

EXHIBIT A

Product Description

The primary product is an electronic message (e-Mail) that is addressed by voice commands and the message is in a voice packet that contains its own player. There is voice-to-text conversion software in each packet that permits translation of any voice message to a full text rendering, text translation to any of 23 common languages, and restoration into audio message format. The messages work from any phone or voice equipped audio device (microphone, some hand-helds). Likewise, a PC device including hand-helds can initiate an Audio-e-Mail™. Our software packets translate text to voice in numerous languages. This permits e-Mail “checking” by any phone and forwarding of common e-Mail messages to any wireless audio device or any telephonic receiver.

Technically, our telephony server will be connected to digital voice T1 lines to handle inbound call traffic over TDM. The circuits would be configured with 24 channels per trunk, E&M wink, with 4 digit DNIS and full ANI. When a call comes in, the telephony server would answer, play a prompt asking the user to identify him/herself, and then expect DTMF digits for validation. Once validated, the system would prompt the user with a menu of options, including listening to email messages and sending an email message. The interface to any email system is done via HTTP GET's to our application server, which would broker connections to a database of accounts (for validation) and control the business logic of the call flow. It is the app server that logs in to the email server, retrieves the messages, and formats them into a finite state machine for the phone server to interpret. In this way, the system is fault-tolerant and able to be load-balanced among several different identical telephony and app servers.

The app server would need access to the email servers of expected users in the same way Outlook would - so if you require SMTP authentication, we would send it. Similarly, if you only allow access from a restricted firewall zone, we would need a VPN or pinhole to that zone on port 25 and 110 if we're talking SMTP and POP3. This component is customizable and will be adjusted to fit your needs upon implementation.

The following sequence defines the intended product. The sequence is available online at:

http://www.avitage.com/proc/byob/PPT_Output/y027z6pfr8yrz54xsjx3/howemaiworks.ppt

Message Sequence in Audio-Text-Emails OpusOneMedia.com

Getting Started - 1

Telephone or
PC Microphone
Via 800 number or
thru URL linked access



Using portions of the Websphere the user is brought into a CRM style environment and sequence. If you dial 1-877-ibm-name you can see how this simple system works.

We will enhance this by adding the voice to text feature that allows for the dictation of an email address.

•Support for the latest VoiceXML 2.0 language specification—reinforcing the IBM strategy to promote and drive open standards and support interoperability with other products that adopt the same open standards. The strategy allows you to preserve and extend your current investment in voice server technology so that you can adapt it to WVAA. Not only will this allow you to leverage your capital investment, but it will also allow you to leverage your investments in voice application development, tooling, and knowledge base around what you already have in place.

•A sample "Reminder" portlet is included, based on the HTML Reminder portlet included in WebSphere Portal V5. It is intended to show how Web-based applications can be designed and converted to voice applications.

•The ability for users to select their preferred language, including U.S. English, U.K. English, German, and French.

•Additional language support for WVAA base runtime components, configuration/administration, selected documentation, and one voice portlet. Language support allows system administrators and users to pick a voice portal language. During system setup and install of WVAA V5, a default language is selected by the system administrator; however, each individual user has the option of personalizing this language option by selecting the language they want to use when connecting to their voice portal.

Getting into the system - 1

Developing a well scripted Customer Relationship Management hierarchy of prompts is easy as the composition of an email and the access to email sequences are universal.

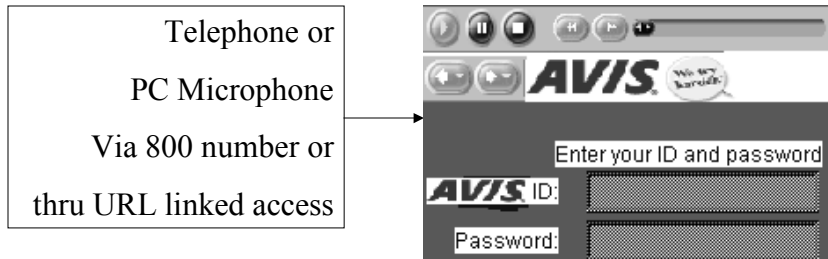
After sign-in, the prompt gives you two basic decisions:

1. Check your email
2. Compose a message



The user simply says “check mail” or “compose mail”. Check mail has the “reply to mail” feature which is essentially “compose”.

Outgoing Messages - 1



The system must identify you in some way and the norm is by screen name (which we believe should be your normal email address) and a password that is dedicated to this system and the user establishes as an entry link to his own mailbox without divulging except in an encrypted way, his own mailbox password.

You are voice prompted to enter your ID and password.

Outgoing messages – 2a

Byobroadcast's audio email message format looks like this and it can be replicated in a "voice only" atmosphere:

The screenshot shows a web form for composing an outgoing message. It includes the following fields and controls:

- From:** A text input field.
- To:** A text input field with an "Add" button to its right.
- Recipient List:** A box containing the text "--Recipient List--" and a "Remove" button.
- Subject:** A text input field.
- Enter Your Message:** A large text area for the message content.
- Record with either:** A section with two radio buttons labeled "Microphone" and "Telephone".

From: by logging in or identifying yourself in a username/password, line 1 should self fill

Line 2 "TO:" can be selected from a mailbox list (using IBM example) or dictated:


J o h n s m i t h @ (a t) y a h o o . (d o t) c o m
(prompt "add to address book") then the prompt: "add additional recipients?"

Subject: given in audio and sent to "voice to text" for text rendition

Message: given in audio and sent to "voice to text" for text rendition

Outgoing messages – 2b

This is a sample of a message packet that is outgoing



From: hdh@opusonemedia.com

To: hdhouse@yahoo.com
--*Recipient List*--

Subject: slogan

Enter Your Message: now is the time for all good men to come to the aide of their party.


The audio components in the email message are placed into text and bundled along with the “audio packet” file.

This is a critical step as it accomplishes two purposes:

1. It permits a foundation for text to text translation and the basis for text to voice realization, and
2. Not all recipients are voice enabled or are at a location to receive audio messages.

Outgoing messages - 3

The start and “send” of the message are linked to the message log and to the billing cycle.



From: hdh@opusonemedia.com

To: hdhouse@yahoo.com
--*Recipient List*--

Subject: slogan

Enter Your Message: now is the time for all good men to come to the aide of their party.

The packet is identified by sequential number created when the log in is established. Billing commences on the \$/minute basis.

Message completion (send) is noted and when the message is opened and read is also noted. The “opened and read” function should be available to the user.

A feature would be auto-contact/confirm when the message is heard or read.

Outgoing messages - 4

The voice-to-text text box runs in background as well. It is washed through the translation service. 23 languages are available

Enter Your Message:

Enter Your Message:

Outgoing messages - 5

A “real life” demonstration of this translation technology is viewable at:

<http://dictionary.reference.com/translate/text.html>

In English:

now is the time for all good men to come to the aide of their party

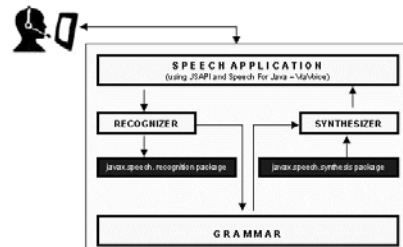
In German:

ist jetzt die Zeit für alle guten Männer, zum Adjutanten ihres Beteiligten zu kommen

Outgoing messages - 6

If the translation is completed in “text” it is then a simple issue to have the “text” read to the recipient as the “text to voice” computer voice is superb. <http://www-106.ibm.com/developerworks/ibm/library/i-voice/>

Figure 1. Workings of a speech application



Another very important aspect of speech application is *grammar*. A grammar is an object in the JSAPI that controls the recognition process by telling the speaker what words they're expected to say and the patterns in which these words may occur. The biggest advantage of a grammar file is that it makes the recognition faster and more accurate. A sample grammar file is below.

Sample grammar file: `grammar javax.speech.demo; public <sentence> = Welcome | Hello | IBM | ViaVoice | Java | Good Job | Thank you very much | GoodBye;`

You can add more words or sentences to the grammar file. Note that each word or sentence is separated by the "|" character.

Outgoing messages - 7

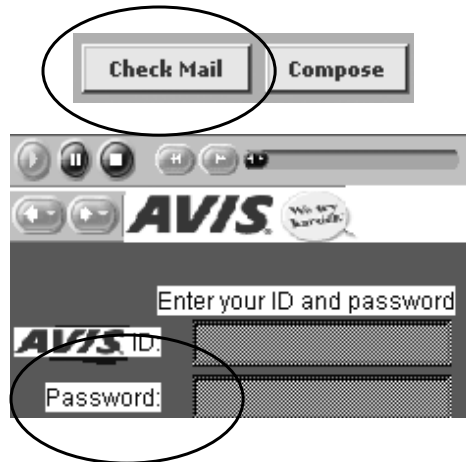
Outgoing summary:

Byobroadcast – audio to internet technology utilized in their audioemail application is the skeleton on which various components of the Websphere CRM tools and the IBM Java Speech API are hung.

Using purely voice commands and logical question – response structures including adherence to a well tested and refined set of logical interactions, our goal is to permit the addressing and composing of a 150 word email that can arrive in a number of languages and texts with a single message elapsed time (without correction and assuming normal speech rates) of 1 minute.

Incoming Messages - 2

By selecting the “check mail” function, the user is started in the sequence to connect to his “inbox”. If he has signed in previously, he will be asked again for his password (security)



Incoming Messages - 3

This prompt opens your mailbox. The “title areas”

Sender and Subject are easily read through the technology.

The user is then prompted to say:

Next message, read message, reply to message, end

<input type="checkbox"/>		Herbert Strauss	Re: can you give me a fax to send you our current summary or do you prefer email...	Fri 07/09	6k
<input type="checkbox"/>		michael.caron@cendant.com	Harold House (OpusOne) will be calling in	Fri 07/09	2k
<input type="checkbox"/>		Diane.Matthews@cendant.com	RE: Please see revised notes to the low end spreadsheet (attached)	Thu 07/08	9k
<input type="checkbox"/>		IBM PartnerWorld for Developers	Notice - IBM Evaluation Software Center is now available	Thu 07/08	5k
<input type="checkbox"/>		IBM developerWorks Live	Confirmation: IBM dW Live Technical Briefing in New York City on July 13, 2004	Thu 07/08	4k
<input type="checkbox"/>		audioemail@byobroadcast.com	New audio email message	Wed 07/07	6k

Incoming Messages - 4

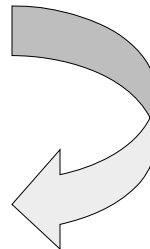
As the first item in the box is announced by sender and subject you may say NEXT MESSAGE, which ends that line and moves you to the following message. The system will also accept “next” and “skip”

<input type="checkbox"/>	Herbert Strauss	Re: can you give me a fax to send you our current summary or do you prefer email...	Fri 07/09	6k
<input type="checkbox"/>	michael.caron@cendant.com	Harold House (OpusOne) will be calling in	Fri 07/09	2k
<input type="checkbox"/>	Diane Matthews@cendant.com	RE: Please see revised notes to the low end spreadsheet (attached)	Thu 07/08	9k
<input type="checkbox"/>	IBM PartnerWorld for Developers	Notice - IBM Evaluation Software Center is now available	Thu 07/08	5k
<input type="checkbox"/>	IBM developerWorks Live	Confirmation: IBM dW Live Technical Briefing in New York City on July 13, 2004	Thu 07/08	4k
<input type="checkbox"/>	audioemail@byobroadcast.com	New audio email message	Wed 07/07	6k

Incoming Messages - 3

If you wish to “hear” a message you say “read message”. IBM text to voice technology merely scan reads the content.

<input type="checkbox"/>	Herbert Strauss	Re: can you give me a fax to send you our current summary or do you prefer email...	Fri 07/09	6k
<input type="checkbox"/>	michael.caron@cendant.com	Harold House (OpusOne) will be calling in	Fri 07/09	2k
<input type="checkbox"/>	Diane Matthews@cendant.com	RE: Please see revised notes to the low end spreadsheet (attached)	Thu 07/08	9k
<input type="checkbox"/>	IBM PartnerWorld for Developers	Notice - IBM Evaluation Software Center is now available	Thu 07/08	5k
<input type="checkbox"/>	IBM developerWorks Live	Confirmation: IBM dW Live Technical Briefing in New York City on July 13, 2004	Thu 07/08	4k
<input type="checkbox"/>	audioemail@byobroadcast.com	New audio email message	Wed 07/07	6k



From: michael.caron@cendant.com

To: hdh@opusonemedia.com

Subject: Harold House (OpusOne) will be calling in

Date: Fri, 9 Jul 2004 13:26:34 -0400

When: Tuesday, July 13, 2004 9:30 AM **Where:** Your office 973.496.3442

Incoming Messages - 5

At any time during the reading of the message you may say:

Next message, reply to message, or end.

REPLY TO MESSAGE is a voice over-ride command that simply reverses the “to and from” boxes and you simply compose your “response” in an audio message as if you were sending a new message. The outgoing “reply” is treated then as if it were a newly composed message.

From: hdh@opusonemedia.com

To: michael.caron@cendant.com


Subject: Harold House (OpusOne) will be calling in

Message: your audio message

Incoming Messages - 6

If end is selected, then you will be asked if you want to:

1. Close the Inbox
2. Compose an Email
3. End the Session

You have signed out of the Network. Your time of use  was 8 minutes. You sent 6 messages and read 5 messages in your mailbox.

Add on's Primary

Much is made of the ability to send text messages (stock reports, weather, breaking news, etc.) to your “hand-held” device or to your cellular phone.

With this technology, it is possible to forward any message directly to your device and if it is “voice originated” change it to text for display. More common, however, if it is text originated, it can be “changed to speech” and read to you “over your phone”.

We believe it is counter-intuitive to utilize a telephone as a text displaying screen. A phone is a phone and its primary tool is voice transmission.

It is possible, therefore, to use a phone to access webpages and have the contents “read” to you.

EXHIBIT B

Trial Test Plan, Test Cases, and Timelines

Suggested Implementation

From date of signature and agreement (this document) we anticipate a phased implementation of the following basic service to start after about 6-7 weeks.

Stage 1

1.0 Internal Communications

- 1.1 Place the basic tools on the internal email system at Avis and Budget. From signature date, a basic audio email system will be available “locally” to your headquarters in approximately 8 weeks (our preparation of 6-7 weeks and technology linkup about 10 more days)
- 1.2 Start with corporate headquarters and expand to one designated satellite location – at this point Chicago O’Hare. We will configure the trial to accommodate approximately 800 users at the two locations.
- 1.3 The internal “roll-out” is to be determined by the IT/Marketing or other personnel at Cendant. We do suggest that as many “diverse” users are included in the trial phase so to modify the system to widest possible usage application.
- 1.4 This phase will provide us with an opportunity to
 - 1.4.01 create the proper branding backgrounds,
 - 1.4.02 learn and adjust to the environment,
 - 1.4.03 develop specific and unique vocabularies
 - 1.4.04 begin the process that will allow for the scaling to the target market area of Avis/Budget memberships – corporate and private/individual.
- 1.3 As Cendant sees fit, this could also be an appropriate time to start the branding, advertising, rollout planning process. The product is sufficiently flexible so that its look and feel can be sufficiently “tweaked” to the most effective fit within the broader scheme.

There are a number of things we need to know if this step is elected. If we start with the Parsippany Office and use that as a base outward to the regional and local, we need to plan around the numbers involved so we can scale appropriately and place the “offerings” into a hierarchy menu. That requires some familiarity with typical communication usage.

Note: We believe that a full internal test will take approximately 90 days from step 1.1 of placing the basic tool into your normal email system.

At that time we will have representative draft instructional documents presented, reviewed, tested in “real world” and modified per feedback.

**AT THIS POINT, PER THE GENERAL AGREEMENT,
A DECISION TO PROCEED WILL BE MADE.**

Stage 2 Preparing for roll-out to your corporate clients

2.1 As a function of the eventual marketing, promotional and implementation plan, we suggest that the mutually agreed upon “menus” be determined and customized to your clientele.

2.2 This stage would be the “roll out preparation” period where the looks and feels would be finalized and readied for market.

2.3 We suggest test marketing to a third party of your choice.

2.3.01 Selection of a business partner perhaps within the Cendant umbrella. The following would be studied

- 2.3.01.1 Decide on appropriate branding
- 2.3.01.2 Acquisition
- 2.3.01.3 Retention
- 2.3.01.4 Utilization
- 2.3.01.5 Growth/Adaptation.

2.4 The goal would be to finalize the backbone and prepare for roll out demand.

3.1 Accounting/Verification

3.1.01 We currently have a full accounting system that can

- 3.1.01.1 Track every call for source and duration
- 3.1.01.2 Track and store every message
- 3.1.01.3 Keep customized user records
- 3.1.01.4 Perform billing to credit card or invoice
- 3.1.01.5 Entertain an open intra-net access for Cendant monitoring and verification.

3.2 We can link our data up with the Cendant account data and at your election can send account statements as follows:

- 3.2.01 Inclusion in monthly Cendant Statements
- 3.2.02 As final billing inclusion at the rental-car contract/return setting
- 3.2.03 Independently by mail
- 3.2.04 As part of a regular cellular phone account statement

3.3 We can match our usage and billing to your rental/promotional agreements

- 3.3.01 We can adjust to promotional activity (first 5 minutes free for instance)
- 3.3.02 We can instantly credit accounts or adjust billing based on your promotional codes and contracts

3.4 We suggest that “user cards”, like credit cards, be issued at each time of rental. They would provide the following:

- 3.4.01 Identification codes good for the duration of the rental
- 3.4.02 Be “keyed” into the contract at activation of rental contract
- 4 Be plastic, disposable, and single use with the option to
 - 5 Become invalid at the return of the car
 - 6 Be extended past rental
 - 7 Be transferred to a permanent new account or new Cendant/Avis account

A typical bill or usage summary would include:

Time “in”	Address(s)	Msg lngth	Time out	Mailbox √	Duration	Total \$
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Stage 3 Associated Costs

- 4.1 I refer you to the “Cendant” excel spreadsheet attached. As our contracts with 800 and other similar contractors are pay as we go, these costs need to be addressed and paid first.
- 4.2 We propose that a substantial budget be dedicated from the 4.1 net revenues for marketing and promotional activities that lead to customer acquisition and retention.
 - 4.2.01 We propose 40% of first net or 30.6% of gross to be dedicated to this function
- 4.3 To cover out implementation and expansion costs we propose a 20% administration fee or a 15+% first net dedication that covers expansion of the network
- 4.4 The pre-distribution net revenues figure (30.9%) is of the gross revenues and that would be equitably shared between parties.
- 4.5 In summary:
 - 4.5.01 Revenues would be netted down in the following hierarchy:
 - 4.5.01.1 Fixed third party usage costs (800 for example)
 - 4.5.01.1.1.1.1 Credit card charge fees where and when applicable
 - 4.5.01.2 Cendant marketing contribution
 - 4.5.01.3 OpusOne backbone expansion and enhancement (physical plant)
 - 4.5.01.4 Equitable distribution of remaining revenues

Timetable and Comments

- 5.0 Assuming December 1 (originally May 1) agreed start, we believe we can have the internal system up in rudimentary form by February 15, 2005 (holidays cutting into the schedule) so that all of Avis/Budget personnel are in test and acceptance evaluation. This would be the Cendant core audio-email system.

- 5.1 As we work out the specific vocabulary, usage forecasts, etc., we would drop in the IBM Pervasive codes into the system to make it fully functional per the scope of the project. In prior work with IBM, we have determined that the linkage between our system and the IBM Pervasive codes are drop in and we can easily use voice/text & text/voice features within our software.
- 5.2 We believe that the translation functionality is a major component and point to the abilities of IBM to deliver this feature as a normal course of their Pervasive functionality. We have made arrangements for the customization issues to be address by IBM and its affiliated parties.
- 5.3 We further are satisfied that this system, as currently configured can be scaled to meet the demands of perhaps a 10% daily member usage. We use this 10% figure as a rough estimate and extrapolate it based on current usage rates for those who have enhanced wireless communications and utilize a special feature associated with the device. E.g., those who have email functions on Palm devices use that function in excess of 10% as do those with photographic options on cellular phones and so forth. We admit to a certain amount of “novelty” use, particularly in text-messaging applications for example, and that, over time, usage rates reduce. However, we believe that a case can be made that this is a function of the real usefulness of the concept – that text messaging is of little inherent value and has been designed and sold merely as a way to “burn minutes”
- 5.4 We then assume we can implement the branding features (when determined) and make the “Avis/Budget” black box by May 30, 2005. At that point Cendant can begin OUTSIDE corporate market trials in preparation for product launch. These trials will give us the baseline data for general launch which we believe can happen before the end of this current year if not sooner.
- 5.5 The amount of acceleration will be determined in phase-in meetings and discussions where the entire project is mapped with finality. We can also build this up in stages where the system is put in “barebones” to Avis/Budget and enhanced on a regular basis until complete. This would be a series of test and learn sequences to determine feature usefulness to your particular climate.