

07-06-2001

Keep within border

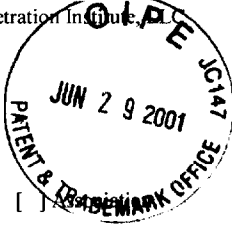


TRADEMARKS ONLY

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

101769377

Information Security Penetration Institute, LLC  
a.k.a. ISPI, LLC



Entity:

- Individual(s)
- General Partnership
- Corporation -
- Other - Virginia Limited Liability Company

3. Interest Conveyed:

- Assignment
- Change of Name
- Security Agreement
- Merger
- Other - Transfer of Assets

Execution Date - July 5, 2000

2. Name and Address of Party(ies) receiving an interest:

Name: PANACYA, Inc.

Address: 134 National Business Parkway, Suite 400,  
Annapolis Junction, Maryland 20701

Entity:

- Individual(s)
- Association
- Corporation - Delaware
- General Partnership
- Limited Partnership
- Other -

Citizenship

If not domiciled in the United States, a domestic representative designation is attached:

- Yes
- No

(The attached document must not be an assignment)

4. Application number(s) or registration number(s). Additional sheet attached?  Yes  No

A. Trademark Application No.(s)  
75/795,274

B. Trademark Registration No.(s)

MMD 6/29/01

5. Please mail documents back to:

James R. Menker  
Pillsbury Winthrop LLP  
1600 Tysons Boulevard  
McLean, VA 22102

6. Number of applications and registrations involved 2

7. Amount of fee enclosed: \$40.00

8. If above amount is missing or inadequate, charge deficiency to our Deposit Account No. 03-3975 under Order No. 69090 / 273655  
C# M#

07/05/2001 10:12:00 00000026 75795274

01 F.148. 40.00 DP

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.

Signature

Total number of pages including cover sheet, attachments and document. (excluding duplicate cover sheet)

2

Attorney: James R. Menker  
Date: June 29, 2001  
Atty/Sec: PWK/JRM:tch

Tel: (703) 905-2145  
Fax: (703) 905-2500

**TRANSFER OF ASSETS**

This agreement is made and entered into this 5<sup>th</sup> day of July 2000, by and between Information Security Penetration Institute, LLC, a.k.a. ISPI, LLC, (hereinafter "ISPI"), a Virginia limited liability company owned solely by Kelly Jones, PhD., and PANACYA Inc., a Delaware Corporation, having its offices at 134 National Business Parkway, Suite 400, Annapolis Junction, MD 20701.

RECITALS

On the 15<sup>th</sup> day of December 1999, PANACYA, Inc. was formed pursuant to Articles of Incorporation, filed with the Secretary of State of Delaware;

Kelly Jones, PhD. is the sole Owner, President and Director of ISPI; furthermore, Kelly Jones, PhD. is also a Founder, Officer and Director of PANACYA, Inc.; and

ISPI and Kelly Jones, PhD. are desirous of transferring to PANACYA all of the assets of ISPI, and PANACYA is desirous of acquiring said assets;

NOW, THEREFORE, for and in consideration of the mutual covenants and agreement entered into, it is agreed as follows:


ISPI and Kelly Jones, PhD. do hereby transfer and assign all of the assets of ISPI, including but not limited to all patents, trademarks (including but not limited to the trademarks in Schedule A), trade secrets, technology, methodology, software, and all other intellectual property rights to PANACYA, together with the goodwill represented thereby and the right to sue for and to collect damages or any other compensation for past infringement, dilution or misuse of such intellectual property.

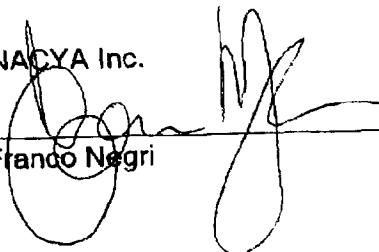
ISPI and Kelly Jones, PhD. fully warrant that they have full rights and authority to enter into this transfer/assignment and that the assets and rights transferred and assigned under this agreement are free and clear of any lien, encumbrance, adverse claim or interest by any third party.

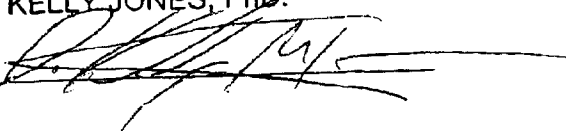
In consideration for said transfer, PANACYA does pay to ISPI and Kelly Jones, PhD. the sum of One Dollar (\$1.00), together with other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged.

DATED this     day of July 2000.

Information Security Penetration Institute LLC  
ISPI, LLC

By:   
Kelly Jones, PhD.  
President

PANACYA Inc.  
By:   
Franco Negri  
President

KELLY JONES, PhD.  


**TRADEMARK**