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To the Honorable Commissioner of Patents and Trademarks

See the attached original document or copy thereof.

1. Name(s) of conveying party(ies):

- 1) JACK ZEZHONG PENG
- 2)
- 3)
- 4)
- 5)
- 6)

5.6.02

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party:

Name: KILOPASS TECHNOLOGIES, INC.

Internal Address: SUITE 3

Street Address: 550 LAKESIDE

City SUNNYVALE State CA

Zip: 94086

Additional names & addresses attached? Yes No

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other _____

Execution Dates:

- 1) 04/22/2002 4) _____
- 2) _____ 5) _____
- 3) _____ 6) _____

4. Application number(s) or registration 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).
09/982,034

B. Patent No(s).

Additional numbers attached? Yes No

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

Name: PERKINS COIE LLP

Internal Address: PATENT-SEA

CHUN M. NG

Street Address: P.O. Box 1247

City: SEATTLE State: WA ZIP: 98111-1247

6. Total number of applications and patents involved _____

1

7. Total Fee (37 CFR 3.41): _____ 40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: _____

05/13/2002 BYTME 00000227 09982034

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01 FC1581 9 Statement and signature: 40.00 00

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.

CHUN M. NG
Name of Person Signing

[Signature]
Signature

APRIL 25, 2002
Date

Total number of pages including cover sheet, attachments, and document: 3

ASSIGNMENT

WHEREAS, I, Jack Zezhong Peng ("ASSIGNOR"), having a post office address of 1539 Eddington Place, San Jose, California 95129, am the sole inventor of an invention entitled "SMART CARD HAVING MEMORY USING A BREAKDOWN PHENOMENA IN AN ULTRA-THIN DIELECTRIC," as described in the specification for which a United States application was filed on October 17, 2001 and assigned Application No. 09/982,034.

WHEREAS, Kilopass Technologies, Inc. ("ASSIGNEE"), a corporation of the State of California having a place of business at 550 Lakeside, Suite 3, Sunnyvale, California 94086, is desirous of acquiring the entire right, title, and interest in and to the invention and in and to any patents that may be granted therefor in the United States and in any and all foreign countries;

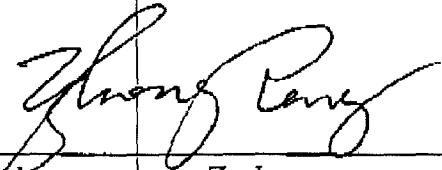
NOW, THEREFORE, in exchange for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, ASSIGNOR hereby sells, assigns, and transfers unto ASSIGNEE, its legal representatives, successors, and assigns, the entire right, title and interest in and to the invention as set forth in the above-mentioned application, including any continuations, continuations-in-part, divisions, reissues, re-examinations, or extensions thereof, any other inventions described in the application, and any and all patents of the United States of America and all foreign countries that may be issued for the invention, including the right to file foreign applications directly in the name of ASSIGNEE and to claim priority rights deriving from the United States application to which foreign applications are entitled by virtue of international convention, treaty or otherwise, the invention, application and all patents on the invention to be held and enjoyed by ASSIGNEE and its successors and assigns for their use and benefit and of their successors and assigns as fully and entirely as the same would have been held and enjoyed by ASSIGNOR had this assignment, transfer, and sale not been made.

UPON THE ABOVE-STATED CONSIDERATIONS, ASSIGNOR agrees to not execute any writing or do any act whatsoever conflicting with this assignment, and at any time upon request, without further or additional consideration but at the expense of ASSIGNEE, execute all instruments and documents and do such additional acts as ASSIGNEE may deem necessary or desirable to perfect ASSIGNEE's enjoyment of this grant, and render all necessary assistance required for the making and prosecution of applications for United States and foreign patents on the invention, for litigation regarding the patents, or for the purpose of protecting title to the invention or patents therefor.

ASSIGNOR authorizes and requests the Commissioner of Patents and Trademarks to issue any Patent of the United States that may be issued for the invention to ASSIGNEE.

4-22-02

Date


 Jack Zezhong Peng