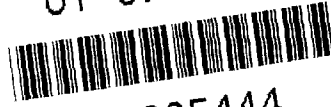


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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

MyCamera.com, Inc.

- Individual(s) Association General Partnership Limited Partnership Corporation-State Colorado 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:

2. Name and address of receiving party(ies)

Name: Mike's Camera, Inc.

Internal Address:

Street Address: 2500 Pearl Street

City: Boulder State: CO Zip: 80302-3819

- Individual(s) citizenship Association General Partnership Limited Partnership

Corporation-State Colorado

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)

76/035,118 and 75/830,905

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: Kelly Duffield

Internal Address:

Chrisman, Bynum & Johnson

Street Address: 1900 Fifteenth Street

City: Boulder State: CO Zip: 80302

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 3.41) \$ 80.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

(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.

Jode Weidmann

Name of Person Signing

Jode Weidmann Signature

11/16/01 Date

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

01/07/2002 LWUELLER 00000001 76035118

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

01 FC:481 02 FC:482

40.00 DP 25.00 DP

Refund Ref: 01/07/2002 LWUELLER 0000113128

CHECK Refund Total: \$15.00

TRADEMARK REEL: 002417 FRAME: 0474

ASSIGNMENT OF TRADEMARKS, SERVICE MARKS AND TRADE NAMES

The below named Assignor ("Assignor") has adopted and is using the following trademarks, service marks and trade names:

The trademark and service mark "MYCAMERA" and the trademark application filed with the U.S. Patent and Trademark Office, serial number 75/830,905 relating thereto; and

The trademark and service mark "THE ON-LINE IMAGING AUTHORITY" and the trademark application filed with the U.S. Patent and Trademark Office, serial 76/035,118 relating thereto

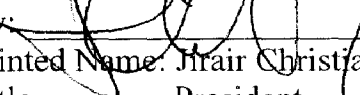
(together, the "Marks"). Assignor has agreed to sell to MIKE'S CAMERA, INC., a Colorado corporation ("Assignee"), the Marks, the goodwill connected with and symbolized by the Marks, and that portion of Assignor's business to which the Marks pertain.

Now, therefore, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby assign, transfer, set over, convey and deliver to Assignee all of Assignor's right, title, and interest in and to the Marks and any registrations thereof together with (i) the goodwill of the business connected with the use of and symbolized by the Marks; (ii) that portion of Assignor's business to which the Marks pertain; and (iii) all causes of action, claims and demands or other rights for, or arising from any infringement, including past infringement, of the Marks.

Assignor further agrees, without further consideration, to cause to be performed such lawful acts and to be executed such further assignments and other lawful documents as Assignee may reasonably request to effectuate fully this Assignment and to permit Assignee to be duly recorded as the registered owner and proprietor of the rights hereby conveyed.

Assignor has caused this Assignment to be executed by the signature of its duly authorized officer effective as of March 31, 2001.


MYCAMERA.COM, INC.,
a Colorado corporation,

By: 
Printed Name: Jirair Christianian
Title: President

STATE OF COLORADO)
)
COUNTY OF BOULDER) ss.

The foregoing instrument was acknowledged before me this 13th day of November 2001, by Jirair Christianian, as President of MyCamera.com, Inc., a Colorado corporation.

Witness my hand and official seal.


Elizabeth M. Jenkins, Notary Public

My commission expires: September 28, 2003.
(SEAL)