

04-03-2003

RECORD

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Assistant Commissioner for Patents: Please record the attached original document(s) or copy(ies).

1. Name of conveying party(ies): Judith Challenger Additional name(s) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2. Name and address of receiving party(ies): Worlds.com, Inc. 11 Royal Road Brookline, MA 02445 Additional names/addresses attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
3. Nature of conveyance: <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other: Execution Date: 11/7/1996	

4. Application number(s) or patent number(s):	
If this document is being filed with a new application, the execution date of the application is:	
A. Patent Application No(s): 09/632,154	B. Patent No.:
Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

5. Name/address of party to whom correspondence concerning document should be mailed: Jean-Marc Zimmerman Zimmerman & Levi, LLP 226 St. Paul Street Westfield, NJ 07090	6. Total number of applications/patents involved: 1
	7. Total fee (37 CFR §3.41): \$40.00 <input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to charge Deposit Account.
	8. Deposit Account No.: Please apply any additionally charges, or any credits, to our Deposit Account No.

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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.*

Jean-Marc Zimmerman
Name of Person Signing

Jean-Marc Zimmerman
Signature

3/25/03
Date

Total number of pages including coversheet, attachments and document: 3

ASSIGNMENT OF PATENT APPLICATION

JOINT

WHEREAS, DAVE LEAHY of 6056 Romany Road, Oakland, CA 94618, JUDITH CHALLINGER, of 244 Northrop Place, Santa Cruz, CA 95060, B. THOMAS ADLER of 510 Third Street, Suite 530, San Francisco, CA 94107 and S. [MITRA] ARDON of 1056 Noe, San Francisco, CA 94114 hereinafter referred to as "Assignors," are the inventors of the invention described and set forth in the below identified application for United States Letters Patent:

Title of the Invention: **SCALABLE VIRTUAL WORLD CHAT CLIENT-SERVER SYSTEM**

Date(s) of execution of Declaration: November 8, 1996

Filing date: November 12, 1996 Serial No.: _____; and

WHEREAS, **WORLDS INC.** a Delaware corporation, located at 605 Market Street, 14th Floor, San Francisco, CA 94105, hereinafter referred to as "Assignee," is desirous of acquiring an interest in the invention and application and in any Letters Patent and Registrations which may be granted on the same;

For good and valuable consideration, receipt of which is hereby acknowledged by Assignors, Assignors have assigned, and by these presents do assign to Assignee all right, title and interest in and to the invention and application and to all foreign counterparts (including patent, utility model and industrial designs), and in and to any Letters Patent and Registrations which may hereafter be granted on the same in the United States and all countries throughout the world, and to claim the priority from the application as provided by the Paris Convention. The right, title and interest is to be held and enjoyed by Assignee and Assignee's successors and assigns as fully and exclusively as it would have been held and enjoyed by Assignors had this assignment not been made, for the full term of any Letters Patent and Registrations which may be granted thereon, or of any division, renewal, continuation in whole or in part, substitution, conversion, reissue, prolongation or extension thereof.

Assignors further agree that they will, without charge to Assignee except as agreed to in writing between the parties, but at Assignee's expense, (a) cooperate with Assignee in the prosecution of U.S. Patent applications and foreign counterparts on the invention and any improvements, (b) execute, verify, acknowledge and deliver all such further papers, including patent applications and instruments of transfer and (c) perform such other acts as Assignee lawfully may request to obtain or maintain Letters Patent and Registrations for the invention and improvements in any and all countries, and to vest title thereto in Assignee, or Assignee's successors and assigns.

Date: 11/7/96

Judith Chally
JUDITH CHALLINGER

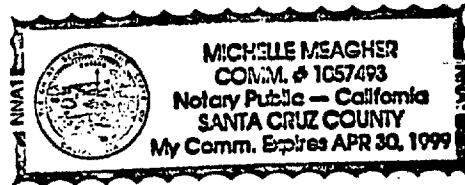
STATE OF California

COUNTY OF Santa Cruz

On Nov. 7, 1996, before me, Michelle Meagher Notary Public (here insert name and title of the officer), personally appeared **JUDITH CHALLINGER**, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name ~~is~~ ~~are~~ subscribed to the within instrument and acknowledged to me that he ~~/she/they~~ executed the same in his ~~/her/their~~ authorized capacity ~~(ies)~~, and that by his ~~/her/their~~ signature on the instrument the person , or the entity upon behalf of which the person acted, execute the instrument.

WITNESS my hand and official seal.

Signature Michelle Meagher



(Seal)