

Form PTO-1595 (Rev. 09/04)
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U.S. DEPARTMENT OF COMMERCE
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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.

1. Name of conveying party(ies)/Execution Date(s):

Paul COLTON (05/12/2005), Nicolas NIERENBERG (05/12/2005), and David H. PECKHAM (02/05/2005)

Execution Date(s): in parentheses after inventor name

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: PhotoLeap, Inc.

Internal Address: _____

Street Address: _____

4275 Executive Square
Suite 525

City: La Jolla

State: California

Country: United States of America Zip: 92037

Additional name(s) & address(es) attached: Yes No

3. Nature of Conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Government Interest Assignment
- Executive Order 9424, Confirmatory License
- Other _____

4. Application or patent number(s):

A. Patent Application No.(s)
11/042,532

This document is being filed together with a new application.

B. Patent No.(s)

Additional numbers attached? Yes No

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

Name: Daniel N. Yannuzzi
MORRISON & FOERSTER LLP

Internal Address: Atty. Dkt.: 584422000100

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6. Total number of applications and patents involved:

1

7. Total fee (37 CFR 1.21(h) & 3.41) \$ 40.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed
- None required (government interest not affecting title)

8. Payment Information

a. Credit Card Last 4 Numbers _____
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b. Deposit Account Number 03-1952
Authorized User Name Daniel N. Yannuzzi

9. Signature:

Signature

May 27, 2005

Date

Daniel N. Yannuzzi 36,727

Name of Person Signing

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

3

CH \$40.00 031952 11042532

Attorney Docket No.: 584422000100

**ASSIGNMENT
JOINT**

THIS ASSIGNMENT, by Paul COLTON, residing at 7985 Sendero de Oro, San Diego, California 92127, Nicolas NIERENBERG, residing at 9494 La Jolla Farms Road, La Jolla, California 92037, and David H. PECKHAM, residing at 84 Montrose, Irvine, California 92620 (hereinafter referred to as the assignors), respectively, witnesseth:

WHEREAS, said assignors have invented certain new and useful improvements in SYSTEM AND METHOD FOR IMPROVED CONTENT DELIVERY, set forth in an application for Letters Patent of the United States, bearing Serial No. 11/042,532 and filed on January 24, 2005; and

WHEREAS, PhotoLeap, Inc., a corporation duly organized under and pursuant to the laws of California and having its principal place of business at 4275 Executive Square, Suite 525, La Jolla, California 92037 (hereinafter referred to as the assignee) is desirous of acquiring the entire right, title and interest in and to said inventions and said application for Letters Patent of the United States, and in and to any Letters Patent or Patents, United States or foreign, to be obtained therefor and thereon:

NOW, THEREFORE, in consideration of One Dollar (\$1.00) and other good and sufficient consideration, the receipt of which is hereby acknowledged, said assignors have sold, assigned, transferred and set over, and by these presents do sell, assign, transfer and set over, unto said assignee, its successors, legal representatives and assigns, the entire right, title and interest in and to the above-mentioned inventions, application for Letters Patent, and any and all Letters Patent or Patents in the United States of America and all foreign countries which may be granted therefor and thereon, and in and to any and all divisions, continuations and continuations-in-part of said application, or reissues or extensions of said Letters Patent or Patents, and all rights under the International Convention for the Protection of Industrial Property, the same to be held and enjoyed by said assignee, for its own use and the use of its successors, legal representatives and assigns, to the full end of the term or terms for which Letters Patent or Patents may be granted, as fully and entirely as the same would have been held and enjoyed by the assignors, had this sale and assignment not been made.

AND for the same consideration, said assignors hereby covenant and agree to and with said assignee its successors, legal representatives and assigns, that, at the time of execution and delivery of these presents, said assignors are the sole and lawful owners of the entire right, title and interest in and to said inventions and the application for Letters Patent above-mentioned, and that the same are unencumbered and that said assignors have good and full right and lawful authority to sell and convey the same in the manner herein set forth.

AND for the same consideration, said assignors hereby covenant and agree to and with said assignee, its successors, legal representatives and assigns, that said assignors will, whenever counsel of said assignee, or the counsel of its successors, legal representatives and assigns, shall advise that any proceeding in connection with said inventions, or said application for Letters Patent, or any proceeding in connection with Letters Patent for said inventions in any country, including interference proceedings, is lawful and desirable, or that any division, continuation or continuation-in-part of any application for Letters Patent or any reissue or extension of any Letters Patent, to be obtained thereon, is lawful and desirable, 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 Letters Patent for said inventions, without charge to said assignee, its successors, legal representatives and assigns, but at the cost and expense of said assignee, its successors, legal representatives and assigns.

AND said assignors hereby request the Commissioner of Patents to issue said Letters Patent of the United States to said assignee as the assignee of said inventions and the Letters Patent to be issued thereon for the sole use of said assignee, its successors, legal representatives and assigns.

Attorney Docket No.: 584422000100

I hereby authorize and request the assignee's attorneys, Morrison & Foerster LLP, to insert here in parentheses (Application Serial No. 11/042,532, filed January 24, 2005) the application number of said application when known.

Date _____ Paul COLTON _____

Date _____ Nicolas NIERENBERG _____

2/6/05
Date _____  _____
David H. PECKHAM