

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
------------------	----------------

NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
-----------------------	--

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
VOICEVAULT, Ltd.	Buytel, Ltd.	01/14/2004	CORPORATION: IRELAND

RECEIVING PARTY DATA	
Name:	ITT Manufacturing Enterprises, Inc.
Street Address:	1105 N. Market Street
Internal Address:	Suite 1217
City:	Wilmington
State/Country:	DELAWARE
Postal Code:	19801
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 7		
Property Type	Number	Word Mark
Registration Number:	2142151	SPEAKER KEY
Serial Number:	75312783	WEBKEY
Serial Number:	75679234	WEBKEY
Serial Number:	75312782	WINKEY
Serial Number:	75702036	WINKEY
Serial Number:	75299987	PHONEKEY
Serial Number:	75679235	PHONEKEY

CORRESPONDENCE DATA	
Fax Number:	(610)407-0701
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>
Phone:	610-407-0700
Email:	kafoley@ratnerprestia.com
Correspondent Name:	Robert P. Seitter
Address Line 1:	P.O. Box 980
Address Line 2:	One Westlakes, Berwyn, Suite 301

CH \$190.00 2142151

Address Line 4: Valley Forge, PENNSYLVANIA 19482-0980

ATTORNEY DOCKET NUMBER:

ITDE-900

NAME OF SUBMITTER:

Robert P. Seitter

Total Attachments: 2

source=Assignment1#page1.tif

source=Assignment2#page1.tif

**ASSIGNMENT**

ASSIGNMENT dated as of 2004/01/14 (herein called the "Effective Date") between ITT Manufacturing Enterprises, Inc., a Delaware corporation ("ITT"), and VOICEVAULT, Ltd. (formerly Buytel, Ltd.), an Irish corporation (the "VOICEVAULT").

1. In consideration of the premises and of other good and valuable consideration, receipt of which is hereby acknowledged, VOICEVAULT does hereby assign, transfer and convey to, and vest in, ITT, its successors and assigns forever, all of VOICEVAULT'S rights, title and interests, legal and equitable, in and to the following trademarks including all divisions, continuations, continuation-in-part, all rights to claim priority based thereon, including all reissues of and all foreign trademark rights for:

Trademark	Country	Reg. No./App. No.	Comments
SPEAKERKEY	U.S.	2,142,151	Registered
	Canada	492016	Registered
	EEC	1137546	Registered
WEBKEY	U.S.	75/312783	Pending
	U.S.	75/679234	Pending
	Canada	846331	Pending
	Canada	527503	Registered
	EEC	1136456	Registered
WINKEY	U.S.	75/312782	Pending
	U.S.	75/702036	Pending
	Canada	1001797	Pending
	EEC	1136480	Pending
PHONEKEY	U.S.	75/299987	Pending
	U.S.	75/679235	Pending
	Canada	516587	Registered
	Canada	526935	Registered
	EEC	1136522	Registered
VOICEKEY	Canada	528329	Registered
	EEC	1136506	Registered
DEMOKEY	Canada	1020426	Pending
NETKEY	Canada	527169	Registered
	EEC	1136423	Pending

2. VOICEVAULT for itself, its successors and assigns, hereby covenants and agrees that, at any time and from time to time, forthwith upon the request of ITT, VOICEVAULT will do, execute, acknowledge and deliver or cause to be done, executed, acknowledged and delivered, all such further acts, deeds, notices, instruments, transfers and assurances as may be reasonably requested by the Company in order to assign, transfer, convey, assure and confirm unto, and vest in, the Company, its successors and assigns, or to aid and assist the Company in collecting or reducing to possession, any or all of the Assets hereby intended to be assigned, transferred and conveyed to the Company.

IN WITNESS WHEREOF, ITT and VOICEVAULT have caused this Assignment to be executed by their respective officers thereunto duly authorized, all as of the day and year above written.

ITT MANUFACTURING ENTERPRISES, INC.

VOICEVAULT, LTD.

By: John M. Blaney

By: [Signature]

Title: Asst. Sec'y

Title: MD

Date: 2/16/04

Date: 2004/01/14