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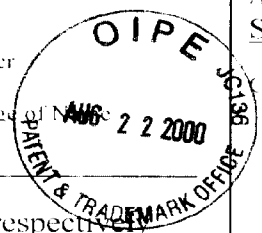
Set Number
09372-003

TO THE HONORABLE COMMISSIONER OF PATENTS
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Please record the attached original documents or copy thereof.

| | |
|---|---|
| <p>1. Name of conveying party(ies): <u>Devrie S. Intriligator and James M. Intriligator</u></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): Name: <u>CARMEL SYSTEMS LLC</u></p> <p>Address: <u>Post Office Box 1732</u> <u>Santa Monica, CA 90406</u></p> <p>Country (if other than USA): _____</p> |
| <p>3. Nature of conveyance</p> <p><input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger</p> <p><input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name</p> <p><input type="checkbox"/> Other _____</p> <p>Execution Date: <u>8/16/00 and 8/19/00, respectively</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) 09/552,161 B. Patent No.(s) _____

Additional numbers attached? Yes No

| | |
|--|---|
| <p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p><u>PENNIE & EDMONDS LLP</u> <u>1155 Avenue of the Americas</u> <u>New York, NY 10036</u></p> | <p>6. Number of applications and patents involved: <u>1</u></p> <p>7. Total fee (37 CFR 3.41):.....\$ <u>40.00</u> Please charge to the deposit account listed in Section 8.</p> <p>8. Deposit account number: <u>16-1150</u></p> |
|--|---|

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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.

Barry D. Rein Reg. No. 22,411 Signature August 22, 2000 Date

For Barry D. Rein

Total number of pages including cover sheet: 3

Mail documents to be recorded with required cover sheet information to:
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10/06/2000 AMMED1 00000093 161150 09552161

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NY2-1114386-1

PATENT
REEL: 011131 FRAME: 0273

ASSIGNMENT

WHEREAS, WE, Devrie S. Intriligator and James M. Intriligator, ASSIGNORS, citizens of the United States, residing at 140 Foxtail Drive, Santa Monica, CA 90402 and 67 Cleveland Street, Arlington, MA 02474, respectively, are the inventors of the invention in SPACE WEATHER PREDICTION SYSTEM AND METHOD for which we have executed an application for a Patent of the United States

which is executed on even date herewith or _____

which is identified by Pennie & Edmonds LLP docket no. 9372-003

which was filed on April 18, 2000, Application No. 09/552,161

and WHEREAS, CARMEL SYSTEMS LLC, a limited liability company of the State of California, having a mailing address at Post Office Box 1732, Santa Monica, CA 90406, ASSIGNEE, is desirous of obtaining our entire right, title and interest in, to and under the said invention and the said application:

NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00) to us in hand paid, and other good and valuable consideration, the receipt of which is hereby acknowledged, we, the said ASSIGNORS, have sold, assigned, transferred and set over, and by these presents do hereby sell, assign, transfer and set over, unto the said ASSIGNEE, its successors, legal representatives and assigns, our entire right, title and interest in, to and under the said invention, and the said United States application and all divisions, renewals and continuations thereof, and all Patents of the United States which may be granted thereon and all reissues and extensions thereof; and all applications for industrial property protection, including, without limitation, all applications for patents, utility models, and designs which may hereafter be filed for said invention in any country or countries foreign to the United States, together with the right to file such applications and the right to claim for the same the priority rights derived from said United States application under the Patent Laws of the United States, the International Convention for the Protection of Industrial Property, or any other international agreement or the domestic laws of the country in which any such application is filed, as may be applicable; and all forms of industrial property protection, including, without limitation, patents, utility models, inventors' certificates and designs which may be granted for said invention in any country or countries foreign to the United States and all extensions, renewals and reissues thereof;

AND WE HEREBY authorize and request the Commissioner of Patents and Trademarks of the United States, and any Official of any country or countries foreign to the United States, whose duty it is to issue patents or other evidence or forms of industrial property protection on applications as aforesaid, to issue the same to the said ASSIGNEE, its successors, legal representatives and assigns, in accordance with the terms of this instrument.

AND WE HEREBY covenant and agree that we have full right to convey the entire interest herein assigned, and that we have not executed, and will not execute, any agreement in conflict herewith.

AND WE HEREBY further covenant and agree that we will communicate to the said ASSIGNEE, its successors, legal representatives and assigns, any facts known to us respecting said invention, and testify in any legal proceeding, sign all lawful papers, execute all divisional, continuing, reissue and foreign applications, make all rightful oaths, and generally do everything possible to aid the said ASSIGNEE, its successors, legal representatives and assigns, to obtain and enforce proper protection for said invention in all countries.

IN TESTIMONY WHEREOF, We hereunto set our hands and seals the day and year set opposite our respective signatures.

Date 8/16/2000, 2000 Devrie S. Intriligator L.S.

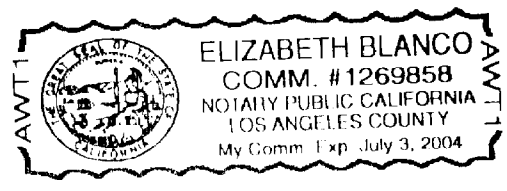
Date 8/19/2000, 2000 James M. Intriligator L.S.

State of California)
County of Los Angeles) SS.:

In the State of California, county of Los Angeles, on 8-16-00
before me, Elizabeth Blanco, Notary Public, personally appeared Devrik S. Intriligator,
personally known to me on the basis of satisfactory evidence to be the person(s) whose name(s) is subscribed to
the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized
capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of
which the person(s) acted, executed the instrument.

WITNESS my hand and official seal

Elizabeth Blanco



State of MASSACHUSETTS)
County of Middlesex) SS.:

In the State of Massachusetts, county of Middlesex, on 8/19/2000
before me, Keith McCarty, Notary Public, personally appeared JAMES M. INTRILIGATOR,
personally known to me on the basis of satisfactory evidence to be the person(s) whose name(s) is subscribed to
the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized
capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of
which the person(s) acted, executed the instrument.

WITNESS my hand and official seal

Keith McCarty

KEITH McCARTY
Notary Public
My Commission Expires February 11, 2005