

Form PTO-1595 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

RECORDATION FORM COVER SHEET
PATENTS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):
Spencer Partners Limited (2/23/2004)

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

2. Name and address of receiving party(ies)
Name: Spencer Venture Partners, LLC
Internal Address: _____
Street Address:
98 Arundel Avenue
Sanderstead
South Croydon
Surrey CR2 8BE
United Kingdom
City: _____
State: _____ Zip: _____
Additional name(s) & address(es) attached: Yes No

3. Nature of Conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date: see Box 1, conveying parties

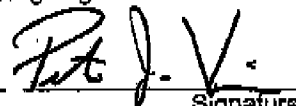
4. Application number(s) or patent number(s):
If this document is being filed together with a new application, the execution date of the new application is: _____
A. Patent Application No.(s): _____
B. Patent No.(s):
6,588,171 Issued July 8, 2003
Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Peter J. Yim
MORRISON & FOERSTER LLP
Internal Address: Atty. Dkt.: 572240000001
Street Address:
425 Market Street
City: San Francisco State: CA Zip: 94105

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 referencing docket no. 572240000001
 Authorized to be charged to credit card (Form 2038 enclosed)
8. Deposit account number: 03-1952
(Attach duplicate copy of this page if paying by deposit account)

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.

Peter J. Yim - 44,417  July 23, 2004
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and documents: 2

CH \$40.00 031952 6588171

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE
ASSIGNMENT

WHEREAS, Spencer Partners Limited is an Isle of Man company with its registered office at Douglas, Isle of Man, British Isles ("ASSIGNOR"); and

WHEREAS, Spencer Venture Partners LLC is a Delaware limited liability company, a subsidiary of ASSIGNOR, ("ASSIGNEE");

NOW, THEREFORE, in consideration of good and valuable consideration paid by ASSIGNEE to ASSIGNOR, the receipt and sufficiency of which hereby is acknowledged, ASSIGNOR hereby confirms that effective as of February 23, 2004 all rights, title, and interest in and to U.S. Patent No. 6,588,171, titled CELLULAR-CORE STRUCTURAL PANEL, AND BUILDING STRUCTURE INCORPORATING SAME, issued July 8, 2003 ("PATENT") were sold, assigned, transferred and conveyed unto ASSIGNEE, including all divisions, continuations, continuations-in-part, reexaminations, substitutions, reissues, extensions and renewals of the applications and registrations for the PATENT (and the right to apply for any of the foregoing), including foreign applications or patents; all rights to causes of action and remedies related thereto (including, without limitation, the right to sue for past, present or future infringement, misappropriation or violation of rights related to the foregoing); and any and all other rights and interests arising out of, in connection with or in relation to the PATENT.

IN WITNESS WHEREOF, ASSIGNOR has caused this Assignment to be duly executed by an authorized officer effective as of February 23, 2004.

Spencer Partners Limited

By:  _____

Name: NIGEL TEBAY

Title: SECRETARY

sf-1734586