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06-19-2001

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
Tab settings ⇌ ⇌ ⇌ ▼



U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

101753989 ▼ ▼ ▼

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

EMEMORIES, INC.

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State DELAWARE
- Other _____

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

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other _____

Execution Date: MAY 9, 2001

2. Name and address of receiving party(ies)

Name: PHOTOWORKS, INC.
 Internal Address: _____
 Street Address: 1260 16TH AVENUE
 City: SEATTLE State: WA Zip: 98119

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State WASHINGTON
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

SEE ATTACHED

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: HAROLD J. MILSTEIN
HELLER FHRMAN WHITE & MCAULIFFE LLP

Street Address: _____
275 MIDDLEFIELD ROAD
 City: MENLO PARK State: CA Zip: 94025

6. Total number of applications and registrations involved: 7

7. Total fee (37 CFR 3.41).....\$ 190.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

08-1645

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

HAROLD J. MILSTEIN
Name of Person Signing

Signature

5/31/01
Date

Total number of pages including cover sheet, attachments, and document: 7

06/18/2001 TDI:AZ1 00000082 76007880

01 FC:481
02 FC:482

40.00 OP
150.00 OP

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 002315 FRAME: 0807

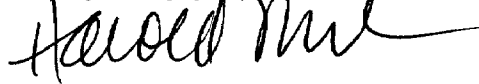
<u>TRADEMARK NAME</u>	<u>SERIAL NO.</u>
E MEMORIES	76/007,880
E MEMORIES.COM	76/007,882
E MEMORIES.COM	76/007,881
E MEMORIES.COM	76/007,879
ONE PICTURE. ENDLESS POSSIBILITIES.	76/144,402
ONE PICTURE. ENDLESS POSSIBILITIES.	76/144,403
ONE PICTURE. ENDLESS POSSIBILITIES.	76/144,404

1. A signed Recordation Form Cover Sheet with attached Trademark Assignment document.
2. Check in the Amount of \$190.00 with deposit account authorization thereon Recordation Form Cover Sheet in event of deficiency in payment of fees.
3. A stamped, self-addressed, postcard to acknowledge receipt.

In the event that the enclosed amount is insufficient for the fee, you are authorized to draw on our deposit account No. 08-1645 (Reference No. 21237-0008) as necessary. A copy of this transmittal letter is enclosed for this purpose.

Thank you for your assistance in this matter.

Very truly yours



Harold J. Milstein

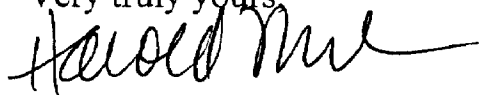
Enclosures

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Very truly yours,



Harold J. Milstein

Enclosures

ASSIGNMENT OF TRADEMARKS

WHEREAS, eMemories, Inc., a Delaware corporation, having an address at 1875 Century Park East, Suite 1100, Los Angeles, California 90067, has adopted, is using or intends to use and is the owner of the following trademarks with applications before the United States Patent and Trademark Office:

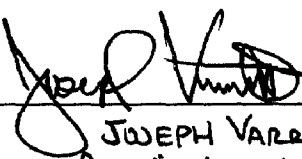
<u>Trademark</u>	<u>Serial No.</u>	<u>Date of Application</u>
E MEMORIES	76/007,880	March 23, 2000
E MEMORIES.COM	76/007,882	March 23, 2000
E MEMORIES.COM	76/007,881	March 23, 2000
E MEMORIES.COM	76/007,879	March 23, 2000
ONE PICTURE. ENDLESS POSSIBILITIES.	76/144,402	October 6, 2000
ONE PICTURE. ENDLESS POSSIBILITIES.	76/144,403	October 6, 2000
ONE PICTURE. ENDLESS POSSIBILITIES.	76/144,404	October 6, 2000

WHEREAS, PhotoWorks, Inc., a Washington corporation, having its principal address at 1260 16th Avenue West, Seattle, Washington 98119, is desirous of acquiring the trademarks and their applications as successor to the business of the Assignor to which the marks relate;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, E MEMORIES, INC. assigns to PHOTOWORKS, INC., all right, title and interest in the United States in and to the trademarks and the applications together with the goodwill of the business symbolized by the trademarks and the applications thereof.

E MEMORIES, INC.

Dated as of May 9, 2001

By: 
Name: JOSEPH VARRAVETO
Title: President and COO