


Form PTO-1595 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005)		<b>RECORDATION FORM COVER SHEET PATENTS ONLY</b>		U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office	
		Docket No. TDVTP119US			
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.					
<b>1. Name of conveying party(ies):</b> Rolf-Dieter Naske Steven M. Schwartz William Hopewell  Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			<b>2. Name and address of receiving party(ies)</b> Name: <u>X3D Technologies Corp.</u>  Internal Address: _____  _____  Street Address: <u>225 Broadway</u> <u>Suite 1805</u>  City: <u>New York</u> State: <u>NY</u> Zip: <u>10007</u>  Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>3. Nature of conveyance:</b> <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____  January 20, 2003 January 22, 2003 Execution Date: _____			<b>4. Application number(s) or patent number(s):</b> If this document is being filed together with a new application, the execution date of the application is: _____ A. Patent Application No.(s) <u>10/338,778</u> <u>Filed: January 8, 2003</u> B. Patent No.(s) _____  Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>5. Name and address of party to whom correspondence concerning document should be mailed:</b> Name: <u>Warren A. Sklar, Esq.</u>  Internal Address: _____ <u>Renner, Otto, Boisselle &amp; Sklar, LLP</u>  _____  Street Address: <u>1621 Euclid Avenue</u> <u>Nineteenth Floor</u>  City: <u>Cleveland</u> State: <u>OH</u> Zip: <u>44115</u>			<b>6. Total number of applications and patents involved:</b> <span style="border: 1px solid black; padding: 0 5px;">1</span>  <b>7. Total fee (37 CFR 3.41).....</b> \$ <u>\$40.00</u>  <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account  <b>8. Deposit account number:</b>  <u>18-0988</u>		
<b>DO NOT USE THIS SPACE</b>					
<b>9. Signature.</b>  Christopher B. Jacobs, Reg.No. 37853 Name of Person Signing  <div style="text-align: center;"> Signature</div> <div style="text-align: right;"><u>March 3, 2003</u> Date</div> Total number of pages including cover sheet, attachments, and documents: <span style="border: 1px solid black; padding: 0 5px;">7</span>					

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

Docket No. TDVTP119US

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**ASSIGNMENT**

For good and valuable consideration, receipt and sufficiency of which are hereby acknowledged, the undersigned

Rolf-Dieter Nasko  
Rademacherkamp 5  
Kakenstorf, Germany 21255

Steven M. Schwartz  
34 Plaza Street, Apt. 606  
Brooklyn, New York 11238

William Hopewell  
6 Sweetbriar Lane  
New Milford, CT 06776

hereby sell(s) and assign(s) to **X3D Technologies Corp.**, a corporation of Delaware, having a place of business at 225 Broadway, Suite 1805, New York, New York 10007, its successors and assigns, the entire right, title and interest, so far as concerns the United States and the Territories and Possessions thereof and all foreign countries, in and to the inventions entitled

**TITLE: METHODS AND SYSTEMS FOR 2D/3D IMAGE CONVERSION AND COMPENSATION**

for which application for United States Letters Patent has been

filed on \_\_\_\_\_ under Serial No. \_\_\_\_\_, said application for United States Letters Patent, and all United States provisional patent applications on which priority is claimed, including but not limited to,

application Serial No. \_\_\_\_\_, filed on \_\_\_\_\_, any and all other applications for Letters Patent on said inventions in countries foreign to the United States, including all divisional, renewal, substitute, continuation and Convention applications based in whole or in part upon said inventions or upon said applications, and any and all Letters Patent and reissues and extensions of Letters Patent granted for said inventions or upon said applications, and every priority right that is or may be predicated upon or arise from said inventions, said applications and said Letters Patent; said assignee being hereby authorized to file patent applications in any or all countries on any or all said inventions in the name of the undersigned or in the name of said assignee or otherwise as said assignee may deem advisable, under the International Convention or otherwise; the Commissioner of Patents and Trademarks of the United States of America and the empowered officials of all other governments being hereby authorized to issue or transfer

Docket No. TDVTP119US

all said Letters Patent to said assignee in accordance herewith; this assignment being under covenant, not only that full power to make the same is had by the undersigned, but also that such assigned right is not encumbered by any grant, license, or other right heretofore given, and that the undersigned will do all acts reasonably serving to assure that said inventions, patent applications and Letters Patent shall be held and enjoyed by said assignee as fully and entirely as the same could have been held and enjoyed by the undersigned if this assignment had not been made, and particularly to execute and deliver to said assignee all lawful documents including petitions, specifications, oaths, assignments, invention disclaimers, and lawful affidavits in form and substance which may be requested by said assignee, to furnish said assignee with all facts relating to said inventions or the history thereof and any and all documents, photographs, models, samples or other physical exhibits which may be useful for establishing the facts of conception, disclosure and reduction to practice of said inventions, and to testify in any proceedings relating to said inventions, patent applications and Letters Patent.


Signed:

Date:

Name: Rolf-Dieter Naske



Name: Steven M. Schwartz



Name: William Hopewell

STATE OF  
COUNTY OF) SS:  
)

Before me personally appeared the above named Rolf-Dieter Naske, who acknowledged the execution of the foregoing instrument as his free act and deed.

DATE

NOTARY PUBLIC

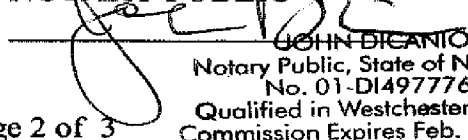
STATE OF *New York*  
COUNTY OF *New York*) SS:  
)

Before me personally appeared the above named Steven M. Schwartz, who acknowledged the execution of the foregoing instrument as his free act and deed.

DATE

*1/22/03*

NOTARY PUBLIC

  
JOHN DICANIO  
Notary Public, State of New York  
No. 01-DI4977768  
Qualified in Westchester County  
Commission Expires Feb. 11, 2003

Page 2 of 3

PATENT  
REEL: 013455 FRAME: 0003

Docket No. TDVTP119US

STATE OF New York ) SS:  
COUNTY OF New York )

Before me personally appeared the above named, William Hopewell who  
acknowledged the execution of the foregoing instrument as his free act and deed.

DATE 1/22/03

NOTARY PUBLIC

JOHN DICANIO  
Notary Public, State of New York  
No. 01-DI4977768  
Qualified in Westchester County  
Commission Expires Feb. 11, 2003

Attested By:

X3D Technologies Corp.

Date:

By:

Its authorized officer and representative

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all said Letters Patent to said assignee in accordance herewith; this assignment being under covenant, not only that full power to make the same is had by the undersigned, but also that such assigned right is not encumbered by any grant, license, or other right heretofore given, and that the undersigned will do all acts reasonably serving to assure that said inventions, patent applications and Letters Patent shall be held and enjoyed by said assignee as fully and entirely as the same could have been held and enjoyed by the undersigned if this assignment had not been made, and particularly to execute and deliver to said assignee all lawful documents including petitions, specifications, oaths, assignments, invention disclaimers, and lawful affidavits in form and substance which may be requested by said assignee, to furnish said assignee with all facts relating to said inventions or the history thereof and any and all documents, photographs, models, samples or other physical exhibits which may be useful for establishing the facts of conception, disclosure and reduction to practice of said inventions, and to testify in any proceedings relating to said inventions, patent applications and Letters Patent.

Signed:

Date:

 Jan 20<sup>th</sup>, 2003  
Name: Rolf-Dieter Naske

Name: Steven M. Schwartz

Name: William Hopewell

STATE OF  
COUNTY OF

) SS:  
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Its authorized officer and representative

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