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OMD No. 0651-0011 (exp. 4/94)

Recordation Form Cover Sheet

U.S. DEPARTMENT OF COMMERCE

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U.S. PTO
09/839755
04/19/01

To the Honorable Commissioner of Patents and Trademarks, Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
**Mark S. Knighton; David S. Agabra;
William D. McKinley**

Additional name(s) of conveying party(ies) attached?
 No Yes

2. Name and address of receiving party(ies):
Name: **NextEngine, Inc.**
Internal Address: _____

3. Nature of Conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: **04/19/01, 04/19/01, 04/19/01**

Street Address: **401 Wilshire Boulevard, Suite
900**
City: **Santa Monica** State: **CA** ZIP: **90401**
Additional name(s) & address(es) attached? No Yes

4. Application number(s) or patent number(s):
If this document is being filed together with a new application, the execution date of the application is: **04/19/01**
A. Patent Application No.(s) _____
B. Patent No.(s) _____

09839755

Additional numbers attached? _____

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: **Blakely, Sokoloff, Taylor & Zafman**
Internal Address: _____
Street Address: **12400 Wilshire Boulevard, 7th Floor**
City: **Los Angeles** State: **CA** ZIP: **90025**

6. Total number of applications and patents involved: **1**

7. Total Fee (37 CFR 3.41).....\$ **40.00**
 Enclosed
 Authorized to be charged to deposit account

8. Deposit Account Number:
02-2666
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9. Statement and signature.
To the best of my knowledge and belief, the foregoing is true and correct and any attached copy is a true copy of the original document.

Thomas M. Coester, Reg. No. 39,637
Name of Person Signing

Thomas Coester
Signature

4/19/01
Date

Total number of pages including cover sheet, attachments, and document: **4**

Mail documents to be recorded with required cover sheet information to:
Assistant Commissioner of Patents, Box Assignments
Washington, D.C. 20231

Attorney Docket No. 04956P006X
(5/27/97)

PATENT
REEL: 011733 FRAME: 0355

ASSIGNMENT

(For Execution Prior To Filing Patent Application)

In consideration of good and valuable consideration, the receipt of which is hereby acknowledged, we, the undersigned:

Mark S. Knighton; David S. Agabra; William D. McKinley

hereby sell, assign, and transfer to:

NextEngine, Inc.

a corporation of Delaware, having a principal place of business at 401 Wilshire Boulevard, Suite 900, Santa Monica, CA 90401, ("Assignee"), and its successors, assigns, and legal representatives, the entire right, title, and interest for the United States and all foreign countries, in and to any and all improvements that are disclosed in the application for the United States patent that has been executed by the undersigned prior hereto or concurrently herewith on the dates indicated below and is entitled:

METHOD FOR DEPTH DETECTION IN 3D IMAGING PROVIDING A DEPTH MEASUREMENT FOR EACH UNITARY GROUP OF PIXELS

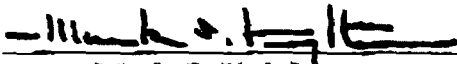
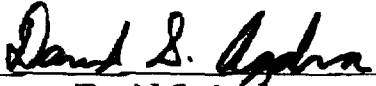
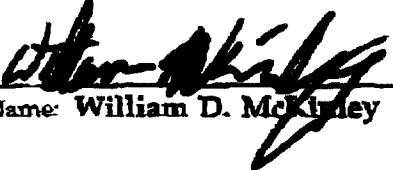
and in and to said application and all divisional, continuing, substitute, renewal, reissue, and all other patent applications that have been or shall be filed in the United States and all foreign countries on any of said improvements; and in and to all original and reissued patents that have been or shall be issued in the United States and all foreign countries on said improvements; and in and to all rights of priority resulting from the filing of said United States application;

agree that said Assignee may apply for and receive a patent or patents for said improvements in its own name; and that, when requested, without charge to, but at the expense of, said Assignee, its successors, assigns, and legal representatives, to carry out in good faith the intent and purpose of this Assignment, the undersigned will execute all divisional, continuing, substitute, renewal, reissue, and all other patent applications on any and all said improvements; execute all rightful oaths, assignments, powers of attorney, and other papers; communicate to said Assignee, its successors, assigns, and representatives all facts known to the undersigned relating to said improvements and the history thereof; and generally assist said Assignee, its successors, assigns, or representatives in securing and maintaining proper patent protection for said improvements and for vesting title to said improvements, and all applications for patents and all patents on said improvements, in said Assignee, its successors, assigns, and legal representatives; and

covenant with said Assignee, its successors, assigns, and legal representatives that no assignment, grant, mortgage, license, or other agreement affecting the rights and property herein conveyed has been made to others by the undersigned, and that full right to convey the same as herein expressed is possessed by the undersigned.

Each inventor: Please also list the date that you signed the accompanying **DECLARATION & POWER OF ATTORNEY**

Each Inventor: Please Sign and Date Below:

19 APR 01		19 APR 01
Date	Name: Mark S. Knighton	Date
19 APR 2001		19 APR 2001
Date	Name: David S. Agabra	Date
19 Apr 2001		19 Apr 2001
Date	Name: William D. McKinley	Date
Date	Name:	Date
Date	Name:	Date
Date	Name:	Date
Date	Name:	Date
Date	Name:	Date
Date	Name:	Date
Date	Name:	Date

Assignment Document Return Address
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