

MRD
10/29/99



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original documents or copy thereof.

1. Name of conveying party(ies): (If multiple assignors, list numerically)

Michael Galperin

Additional name(s) of conveying party(ies) attached?

() Yes (X) No

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

Name: Almen Laboratories, Inc.

Internal Address:

Street Address: 2105 Miller Avenue

City: Escondido State: California ZIP: 92025

Additional name(s) of receiving party(ies) attached?

() Yes (X) No

3. Nature of conveyance:

- (X) Assignment
- () Merger
- () Security Agreement
- () Change of Name
- () Other:

Execution Date: (If multiple assignors, list execution dates in numerical order corresponding to numbers indicated in 1 above)

October 1, 1999

4. Application number(s) or Patent number(s):

() Application(s) filed herewith Execution Date(s):

(X) Patent Application No.: 09/370,366
Filing Date: August 9, 1999

() Patent No.:
Issue Date:

Additional numbers attached? () Yes (X) No

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

Name: John M. Carson
 KNOBBE, MARTENS, OLSON & BEAR, LLP
 Customer No. 20,995
 Internal Address: Sixteenth Floor
 Street Address: 620 Newport Center Drive
 City: Newport Beach State: CA ZIP: 92660
 Attorney's Docket No.: ALMEN.001A

7. Total fee (37 CFR 3.41): \$40

- (X) Enclosed
- (X) Authorized to be charged to deposit account if any additional fees are required, or to credit any overpayment

8. Deposit account number: 11-1410

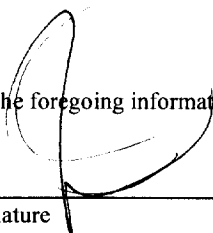
Please charge this account for any additional fees which may be required, or credit any overpayment to this account.

6. Total number of applications and patents involved: 1

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 M. Carson
Name of Person Signing


Signature

10/25/99
Date

34,303
Registration No.

Total number of pages including cover sheet, attachments and document: 2

Mail documents to be recorded with required cover sheet information to:

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Assistant Commissioner for Patents
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Washington, D.C. 20231

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ASSIGNMENT

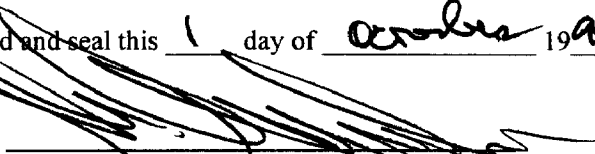
WHEREAS, I, Michael Galperin, a United States citizen, residing at 2105 Miller Avenue, Escondido, California, 92025, have invented certain new and useful improvements in a OBJECT BASED IMAGE RETRIEVAL for which I have filed an application for Letters Patent in the United States, Application No. 09/370,366 on August 9, 1999;

AND WHEREAS, Almen Laboratories, Inc. (hereinafter "ASSIGNEE"), a California Corporation, with its principal place of business at 2105 Miller Avenue, Escondido, California 92025, desires to acquire the entire right, title, and interest in and to the said improvements and the said Application:

NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00) to me in hand paid, and other good and valuable consideration, the receipt of which is hereby acknowledged, I, the said inventor, do hereby acknowledge that I have sold, assigned, transferred and set over, and by these presents do hereby sell, assign, transfer and set over, unto the said ASSIGNEE, its successors, legal representatives and assigns, the entire right, title, and interest throughout the world in, to and under the said improvements, and the said application and all divisions, renewals and continuations thereof, and all Letters Patent of the United States which may be granted thereon and all reissues and extensions thereof, and all rights of priority under International Conventions and applications for Letters Patent which may hereafter be filed for said improvements in any country or countries foreign to the United States, and all Letters Patent which may be granted for said improvements in any country or countries foreign to the United States and all extensions, renewals and reissues thereof; and I hereby authorize and request the Commissioner of Patents of the United States, and any Official of any country or countries foreign to the United States, whose duty it is to issue patents on applications as aforesaid, to issue all Letters Patent for said improvements to the said ASSIGNEE, its successors, legal representatives and assigns, in accordance with the terms of this instrument.

AND I HEREBY covenant and agree that I will communicate to the said ASSIGNEE, its successors, legal representatives and assigns, any facts known to me respecting said improvements, and testify in any legal proceeding, sign all lawful papers, execute all divisional, continuing and reissue applications, make all rightful oaths and generally do everything possible to aid the said ASSIGNEE, its successors, legal representatives and assigns, to obtain and enforce proper patent protection for said improvements in all countries.

IN TESTIMONY WHEREOF, I hereunto set my hand and seal this 1 day of October 1999


MICHAEL GALPERIN

STATE OF California
COUNTY OF San Diego] ss.

On Oct 1, 1999, before me, Teresa E. Ronnow, personally appeared Michael Galperin ~~personally known to me~~ (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument, and acknowledged to me that he executed the same in his authorized capacity(ies), and that by his signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

[SEAL]


Notary Signature

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