

FORM PTO-1585
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RECORDATION FORM COVER SHEET PATENTS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

<p>1. Name of conveying party(ies): Babylon interactive Group, LLC</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: Totalsynch, LLC Internal Address: Street Address: 23704-5 El Toro Road PMB 191 Lake Forest, CA 92630</p> <p>Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other: _____</p> <p>Execution Date: <u>9-28-06</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) 10/306,778 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>Name: Donald E. Stout Internal Address: Street Address: Stout, Uxa, Buyan & Mullins, LLP 4 Venture, Suite 300 Irvine, CA 92618</p>	<p>6. Total number of applications and patents involved: 1</p> <p>7. Total fee (37 CFR 3.41).....\$ <u>40</u> <input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: <u>13-5135</u></p> <p>(Attach duplicate copy of this page if paying by deposit account)</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.

Donald E. Stout  10/17/06
Name of Person Signing Signature Date

3

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

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box assignments
Washington, D.C. 20231

ASSIGNMENT OF PATENT

Description of Invention/Subject Matter of Patent:

TEXT DERIVED SPEECH ANIMATION TOOL

Name(s) of Inventor(s):

William H. Munns

Patent Application Number:

10/306,778

Patent Application Date:

11/27/2002**ASSIGNOR:**

Name:

The Babylon Interactive Group, LLC

a California limited liability company

Address:

23600 El Toro Road Ste D-191 Lake Forest, CA 92630

ASSIGNEE:

Name:

TotalSynch, LLC

a California limited liability company

Address:

23600 El Toro Road Ste D-191 Lake Forest, CA 92630

Parties

This Assignment of Patent ("Assignment") is hereby executed on

09-28-2006

2006 (the "Effective

Date") by the undersigned, THE BABYLON INTERACTIVE GROUP, LLC, a California limited liability company (hereinafter "Assignor"), in favor of, and is hereby also acknowledged and accepted by, the undersigned, TOTALSYNCH, LLC, a California limited liability company (hereinafter "Assignee"). Assignor and Assignee shall also be referred to herein collectively as the "Parties" and individually as a "Party" as determined by the context.

Recital

The Parties acknowledge and agree that Assignor has filed the above referenced application with the U.S. Patent and Trademark Office for the above-described patent and that Assignor is, and has been, the owner of the invention which constitutes the subject matter thereof. Said invention together with the above referenced corresponding patent and patent application shall be referred to hereinafter collectively as the "Patent."

PATENT**REEL: 018405 FRAME: 0302**

NOW, THEREFORE, TO WHOM IT MAY CONCERN, be it known that, for and in consideration of the sum of ONE DOLLAR (\$1.00) to me in hand paid by Assignee, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee, its successors and assigns, the full and exclusive Assignor's right, title, and interest in and to the Patent, together with that part of the goodwill of Assignor's business connected with the use of the Patent as it pertains to the territory of The United States of America and all foreign countries thereto, in and to the said invention as described in said application, and in and to all Letters Patent granted therefore, and all divisions, reissues and continuations thereof, and the Assignor does hereby request the Commissioner of Patents and Trademarks to issue all Letters Patent on said inventions or resulting therefrom to said Assignee, as assignee of Assignor's entire right, title and interest, and Assignor covenants that Assignor has the full right to do so and agrees that Assignor will communicate to Assignee, or its successors any and all facts known to Assignor regarding said invention wherever requested and will testify in any legal proceeding, sign all lawful papers, execute all divisional, reissue and continuation applications and generally do everything possible to aid said Assignee, its successors and assigns, to obtain and enforce proper patent protection for said invention in all countries.

Execution by Assignor

Executed at the Effective Date by:

"ASSIGNOR"

THE BABYLON INTERACTIVE GROUP, LLC
A California limited liability company


By: Matthew Thomas Its: Manager and President

Acceptance by Assignee

This Assignment is hereby acknowledged and accepted by the undersigned Assignee as of the Effective Date.

ASSIGNEE

TOTAL SYNCH, LLC
A California limited liability company


By: Matthew Thomas Its: Manager and President

FRANK J. UXA, JR.*
ROBERT D. BUYAN*
DONALD E. STOUT
KENTON R. MULLINS
LINDA ALYSON FOX
JENNIFER K. ROSENFIELD**

OF COUNSEL:
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FACSIMILE COVER PAGE

DATE: October 17, 2006

TO: PTO

FAX: (571) 273-0140

FROM: Donald E. Stout, Reg. No. 34,493

RE: U.S. Patent Application No. 10/306,778
Our Ref: A-1810
Recordation of Assignment

THIS TRANSMISSION CONSISTS OF 5 PAGES INCLUDING THIS COVER PAGE.

1. Recordation Form Cover Sheet (1pg)
2. Assignment (3pgs)

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CERTIFICATE OF FACSIMILE TRANSMITTAL

I hereby certify that this correspondence is being facsimile transmitted to facsimile telephone number 571-273-0140 on Tuesday, October 17, 2006.

Signed: _____

Priscilla Stout

Priscilla Stout

Date: _____

10/17/06