

PATENT ASSIGNMENT

Electronic Version v1.1

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SUBMISSION TYPE:	NEW ASSIGNMENT						
NATURE OF CONVEYANCE:	ASSIGNMENT						
CONVEYING PARTY DATA							
<table border="1"><thead><tr><th>Name</th><th>Execution Date</th></tr></thead><tbody><tr><td>Mark W. Johnson</td><td>01/09/2007</td></tr><tr><td>Paul I. Bunyk</td><td>01/10/2007</td></tr></tbody></table>	Name	Execution Date	Mark W. Johnson	01/09/2007	Paul I. Bunyk	01/10/2007	
Name	Execution Date						
Mark W. Johnson	01/09/2007						
Paul I. Bunyk	01/10/2007						
RECEIVING PARTY DATA							
Name:	D-Wave Systems Inc.						
Street Address:	100 - 4401 Still Creek Drive						
City:	Burnaby						
State/Country:	CANADA						
Postal Code:	V5C 6G9						
PROPERTY NUMBERS Total: 1							
<table border="1"><thead><tr><th>Property Type</th><th>Number</th></tr></thead><tbody><tr><td>Application Number:</td><td>11608214</td></tr></tbody></table>	Property Type	Number	Application Number:	11608214			
Property Type	Number						
Application Number:	11608214						
CORRESPONDENCE DATA							
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ATTORNEY DOCKET NUMBER:	240105.448C1						
NAME OF SUBMITTER:	Frank Abramonte						
Total Attachments: 3 source=448C1-ASG-10JAN07-PSB#page1.tif source=448C1-ASG-10JAN07-PSB#page2.tif							

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PATENT
REEL: 018944 FRAME: 0060

ASSIGNMENT

WHEREAS, we, Mark W. Johnson and Paul I. Bunyk (hereinafter referred to as ASSIGNORS), having mailing addresses of 3979 West 18th Avenue, Vancouver, British Columbia, Canada V6S 1B6; and 902 1331 Homer Street, Vancouver, British Columbia, Canada V6B 5M5, respectively, are the joint inventors of an invention entitled "ANALOG PROCESSOR COMPRISING QUANTUM DEVICES," as described and claimed in the specification for which an application for United States letters patent was filed on December 7, 2006, and assigned Application No. 11/608,214;

WHEREAS, D-Wave Systems Inc. (hereinafter referred to as ASSIGNEE), a Canadian corporation having a place of business at 100 – 4401 Still Creek Drive, Burnaby, British Columbia, Canada V5C 6G9, is desirous of acquiring the entire right, title and interest in and to the invention and in and to any letters patent that may be granted therefor in the United States and in any and all foreign countries;

NOW, THEREFORE, in exchange for good and valuable consideration, the receipt of which is hereby acknowledged, ASSIGNORS hereby sell, assign and transfer unto said ASSIGNEE the entire right, title and interest in and to said invention, said application and any and all letters patent which may be granted for said invention in the United States of America and its territorial possessions and in any and all foreign countries, and in any and all divisions, reissues and continuations thereof, including the right to file foreign applications directly in the name of ASSIGNEE and to claim priority rights deriving from said United States application to which said foreign applications are entitled by virtue of international convention, treaty or otherwise, said invention, application and all letters patent on said invention to be held and enjoyed by ASSIGNEE and its successors and assigns as fully and entirely as the same would have been held and enjoyed by ASSIGNORS had this assignment, transfer and sale not been made. ASSIGNORS hereby authorize and request the Commissioner of Patents and Trademarks to issue all letters patent on said invention to ASSIGNEE. ASSIGNORS agree to execute all instruments and documents required for the making and prosecution of applications

for United States and foreign letters patent on said invention, for litigation regarding letters patent, or for the purpose of protecting title to said invention or letters patent therefor.

Jan 9, 2007

Date

Mark W. Johnson

Mark W. Johnson

City of Burnaby)

Province of B.C.)

SS.

I certify that I know or have satisfactory evidence that Mark W. Johnson is the person who appeared before me, and said person acknowledged that he signed this instrument and acknowledged it to be his free and voluntary act for the uses and purposes mentioned in the instrument.

Dated

9 January 2007

Signature of
Notary Public

[Signature]

Printed Name

TANYA J ROTHE

My appointment does not expire.

Jan 10, 2007
Date Burnaby PB + dr Paul I. Bunyk
City of Vancouver)
Province of BC) ss.

I certify that I know or have satisfactory evidence that Paul I. Bunyk is the person who appeared before me, and said person acknowledged that he signed this instrument and acknowledged it to be his free and voluntary act for the uses and purposes mentioned in the instrument.

Dated 13 Jan 2007
Signature of Notary Public [Signature]
Printed Name T. Rethe

My appointment does not expire.

(240105.448C1 / 880189_1.DOC)