

Attorney Docket No. 4059-02700

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

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| <p>1. Name of conveying parties(ies): Execution Date</p> <p>Carl E. Banzhof 02/22/2005 John Davies 02/24/2005</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> | <p>2. Name and address of receiving party(ies):</p> <p>Name: <u>Citadel Security Software Inc.</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>5420 LBJ Freeway; 16th Floor</u></p> <p>City: <u>Dallas</u> State: <u>TX</u> Zip: <u>75240</u></p> <p>Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> |
| <p>3. Nature of conveyance:</p> <p><input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>02/22/2005; 02/24/2005</u></p> | |

4. Application number(s) or patent 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). 11/062,409 B. Patent No.(s). _____

Additional numbers attached? Yes No

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| <p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Mr. Michael W. Piper Conley Rose, P.C. 5700 Granite Parkway, Suite 330 Plano, TX 75024</p> | <p>6. Total number of application and patents involved: <u>1</u></p> <p>7. Total fee (37 CFR 3.41) <u>\$ 40.00</u></p> <p><input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: <u>50-1515</u></p> |
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9. Signature.

Michael W. Piper, Reg. No. 39,800  March 31, 2005

Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and documents 4

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Atty Dkt: 4059-02700

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ASSIGNMENT

WHEREAS, I hereby declare that I am the sole inventor (if only one inventor is named below) or an original, first and joint inventor (if plural inventors are named below) of the invention relating to a "**Security Risk Analysis System and Method**" described in an application for Letters Patent of the United States of America filed on February 22, 2005 and assigned application number 11/062,409, executed by me concurrently herewith.

WHEREAS, Citadel Security Software Inc., a corporation organized and existing under the laws of the State of Delaware, having its principal office and place of business in Dallas, Texas, is desirous of obtaining the entire right, title and interest in, to and under the said invention and the said application in the United States of America and in any and all countries foreign thereto;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, I have sold, assigned, transferred and set over, and by these presents do hereby sell, assign, transfer and set over, unto **Citadel Security Software Inc.**, its successors, legal representatives and assigns, my entire right, title and interest in, to and under the said invention, and the said application, and all divisional, renewal, substitutional, continuing applications, and reissues thereof, and all Letters Patent of the United States of America which may be granted thereon and all reissues and extensions thereof, and all applications for Letters Patent which may be filed for said invention in any country or countries foreign to the United States of America, including all rights of priority, all rights to publish cautionary notices reserving ownership of said invention, all rights to register said invention in appropriate registries, and all Letters Patent which may be granted for said invention in any country or countries foreign to the United States of America, and all extensions, renewals, and reissues thereof; and all rights of action on account of past, present and future unauthorized use of said invention for infringement of said patents or otherwise; and I hereby authorize and request the Commissioner of Patents and Trademarks of the United States of America, and any official of any country or countries foreign to the United States of America, whose duty it is to issue patents on applications as aforesaid, to issue all Letters Patent for said invention to Citadel Security Software Inc., its successors, legal representatives and assigns, in accordance with the terms of this instrument.


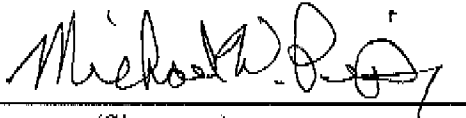
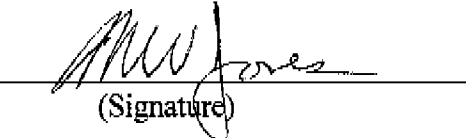
And I Hereby covenant that I have full right to convey the entire interest herein assigned, and that I have not executed, and will not execute, any agreement in conflict herewith.

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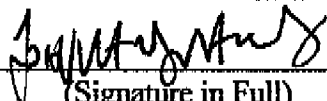
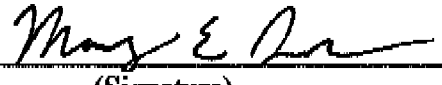
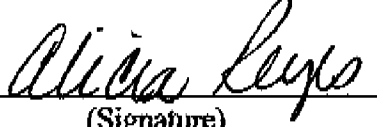
And I Hereby further covenant and agree that I will not sue or otherwise seek further compensation in any form whatsoever from Citadel Security Software Inc., its successors, legal representatives and assigns, for their use and enjoyment of the said invention.

And I Hereby further covenant and agree that I will communicate to Citadel Security Software Inc., its successors, legal representatives and assigns, any fact known to me respecting said invention, and testify in any legal proceeding, sign all lawful papers, execute all provisional, divisional, renewal, substitutional, continuing, and reissue applications, make all rightful declarations and/or oaths and generally do everything possible to aid Citadel Security Software Inc., its successors, legal representatives and assigns, to obtain and enforce proper patent protection for said invention in all countries.

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| SOLE OR JOINT | |
| Inventor (1): Carl E. Banzhof |  (Signature in Full) |
| Citizenship: USA | Date: <u>2-22-05</u> |
| Post Office Address: 4145 Goodfellow Dr., Dallas, TX 75229 | |
| Residence: same | |
| 1st Witness: <u>Michael W. Piper</u> (Type or Print) |  (Signature) |
| 2nd Witness: <u>M. W. JONES</u> (Type or Print) |  (Signature) |

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| SOLE OR JOINT | |
| Inventor (2): John Davies | <u></u> (Signature in Full) |
| Citizenship: USA | Date: <u>2/24/2005</u> |
| Post Office Address: 6235 La Vista Drive, Dallas, Texas 75214 | |
| Residence: same | |
| 1st Witness: <u>Mary E. Davies</u> (Type or Print) | <u></u> (Signature) |
| 2nd Witness: <u>Alicia Reyes</u> (Type or Print) | <u></u> (Signature) |