

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

| | |
|------------------------------|----------------------------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|----------------|----------|----------------|-----------------------|
| dotPhoto, Inc. | | 06/21/2006 | CORPORATION: DELAWARE |

RECEIVING PARTY DATA

| | |
|--------------------------|---------------------------|
| Name: | MMV Financial Inc. |
| Street Address: | 95 Wellington Street West |
| Internal Address: | 22nd Floor |
| City: | Toronto |
| State/Country: | CANADA |
| Postal Code: | M5J 2N7 |
| Entity Type: | CORPORATION: CANADA |

PROPERTY NUMBERS Total: 14

| Property Type | Number | Word Mark |
|----------------|----------|-----------------------------|
| Serial Number: | 78324486 | CELEPRINTS |
| Serial Number: | 78058825 | CLICK & DELIVER |
| Serial Number: | 78058341 | DOTPHOTO |
| Serial Number: | 78005303 | DOTPHOTO |
| Serial Number: | 78902832 | EXCLAIM |
| Serial Number: | 78902852 | EXCLAIM MEDIA |
| Serial Number: | 78058834 | KLICK & DELIVER |
| Serial Number: | 78821118 | MYFUTURE |
| Serial Number: | 78821109 | MYLOVESIGNS |
| Serial Number: | 78821086 | MYRINGTALKER |
| Serial Number: | 78821124 | MYTALKINGHEAD |
| Serial Number: | 76344083 | PICTAVISION |
| Serial Number: | 76525181 | THE FUTURE OF YOUR MEMORIES |

CH \$365.00 78324486

Serial Number:

75880121

ZAPSHOT

CORRESPONDENCE DATA

Fax Number: (973)597-2400

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

Phone: 973-597-2500

Email: lstrademark@lowenstein.com

Correspondent Name: Vanessa A. Ignacio, Esq.

Address Line 1: 65 Livingston Avenue

Address Line 4: Roseland, NEW JERSEY 07068

ATTORNEY DOCKET NUMBER:

16664-1

DOMESTIC REPRESENTATIVE

Name:

Address Line 1:

Address Line 2:

Address Line 3:

Address Line 4:

NAME OF SUBMITTER:

Vanessa A. Ignacio, Esq.

Signature:

/s/ Vanessa A. Ignacio

Date:

08/01/2006

Total Attachments: 5

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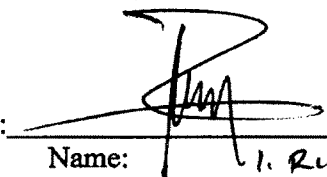
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CONFIRMATION OF GRANT OF SECURITY INTEREST

This will confirm that, pursuant to a general security agreement (hereinafter referred to as the "GSA") dated ~~May~~^{June} 21, 2006, between dotPhoto, Inc., a corporation incorporated under the laws of the State of Delaware (hereinafter referred to as "dotPhoto"), whose full post office address is Ewing Commerce Park, 111 Silvia Street, West Trenton, New Jersey 08628, U.S.A. and MMV Financial Inc. (hereinafter referred to as "MMV"), a specialty finance corporation incorporated under the laws of Canada, whose full post office address is 95 Wellington Street West, 22nd Floor, Toronto, Ontario, M5J 2N7, and for good and valuable consideration, the receipt and sufficiency of which are hereby confirmed and acknowledged, dotPhoto confirms that it has granted to MMV a security interest, lien and charge in all of dotPhoto's right, title and interest in and to the intellectual property listed on the Schedule attached hereto, including, without limitation, the copyrights, trademarks, patents and trademark and patent applications and registrations listed therein, and in and to any and all continuations, continuations-in-part, updates, developments, divisions, reissues and re-examinations which issue therefrom, the same to be held and enjoyed by MMV, strictly subject to the terms of the GSA.

EXECUTED at West Trenton, New Jersey this 21st day of June, 2006.

DOTPHOTO, INC.

Per:  c/s
Name: J. Ruzic
Title: PRESIDENT + CEO

I have authority to bind the Corporation.

SCHEDULE

(1) Patents and Trademarks

The Company has invented several technologies related to the storage and sharing of images on the web and on cell phone handsets.

The Company is in the process of obtaining patent protection for certain of its products and processes as well as working to preserve its trademarks and trade secrets. At present, the Company has registered the following US trademarks: "PICTAVISION" US Registration No. 2,778,401; "DOTPHOTO" US Registration No. 2,696,603; and "CLICK AND DELIVER" US Registration No. 2,986,625. It also owns the domain names WWW.DOTPHOTO.COM and WWW.TELEPRINTS.COM. The Company has also pursued patent protection in the United States and internationally for technology that it believes to be proprietary and for technology that offers us a potential competitive advantage for its products. The Company currently has the following US, PCT and foreign patent applications pending: US Application N. 10/842,225 filed on May 10, 2004 for an "Internet Presentation System"; PCT application No. PCT/US05/16262 filed on May 9, 2005 also entitled "Internet Presentation System" and due for national phase conversion on Nov. 10, 2006 (continuation-in-part of US application 10/842,255); US Application No. 10/468,323 filed on Aug. 15, 2003 for a "Wireless Click and Deliver Camera System"; US Application 10/475,271 filed on Oct. 20, 2003 and related foreign patent applications including Canadian application 2445038, European application 02726786.3 and Japanese application no. 2002-584186 all for an "Automatic Camera Image Transmittal System"; and, US Application No. 11/139,948 filed May 27, 2005 for a "Method and Apparatus for Image Distribution using a Cell Phone."

| Application Number | Date | Status |
|------------------------------------------------------------------------------------------|------------------------------------|------------------------------------------------------------------------------------------------------|
| 5280-102 P "Internet Presentation System" 60/198,098 filed on 4/18/00 | | Provisional Patent Application – Naturally Expired – proceeded with regular U.S. filing on 4/18/01 |
| 5280-102 US | 09/837,392 filed on 04/18/2001 | Abandoned – Intentional Failure to Respond to an Office Action |
| 5280-102- CIP (US) | 10/842,225 filed on 05/10/2004 | PENDING-Awaiting 1 st Office Action |
| 5280-102 CIP PCT | PCT/US05/16262 filed on 05/09/2005 | PENDING -30 month Nation Phase due 11/10/06 |
| 5280-103 P "Wireless Click and Deliver" 60/269,837 filed on 2/20/2001 | | Provisional Patent Application – Naturally Expired – proceeded with regular U.S. filing on 2/20/2002 |

| | | |
|-------------|----------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|
| 5280-103 WO | PCT/US02/05036 on 2/20/2002 | Naturally Expired – Proceeded Nationally but only in the U.S. |
| 5280-103 US | 10/468,323 filed on 08-15- 2003 Published - #US 2004- 0100641 A1 on 05-27-2004 | PENDING - Published-Anticipate first office action in 9/07. |
| 5280-104 P | “Automatic Camera Image Trans....” 60/285,476 on 4/20/01 | Provisional Patent Application – Naturally Expired – proceeded with regular U.S. filing on 4/20/02 |
| 5280-104 WO | PCT/US02/12649 on 4/19/02 | Naturally Expired- Proceeded Nationally in CA, EP, JP and US |
| 5280-104 CA | 2445038 filed on 10/20/03 | PENDING – Annuity Fee – 3 yr due 4/19/2006-Examination Request due 4/19/07 |
| 5280-104 EP | 02726786.3 filed on 10/20/03 | PENDING – Annuity Fee due 4/19/2006-Awaiting Examiner’s Review and Issuance of 1 st Office Action |
| 5280-104 JP | 2002-584186 filed on 10/20/03 Published - #2005-507574 on 3/17/05 | PENDING – Published - Exam. Requested-Awaiting Examiner Review and Issuance of 1 st Office Action |
| 5280-104 US | 10/468,323 filed on 8/15/03 Published - #US -2004- 0100641 on 5/27/04 | PENDING – Published-Anticipate receipt of 1 st Office Action in 9/06 |
| 5780-117P | “...Image Distribution by Cell Phone” 60/574,796 filed on 5/27/04 | Provisional Patent Application – Naturally Expired – proceeded with regular U.S. filing on 5/27/05 |
| 5780-117 US | 11/139,948 filed on 5/27/05 | PENDING-Published-Awaiting Examiner Review |

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|--|--------------------------------|-----------------|
| | Published- #US-2005-0266839-A1 | Examiner Review |
|--|--------------------------------|-----------------|

EUROPE- "Automatic Camera Image Transmittal System" Filing Date 4/20/01 Pending

JAPAN- "Automatic Camera Image Transmittal System" Filing Date 4/20/01 Pending

CANADA- "Automatic Camera Image Transmittal System" Filing Date 4/20/01 Pending

(2) Trademarks

| Mark | Serial Number | Filing Date | Registration Number | Registration Date | USPTO Status |
|-----------------|---------------|-------------|---------------------|-------------------|--------------------------------------------|
| CELEPRINTS | 78/324,486 | 11/07/03 | | | Dead/Abandoned |
| CLICK & DELIVER | 78/058,825 | 04/17/01 | 2,986,625 | 08/16/05 | Live / Registered on Supplemental Register |
| DOTPHOTO | 78/058,341 | 04/13/01 | | | Dead/Abandoned |
| DOTPHOTO | 78/005,303 | 04/24/00 | 2,696,603 | 03/11/03 | Live/Registered |
| EXCLAIM | 78/902,832 | 06/07/06 | | | Live/Pending |
| EXCLAIM MEDIA | 78/902,852 | 06/07/06 | | | Live/Pending |
| KLICK & DELIVER | 78/058,834 | 04/17/01 | | | Dead/Abandoned |
| MYFUTURE | 78/821,118 | 02/22/06 | | | Live/Pending |
| MYLOVESIGNS | 78/821,109 | 02/22/06 | | | Live/Pending |

| Mark | Serial Number | Filing Date | Registration Number | Registration Date | USPTO Status |
|-----------------------------|---------------|-------------|---------------------|-------------------|-----------------|
| MYRINGTALKER | 78/821,086 | 02/22/06 | | | Live/Pending |
| MYTALKINGHEAD | 78/821,124 | 02/22/06 | | | Live/Pending |
| PICTAVISION | 76/344,083 | 11/30/01 | 2,778,401 | 10/28/03 | Live/Registered |
| THE FUTURE OF YOUR MEMORIES | 76/525,181 | 06/24/03 | | | Dead/Abandoned |
| ZAPSHOT | 75/880,121 | 01/04/00 | | | Dead/Abandoned |