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Form PTO-1595
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)

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

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

<p>1. Name of conveying party(ies): Matt Champagne, Roger Benz, Jim Kott and Aric Kollmyer</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies) Name: Tukati Corporation, : <u>a Washington corporation,</u></p>
<p>3. Nature of conveyance: <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: November 8, 2003; November 5, 2003; November 7, 2003; November 8, 2003, respectively;</p>	<p>Street Address: <u>121 Lakeside Avenue, #201</u></p> <p>City: <u>Seattle</u> State <u>WA</u> Zip <u>98122</u></p> <p>Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>

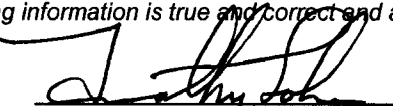
4. Application number(s) or patent number(s)
If this document is being filed together with a new application the execution date of the application is:

<p>A. Patent Application No.(s) <u>10/440,388</u></p>	<p>B. Patent No.(s) _____</p>
<p>Additional numbers attached? Yes <input checked="" type="checkbox"/> No</p>	

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Timothy W. Lohse</u> Internal Address: <u>Gray Cary Ware & Freidenrich, LLP</u></p> <p>Street address: <u>2000 University Avenue</u></p> <p>City: <u>East Palo Alto</u> State: <u>CA</u> Zip <u>94303</u></p>	<p>6. Total number of applications and patents involved: <u>1</u></p> <p>7. Total fee (37 CFR 3.41) \$ <u>40.00</u> <input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: <u>07-1896</u></p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>
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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.

<p><u>Timothy W. Lohse</u> Name of Person Signing</p>	<p><u>35,255</u> Reg. No.</p>	<p> Signature</p>	<p><u>November 10, 2003</u> Date</p>
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Total number of pages including cover sheet, attachments, and documents: 6

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Mail Stop Assignments
P.O. Box 1450, Alexandria, VA 22313-1450

ASSIGNMENT

WHEREAS, Matt Champagne, Roger Benz, Jim Kott and Aric Kollmyer, have made certain inventions or discoveries (or both) set forth in an Application for Letters Patent of the United States of America entitled INTELLIGENT VIRTUAL CONTENT DISTRIBUTION NETWORK SYSTEM AND METHOD, the specification of which:

_____ issued as Patent Number _____
X filed as U.S. Serial No. 10/440,388
_____ filed herewith;

WHEREAS, TUKATI CORPORATION, a WASHINGTON corporation, and whose address is 121 Lakeside Avenue, #201, Seattle, Washington, 98122, and who, together with its successors assigns is hereinafter called "Assignee", is desirous of acquiring the entire right, title and interest together with the benefits and privileges hereinafter recited;

NOW, THEREFORE, for valuable consideration furnished by Assignee to us, receipt and sufficiency of which we hereby acknowledge, we hereby, without reservation;

1. Assign, transfer and convey to Assignee the entire right, title and interest together with the benefits and privileges in and to said inventions and discoveries, said Application for Letters Patent or similar forms of protection of the United States of America, and all other applications for Letters Patent on said inventions and discoveries in whatsoever countries, including all provisional conversion, divisional, renewal, substitute, continuation and convention applications based in whole or in part upon said inventions or discoveries, or upon said application, and any and all Letters Patent, reissues and extensions of Letters Patent or similar forms of protection granted for said inventions and discoveries or upon said applications, and every priority right that is or may be predicated upon or arise from said inventions, said discoveries, said applications and said Letters Patent;
2. Authorize Assignee to file patent applications in any or all countries or groups of countries on any or all of said inventions and discoveries in our name or in the name of Assignee or otherwise as Assignee may deem advisable, under the International Convention or any other relevant convention or treaty or otherwise;
3. Authorize and request the Commissioner of Patents and Trademarks of the United States of America and the empowered officials of all other governments to issue or transfer all said Letters Patent to Assignee, as assignee of the entire right, title and interest therein, or otherwise as Assignee may direct;
4. Warrant that we have not knowingly conveyed to others any rights in said inventions, discoveries, applications or patents or any license to use the same or to make, use or sell anything embodying or utilizing any of said inventions or discoveries; and that we have good right to assign the same to Assignee without encumbrance;
5. Bind our heirs, legal representatives and assigns, as well as ourselves, to do, upon Assignee's request and at Assignee's expense, but without additional consideration to us or them, all acts reasonable serving to assure that said inventions and discoveries, said patent applications and said Letters Patent shall be held and enjoyed by Assignee as fully and entirely as the same could have been held and enjoyed by us, our heirs, legal representatives and assigns if this assignment had not been made; and particularly to

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execute and deliver to Assignee all lawful application documents including petitions, specifications, and oaths, and all assignments, disclaimers, and lawful affidavits in form and substance as may be requested by Assignee; to communicate to Assignee all facts known to us relating to said inventions and discoveries or the history thereof; and to furnish Assignee with any and all documents, photographs, models, samples and other physical exhibits in our control or in the control of our heirs, legal representatives or assigns which may be useful for establishing any facts of our conceptions, disclosures, and reduction to practice of said inventions or discoveries.

IN WITNESS WHEREOF:

[Handwritten Signature]
Matt Champagne

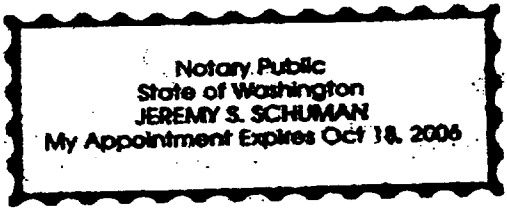
STATE OF WASHINGTON)
COUNTY OF King) ss.

On November 8, 2003 before me, Jeremy S. Schuman
Notary Public, personally appeared Matt Champagne,

_____ personally known to me
or
X proved to me on the basis of satisfactory evidence

to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal



[Handwritten Signature]
SIGNATURE OF NOTARY PUBLIC

(SEAL)

Gray Cary\EM\7153350.1
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IN WITNESS WHEREOF:

R. G. Benz

Roger Benz

Illinois

R E M y

STATE OF WASHINGTON)

) ss.

COUNTY OF Adams)

On November 5, 2003 before me, *Shirley A. Hayden*,
Notary Public, personally appeared Roger Benz,

personally known to me

or

X

proved to me on the basis of satisfactory evidence

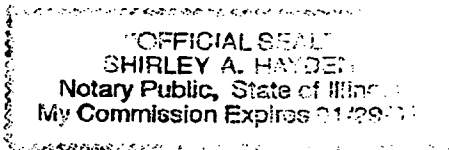
to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal

Shirley A. Hayden

SIGNATURE OF NOTARY PUBLIC

(SEAL)



Gray Cary\EM\7153350.1
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IN WITNESS WHEREOF:

Jim M. Kott
Jim Kott

STATE OF WASHINGTON)
COUNTY OF King) ss.

On Nov 7, 2003 before me, Marivic V. Bondoc,
Notary Public, personally appeared Jim Kott,

_____ personally known to me

or

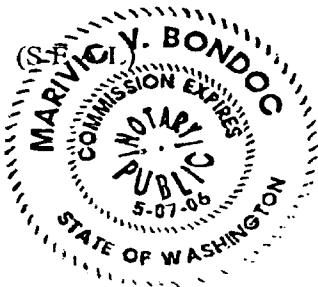
X proved to me on the basis of satisfactory evidence

to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal

MBondoc

SIGNATURE OF NOTARY PUBLIC



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IN WITNESS WHEREOF:

W. Kollmyer
Aric Kollmyer

STATE OF WASHINGTON)
COUNTY OF King) ss.

On November 8th 2003 before me, Kristen Libby
Notary Public, personally appeared Aric Kollmyer,

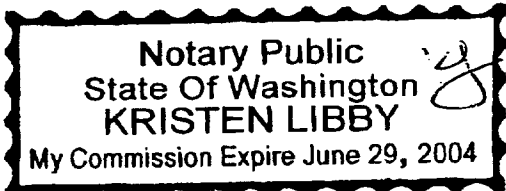
_____ personally known to me

or

X proved to me on the basis of satisfactory evidence

to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal



Kristen Libby
SIGNATURE OF NOTARY PUBLIC

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