

PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:

NEW ASSIGNMENT

NATURE OF CONVEYANCE:

ASSIGNMENT

CONVEYING PARTY DATA

| Name | Execution Date |
|-----------------------|----------------|
| Jacob Daniel Biamonte | 06/24/2008 |
| Andrew Joseph Berkley | 06/26/2008 |
| Mohammad Amin | 06/26/2008 |

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

| Property Type | Number |
|---------------------|----------|
| Application Number: | 12098348 |

CORRESPONDENCE DATA

Fax Number: (206)682-6031

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 206-622-4900

Email: sandyc@seedip.com

Correspondent Name: Frank Abramonte

Address Line 1: 701 Fifth Avenue

Address Line 2: Suite 5400

Address Line 4: Seattle, WASHINGTON 98104

ATTORNEY DOCKET NUMBER:

240105.462

NAME OF SUBMITTER:

Frank Abramonte

Total Attachments: 6

source=462_Assignment#page1.tif

PATENT

REEL: 021157 FRAME: 0683

500578279

CH \$40.00 12098348

source=462_Assignment#page2.tif
source=462_Assignment#page3.tif
source=462_Assignment#page4.tif
source=462_Assignment#page5.tif
source=462_Assignment#page6.tif

ASSIGNMENT

WHEREAS, we, Jacob Daniel Biamonte, Andrew Joseph Berkley, and Mohammad Amin (hereinafter referred to as ASSIGNORS), having mailing addresses of Robin Gandy Building, Room N205-B, Linton Road, Oxford, United Kingdom OX2 6UD; 317 – 1929 3rd Avenue West, Vancouver, British Columbia, Canada V6J 1L3; and 401 – 2929 West 4th Avenue, Vancouver, British Columbia, Canada V6K 1R3, respectively, are the joint inventors of an invention entitled “PHYSICAL REALIZATIONS OF A UNIVERSAL ADIABATIC QUANTUM COMPUTER,” as described and claimed in the specification for which an application for United States letters patent was filed on April 4, 2008, and assigned Application No. 12/098,348. This application claims the benefit of U.S. Provisional Application No. 60/910,445, filed on April 5, 2007;

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 provisional patent application and in and to any letters patent(s) that claim the priority benefit of the provisional patent application 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.

June 25 08
Date

Jacob Daniel Biamonte
Jacob Daniel Biamonte

County: Middlesex
City of _____
State: Massachusetts
Province of _____

ss.

I certify that I know or have satisfactory evidence that Jacob Daniel Biamonte 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 June 24 2008
Signature of Notary Public Bridget C Power
Printed Name Bridget C Power

My appointment does not expire.



BRIDGET C POWER
Notary Public
Commonwealth of Massachusetts
My Commission Expires
January 4, 2013

26 June 2008
Date

Andrew Joseph Berkley
Andrew Joseph Berkley

City of Barnaby
Province of BC

ss.

I certify that I know or have satisfactory evidence that Andrew Joseph Berkley 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 26 JUNE 2008
Signature of Notary Public [Signature]

Printed Name T. ROTHE

My appointment does not expire.

June 26, 2008
Date

M. Amin
Mohammad Amin

City of Burnaby)
Province of BC)

ss.

I certify that I know or have satisfactory evidence that Mohammad Amin 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 26 JUNE 2008

Signature of
Notary Public T. Rothe

Printed Name T. ROTHE

My appointment does not expire.

ASSIGNMENT

WHEREAS, we, Jacob Daniel Biamonte, Andrew Joseph Berkley, and Mohammad Amin (hereinafter referred to as ASSIGNORS), having mailing addresses of Robin Gandy Building, Room N205-B, Linton Road, Oxford, United Kingdom OX2 6UD; 317 – 1929 3rd Avenue West, Vancouver, British Columbia, Canada V6J 1L3; and 401 – 2929 West 4th Avenue, Vancouver, British Columbia, Canada V6K 1R3, respectively, are the joint inventors of an invention entitled “PHYSICAL REALIZATIONS OF A UNIVERSAL ADIABATIC QUANTUM COMPUTER,” as described and claimed in the specification for which an application for United States letters patent was filed on April 4, 2008, and assigned Application No. 12/098,348. This application claims the benefit of U.S. Provisional Application No. 60/910,445, filed on April 5, 2007;

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 provisional patent application and in and to any letters patent(s) that claim the priority benefit of the provisional patent application 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

Application No. 12/098,348

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.

June 25 08
Date

Jacob Daniel Biamonte
Jacob Daniel Biamonte

County: Middlesex
City of _____
State: Massachusetts
Province of _____

ss.

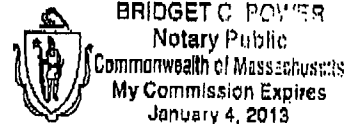
I certify that I know or have satisfactory evidence that Jacob Daniel Biamonte is the person who appeared before me, and said person acknowledged that he signed this instrument and acknowledged it to be his free and voluntary act for the uses and purposes mentioned in the instrument.

Dated June 24, 2008

Signature of Notary Public Bridget C Power

Printed Name Bridget C Power

My appointment does not expire.



Date

Andrew Joseph Berkley

City of _____

ss.

Province of _____

I certify that I know or have satisfactory evidence that Andrew Joseph Berkley 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 _____

Signature of Notary Public _____

Application No. 12/098,348

Printed Name _____

My appointment does not expire.

Date_____
Mohammad Amin

City of _____)

Province of _____)

ss.

I certify that I know or have satisfactory evidence that Mohammad Amin 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 _____

Signature of
Notary Public _____

Printed Name _____

My appointment does not expire.

1160676_1.DOC
(240105.462)