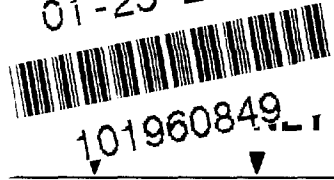


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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

PTO 10/04/522



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

1. Name of conveying party(ies): Benjamin Glover Thengvall & Xiangtong Qi

2. Name and address of receiving party(ies) Name: CALEB Technologies Corp Internal Address:

3. Nature of conveyance: [X] Assignment [] Merger [] Security Agreement [] Change of Name [] Other Execution Date: 1/11/02

Street Address: 9130 Jollyville Road Suite 100 Austin TX 78759 City: State: Zip: Additional name(s) & address(es) attached? [] Yes [X] No

4. Application number(s) or patent number(s): 10045522 If this document is being filed together with a new application, the execution date of the application is: 1/11/02 A. Patent Application No.(s) B. Patent No.(s) Additional numbers attached? [] Yes [X] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Gerald E. Lester Internal Address: Street Address: 22107 Fielder Drive City: Katy State: TX Zip: 77450

6. Total number of applications and patents involved: 1 7. Total fee (37 CFR 3.41).....\$40.00 [X] Enclosed [] Authorized to be charged to deposit account 8. Deposit account number: (Attach duplicate copy of this page if paying by deposit account)

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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. Gerald E. Lester Signature Date 1/11/02

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ORIGINAL ASSIGNMENT

For valuable consideration, I (if sole inventor), or We (if joint inventors):

| <u>Name</u> | <u>Post Office Address & Residence</u> |
|---------------------------|---|
| Benjamin Glover Thengvall | 12705 Blackfoot Trail Austin, Texas 78729(U.S.), and |
| Xiangtong Qi | 904 Allegheny Drive Richardson, Texas 75080(U.S.) |

the below signed sole (if only one inventor is named and subscribes below), or joint (if more than one inventor is named and subscribes below), inventor(s) of record, hereby assign(s) to

CALEB Technologies Corp.,

a corporation duly organized under the laws of the State of Delaware, U.S., and having a principal place of business at:

9130 Jollyville Road, Suite 100
Austin, Texas 78759,

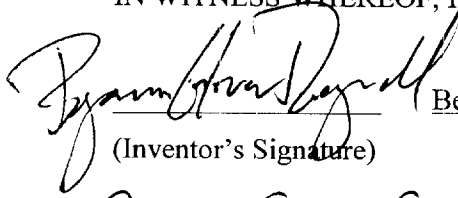
and its successors and assigns (collectively hereinafter called "the Assignee"), the entire right, title and interest throughout the world in and to the inventions and improvements which are the subject of a U.S. Patent Application, filed on January 11, 2002, in the U.S. Patent and Trademark Office, and entitled:

"System And Method For Rapid Generation Of Minimum Length Pilot Training Schedules",

the above patent application, any and all United States and foreign patents, utility models, design registrations, inventor's certificates, and other similar rights granted for any of said inventions or improvements thereto, and the right to claim priority based on the filing date of said application under the International Convention for the Protection of Industrial Property, the Patent Cooperation Treaty, the European Patent Convention, the GATT Treaty, the NAFTA Treaty, and all other treaties of like purposes, and I authorize the Assignee to apply in all countries in my name, or in its own name, for patents, utility models, design registrations, inventors certificates, and like rights of exclusion for said inventions and improvements; and I agree for myself and my heirs, legal representatives and assigns, without further compensation, to perform such lawful acts and to sign such further applications, assignments, Preliminary

Statements and other lawful documents as the Assignee may reasonably request to effectuate fully this Assignment.

IN WITNESS WHEREOF, I hereby set my hand and signature in the place(s) indicated below:



Benjamin Glover Thengvall

(Inventor's Signature)

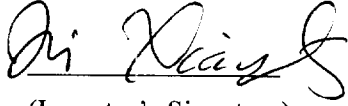
(Printed Name)

January 11, 2002

(Date of Signature)

Austin, Texas

(Place of Signature)



Xiangtong Qi

(Inventor's Signature)

(Printed Name)

January 11, 2002

(Date of Signature)

Austin, Texas

(Place of Signature)