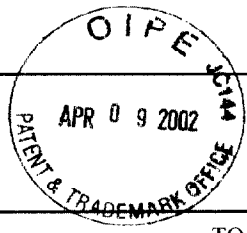


04-10-02

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Express Mail Number: EL 501 743 105 US



RECORDATION FORM COVER SHEET
PATENTS ONLY

Attorney Docket Numbers:
9732-006; 9732-017; 9732-018; 9732-019; 9732-022; 9732-024; and 9732-023-228

TO THE HONORABLE COMMISSIONER OF PATE
Box Assignment
Washington, DC 20231

04-16-2002



Please record the attached original document:

102058475

1. Name of conveying party(ies): 4-9-02
Armand F. Leone, Sr., Peter R. Leone, Mark M. Leone, and Armand F. Leone, Jr.

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other Bill of Sale

Execution Date: February 25, 2002

2. Name and address of receiving party(ies):
 Name: Triple Lion Investment Corp.
 Address: 175 Rock Road
Glen Rock, NJ 07452
 Country (if other than USA): _____

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 Application No.(s) U.S. App. Nos. 09/480,914; 09/692,291; 09/692,289; 09/692,272; 09/781,180; and 10/081,006; PCT App. No. PCT/US01/00619

B. Patent No.(s) _____

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 PENNIE & EDMONDS LLP
 1155 Avenue of Americas
 New York, N.Y. 10036-2711

6. Number of applications and patents involved: 7

7. Total fee (37 CFR 3.41):.....\$ 280
Please charge to the deposit account listed in Section 8.

8. Deposit account number:
16-1150

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.

Francis E. Morris 24,615 Steven P. Unbound (Reg. No. 47,205) April 9, 2002
 Name of Person Signing Reg. No. Signature Date

Total number of pages including cover sheet: 9

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

04/15/2002 GT0M11 00000174 161150 09480914
01 FC:581 280.00 CH



BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS, that ARMAND F. LEONE, PETER R .LEONE, MARK M. LEONE AND ARMAND LEONE, JR. ("Sellers") in consideration of One Dollar (\$1.00) and other good and valuable consideration received from TRIPLE LION INVESTMENT CORP. an S-Corporation organized under the laws of the State of New Jersey ("Purchaser"), does hereby grant, bargain, sell, transfer, convey, assign, deliver and turn over to Purchaser, all accounts receivable, equipment, inventory, intellectual property and any and all other assets of Sellers as more specifically described on Schedule "A" attached hereto and made a part hereof (the "Assets").

TO HAVE AND TO HOLD THE SAME UNTO PURCHASER AND ITS SUCCESSORS AND ASSIGNS FOREVER.

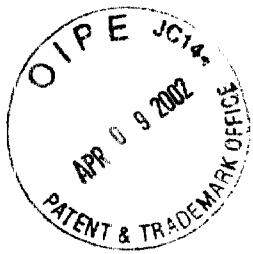
IN WITNESS WHEREOF, Sellers have set its hand effective for all purposes as of February 25, 2002.

By: *Armand F. Leone*
Armand F. Leone

By: *Peter R. Leone*
Peter R. Leone

By: *Mark M. Leone*
Mark M. Leone

By: *Armand Leone, Jr.*
Armand Leone, Jr.



Schedule "A"

DESCRIPTION OF ASSETS

The Assets shall mean the following tangible and intangible property of Sellers:

1. The Accounts Receivable (as hereafter defined);
2. The Equipment (as hereafter defined and listed on Schedule B);
3. The Inventory (as hereafter defined and listed on Schedule C);
4. The Intellectual Property (as hereinafter defined);

5. Any claims of Sellers against third parties for loss or damage to, or destruction of, any and all of the foregoing, all guarantees, security and liens for payment of any Accounts Receivable and documents of title, policies, certificates of insurance, insurance proceeds, securities, chattel paper, and other documents and instruments evidencing or pertaining thereto; and all files, correspondence, computer programs (whether software, firmware or operating systems), tapes, discs or in which Sellers have an interest which contain information identifying or pertaining to any one or more of the items in (i), (ii) and (iii) above, or (v) and (vi) below, or any account debtor, showing the amounts owed by each, payments thereon or otherwise necessary or helpful in the realization thereon or the collection thereof; and

6. All proceeds (whether from insurance, sale or other disposition or otherwise) and products of the Accounts Receivable, the Equipment, the Inventory and the Intellectual Property, said proceeds and products to include without limitation, the property described in the above clauses 1 through 5, inclusive.

The term "Accounts Receivable" shall mean, in addition to the definition of the terms "Accounts" and "General Intangibles" contained in the Uniform Commercial Code, of the State of New Jersey, any and all obligations of any kind at any time due and/or owing to Sellers, whether billed or unbilled, and all rights of Sellers to receive payment or any other consideration (whether classified under the Uniform Commercial Code of the State of New Jersey or any other State as accounts, contract rights, chattel paper, general intangibles, or otherwise) including without limitation, invoices, contract rights (including without limitation contracts for time or services from service bureaus and others, licenses and agreements for computer hardware and/or software and other licenses and franchise agreements), accounts receivable, general intangibles, customer lists, leases, licenses, choses-in-action, notes, drafts, acceptances, instruments and all other debts, obligations and liabilities in whatever form owing to Sellers from any person, firm, governmental authority, corporation or any other entity, all security therefor, and all Sellers' rights to goods sold (whether delivered, undelivered, in transit or returned), which may be represented thereby, now

governmental authority, corporation or any other entity, all security therefor, and all Sellers' rights to goods sold (whether delivered, undelivered, in transit or returned), which may be represented thereby, now existing, together with all proceeds and products of any and all of the foregoing.

The term "Equipment" shall mean, in addition to the definition thereof contained in the Uniform Commercial Code of the State of New Jersey, all equipment, machinery, furniture, fixtures, and all other tangible assets (including motor vehicles if any) and all replacements, repairs, modifications, alterations, additions, controls and operating accessories therefor, all substitutions and replacements therefor, and all accessions and additions thereto and all proceeds and products of the foregoing owned by Sellers.

The term "Inventory" shall mean, in addition to the definition thereof contained in the Uniform Commercial Code of the State of New Jersey, all workpads and all other goods, merchandise or other personal property held by Sellers for sale or lease or to be furnished under labels and other devices, names or marks affixed thereto for purposes of selling or identifying the same or the Sellers or manufacturer thereof, and all right, title and interest of Sellers herein and thereto, all raw materials, work or goods in process or materials and supplies of every nature used, consumed or to be consumed in Sellers' business, all packaging and shipping materials, and all proceeds and products of any of the foregoing, owned by Sellers, wherever located.

The term "Purchaser" means Triple Lion Investment Corp., a New Jersey S-Corporation, and its successors and assigns.

The term "Sellers" means Armand F. Leone, Mark M. Leone, Peter R. Leone and Armand Leone, Jr.

The term "Intellectual Property" shall mean and include any and all property usually considered to be, and/or regarded as, intellectual property, and shall include, but not necessarily be limited to, all: licenses (express and implied); covenants not to sue; permits; trademarks and service marks (common law, Registered, intended-for-use, pending, published, domestic and foreign, as well as the goodwill associated with same and the rights to renew and bring actions for past, present and future infringements); tradenames, domain names and logos; patent applications and patents, domestic and foreign (including but not necessarily limited to divisions, continuations, continuations-in-part, continuing prosecutions, requests for continuing examinations, as well as the resulting patents, reissue patents, re-examination patents, and extensions of terms maturing therefrom); the subject matter of such patent applications and patents, domestic and foreign; disclosures and descriptions (written, electronically recorded, oral and observed); sketches, drawings, notes, notebooks, and subject matter saved in computers and on diskettes; inventions (patentable and not patentable); computer programs (executive and source code), and related documentation and flow-sheets;

additional concepts and technologies, worked on, in concept, whether being considered for filing for protection and not so considered; goodwill; know-how; trade secrets; technology; customer and supplier lists; production documentation; market development concepts; other market application concepts for the "WorkOnce" system; as well as any and all other properties which may be construed to be intellectual property; and all proceeds and products of any of the foregoing; owned or controlled by, for or on behalf of Sellers, in whole or in part, or which Sellers have a right to own or control in whole or in part, for or on behalf of Sellers, and/or which Sellers may have a right to license (express or implied); including without limitation the following:

Patent applications filed with United States Patent and Trademark Office:

1. U.S. Serial No. 09/480,914, filed on 01/11/2000 for "A Method and System for Form Recognition";
2. U.S. Serial No. 09/692,291, filed on 10/19/2000 under the title "Method and System for Form Recognition and Digitized Image Processing", relating to Digital Drift Correction;
3. U.S. Serial No. 09/692,289, filed on 10/19/2000 under the title "Method and System for Form Recognition and Digitized Image Processing", relating to Matching and Aligning the Digital Form;
4. U.S. Serial No. 09/692,272, filed on 10/19/2000 under the title "Method and System for Form Recognition and Digitized Image Processing", relating to Form Recognition on Standard Industry Forms;
5. U.S. Serial No. 09/781,180, filed on 02/12/2001 for "Universal Peripheral Device Controller";
6. Provisional Patent Application - U.S. Serial No. 60/269,807, filed on 02/20/2001 for "Automated procedure for database creation for a form-based data collection system"; and
7. U.S. Serial No. _____ Docket No. 9732-024, filed on 2/20/2002 for "Automated procedure for database creation for a form-based data collection system", based on U.S. Provisional Patent Application - U.S. Serial No. 60/269,807, filed on 02/20/2001

PCT Patent Application corresponding to applications 1, 2, 3 and 4 above, serial no. PCT/US01/00619, publication no. W001/52519.

Trademark and Service Mark Applications for Registration filed with United States Patent and Trademark Office:

1. WORKONCE App. No. 75/834681 (Filed 10/29/1999);
2. TIMBREL App. No. 75/854206 (Filed 11/19/1999);
3. TIMBREL PAD App. No. 76/013360 (Filed 03/30/2000);
4. TIMBREL LABPAD App. No. 76/094967 (Filed 07/24/2000);
5. LABPAD App. No. 76/094968 (Filed 07/24/2000);
6. WORKONCE Clock Logo App. No. 76/094973 (Filed 07/24/2000);
7. PAPER2DATABASE App. No. 76/096366 (Filed 07/25/2000);
and
8. THE SIMPLICITY OF PAPER
... WITH THE POWER OF
THE INTERNET App. No. _____ (Filed 01/4/2001).

Copyrights:

Published and unpublished Works and Works for Hire, Registered and not Registered, as well as Unregistered copyright notices for data capture forms and associated computer programs

Cat	Item Description	Qty	Comments
	Office Equipment & Materials		
	Office Desk & Chair	14	
	Conference Table	1	
	Conference Chairs	9	
	Filing Cabinet - Large	6	
	Filing Cabinet - Small	4	
	Photocopier	1	
	Fax Machine	1	
	Workstation Cube Walls	12	
	Work Table	9	
	Bookcase - Large	1	
	Bookcase - Small	2	
	Storage cabinets	4	
	Phone System & Switch	60	60 Handsets plus Switch Cabinet - Nortel "Meridian 1"
	WorkOnce Production System		
	Linux Webserver	5	2 Live, 1 Stage, 1 Beta, 1 DNS
	Win2000 OCR Server	4	2 Live, 1 Stage, 1 Beta
	UPS System	2	
	Monitor, Kbd, mouse	2	
	Load Balancer	2	
	Cisco Switch	2	
	Cables	1 lot	
	Rack	1	
	WorkOnce Computing Assets		
	Pentium III Desktop PC	10	incl licenses for Win2000 & Office 2000, Visio 2000, Norton AV, 17" Monitor, Kbd, mouse
	Pentium II Desktop PC	5	incl licenses for Win2000 & Office 2000, Visio 2000, Norton AV, 17" Monitor, Kbd, mouse
	Pentium I Desktop PC	2	incl licenses for Win2000 & Office 2000, Visio 2000, Norton AV, 17" Monitor, Kbd, mouse
	Outdated PC	10	Incl 10 14-15" Monitors (most non-operating)
	Laptop PC	5	4 ThinkPad 380Z, 1 ThinkPad 600x
	Enterprise Servers	2	NT4 Back Office, MS Exchange, MSDN Universal
	StarTeam 4.0 Licenses	7	For Code and Config Mgmt
	UPS System	2	
	Laser Printer	5	
	Switch	1	HP Procurve
	Desktop Scanners	4	3 SCSI, 1 USB
	Cables	1 lot	Misc hubs, etc
	PDA	6	3-PalmV, 2-Palm-VII, 1 Palm-IIIx, 3-Minstrel Wireless Modem

Schedule B

Inventory on hand at WorkOnce Office

Item	p/n	Storage*
Timbrel Pads	TI-5000	13
Timbrel Pad Portfolios	CP10M-2	9
CP1 Ink Refills	8669	8
CrossPad 1.5	CP41002-02	0

Total accountability

Item	p/n	Warehouse
Timbrel Pads	TI-5000	5724
Timbrel Pad Portfolios	CP10M-2	900
CrossPad 1.5	CP41002-02	81
CP1 Ink Refills	8669	192
CP1 Pens	7667-1	100
CP1 Form Holders	CP11M-1	25
CP1 AC Adapters	N/A	25
CP1 Serial Cables	1444Z	50
XP Portfolios	CP10M-5	50

Notes: All qtys on this page are in individual

Schedule C