

PATENT ASSIGNMENT

Electronic Version v1.1

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| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | ASSIGNMENT |
| CONVEYING PARTY DATA | |
| Name | Execution Date |
| Michael Naimark | 08/24/2007 |
| RECEIVING PARTY DATA | |
| Name: | University of Southern California |
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| City: | Los Angeles |
| State/Country: | CALIFORNIA |
| Postal Code: | 90089-2561 |
| PROPERTY NUMBERS Total: 1 | |
| Property Type | Number |
| Application Number: | 11768732 |
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| Total Attachments: 2 source=277Assignment#page1.tif source=277Assignment#page2.tif | |

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PATENT

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REEL: 019964 FRAME: 0259

ASSIGNMENT

(Sole Inventor)

WHEREAS, I, Michael Naimark ("ASSIGNOR") have invented "SEAMLESS IMAGE INTEGRATION INTO 3D MODELS" ("Invention") for which an application for a patent ("Application") was filed on June 26, 2007, and assigned Application Serial No. 11/768,732, and which claims priority to Application Serial No. 60/816,844, filed June 26, 2006.

WHEREAS, I am the sole inventor of the Invention;

WHEREAS, the University of Southern California, (ASSIGNEE) is a corporation organized and existing under the laws of California having a place of business at USC Stevens, Hughes Center Suite EEB 131, 3740 McClintock Avenue, Los Angeles, California 90089-2561;

WHEREAS, ASSIGNEE desires to acquire the entire right, title and interest in and to the Invention and Application and to all patents based on the Application;

NOW, THEREFORE, for valuable consideration, the receipt and legal sufficiency of which ASSIGNOR acknowledges, ASSIGNOR has and hereby does assign and transfer to ASSIGNEE, its successors and assigns, the entire right, title and interest in and to:

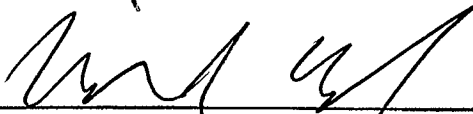
1. The Invention;
2. The Application;
3. All applications based on or claiming priority from the Application, including all divisionals and continuations ("Application Family");
4. All patents which may be granted on the Invention, Application and Application Family by the United States of America, its territories and possessions, and by all foreign countries, including all priority rights and all reissues thereof ("Patents"); and
5. The right to sue for past infringement of the Invention, Application, Application Family and Patents.

ASSIGNOR agrees, at the request of ASSIGNEE, to sign any and all papers reasonably needed to file and prosecute the Application and Application Family, to obtain the Patents, and to perfect and vest in ASSIGNEE the entire right, title and interest in the Invention, Application, Application Family and Patents. ASSIGNOR also agrees to provide assistance that is reasonably needed to prepare and prosecute the Application and Application Family.


ASSIGNOR authorizes and empowers ASSIGNEE, its successors and assigns, to apply for and obtain, in its own name, the Application, Application Family and Patents before competent International Authorities, including the World Intellectual Property Organization and

in any and all foreign countries in which applications for patents can be made or patents obtained.

Dated: 24 AUG., 2007


Name: MICHAEL NAIMARK
Address: 435 South Curson Avenue, #11E
Los Angeles, California 90036

I certify that I am over the age of 18 and that the individual named above signed this document in my presence.

SCOTT FLETCHER  8/24/07
(Print) Name Signature of Witness Date

3913 SPAD PL
CULVER CITY, CA 90232

Witness Address (Print or Type)