

Form PTO-1594 (Rev. 06/04)
OMB Collection 0651-0027 (exp. 6/30/2005)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):

NeoMatrix, LLC

- Individual(s)
- General Partnership
- Corporation-State
- Other limited liability company
- Association
- Limited Partnership

Citizenship (see guidelines) Delaware

Execution Date(s) September 1, 2004

Additional names of conveying parties attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Johnson & Johnson Development Corp.

Internal

Address:

Street Address: One Johnson & Johnson Plaza

City: New Brunswick

State: New Jersey

Country: USA Zip: 08933

- Association Citizenship
- General Partnership Citizenship
- Limited Partnership Citizenship
- Corporation Citizenship New Jersey
- Other Citizenship

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2,867,344

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: Marc G. Alcser

Internal Address:

Street Address: 660 Newport Center Drive
Suite 1600

City: Newport Beach

State: California Zip: 92680

Phone Number: (949) 725-4000

Fax Number: (949) 725-4100

Email Address: malcser@sycr.com

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 40.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

- a. Credit Card Last 4 Numbers _____
Expiration Date _____
- b. Deposit Account Number 50-1329 Cust. #31278
Authorized User Name Monique M. Heyninch

9. Signature: Monique M. Heyninch September 2, 2004
Signature Date

Monique M. Heyninch
Name of Person Signing

Total number of pages including cover sheet, attachments, and document: **3**

Documents to be recorded (Including cover sheet) should be faxed to (703) 306-5995, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

American LegalNet, Inc.
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TRADEMARK

CH \$40.00 601329 2867344

EXHIBIT B

MEMORANDUM OF TRADEMARK AND SERVICE MARK SECURITY INTEREST

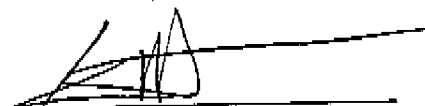
This Memorandum is dated as of September 1, 2004 between NeoMatrix, LLC, a Delaware limited liability company (the "Mark Owner"), having a place of business at 16 Technology Drive, Suite 118, Irvine, CA 92618, and Johnson & Johnson Development Corporation, as the secured party (the "Secured Party") under the Pledge and Security Agreement dated as of September 1, 2004, as from time to time in effect (the "Security Agreement"), among the Mark Owner and the Secured Party, having a place of business at c/o Johnson & Johnson, One Johnson & Johnson Plaza, New Brunswick, New Jersey 08933.

1. Pursuant to the Security Agreement, the Mark Owner has granted to the Secured Party a security interest in certain trademarks, service marks and applications therefor listed in Schedule B-1 attached hereto and made a part hereof, in the name of the Mark Owner, together with the registrations thereof and goodwill symbolized thereby (collectively, the "Collateral").
2. The Mark Owner is the exclusive owner of all rights in the Collateral, including all rights to prosecute for unconsented use and infringement thereof. The Mark Owner has the capacity to grant to the Secured Party the security interests granted under the Security Agreement.

The Mark Owner and the Secured Party have executed this Memorandum effective as of the date first above written.

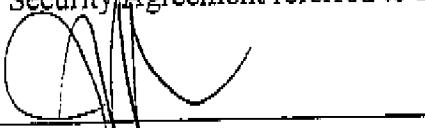
Mark Owner:

NEOMATRIX, LLC

By 
 Kevin Morton
 President and CEO

Secured Party:

JOHNSON & JOHNSON DEVELOPMENT CORPORATION, as Secured Party under the Security Agreement referred to above

By 
 Name:
 Title:

Schedule B-1

HALO™