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To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

<p>1. Name of conveying party(ies)/Execution Date(s): HEADPLAY, INC.</p> <p>Execution Date(s): <u>August 16, 2004</u></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)</p> <p>Name: <u>CONVERSION WORKS, INC.</u></p> <p>Internal Address: _____</p> <p>Street Address: _____</p> <p><u>1111 - 11th Avenue SW, Suite 301</u></p> <p>City: <u>Calgary</u></p> <p>State: <u>Alberta</u></p> <p>Country: <u>Canada</u> Zip: <u>T2R 0G5</u></p> <p>Additional name(s) & address(es) attached: <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"/> Government Interest Assignment</p> <p><input type="checkbox"/> Executive Order 9424, Confirmatory License</p> <p><input type="checkbox"/> Other _____</p>	

4. Application or patent number(s): This document is being filed together with a new application.

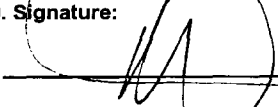
A. Patent Application No.(s) _____

B. Patent No.(s)
6,456,745
6,466,205

Additional numbers attached? Yes No

<p>5. Name and address to whom correspondence concerning document should be mailed:</p> <p>Name: <u>David Tannenbaum</u> <u>FULBRIGHT & JAWORSKI L.L.P.</u></p> <p>Internal Address: <u>Atty. Dkt.: 54729/P002US/09807856,</u> <u>54729/P003US/09807857</u></p> <p>Street Address: <u>2200 Ross Avenue, Suite 2800</u></p> <p>City: <u>Dallas</u></p> <p>State: <u>TX</u> Zip: <u>75201-2784</u></p> <p>Phone Number: <u>(214) 855-8333</u></p> <p>Fax Number: <u>(214) 855-8200</u></p> <p>Email Address: <u>dtannenbaum@fulbright.com</u></p>	<p>6. Total number of applications and patents involved: 2</p> <p>7. Total fee (37 CFR 1.21(h) & 3.41) \$ <u>80.00</u></p> <p><input type="checkbox"/> Authorized to be charged by credit card</p> <p><input type="checkbox"/> Authorized to be charged to deposit account</p> <p><input checked="" type="checkbox"/> Enclosed</p> <p><input type="checkbox"/> None required (government interest not affecting title)</p> <p>8. Payment Information</p> <p>a. Credit Card Last 4 Numbers _____ Expiration Date _____</p> <p>b. Deposit Account Number _____ Authorized User Name _____</p>
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9. Signature:

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Signature

Date January 18, 2005

Name of Person Signing David H. Tannenbaum - 24,745

Total number of pages including cover sheet, attachments, and documents: 5

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ASSIGNMENT

THIS ASSIGNMENT, made by HEADPLAY, INC., a company organized under and pursuant to the laws of Delaware having its principal place of business at #301, 1111 - 11th Avenue SW, Suite 301, Calgary, Alberta T2R 0G5, CANADA (hereinafter referred to as Assignor);

WHEREAS, Assignor is the owner of all right, title and interest in and to the inventions, patents and patent applications identified in Exhibit A attached hereto (collectively, the "Patents").

WHEREAS, CONVERSION WORKS, INC., a corporation organized under and pursuant to the laws of Delaware having its principal place of business at #301, 1111 - 11th Avenue SW, Suite 301, Calgary, Alberta T2R 0G5, CANADA (hereinafter referred to as Assignee), is desirous of acquiring the entire right, title and interest in and to said inventions and said Patents and Patent Applications for Letters Patent of the United States or any country, state, or issuing body to be obtained therefore and thereon.

NOW, THEREFORE, for good and sufficient consideration, the receipt of which is hereby acknowledged, Assignor has sold, assigned, transferred and set over, and by these presents do sell, assign, transfer and set over, unto Assignee, its successors, legal representatives and assigns, any and all rights, title, and interest Assignor may own in and to the above-mentioned related inventions, patents, and applications for Letters Patent, and in and to any and all related direct and indirect divisions, continuations and continuations-in-part of said application, and any and all related Letters Patent in the United States, all foreign countries, and all issuing bodies which may be granted therefore and thereon, and reissues, reexaminations and extensions of said Letters Patent, and all rights under the International Convention for the Protection of Industrial Property, the same to be held and enjoyed by Assignee, for its own use and benefit and the use and benefit of its successors, legal representatives and assigns, to the full end of the term or terms for which Letters Patent may be granted and/or extended, as fully and entirely as the same would have been held and enjoyed by Assignor, had this sale and assignment not been made.

AND for the same consideration, Assignor hereby represents and warrants to Assignee, its successors, legal representatives and assigns, that, at the time of execution and delivery of these presents, except for any rights, titles and/or interests that have arisen to Assignee under law or that have already been transferred to Assignee, Assignor is the sole and lawful owner of the rights, titles, and interests in and to the said inventions and applications for Letters Patent above-mentioned, and that the same are unencumbered and that Assignor has good and full right and lawful authority to sell and convey the same in the manner herein set forth.

AND for the same consideration, Assignor hereby covenants and agrees to and with Assignee, its successors, legal representatives and assigns, that Assignor will sign all papers and documents, take all lawful oaths and do all acts necessary or required to be done for the procurement, maintenance, enforcement and defense of any Letters Patent and applications for Letters Patent for said inventions, whenever counsel of Assignee, or counsel of its successors, legal representatives and assigns, shall advise: that any proceeding in connection with said inventions, or said Patent application for Letters Patent, or any proceeding in connection with any Letters Patent or applications for Letters Patent for said inventions in any country or issuing body, including but not limited to interference proceedings, is lawful and desirable; or, that any division, continuation or continuation-in-part of any application for Letters Patent, or any reissue, reexamination or extension of any Letters Patent, to be obtained thereon, is lawful and desirable.

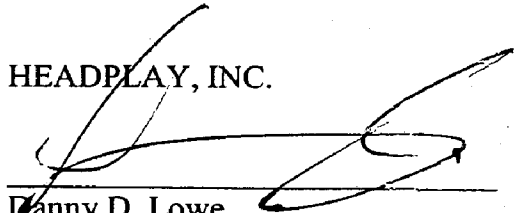
AND Assignor hereby requests the Commissioner of Patent and Trademarks to issue said Letters Patent of the United States to Assignee, as Assignee of said inventions and the Letters Patent to be issued thereon, for the sole use and benefit of Assignee, its successors, legal representatives and assigns.

AND Assignor hereby grants the following individuals the power to insert on this Assignment any further identification which may be necessary or desirable in order to comply with the rules of the United States Patent and Trademark Office for recordation of this document:

All practitioners at Customer Number 000029053

Date: August 16, 2004

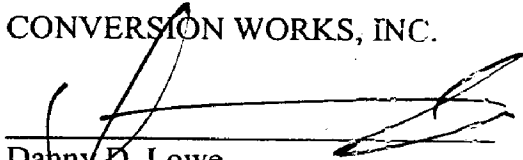
HEADPLAY, INC.



Danny D. Lowe
Chairman & CEO

Date: August 16, 2004

CONVERSION WORKS, INC.



Danny D. Lowe
Chairman & CEO

EXHIBIT A

Title	App. No.	Patent No.
Method and Apparatus For Re-Sizing and Zooming Images By Operating Directly on Their Digital Transforms		US 6,456,745
Method and Apparatus For Re-Sizing and Zooming Images By Operating Directly on Their Digital Transforms	PCT/US99/21298	
A Method and Apparatus for Re-Sizing and Cropping Images by Operating Directly on Their Digital Orthogonal Transforms	AU 61473/99	
A Method and Apparatus For Re-Sizing and Cropping Images By Operating Directly on Their Digital Transforms	CA 2,347,364	
A Method and Apparatus For Re-Sizing and Cropping Images by Operating Directly on Their Digital Orthogonal Transforms	CN 99813347.7	
A Method and Apparatus For Re-Sizing and Cropping Images by Operating Directly on Their Digital Orthogonal Transforms	EP 99948258.1	
System and Method for Creating 3D Models From 2D Sequential Image Data		US 6,466,205
System and Method for Creating 3D Models From 2D Sequential Image Data	PCT/US99/27607	
System and Method for Creating 3D Models From 2D Sequential Image Data		AU 760594
System and Method for Creating 3D Models From 2D Sequential Image Data	CA 2,350,657	
System and Method for Creating 3D Models From 2D Sequential Image Data	CN 99814631.5	
System and Method for Creating 3D Models From 2D Sequential Image Data	EP 99962816.7	