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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):

Ankur Varma
Andrew Wayne Walters

6-7-02

2. Name and address of receiving party(ies)

Name: Microsoft Corporation

Internal Address:

Street Address: One Microsoft Way

City: Redmond State: WA Zip: 98052-639

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

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other

Execution Date: 06/04/02; 06/06/02

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

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

10165540

If this document is being filed together with a new application, the execution date of the application is: 06/04/02

A. Patent Application No.(s)

B. Patent No.(s)

06/06/02

Additional numbers attached? Yes No

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

Name: Brian G. Hart

Internal Address: Lee & Hayes, PLLC

Street Address: 421 West Riverside Avenue

Suite 500

City: Spokane State: WA Zip: 99201

6. Total number of applications and patents involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed
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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.

Brian G. Hart

Brian G. Hart
Signature

6/07/02
Date

Name of Person Signing

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

Mail documents to be recorded with required cover sheet information to:
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PATENT
REEL: 012987 FRAME: 0559

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Inventorship Varma et al.
Applicant Microsoft Corporation
Attorney's Docket No. MS1-1174US
MSDocket No. 300270.1
Title: Systems and Methods to Adaptively Process Video Data

PATENT ASSIGNMENT

PARTIES TO THE ASSIGNMENT

Assignor(s):

Ankur Varma
542 Castro Street
San Francisco, CA 94114

Andrew Wayne Walters
1843 Potrero Dr.
San Jose, CA 95124

Assignee:

Microsoft Corporation
Corporation in the State of Washington
One Microsoft Way
Redmond, WA 98052


AGREEMENT

WHEREAS, ASSIGNOR(S) (listed above) are inventor(s) of an invention entitled "Systems and Methods to Adaptively Process Video Data," as described and claimed in the specification forming part of an application for United States letters patent referenced above;

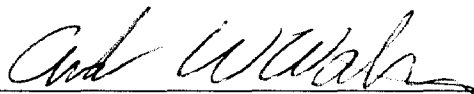
WHEREAS, Microsoft Corporation (hereinafter referred to as ASSIGNEE), a corporation of the State of Washington having a place of business at One Microsoft Way, Redmond, WA 98052, is desirous of acquiring the entire right, title and interest in and to the invention and in and to any letters patent that may be granted therefor in the United States and in any and all foreign countries;

NOW, THEREFORE, in exchange for good and valuable consideration, the receipt of which is hereby acknowledged, ASSIGNOR(S) hereby sell, assign and transfer unto ASSIGNEE, the entire right, title and interest in and to said invention, said application and any and all letters patent which may be granted for said invention in the United States of America and its territorial possessions and in any and all foreign countries, and in any and all divisions, reissues and continuations thereof, including the right to file foreign applications directly in the name of ASSIGNEE and to claim priority rights deriving from said United States application to which said foreign applications are entitled by virtue of international convention, treaty or otherwise, said invention, application and all letters patent on said invention to be held and enjoyed by ASSIGNEE and its successors and assigns for their use and benefit and of their successors and assigns as fully and entirely as the same would have been held and enjoyed by ASSIGNOR(S) had this assignment, transfer and sale not been made. ASSIGNOR(S) hereby authorize and request the Commissioner of Patents and Trademarks to issue all letters patent on said invention to ASSIGNEE. ASSIGNOR(S) agree to execute all instruments and documents required for the making and prosecution of applications for United States and foreign letters patent on said invention, for litigation regarding said letters patent, or for the purpose of protecting title to said invention or letters patent therefor.

6/4/02
Date


Ankur Varma

6/6/02
Date


Andrew Wayne Walters