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08-02-2001



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Atty Ref.: 4036-1

Commissioner of Patents and Trademarks
Box Assignment, Washington, D.C. 20231

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

<p>1. Name of conveying party(ies): web2one, Inc. <i>07/30/01</i></p> <p>Additional name/s of conveying party/ies attached? <input type="checkbox"/></p> <p>3. Nature of conveyance: <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Assignment <input type="checkbox"/> Change of Name <input type="checkbox"/> Other</p> <p>Execution Date: <u>July 5, 2001</u></p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: <u>Robert J. Schmonsees</u> Internal Address: _____ Street Address: <u>22 Beman Woods Court</u> _____ _____ City: <u>Potomac</u> State/Country: <u>Maryland</u> Zip: <u>20854</u></p> <p>Additional name/s & address/es attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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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: _____

<p>A. Patent Application No(s). (1) 09/537,555 filed March 20, 2000 (2) (3)</p>	<p>B. Patent No(s). (1) 5,842,221 (date of Patent: November 24, 1998) (2) 5,890,149 (date of Patent: March 30, 1999) (3)</p> <p>Additional numbers attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>J. Scott Davidson</u> Internal Address: _____ Street Address: <u>Nixon & Vanderhye P.C.</u> <u>1100 North Glebe Road</u> <u>8th Floor</u> City: <u>Arlington</u> State: <u>VA</u> Zip: <u>22201</u></p>	<p>6. Total number of applications & patents involved: <u>3</u></p> <p>7. Total fee (37 CFR 3.41) \$ <u>120.00</u> <input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account #14-1140</p> <p>8. The Commissioner is hereby authorized to charge any <u>deficiency</u> in the fee(s) filed, or asserted to be filed, or which should have been filed herewith (or with any paper thereafter filed in this application by this firm) to our Account No. 14-1140.</p>
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DO NOT USE THIS SPACE

9. Statements 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.

<p><u>J. Scott Davidson</u> Name of Person Signing Reg. No. 33,489</p>	<p><i>J. Scott Davidson</i> Signature</p>	<p><u>July 30, 2001</u> Date</p>
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Total number of pages including **original** cover sheet, attachments, and document: [3]

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Partial Payment of Note Agreement

July 5, 2001

This Partial Payment of Note Agreement is made this day between Robert J. Schmonsees (RJS) and web2one, Inc. (web2one).

Whereas, RJS is a creditor of web2one, as a result of a loan made to web2one in the amount of \$87,500 as per a promissory note (The Note), dated March 1, 2000.

Whereas, web2one has ceased operations, and will be dissolved in the coming months.

Whereas web2one's assets upon cessation of operations and payment of current liabilities and expected costs associated with the orderly closing down of the company, and, before any payment of severance is made to RJS as President and CEO, will include an estimated \$55,000 in cash, plus Intellectual Property which includes certain software, patents, and websites. (web2one Intellectual Property)

Now it is therefore agreed that RJS will make no claims for interest on The Note, and will accept the following web2one Intellectual property as payment of \$10,000 of the principal of The Note:

PATENTS:

- US 5,890,149 "Organization Training, Coaching, and Indexing System." This patent covers the process of a single closed loop system for relating customer needs to a company's products and services and the company's competition, where the quality of the knowledge is continually improved through user feedback.
- US 5,842,221 "Dynamic Frequently Asked Question (FAQ) System." This patent covers the process of managing FAQs in a relational database to allow one to many linkages between FAQs as well as links to other pertinent information all viewable on a single screen
- A pending US patent, Serial Number 09/537,666 (filed 3/29/2000) for Electronic Note Taking From Network Web Pages

SOFTWARE

- eNotes

TWO WEB SITES

- www.web2one.com
- www.my-enotes.com

Therefore, web2one hereby irrevocably assigns, transfers, conveys, and otherwise sets over to RJS all rights, title, and interest now existing and hereafter arising in, to, and under the following patents, pending patents, and other web2one Intellectual Property:

PATENTS:

- US 5,890,149 "Organization Training, Coaching, and Indexing System."
- US 5,842,221 "Dynamic Frequently Asked Question (FAQ) System."
- Pending US patent, Serial Number 09/537,666 (filed 3/20/2000) for "Electronic Note Taking From Network Web Pages"

SOFTWARE

- eNotes

TWO WEB SITES

- www.web2one.com
- www.my-enotes.com

IN WITNESS THEREOF, the parties hereto have caused this Payment of Note Agreement to be executed by the undersigned thereunto duly authorized as of the day and year first above written.

Robert J. Schmonsees

web2one, Inc.

By Robert J. Schmonsees

Date

7/5/01

Date

7/5/01

By:

By: