

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/24/2008

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Photoworks, Inc.		01/23/2008	CORPORATION:
Photo Merger Corp.		01/23/2008	CORPORATION:

RECEIVING PARTY DATA

Name:	Photoworks, Inc.
Street Address:	71 Columbia Street
Internal Address:	Suite 200
City:	Seattle
State/Country:	WASHINGTON
Postal Code:	98104
Entity Type:	CORPORATION: WASHINGTON

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Registration Number:	1593459	PHOTO WORKS VISUAL MARKETING
Registration Number:	2641276	PHOTODVD
Registration Number:	2372311	PHOTOMAIL
Registration Number:	2696201	PHOTOWORKS
Registration Number:	2018625	PHOTOWORKS
Registration Number:	2764674	PHOTOWORKS
Registration Number:	2698210	PHOTOWORKS
Registration Number:	3395388	PHOTOWORKS EMAIL-A-BOOK
Registration Number:	1681692	SEATTLE FILMWORKS
Serial Number:	77502137	PHOTOSTREAMER

CORRESPONDENCE DATA

900128399

**TRADEMARK
 REEL: 003945 FRAME: 0307**

CH \$265.00 1593459

Fax Number: (216)252-6741
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
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ATTORNEY DOCKET NUMBER:	PHOTOWORKS
NAME OF SUBMITTER:	Paul Cardenas
Signature:	/pdc/
Date:	03/03/2009

Total Attachments: 1
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FILED
SECRETARY OF STATE
JAN 23 2008
STATE OF WASHINGTON

ARTICLES OF MERGER
OF
PHOTOWORKS, INC.,
a Washington corporation
AND
PHOTO MERGER CORP.,
a Washington corporation

Pursuant to the provisions of RCW 23B.11.050, the following Articles of Merger are executed for the purpose of merging PhotoWorks, Inc., a Washington corporation ("Subsidiary"), with and into Photo Merger Corp., a Washington corporation ("Parent").

1. The Plan of Merger (the "Plan of Merger") providing for the merger of Subsidiary with and into Parent is attached hereto as Exhibit A.
2. The Plan of Merger was duly approved by the board of directors of each of Parent and Subsidiary.
3. The Plan of Merger was not required to be approved by the shareholders of either Parent or Subsidiary pursuant to RCW 23B.11.040.
4. Upon effectiveness of these Articles of Merger and pursuant to the Plan of Merger, the name of Parent shall be PhotoWorks, Inc.
5. These Articles of Merger shall become effective at 12:00 a.m. midnight (Eastern Standard Time) on the date following the date of filing these Articles of Merger.

{Signature page follows}