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

1. Name of conveying party(ies):
Fluent Speech Technologies, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State **Oregon**
 Other _____

Additional names(s) of conveying party(ies) Yes No

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

Name: **Sensory, Inc.** 7
Internal Address: _____
Street Address: **521 East Weddell Drive**
City: **Sunnyvale** State: **CA** ZIP: **94089**

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State **California**
 Other _____

If assignee is not domiciled in the United States, a domestic designation is Yes No
(Designations must be a separate document from Additional name(s) & address(es) Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: **September 13, 2000**

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)
75/594,455

Additional numbers Yes No

B. Trademark Registration No.(s)
MCD 9/24/00

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

Name: **Charlotte C. Carberry**
Internal Address: _____
Street Address: **c/o Manatt, Phelps & Phillips, LLP**
1001 Page Mill Road, Building 2,
City: **Palo Alto** State: **CA** ZIP: **94304**

6. Total number of applications and registrations involved:..... **1**

7. Total fee (37 CFR 3.41):.....\$ **\$40.00**

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

DO NOT USE THIS SPACE

10/19/2000 NTHAI1 00000022 75594455
40.00 DP

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.

Sherry L. Appel, Esq.
Name of Person Signing

September 21, 2000
Date

PATENT AND TRADEMARK ASSIGNMENT OF SECURITY

This Patent and Trademark Assignment of Security (the "Assignment") is made from Fluent Speech Technologies, Inc., an Oregon corporation whose principal place of business is 1600 NW Compton Drive, Suite 120, Beaverton, OR 97006 (the "Payee"), to Sensory, Inc., a California corporation whose principal place of business is 521 East Weddell Drive, Sunnyvale, CA 94089-2164 (the "Lender"), pursuant to Payee's obligations to Lender under the Credit Agreement, Security Agreement and Promissory Note executed by Payee and of even date herewith (the "Loan Documents").

Payee desires to assign to Lender a security interest in all of Payee's patents and patent applications, any and all divisional applications, continuing applications, or reissue patents restated thereto or based thereon, any and all patents issuing thereon, and any and all foreign patents and patent applications corresponding thereto or relying thereon for its filing or convention date attached hereto as Exhibit A (the "Patents"), and a security interest in all of Payee's trademarks and/or service marks attached hereto as Exhibit B (the "Marks"), together with the good will of the business pertaining thereto.

In consideration for Lender's loan to Payee as set forth in the Loan Documents and for other good and valuable consideration, receipt and sufficiency of which is hereby acknowledged, Payee does hereby assign a security interest in and to the Patents and the Marks, including all common law rights therein, applications to register therefor, together with the good will of the business symbolized by the Patents and the Marks.

Dated: September 13, 2000

FLUENT SPEECH TECHNOLOGIES, INC.
an Oregon corporation

By: Noam Stampfer

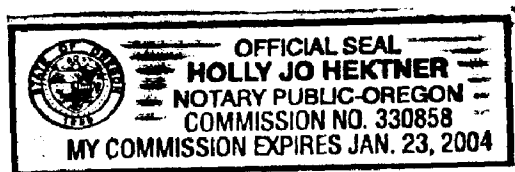
Name: Noam Stampfer

Title: President

State of Oregon,
County of Multnomah ss:

Before me personally appeared said Noam Stampfer and acknowledged the foregoing instrument to be his free act and deed this 13th day of September 2000.

Holly Jo Hektner
(Notary Public)



Schedule 2.11(a) [Intellectual Property]: Company holds the following patents, registered and unregistered trademarks, registered copyrights, trade names and service marks, or has made the following applications:

- *Patent Application for “Methods and Devices for Producing and Using Synthetic Visual Speech Based on Natural Coarticulation”
- *Voicepedal Trademark Application, as amended
- *Fluent Speech Technologies unregistered trademark

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EXHIBIT A

“PATENTS”

Patent Application for “Methods and Devices for Producing and Using Synthetic
Visual Speech Based on Natural Coarticulation”

EXHIBIT B
"TRADEMARKS"

<i>Mark</i>	<i>Serial Number</i>	<i>Filing Date</i>	<i>Class</i>
VOICEPEDAL	75/594455	11/24/98	9
FLUENT SPEECH TECHNOLOGIES	Non-Registered		