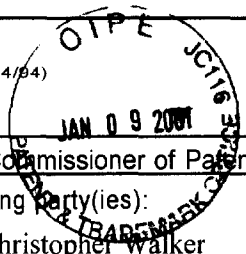


01-29-2001



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Tab settings



To the Honorable Commissioner of Patents & Trademarks

Send original documents or copy thereof.

1. Name of conveying party(ies):
Christopher Walker
Beheshti, Babak
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, #9
City: Venice State: CA ZIP: 90291
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance: 1-9-01
 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date: 12/27/00 and 12/28/00

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: 01/09/01
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: Donald M. Cislo, Esq.
Internal Address: CISLO & THOMAS LLP
Street Address: 233 Wilshire Boulevard, Suite 900
City: Santa Monica State: CA ZIP: 90401

6. Total number of applications and patents involved: 1
7. Total fee (37 CFR 3.41) \$ 40.00
 Enclosed
 Authorized to be charged to deposit account
8. Deposit account number:

(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 any attached copy is a true copy of the original document.
Donald M. Cislo, Esq. [Signature] 1-9-01
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 6

P A T E N T A S S I G N M E N T

This assignment made on December __, 2000 by Christopher Walker and Babak Beheshti, (Assignors) of Santa Monica, California, to MODERN CARTOONS, LTD, (Assignee), having a place of business at 228 Main Street, #9, Venice, California 90291;

WHEREAS, Assignors have invented a new, original and useful invention entitled **DATA AUGMENTATION SYSTEM AND METHOD** (Invention), United States Patent Application Serial Number 09/066,720, further identified by their attorneys', Cislo & Thomas LLP's, docket number D8269 (Patent Application);

WHEREAS, Assignors believe themselves to be the original, first, and joint inventors of the Invention(s) disclosed and claimed in said Patent Application; and

WHEREAS, Assignee desires to acquire by formal, recordable assignment the entire right, title, and interest in and to said Invention(s), and said Patent Application in the United States and throughout the world.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignors hereby sell, assign, and transfer to Assignee, the entire right, title, and interest in and to said Invention(s), and said Patent Application for said Invention(s) in the United States and throughout the world, including the right to file foreign applications directly in the name of Assignee and to claim for any such foreign applications any priority rights to which such applications are entitled under international conventions, treaties, or otherwise.

Further Assignors agree that, upon request and without further compensation, but at no expense to Assignor they and their legal representatives and assigns will do all lawful acts, including the execution of papers and the giving of testimony, that may be necessary or

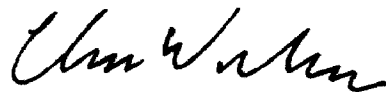
desirable for obtaining, sustaining, reissuing, or enforcing said Patent Application in the United States and throughout the world for said Invention(s), and for perfecting, recording, or maintaining the title of Assignee, its successors and assigns, to said Invention(s), and said Patent Application filed, and any patents granted for said Invention(s) in the United States and throughout the world.

Assignors represent and warrant that they have not granted and will not grant to others any rights inconsistent with the rights granted herein.

Assignors authorize and request the Commissioner of Patents and Trademarks of the United States and of all foreign countries to issue any Patent granted for said Invention(s), whether on an application for said Invention(s), or on any subsequently filed provisional, non-provisional, divisional, continuation, continuation-in-part, reissue, or other application, to Assignee, its successors and assigns, as the assignee of the entire interest in said Invention(s).

IN WITNESS WHEREOF, Assignors have executed this Assignment on the date first above written and as set forth below.

“Assignee”
MODERN CARTOONS, LTD



Christopher Walker, President

Date: December 27, 2000

Signed at: 228 MAIN ST. VENICE, CA

Date: 12/28/00

By: Christopher Walker
Christopher Walker
Assignor

Signed at: 228 Main St. Venice, CA

Date: December 27, 2000

By: Babak Beheshti
Babak Beheshti
Assignor


I hereby certify that this paper or fee is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 C.F.R., Section 1.10, on the date indicated above and is addressed to:

Assistant Commissioner for Patents
Washington, D.C. 20231
BOX FEE AMENDMENT

Respectfully submitted,

CISLO & THOMAS LLP

Date: January 9, 2001


Donald M. Cislo
Reg. No. 22,060

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Santa Monica, California 90401-1211
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DMC:sc

Enclosures

As listed above

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