

09-24-2001

2 SHEET

Docket No.: D



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

1. Name of conveying party(ies)

Said K. Hayez



09-10-2001

U.S. Patent & TM Office/TM Mail Flop Dt #70

- Individual(s)
- General Partnership
- Corporation-State
- Other
- Limited Partnership

09/10/01

Additional names(s) of conveying party(ies) Yes No

2. Name and address of receiving party(ies):

Name: CASTLE Worldwide, Inc.

Internal Address: _____

Street Address: 120 First Flight Lane

City: Morrisville State: NC ZIP: 27560

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

3. Nature of conveyance:

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

Execution Date: August 24, 2001

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

76/053,177
76/053,178
76/053,179

Additional numbers

B. Trademark Registration No.(s)

Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Robert G. Rosenthal

Internal Address: _____

Street Address: 5856 Faringdon Place

City: Raleigh State: NC ZIP: 27609

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41):.....\$ 90.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____

DO NOT USE THIS SPACE

09/21/2001 TD1AZ1 00000032 76053177
01 FC:481 40.00 DP
02 FC:482 50.00 DP

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.

Robert G. Rosenthal
Name of Person Signing

Robert G. Rosenthal
Signature

September 6, 2001
Date

Total number of pages including cover sheet, attachments, and

4

ASSIGNMENT OF UNITED STATES TRADEMARK
REGISTRATIONS AND APPLICATIONS

STATE OF CALIFORNIA)
) ss:
COUNTY OF San Diego)

WHEREAS, SAID K. HAYEZ, a citizen of the United States and residing at 6965 El Camino Real, Suite 105, Carlsbad, CA, 92009-4195 U.S.A. is the exclusive and record owner of the entire right, title and interest in and to the Trademarks and the corresponding official United States Trademark Registrations and Applications therefor listed in the attached Schedules "A" and "B".

WHEREAS, CASTLE Worldwide, Inc., a North Carolina corporation having a principal place of business at 120 First Flight Lane, Morrisville, NC 27560 U.S.A., is desirous of acquiring the above-identified Trademarks and the corresponding official United States Trademark Registrations and Applications therefor;

NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00) simultaneously paid by CASTLE Worldwide, Inc. to SAID K. HAYEZ upon the execution of these presents, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, SAID K. HAYEZ does hereby assign, transfer and sell unto said CASTLE Worldwide, Inc. all of his rights, title and interest in and to the Trademarks and the corresponding official United States Trademark Registrations and Applications therefor listed in the attached schedules "A" and "B", together with the goodwill of the business appurtenant to and symbolized by said Trademarks and said corresponding official United States Registrations and Applications therefor, and all rights

of action against third parties for past infringement thereof, the same to be held and enjoyed by said CASTLE Worldwide, Inc. as fully and entirely as the same would have been held by SAID K. HAYEZ had this transfer, assignment and sale not been made.

AND, SAID K. HAYEZ hereby warrants and covenants that it has the full power and authority to convey the rights, title and interests herein assigned, transferred and sold to CASTLE Worldwide, Inc., that he has not executed and will not execute any agreement in conflict herewith, and that he will or procure the execution of any and all future assignments or other instruments which may be necessary to perfect and evidence CASTLE Worldwide, Inc.'s ownership of the property and rights herein conveyed.

IN WITNESS WHEREOF, SAID K. HAYEZ, intending to be legally bound, has caused these presents to be executed as of the 24th day of Aug., 2001.

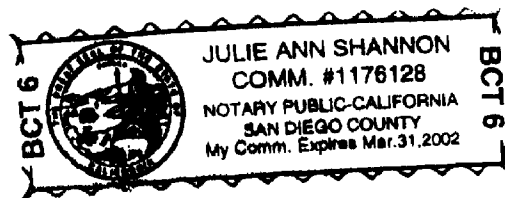
K. Hayez
SAID K. HAYEZ

Subscribed and sworn to before me, a Notary Public of the State of California, this the 24 day of AUG, 2001.

[NOTARY SEAL]

Julie Ann Shannon
NOTARY PUBLIC

My Commission Expires: 3-31-2002



Schedule A

Existing United States Trademark Registrations

<u>Trademark</u>	<u>Registration No.</u>	<u>Issued</u>
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Schedule B

Pending United States Trademark Applications

<u>Trademark</u>	<u>Serial No.</u>	<u>Filing Date</u>
CASTLEWORLDWIDE.COM	76/053,177	MAY 22, 2000
CASTLELEARNING.COM	76/053,178	MAY 22, 2000
CASTLE	76/053,179	MAY 22, 2000

HAYEZASSIGN