

04-07-2003

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4/7/03

To the Honorable Commissioner of P:

102410509

ached original documents or copy thereof.

1. Name of conveying party(ies):

NextEngine, Inc.
2001 Wilshire Boulevard, Suite 400
Santa Monica, California 90403

☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation - Delaware
☐ Other

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

Bigfoot Productions, Inc.
601A Kinwecke Centre, 32 Hollywood Road
Central Hong Kong, SAR

☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation - California
☐ Other

Add'l name(s) of conveying party(ies) attached? ☒ Yes ☐ NoAdd'l name(s) of conveying party(ies) attached? ☒ Yes ☐ No

3. Nature of conveyance:

☐ Assignment ☐ Merger
☐ Security Agreement ☐ Change of Name
☒ Other Corrective Recordation of Security Interest to

If assignee is not domiciled in the United States, a domestic
representative designation is attached: ☐ Yes ☐ No

(Designations must be a separate document from Assignment)

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

correct error in cover sheet for documents recorded at reel/frame

01 443/0347

Execution Date: October 22, 2002

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

A. Patent Application No.(s)
09/660,810; 09/660,809; 09/660,811

B. Patent No.(s)

Additional numbers attached? ☒ Yes ☐ No

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

Name: Thomas M. Coester

Internal Address:

BLAKELY, SOKOLOFF, TAYLOR & ZAFMANStreet Address: 12400 Wilshire BoulevardSeventh FloorCity: Los Angeles State: CA ZIP: 900256. Total number of applications and registrations involved: 157. Total fee (37 CFR 3.41)\$ 600.00

☒ Enclosed
☐ Authorized to be charged to deposit account

8. Deposit account number:

02-2666

04/04/2003 DBYRNE 00000066 09660810

DO NOT USE THIS SPACE

01 660810 600.00 DP

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.

Jonathan S. Miller

Name of Person Signing

Signature

April 4, 2003

Date

Total number of pages including cover sheet, attachments, and document: 14

12400 Wilshire Blvd.
Seventh Floor
Los Angeles, California 90025
(310) 207-3800

CERTIFICATE OF MAILING:
I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail with sufficient postage in an envelope addressed to: Assignment Division, United States Patent and Trademark Office, 1213 Jefferson Davis Highway, Arlington, Virginia 22202, on April 4, 2003.

Lillian E. Rodriguez
April 4, 2003

4-4-03

PATENT
REEL: 013921 FRAME: 0670

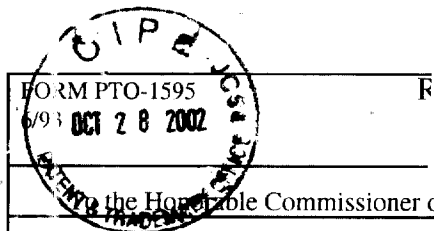
RECORDATION FORM COVER SHEET (CONTINUED)

PATENTS ONLY

A. Patent Application No.(s)	B. Patent No.(s)
<p>09/792,753 09/927,730 09/839,755 09/990,829 10/143,305 10/157,390 10/183,735 US02/03663 US01/28500 US01/21936 US01/21838 US01/21937</p>	

DOCUMENT A

PATENT
REEL: 013921 FRAME: 0672



11-05-2002



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EET U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

D/A

the Honorable Commissioner of Patents and Trademarks attached original documents or copy thereof.

1. Name of conveying party(ies):

NextEngine, Inc.

2001 Wilshire Boulevard, Suite 400

Santa Monica, California 90403

☐ Individual(s) ☐ Association☐ General Partnership ☐ Limited Partnership☒ Corporation - California☐ OtherAdd'l name(s) of conveying party(ies) attached? _Yes ☒ No

3. Nature of conveyance:

☐ Assignment ☐ Merger☐ Security Agreement ☐ Change of Name☒ Other Grant of Security Interest and MortgageExecution Date: October 22, 2002

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

Bigfoot Productions, Inc.

601A Kinwecke Centre, 32 Hollywood Road

Central Hong Kong, SAR

☐ Individual(s) ☐ Association☐ General Partnership ☐ Limited Partnership☒ Corporation - California☐ OtherAdd'l name(s) of conveying party(ies) attached? _Yes ☒ NoIf assignee is not domiciled in the United States, a domestic representative designation is attached: ☐ Yes ☐ No

(Designations must be a separate document from Assignment)

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

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

☐ Patent Application No.(s)09/660,810; 09/660,809; 09/660,811Additional numbers attached? ☒ Yes ☐ No

B. Patent No.(s)

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

Name: Thomas M. Coester

Internal Address:

BLOCKLY, SOKOLOFF, TAYLOR & ZAFMANStreet Address: 12400 Wilshire BoulevardSeventh FloorCity: Los Angeles State: CA ZIP: 900256. Total number of applications and registrations involved: 157. Total fee (37 CFR 3.41)\$ 600.00☒ Enclosed☒ Authorized to be charged to deposit account

8. Deposit account number:

02-2666

DO NOT USE THIS SPACE

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.*Thomas M. Coester

Name of Person Signing

Thomas Coester

Signature

October 22, 2002

Date

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

CERTIFICATE OF MAILING:

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope with sufficient postage addressed to: Assistant Commissioner of Patents, Box Assignments, Washington, D.C., on October 22, 2002.

Susan M. Ocegueda

Date

10/22/02

11/04/2002 6TOM11 00000054 09660810

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600.00 DP

PATENT
REEL: 013921 FRAME: 0673

RECORDATION FORM COVER SHEET (CONTINUED)

PATENTS ONLY

A. Patent Application No.(s)	B. Patent No.(s)
<p>09/792,753 09/927,730 09/839,755 09/990,829 10/143,305 10/157,390 10/183,735 US02/03663 US01/28500 US01/21936 US01/21838 US01/21937</p>	

DOCUMENT B

PATENT
REEL: 013921 FRAME: 0675

**GRANT OF SECURITY INTEREST AND MORTGAGE
(PATENTS)**

WHEREAS, NextEngine, Inc., a Delaware corporation (herein referred to as "Grantor"), owns the patents comprising a portion of the Intellectual Property, as such term is defined in the Security Agreement (the "Agreement"), including the patent applications listed on the annexed Schedule 2—A (collectively, the "Patents");

WHEREAS, Grantor is obligated to Bigfoot Productions, Inc., ("Grantee") under that certain Note, dated as October 8, 2002, between Grantor and Grantee, as such Note may be amended from time to time, and Assignor has entered into the Agreement in favor of Grantee; and

WHEREAS, pursuant to the Agreement, Grantor has granted to Grantee a security interest in, and mortgage on, all right, title and interest of Grantor in and to the Patents, to secure the prompt payment, performance and observance of the Obligations, as defined in the Agreement.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Grantor does hereby grant to Grantee a security interest in, and mortgage on, the Patents, including the patent applications listed on the annexed Schedule 2-A, to secure the prompt payment, performance and observance of the Obligations.

Grantor does hereby further acknowledge and affirm that the rights and remedies of Grantee with respect to the security interest in and mortgage on the Patents made and granted hereby are more fully set forth in the Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

Grantee's address is: 601A Kinwecke Centre, 32 Hollywood Road, Central Hong Kong, SAR.

IN WITNESS WHEREOF, Grantor has caused this Grant for Security (Patents) to be duly executed by its officers thereunto duly authorized as of the 22 day of October, 2002.

NextEngine, Inc.

By: 
Name: Mark S. Knighton
Title: CEO

SCHEDULE 2-A TO GRANT OF SECURITY INTEREST AND MORTGAGE
PATENTS

<u>Patent</u>	<u>Application No.</u>	<u>Filing Date</u>
WIRELESS TURNTABLE	09/660,810	09/13/2000
DIGITIZER USING INTENSITY GRADIENT TO IMAGE FEATURES OF THREE-DIMENSIONAL OBJECTS WITH ELEMENTARY DEPTH DETECTION	09/660,809	09/13/2000
DIGITAL IMAGING SYSTEM HAVING DISTRIBUTION CONTROLLED OVER A DISTRIBUTED NETWORK	09/660,811	09/13/2000
METHOD FOR HIGH RESOLUTION INCREMENTAL IMAGING	09/792,753	02/23/2001
IMAGING SYSTEM MONITORED OR CONTROLLED TO ENSURE FIDELITY OF FILE CAPTURED	09/927,730	08/09/2001
METHOD FOR DEPTH DETECTION IN 3D IMAGING PROVIDING A DEPTH MEASUREMENT FOR EACH UNITARY GROUP OF PIXELS	09/839,755	04/19/2001
GRAPHICAL INTERFACE FOR MANIPULATION OF 3D MODELS	09/990,829	11/09/2001
APPARATUS FOR HIGH SPEED LOW RANGE IRIS SCANNING	10/143,305	05/10/2002
FILAMENT ALIGNMENT MECHANISM FOR HIGH ACCURACY LAMP	10/157,390	05/28/2002
APPARATUS AND METHOD FOR POINT CLOUD ASSEMBLY	10/183,735	06/26/2002
METHOD FOR HIGH RESOLUTION INCREMENTAL IMAGING	US02/03663	02/06/2002
IMAGING SYSTEM MONITORED OR CONTROLLED TO ENSURE FIDELITY OF FILE CAPTURED	US01/28500	09/12/2001
WIRELESS TURNTABLE	US01/21936	07/11/2001
DIGITIZER USING INTENSITY GRADIENT TO IMAGE FEATURES OF THREE-DIMENSIONAL OBJECTS WITH ELEMENTARY DEPTH DETECTION	US01/21838	07/11/2001
DIGITAL IMAGING SYSTEM HAVING DISTRIBUTION CONTROLLED OVER A DISTRIBUTION NETWORK	US01/21937	07/11/2001