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FINANCE SECTION

1. Total number of pages including cover sheet, attachments and document: 1		
2. Name of Conveying Party(ies) and Execution Date(s) of Document(s) <input type="checkbox"/> Check here if additional name(s) attached Name(s): Photela, Inc. Execution Date(s): July 16, 2002		
3. Name and address of receiving party <input type="checkbox"/> Check here if additional name(s) & address(es) are attached Name: Microsoft Corporation Address: One Microsoft Way City: Redmond State/Country: Washington Zip: 98052		
4. Nature of Conveyance <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Name Change <input type="checkbox"/> Other:		
5. Total number of applications and patents involved: 4		
6. Total Fee Enclosed (37 C.F.R. § 3.41): \$40.00		
7. <input checked="" type="checkbox"/> Check here if any deficiency/overpayment is authorized to be charged to deposit account 02-4550		
8. Enter either the Execution date (of the Declaration and Power of Attorney), Application Number, or the Patent Number. Do not enter more than one number for the same patent. A. <input type="checkbox"/> This document is being filed with a new application. Execution date is: _____ B. <input checked="" type="checkbox"/> Patent Application No.(s) or Patent No.(s): <u>10/058,765</u> <input type="checkbox"/> Check here if additional numbers are attached		
9. Correspondent's name, address, and telephone number Kyle B. Rinehart Klarquist Sparkman, LLP One World Trade Center, Suite 1600 121 S.W. Salmon Street Portland, Oregon 97204-2988 Telephone: 503-226-7391		
10. <input checked="" type="checkbox"/> Please return the attached postcard to confirm that these items have been received.		
11. Statement and signature <i>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.</i>		
Kyle B. Rinehart Name of Person Signing	 Signature	November 26, 2002 Date

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EXHIBIT A

ASSIGNMENT

WHEREAS, PHOTELA, INC., a Pennsylvania Corporation, (hereinafter referred to as "Assignor") owns all right, title and interest in and to the inventions, patents and patent applications (hereinafter referred to as the "Intellectual Property") identified in Schedule A attached hereto; and

WHEREAS, MICROSOFT CORPORATION, a Washington Corporation, (hereinafter referred to as "Assignee"), is desirous of acquiring the entire domestic and foreign right, title, and interest in and under the Intellectual Property.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor assigns and transfers to the Assignee and the Assignee's legal representatives, successors and assigns, its full and exclusive rights in and to the Intellectual Property in the U.S. and every foreign country and its entire right, title, and interest in and to the Intellectual Property and related applications (e.g., provisional applications, non-provisional applications, continuations, continuations-in-part, divisionals, reissues, reexaminations, National phase applications, including petty patent applications, and utility model applications) that may be filed in the United States and every foreign country on the Intellectual Property, and extensions or derivations thereof, both foreign and domestic, that may issue thereon, and we do hereby authorize and request the Commissioner of Patents to issue U.S. patents to the above-mentioned Assignee agreeably with the terms of this assignment document.

UPON SAID CONSIDERATION, Assignor conveys to the Assignee the right to make application in its own behalf for protection of the Intellectual Property in the U.S. and countries foreign to the U.S. and to claim under the Patent Cooperation Treaty, the International Convention and/or other international arrangement for any such application the date of any earlier U.S. application (or any other application on the invention) to gain priority with respect to other applications.

IN WITNESS WHEREOF, Assignor has caused one of its officers to hereunder set his hand on the date shown below.

Date 7/16/2002 Darryl White
President
Title

STATE OF Pennsylvania)
COUNTY OF Montgomery) SS:

On this 16th day of July, 2002, before me, a Notary Public in and for said county, appeared _____, who is personally known to me to be the same person whose name is subscribed to the foregoing assignment document, and acknowledged that he/she signed and delivered the document as his/her free and voluntary act for the uses and purposes therein set forth.

Edith D. Gill
Notary Public

{SEAL}

My Commission Expires:

Notarial Seal
Edith D. Gill, Notary Public
Whitemarsh Twp., Montgomery County
My Commission Expires May 25, 2003

Schedule A

Country	Appl/Patent No.	Title	Filing Date	Status	Issue Date
US	10/058,765	Method and Apparatus for the Creation of Still Images from Image Files	January 28, 2002	Pending	
US	10/058,693	Method and Apparatus for the Creation of Digital Photo Albums	January 28, 2002	Pending	
US	60/338,122	Method and Apparatus for the Creation of Still Images from Image Files	November, 13, 2001	Pending	