

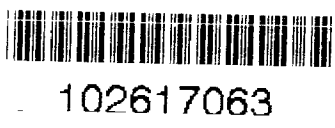
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office
Key Docket No.: 1238-3

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

1. Name of conveying party(ies):
KELLEY, Peter
MENDILLO, Joseph
PIGOTT, Patrick
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: IMAGE POPS, LLC
Internal Address: _____
Street Address: 67 Upper Station Rd.
City: Garrison State: NY Zip: 10524
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date: 9/18/03

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: 9/11/03
A. Patent Application No.(s)
29/189,847
B. Patent No.(s)
Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Yuri Kateshov
Internal Address: _____
Street Address: DILWORTH & BARRESE, LLP
333 Earle Ovington Blvd.
City: Uniondale State: New York Zip: 11553

6. Total number of applications and patents involved:
7. Total fee (37 CFR 3.41).....\$ \$40.00
 Enclosed
 Authorized to be charged to deposit account
8. Deposit account number: 04-1121
(Attach duplicate copy of this page if paying by deposit account)

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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.
Yuri Kateshov _____ 12/1/03 _____
Name of Person Signing Signature Date

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

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01 FC:0021 40.00 OP

Mail documents to be recorded with required cover sheet information to:
Commissioner for Patents, P.O. Box 1450, Alexandria, VA 22313-1450.

PATENT
REEL: 014753 FRAME: 0084

For: U.S. and/or Foreign Rights
For: U.S. Application or U.S. Patent
By: Inventor(s) or Present Owner

ASSIGNMENT OF INVENTION

In consideration of the payment by ASSIGNEE to ASSIGNOR of the sum of One Dollar (\$1.00), the receipt of which is hereby acknowledged, and for other good and valuable consideration,

ASSIGNOR: KELLEY, Peter; MENDILLO, Joseph;
PIGOTT, Patrick
(inventor(s) or person(s) or entity(ies) who own the invention)

(If assignment is by person or entity to whom invention was previously assigned and this was recorded in PTO add the following)

Recorded on _____
Reel _____
Frame _____

hereby sells, assigns and transfers to

ASSIGNEE: IMAGE POPS, LLC
67 Upper Station RD
Garrison, New York 10524
USA

and the successors, assigns and legal representatives of the ASSIGNEE

(complete one of the following)

- the entire right, title and interest
- an undivided _____ percent (_____ %) interest for the United States and its territorial possessions

(check the following box if foreign rights are also to be assigned)

- an in all foreign countries, including all rights to claim priority, in and to any and all improvements which are disclosed in the invention entitled:

(check and complete (a), (b), (c) or (d))

and which is found in

- (a) U.S. patent application executed on even date herewith
- (b) U.S. patent application executed on _____
- (c) U.S. application serial no. 29 /189,847 filed on _____
- (d) U.S. patent no. _____ issued _____

- A change of address to which correspondence is to be sent regarding patent maintenance fees is being sent separately.

(also check (e) if foreign application(s) is also being assigned)

- (e) and any legal equivalent thereof in a foreign country, including the right to claim priority

and, in and to, all Letters Patent to be obtained for said invention by the above application or any continuation, division, renewal, or substitute thereof, and as to letters patent any re-issue or re-examination thereof


ASSIGNOR hereby covenants that no assignment, sale, agreement or encumbrance has been or will be made or entered into which would conflict with this assignment;

(Assignment of Invention [16-3] - page 2 of 4)

ASSIGNOR further covenants that ASSIGNEE will, upon its request, be provided promptly with all pertinent facts and documents relating to said invention and said Letters Patent and legal equivalents as may be known and accessible to ASSIGNOR and will testify as to the same in any interference, litigation or proceeding related thereto and will promptly execute and deliver to ASSIGNEE or its legal representatives any and all papers, instruments or affidavits required to apply for, obtain, maintain, issue and enforce said application, said invention and said Letters Patent and said equivalents thereof which may be necessary or desirable to carry out the purposes thereof.

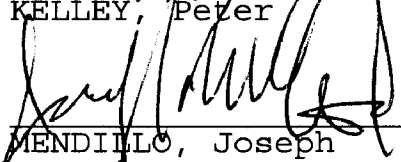
IN WITNESS WHEREOF, I/We have hereunto set hand and seal
this _____ (Date of signing).

WARNING: Date of signing must be the same as the date of execution of the application if item (a) was checked above.




KELLEY, Peter

4-18-03
Dated



MENDILLO, Joseph

9-18-03
Dated



PIGOTT, Patrick

9-18-03
Dated

If ASSIGNOR is a legal entity complete the following information

Type or print the name of the above person
authorized to sign on behalf of ASSIGNOR

Title

NOTE: No witnessing, notarization or legalization is necessary. If the assignment is notarized or legalized then it will only be prima facie evidence of execution 35 U.S.C. 261. Use next page if notarization is desired.

Notarization or Legalization Page Added.

STATE OF

SS

COUNTY OF

On this ____ day of _____, 19__, before me personally appeared _____ to me personally known and known to me to be the person who signed the foregoing assignment and acknowledged the signing of same as his free act and deed.

Notary Public

STATE OF

SS

COUNTY OF

On this ____ day of _____, 19__, before me personally appeared _____ to me personally known and known to me to be the person who signed the foregoing assignment and acknowledged the signing of same as his free act and deed.

Notary Public

STATE OF

SS

COUNTY OF

On this ____ day of _____, 19__, before me personally appeared _____ to me personally known and known to me to be the person who signed the foregoing assignment and acknowledged the signing of same as his free act and deed.

Notary Public