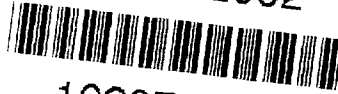


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05-02-2002



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Form PTO 1585

RECORD

U.S. Department of Commerce
Patent and Trademark Office

FINANCE SECTION PATENTS ONLY

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

1. Name of conveying party(ies):
Charles Pace, Paolo Pizzorni and Shuang Chen

Additional name(s) of conveying parties attached? Yes No

2. Name and address of receiving party(ies)
Name: **Op40, Inc.**
Internal Address: **1311 Mamaroneck Avenue
Suite 190
White Plains, New York 10605
United States of America**

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other:
Execution dates: April 5, 2002, March 4, 2002 and February 25, 2002

4. Application numbers or patent numbers:
If this document is being filed together with a new application, the execution date of the application is: **N/A.**

A. Patent Applications
S.N. 09/947,101 filed on September 4, 2001

B. Patent No.(s)

Additional Numbers attached? Yes No

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

Name: Patrick J. Birde
Internal Address: KENYON & KENYON
Street Address: One Broadway
City: New York State: New York ZIP: 10004
CUSTOMER NO. 26646

6. Total number of applications and patents involved: **1**

7. Total fee (37 C.F.R. 3.41) \$ **40.00**
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
11-0600 (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.

Linda M. Shudy (Reg. No. 47,084)
Name of Person Signing

Linda M. Shudy
Signature

April 11, 2002
Date

Total Number of pages including cover sheet: **12**

Mail documents to be recorded with required cover sheet information to:
Commissioner for Patents
Box Assignments
Washington, D.C. 20231

(05/01/2002 TDIAZ1 00000079 110600 09947101)
01 FC:581 40.00 CH

ASSIGNMENT

WHEREAS WE,

Charles P. PACE
70 Smith Farm Road
North Chittenden, VT 05763
United States of America
Citizenship: United States of America

Paolo R. PIZZORNI
1502 Frontier Drive
Arlington, TX 76012
United States of America
Citizenship: United States of America

and

Shuang CHEN
208 Briarwood Drive
Somers, NY 10589
United States of America
Citizenship: United States of America

have made new and useful improvements in **METHOD, SYSTEM, AND STRUCTURE FOR DISTRIBUTING AND EXECUTING SOFTWARE AND DATA ON DIFFERENT NETWORK AND COMPUTER DEVICES, PLATFORMS, AND ENVIRONMENTS**, for which an application for Letters Patent was filed in the United States Patent and Trademark Office on September 4, 2001, having U.S. Application Serial No. 09/947,101, and

WHEREAS Op40, Inc., having a place of business at **1311 Mamaroneck Avenue, Suite 190, White Plains, NY 10605, United States of America**, and who, together with its successors and assigns, is hereinafter called "Assignee," is desirous of acquiring the title, rights, benefits, and privileges hereinafter recited,

NOW, THEREFORE, for valuable consideration furnished by Assignee to us, receipt and sufficiency of which we hereby acknowledge, we hereby, without reservations:

1. Assign, transfer, and convey to Assignee the entire right, title, and interest in and to said inventions and discoveries, said application for Letters Patent of the United States of America, any and all other applications for Letters Patent on said inventions and discoveries, including all divisional, renewal, substitute, and continuation applications based in whole or in part upon said inventions or discoveries, or upon said applications, and any and all Letters Patent, reissues, and extensions of Letters Patent granted for said inventions and discoveries or upon said applications, and every priority right that is or may be predicated upon or arise from said inventions, said discoveries, said applications, and said Letters Patent.

2. Authorize Assignee to file patent applications in any or all countries for any or all of said

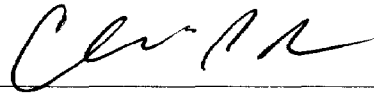
inventions and discoveries in our names or in the name of Assignee or otherwise as Assignee may deem advisable, under an International Convention or otherwise.

3. Authorize and request the Commissioner of Patents and Trademarks of the United States of America and the empowered officials of all other governments to issue or transfer all said Letters Patent to Assignee, as assignee of the entire right, title, and interest therein or otherwise as Assignee may direct.

4. Warrant that we have not conveyed to others any right, title, or interest in said inventions, discoveries, applications, or patents or any license to use the same or to make, use, or sell anything embodying or utilizing any of said inventions or discoveries; that we have good right to assign the same to Assignee without encumbrance; and that we are aware of no claim to the contrary.

5. Bind our heirs, legal representatives, and assigns, as well as ourselves, to do, upon Assignee's request and at Assignee's expense, but without additional consideration to us or them, all acts reasonably serving to assure that the said inventions and discoveries, the said patent applications, and the said Letters Patent shall be held and enjoyed by Assignee as fully and entirely as the same could have been held and enjoyed by us, our heirs, legal representatives, and assigns if this assignment had not been made; and particularly to execute and deliver to Assignee all lawful application documents including petitions, specifications, and oaths, and all assignments, disclaimers, and lawful affidavits in form and substance as may be requested by Assignee; to communicate to Assignee all facts known to us relating to said inventions and discoveries or the history thereof; to furnish Assignee with any and all documents, photographs, models, samples, and other physical exhibits in our control or in the control of our heirs, legal representatives, or assigns which may be useful for establishing the facts of our conceptions, disclosures, and reduction to practice of said inventions and discoveries; and to testify to the same in any interference, arbitration, or litigation.

IN TESTIMONY WHEREOF, we have hereunto set our hands and seals this 5 day of
APRIL, 2002.



Charles P. PACE

IN TESTIMONY WHEREOF, we have hereunto set our hands and seals this _____ day of _____, 2002.

Paolo R. PIZZORNI

IN TESTIMONY WHEREOF, we have hereunto set our hands and seals this _____ day of _____, 2002.

Shuang CHEN

ASSIGNMENT

WHEREAS WE,

**Charles P. PACE
70 Smith Farm Road
North Chittenden, VT 05763
United States of America
Citizenship: United States of America**

**Paolo R. PIZZORNI
1502 Frontier Drive
Arlington, TX 76012
United States of America
Citizenship: United States of America**

and

**Shuang CHEN
208 Briarwood Drive
Somers, NY 10589
United States of America
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have made new and useful improvements in **METHOD, SYSTEM, AND STRUCTURE FOR DISTRIBUTING AND EXECUTING SOFTWARE AND DATA ON DIFFERENT NETWORK AND COMPUTER DEVICES, PLATFORMS, AND ENVIRONMENTS**, for which an application for Letters Patent was filed in the United States Patent and Trademark Office on September 4, 2001, having U.S. Application Serial No. 09/947,101, and

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2. Authorize Assignee to file patent applications in any or all countries for any or all of said

inventions and discoveries in our names or in the name of Assignee or otherwise as Assignee may deem advisable, under an International Convention or otherwise.

3. Authorize and request the Commissioner of Patents and Trademarks of the United States of America and the empowered officials of all other governments to issue or transfer all said Letters Patent to Assignee, as assignee of the entire right, title, and interest therein or otherwise as Assignee may direct.

4. Warrant that we have not conveyed to others any right, title, or interest in said inventions, discoveries, applications, or patents or any license to use the same or to make, use, or sell anything embodying or utilizing any of said inventions or discoveries; that we have good right to assign the same to Assignee without encumbrance; and that we are aware of no claim to the contrary.

5. Bind our heirs, legal representatives, and assigns, as well as ourselves, to do, upon Assignee's request and at Assignee's expense, but without additional consideration to us or them, all acts reasonably serving to assure that the said inventions and discoveries, the said patent applications, and the said Letters Patent shall be held and enjoyed by Assignee as fully and entirely as the same could have been held and enjoyed by us, our heirs, legal representatives, and assigns if this assignment had not been made; and particularly to execute and deliver to Assignee all lawful application documents including petitions, specifications, and oaths, and all assignments, disclaimers, and lawful affidavits in form and substance as may be requested by Assignee; to communicate to Assignee all facts known to us relating to said inventions and discoveries or the history thereof; to furnish Assignee with any and all documents, photographs, models, samples, and other physical exhibits in our control or in the control of our heirs, legal representatives, or assigns which may be useful for establishing the facts of our conceptions, disclosures, and reduction to practice of said inventions and discoveries; and to testify to the same in any interference, arbitration, or litigation.

IN TESTIMONY WHEREOF, we have hereunto set our hands and seals this _____ day of _____, 2002.

Charles P. PACE

IN TESTIMONY WHEREOF, we have hereunto set our hands and seals this 4th day of March, 2002.



Paolo R. PIZZORNI

IN TESTIMONY WHEREOF, we have hereunto set our hands and seals this 25th day of

February, 2002.



Shuang CHEN