

FORM PTO-1585

RECORDATION FOR

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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):

Alexander MIGDAL, Alexei LEBEDEV and Victor PASKHAVER

Additional name(s) of conveying parties attached? Yes No

2. Name and address of receiving party(ies)

Name: MetaCreations Corporation
Internal Address: _____

Street Address: 6303 Carpenteria Avenue

City: Carpenteria State: California ZIP: 93013

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name

Other: _____

Execution date: April 16, 1999

4. Application numbers or patent numbers:

If this document is being filed together with a new application, the execution date of the application is:

A. Patent Applications: 09/238,232

B. Patent No.(s)

Additional Numbers attached? Yes No

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

Name: Michelle M. Carniaux, Esq.
Internal Address: KENYON & KENYON

Street Address: One Broadway
City: New York State: New York ZIP: 10004

6. Total number of applications and patents involved: **3**

7. Total fee (37 C.F.R. 3.41) \$ **40.00**

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
11-0600

04/28/1999 JSH/BAZ 0000032 110600 09238232
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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.

John Flock (Reg. No.39,670)
Name of Person Signing

[Signature]
Signature

4/19/99
Date

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

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ASSIGNMENT

WHEREAS, we,

Alexander A. MIGDAL
685 Cherry Valley Road
Princeton, New Jersey 08540
Citizenship: United States

Alexei LEBEDEV
685 Cherry Valley Road
Princeton, New Jersey 08540
Citizenship: Russia

Victor PASKHAVER
1908 Quail Ridge Drive
Plainsboro, NJ 08536
Citizenship: Ukraine

have made new and useful improvements in **ADAPTIVE SUBDIVISION OF MESH MODELS**, for which an application for Letters Patent was filed on **January 27, 1999** as Application Serial No. **09/238,232**, and

WHEREAS **METACREATIONS CORPORATION**, a corporation organized and existing under the laws of the State of California, whose full post office address is **6303 Carpenteria Avenue, Carpenteria, California 93013 U.S.A.**, and who, together with its successors and assigns, is hereinafter called "Assignee," is desirous of acquiring the title, rights, benefits, and privileges hereinafter recited,

NOW, THEREFORE, for valuable consideration furnished by Assignee to us, receipt and sufficiency of which we hereby acknowledge, we hereby, without reservations:

1. Assign, transfer, and convey to Assignee the entire right, title, and interest in and to said inventions and discoveries, said application for Letters Patent of the United States of America, any and all other applications for Letters Patent on said inventions and discoveries in any and all countries, including all divisional, renewal, substitute, continuation, and Convention applications based in whole or in part upon said inventions or discoveries, or upon said applications, and any and all Letters Patent, reissues, and extensions of Letters Patent granted for said inventions and discoveries or upon said applications, and every priority right that is or may be predicated upon or arise from said inventions, said discoveries, said applications, and said Letters Patent.

2. Authorize Assignee to file patent applications in any or all countries for any or all of said inventions and discoveries in our names or in the name of Assignee or otherwise as Assignee may deem advisable, under an International Convention or otherwise.

3. Authorize and request the Commissioner of Patents and Trademarks of the United States of America and the empowered officials of all other governments to issue or transfer all said Letters Patent to Assignee, as assignee of the entire right, title, and interest therein or otherwise as Assignee may direct.

4. Warrant that we have not conveyed to others any right, title, or interest in said inventions, discoveries, applications, or patents or any license to use the same or to make, use, or sell anything embodying or utilizing any of said inventions or discoveries; that we have good right to assign the same to Assignee without encumbrance; and that I am aware of no claim to the contrary.

5. Bind our heirs, legal representatives, and assigns, as well as ourselves, to do, upon Assignee's request and at Assignee's expense, but without additional consideration to us or them, all acts reasonably serving to assure that the said inventions and discoveries, the said patent applications, and the said Letters Patent shall be held and enjoyed by Assignee as fully and entirely as the same could have been held and enjoyed by us, our heirs, legal representatives, and assigns if this assignment had not been made; and particularly to execute and deliver to Assignee all lawful application documents including petitions, specifications, and oaths, and all assignments, disclaimers, and lawful affidavits in form and substance as may be requested by Assignee; to communicate to Assignee all facts known to us relating to said inventions and discoveries or the history thereof; to furnish Assignee with any and all documents, photographs, models, samples, and other physical exhibits in our control or in the control of my heirs, legal representatives, or assigns which may be useful for establishing the facts of our conceptions, disclosures, and reduction to practice of said inventions and discoveries; and to testify to the same in any interference, arbitration, or litigation.

IN TESTIMONY WHEREOF, we have hereunto set our hands and seals this 16 day of April, 1999.



Alexander A. MIGDAL



Alexei LEBEDEV



Victor PASKHAVER