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documents or copy thereof.

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To the Honorable Commissioner of Patents and Trade

1. Name of conveying party(ies):

- a. CHRIS WALKER, #9 Sunset Avenue, Venice, CA 90292
- b. BABAK BEHESHTI, 2627 Highland #4, Santa Monica, CA 90405

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

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

Name: MODERN CARTOONS, LTD.

Internal Address: _____

Street Address: 228 Main Street, Studio #12

City: Venice State: CA ZIP: 90291

Additional name(s) & addresses attached? Yes No

3. Nature of conveyance:

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

Execution Date: July 28, 1998

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)

09/066,720

B. Patent No.(s)

Additional numbers attached? Yes No

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

Name: Kenneth L. Sherman, Esq.

Internal Address: _____

Street Address: SHERMAN & SHERMAN, 2029

Century Park East, Seventeenth Floor

City: Los Angeles State: CA ZIP: 90067

6. Total number of applications and patents involved: 1

7. Total fee (37 C.F.R. 3.41).....\$ 40.00

Enclosed

Authorized to be charged to Deposit Account

8. Deposit Account No.:

19-1995

(Attach duplicate copy of this page if paying by Deposit Account)

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9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and an attached copy is a true copy of the original document.

Kenneth L. Sherman
Name of Person Signing

Signature

July 29, 1998
Date

Total number of pages comprising cover sheet: 1

REEL: 9368 FRAME: 0847

PATENT

Docket No. MOD2.H007A

ASSIGNMENT OF APPLICATION FOR PATENT

WHEREAS:

CHRIS WALKER, #9 Sunset Avenue, Venice, CA 90291
BABAK BEHESHTI, 2627 Highland, #4, Santa Monica, CA 90405
(full name(s) and post office address(s) of inventor(s) (including country))

(hereinafter referred to as ASSIGNOR(S), has made a discovery or invention entitled:

DATA AUGMENTATION SYSTEM AND METHOD
(title of discovery or invention)

- [] for which application for Letters Patent of the United States has been executed on even date herewith,
- [X] for which application for Letters Patent of the United States has been filed on April 23, 1998, under Serial No. 09/066,720, and

WHEREAS:

MODERN CARTOONS, LTD., 228 Main Street, Studio #12, Venice, California 90291
(name and address of assignee)

(hereinafter referred to as ASSIGNEE), is desirous of acquiring the entire interest in, to and under said invention and in, to and under Letters Patent or similar legal protection to be obtained therefor in the United States and in any and all foreign countries.

NOW, THEREFORE, TO ALL WHOM IT MAY CONCERN:

Be it known that in consideration of the payment by ASSIGNEE to ASSIGNOR(S) of the sum of One Dollar (\$1.00), the receipt of which is hereby acknowledged, and for other good and valuable consideration, ASSIGNOR(S) hereby sells, assigns and transfers to ASSIGNEE, its successors, legal representatives and assigns, the full and exclusive right, title and interest to said discovery or invention in the United States and its territorial possessions and in all foreign countries to be obtained for said invention by said application or any continuation, division, renewal, substitute or reissue thereof or any legal equivalent thereof in a foreign country for the full term or terms for which the same may be granted.

I, SAID ASSIGNOR(S), hereby authorize and request the Commissioner of Patents and Trademarks of the United States of America whose duty it is to issue Letters Patent on applications as aforesaid, to issue all such Letters Patent for said discovery or invention to the ASSIGNEE, as assignee of the entire right, title and interest in, to and under the same, for the sole use and behalf of the ASSIGNEE, its successors, legal representatives and assigns, in accordance with the terms of this instrument.

I, SAID, ASSIGNOR(S), hereby covenant that I have full right to convey the entire right, title and interest herein sold, assigned, transferred and set over;

AND I, SAID ASSIGNOR(S) hereby further covenant and agree that the ASSIGNEE, its successors, legal representatives, or assigns, may apply for foreign Letters Patent on said discovery or invention and claim the benefits of the International Convention, and that I will, at any time, when called upon to do so by the ASSIGNEE, its successors, legal representatives, or assigns, communicate to the ASSIGNEE, its successors, legal representatives, or assigns, as the case may be, any facts known to me respecting said discovery or invention, and execute and deliver any and all lawful papers that may be necessary or desirable to perfect the title to the said discovery or invention, the said applications and the said Letters Patent in the ASSIGNEE, its successors, legal representatives and assigns, and that if reissues of the said Letters Patent or disclaimers relating thereto, or divisions, continuations, or

refilings of the said applications, or any thereof, shall hereafter be desired by the ASSIGNEE, its successors, legal representatives, or assigns, I will, at any time, when called upon to do so by the ASSIGNEE its successors, legal representatives, or assigns, sign all lawful papers, make all rightful oaths, execute and deliver all such disclaimers and all divisional, continuation and reissue applications so desired, and do all lawful acts requisite for the application for such reissues and the procuring thereof and for the filing of such disclaimers and such applications, and generally do everything possible to aid the ASSIGNEE, its successors, legal representatives and assigns, to obtain and enforce proper patent protection for said invention or discovery in all countries, all without further compensation but at the expense of the ASSIGNEE, its successors, legal representatives and assigns.

Assignor's signature: Chen C. Wu
First name Middle initial Last name

Dated: 7/28/98

Citizenship: United States

Assignor's signature: Behesht
First name Middle initial Last name

Dated: 7/28/98

Citizenship: Iran

I hereby certify that this correspondence is being deposited with the United States Postal Services first class mail in an envelope addressed to Commissioner of Patents and Trademarks, Washington, D.C. 20231, on 7/29/98
Date

By Kenneth L. Sherman

7/29/98
Date of Signature