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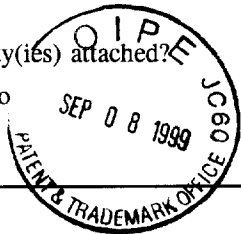
Atty. Docket: 2288.32

To the Commissioner of Patents and Trad.

101140168

attached original documents or copy thereof.

1. Name of conveying party(ies):
 1) Anil P. Balaram & 2) Rich Helms
 Additional name(s) of conveying party(ies) attached?
 Yes No



2. Name and address of receiving party(ies):
 Name: INTERACTIVE IMAGE TECHNOLOGIES, LTD.
 Foreign Address: 111 Peter Street, Suite 801
Toronto, Ontario M5V 2H1, Canada

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
 Execution Date: August 3, 1999 (1 & 2)

Domestic Address: _____
 City: _____ State _____ ZIP _____
 Additional name(s) & address(es) attached? Yes No

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 Number: 09/292,012
 Filing Date: April 15, 1999
 Additional numbers attached? Yes No

B. Title of Invention:
MULTI-SIMULATOR CO-SIMULATION

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Fitzpatrick, Cella, Harper & Scinto
30 Rockefeller Plaza
New York, New York 10112-3801
 Telephone No.: (212) 218-2100
 Facsimile No.: (212) 218-2200

6. Number of applications and patents involved:
One
 7. Total fee (37 CFR 3.41): . . \$ 40.00
 Enclosed
 Authorized to be charged to deposit account
 8. Deposit account number (for deficiency or excess)
06-1205
 (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 the attached is the original document or is a true copy of the original document.

Richard P. Bauer
 Name of Person Signing

Signature

September 8, 1999
 Date

Total number of pages including cover sheet, attachments, and documents: 3

ASSIGNMENT

WHEREAS, We, **Anil P. Balaram**, residing at **34 Beatrice Street, Toronto, Ontario M6J 2T3, Canada** and **Rich Helms** residing at **R.R. #1, Sutherland, Ontario L0C 1H0, Canada** have invented certain new and useful improvements in “**Multi-Simulator Co-Simulation**” for which we have executed a United States patent application, Serial No. 09/292,012 on April 15, 1999.

AND WHEREAS, **Interactive Image Technologies Ltd.**, a corporation of Ontario, Canada, having a place of business at **111 Peter Street, Suite 801, Toronto, Ontario M5V 2H1, Canada**, hereinafter called the “assignee”, is the owner of the entire right, title, and interest in and to said United States patent application, and the inventions and improvements therein disclosed.

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, we do hereby confirm that we have assigned, sold, transferred and set over, and do hereby assign, sell, transfer, and set over unto said assignee the entire right, title and interest in and to said patent application and the inventions and improvements therein disclosed for the United States and all other countries worldwide and all regular applications claiming the benefit of said patent application, divisions, reissues, continuations, continuations-in-part, renewals, and/or extensions thereof, said assignee, to have and to hold the interests herein assigned, as fully and entirely as the same would have been held and enjoyed by us had this assignment not been made.

We covenant that we are the lawful owners of the said patent application, and the inventions and improvements therein disclosed, that the same are unencumbered, that no license has been granted to make, use, or sell the said inventions or improvements or any of them, and that we have the full right to make this assignment.

And for the consideration aforesaid, we agree that we will communicate to said assignee or the representatives thereof any facts known to us respecting said inventions and improvements, and will upon request, but without expense to us, testify in any legal proceedings, sign all lawful papers, execute all regular, divisional, reissue, continuation, continuation-in-part, renewal, and generally do all other and further lawful acts, deemed necessary or expedient by said assignee or by counsel for said assignee, to assist or enable said assignee to obtain and enforce full benefits from the rights and interests herein assigned.

This assignment shall be binding upon our heirs, executors, administrators, and/or assigns, and shall inure to the benefit of the heirs, executors, administrators, successors, and/or assigns, as the case may be, of said assignee.

IN TESTIMONY WHEREOF, we have duly executed this assignment on the date as indicated next to our names.

Anil Balaram

Signature of Anil P. Balaram

August 3/99

Date:

ANIL P. BALARAM

Printed name

[Signature]

Signature of Rich Helms

Aug 3, 99

Date:

Richard M. Helms

Printed name

STATEMENT OF WITNESS

I, JOHN TAGLIONE, whose full post office address is

83 COLLINGSBROOK BLVD, TORONTO, ONT

state that I was personally present and did see Anil P. Balaram and Rich Helms
(Name of inventors/assignor)

who are personally known to me to be the persons named in the above assignment, duly sign and execute the same.

[Signature]
(Signature of Witness)