TO HAVE AND TO HOLD THE SAME** to the full end of the term or terms for which any and all said Letters Patent may be granted;

AND I, CHARLES PYNE, do hereby authorize and request the Commissioner of Patent and Trademarks of to issue said Letters Patent of the United States to ALAN F. KAY and HAZEL HENDERSON as the assignee of the entire right, title and interest in and to the same, for the sole use and benefit of ALAN F. KAY and HAZEL HENDERSON, its successors and assigns;

AND I, CHARLES PYNE, for the considerations aforesaid, do hereby covenant and agree to and with **ALAN F. KAY** and **HAZEL HENDERSON**, its successors and assigns, that I have the full power to make this assignment, and that the rights assigned are not encumbered by any grant, license or right heretofore given, and

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that I, my executors and administrators, shall and will do all lawful acts and things and make, execute and deliver without further compensation, any and all instruments in writing, further applications, papers, affidavits, powers of attorney, assignments and other documents which, in the opinion of counsel for ALAN F. KAY and HAZEL HENDERSON, its successors or assigns, may be required or necessary more effectively to secure to and vest in ALAN F. KAY and HAZEL HENDERSON, its successors and assigns, the entire right, title and interest in and to said invention and improvements, applications, Letters Patent, rights, titles, benefits, privileges, and advantages hereby sold, assigned, transferred and conveyed, and that I will sign any applications for reissue which may be desired by the owner of the patent or patents which may be issued for the said invention or improvements.

IN WITNESS WHEREOF, I, CHARLES PYNE, have hereunto set our hands and seals on the date written below.

Charles Pyne
CHARLES PYNE

BE IT KNOWN, that on this 5th day of May, 2000, before me personally came, CHARLES PYNE, to me known and known to me to be the person mentioned in and who executed the foregoing assignment, and he acknowledged to me that he executed the same as his free act and deed for the purposes therein mentioned.

Cheryl A. Kelley
Notary Public

Expiration Date 10/16/03

