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

<p>1. Name of conveying party(ies):</p> <p><b>WALLERSTEIN, Edward P.; HOFFMAN, Robert G.; DeMARTA, Stanley P.; and DRISCOLL, JR., Edward C.</b></p> <p>Additional name(s) of conveying party(ies) attached?</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: <b>Be Here Corporation</b></p> <p>Street Address: <b>39300 Civic Center Dr., Ste 180</b></p> <p>City/State/Zip: <b>Fremont, CA 94538</b></p> <p>Additional name(s) &amp; address(es) attached?</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger</p> <p><input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name</p> <p><input type="checkbox"/> Other</p> <p>Execution Date: <u>September 8, 2003 &amp; September 3, 2003</u></p>	

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:

A. Patent Application No.(s): 10/462,074      B. Patent No.(s):

Additional numbers attached?  Yes  No

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name:</p> <p>Edward S. Mao, Esq. Bever, Hoffman &amp; Harms, LLP 1432 Concannon Blvd., Bldg. G Livermore, CA 94550-6006</p>	<p>6. Total number of applications and patents involved: [ONE]</p> <p>7. Total fee (37 CFR 3.41)..... \$40.00</p> <p><input type="checkbox"/> Enclosed</p> <p><input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: <u>50-1361</u> (Attorney Docket No.: BEH-019)</p>
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9. Signature.

Edward S. Mao      *[Signature]*      Reg # 38,186  
Name of Person Signing      Signature      Date

Sept. 18, 2003

Total number of pages including cover sheet, attachments, and document: [TWO]

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For good and valuable consideration, receipt of which is hereby acknowledged, I/we

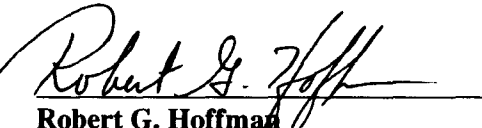
Edward P. Wallerstein of 1742 Beachwood Way, Pleasanton, CA 94566  
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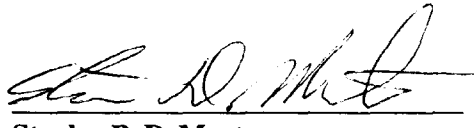
hereby sell, assign and transfer to **Be Here Corporation**, a California corporation, having a place of business at 39300 Civic Center Drive, Suite 180, Fremont, CA, 94538, its successors and assigns, the entire right, title and interest throughout the world in our invention in


**PANORAMIC IMAGING SYSTEM**

for which a United States patent application was filed June 12, 2003, as Application Serial No.: 10/462,074, and all patent applications and patents of every country for said invention, including divisions, reissues, continuations and extensions thereof, and all rights of priority resulting from the filing of said applications; we authorize the above-named assignee to apply for patents of foreign countries for said invention, and to claim all rights of priority without further authorization from us; we agree to execute all papers useful in connection with said United States and foreign applications, and generally to do everything possible to aid said assignee, their successors, assigns and nominees, at their request and expense, in obtaining and enforcing patents for said invention in all countries; and we request the Commissioner of Patents and Trademarks to issue all patents granted for said invention to the above-named assignee, its successors and assigns.

Executed this 8 day of September, 2003.   
**Edward P. Wallerstein**

Executed this 3 day of September, 2003.   
**Robert G. Hoffman**

Executed this 3 day of September, 2003.   
**Stanley P. DeMarta**

Executed this 33 day of SEPT., 2003.   
**Edward C. Driscoll, Jr.**