

PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CONDITIONAL ASSIGNMENT
CONVEYING PARTY DATA	
Name	Execution Date
Niels Thorwirth	07/28/2005
RECEIVING PARTY DATA	
Name:	Verimatrix, Inc.
Street Address:	6650 Lusk Boulevard, Suite B203
City:	San Diego
State/Country:	CALIFORNIA
Postal Code:	92121
PROPERTY NUMBERS Total: 1	
Property Type	Number
Application Number:	11489754
CORRESPONDENCE DATA	
Fax Number:	(949)852-0004
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	949.852.0000
Email:	pto@kppb.com
Correspondent Name:	KAUTH, POMEROY, PECK & BAILEY LLP
Address Line 1:	P.O. Box 19152
Address Line 4:	Irvine, CALIFORNIA 92623
ATTORNEY DOCKET NUMBER:	V4:00420
NAME OF SUBMITTER:	David J. Bailey
Total Attachments: 2 source=00420assignment#page1.tif source=00420assignment#page2.tif	

OP \$40.00 11489754

500440260

PATENT
REEL: 020368 FRAME: 0022

CONDITIONAL ASSIGNMENT

WHEREAS, the following inventor NIELS THORWIRTH, (hereinafter designated as the "Assignor") has invented the intellectual property described on Exhibit B (the "Invention"), with respect to which it is anticipated that an application Letters Patent of the United States of America and in other jurisdictions will be submitted; and

WHEREAS, Verimatrix, Inc., its heirs, successors, legal representatives and assigns (hereinafter designated as the "Assignee") is desirous of acquiring the Assignor's interest in the right, title and interest in and to said invention and in and to any Letters Patent(s) that may be granted therefor in the United States of America or in any other jurisdiction worldwide; and

WHEREAS, The Assignee has agreed that all rights which it may receive to such invention and to any Letters Patent(s) that may be granted therefore shall be conditioned upon the Technology License by an between the Assignor and Assignee dated April 25, 2005 (the "License") remaining in effect on an exclusive basis;

NOW, THEREFORE, in consideration of the execution of the License and other good and valuable consideration, the receipt of which is hereby acknowledged, the Assignor has sold, assigned and transferred, and by these presents does sell, assign and transfer unto said Assignee all his interest in said invention and in the right, title and interest in and to any and all Letters Patent(s) which may be granted therefore, and in and to any and all divisions, reissues, continuations and extensions thereof for the full term or terms for which the same may be granted, to have and hold such interest for so long as the License remains in effect (collectively, the "Patents and Patent Applications");

The Assignor further authorizes and requests the Commissioner of Patents and Trademarks to issue any and all Letters Patent(s) of the United States of America resulting from said application or any division or divisions or continuing or reissue applications thereof to the said Assignee, as Assignee of the entire interest, and hereby covenants that he has the full right to convey the entire interest herein assigned, and that he has not executed and will not execute any agreement in conflict herewith;

Upon the termination of the exclusivity granted to the Assignee under Section 2.1 of the License (including upon termination of the License) for any reason, the parties agree that this Assignment shall be null and void and have no further effect, and the Assignee agrees to execute such documents as the Assignor may reasonably request, including any rescission or re-Assignment, and shall promptly provide notice to all patent offices in which any application(s) for Letters Patent have been filed transferring the Patents and Patent Applications into the name of the Assignor.

This Assignment is executed pursuant to and is subject to the terms of the License.

In witness whereof, signed by the undersigned on the date opposite the undersigned name.

Inventor / Assignor

Date 7/28/05,

Name

Niels Thorwirth

Niels Thorwirth

Date 7/28/05,

Witness

Robert M. George

Assignee

Verimatrix, Inc.

Date 7/28/05

By

Robert M. George

Name:

Title:

Date: 7/28/05

Witness

Robert M. George