

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
Name	Formerly	Execution Date	Entity Type
iMemories, Inc.		03/16/2009	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
Name:	Sanford Rothman		
Street Address:	8525 E. San Bruno Dr.		
City:	Scottsdale		
State/Country:	ARIZONA		
Postal Code:	85258		
Entity Type:	INDIVIDUAL: UNITED STATES		
<b>PROPERTY NUMBERS Total: 2</b>			
Property Type	Number	Word Mark	
Registration Number:	3555877	I	
Registration Number:	3452187	IMEMORIES	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(602)664-2091		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Email:	trademarks@omlaw.com		
Correspondent Name:	Jonathan F. Ariano		
Address Line 1:	2929 N. Central Ave.		
Address Line 2:	Suite 2100		
Address Line 4:	Phoenix, ARIZONA 85012		
ATTORNEY DOCKET NUMBER:	13559.1		
NAME OF SUBMITTER:	Jonathan F. Ariano		
Signature:	/jonathan.f.ariano/		
Date:	03/19/2009		

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Total Attachments: 2

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NOTICE OF SECURITY INTEREST IN  
TRADEMARKS

NOTICE IS HEREBY GIVEN that IMEMORIES, INC., a Delaware corporation ("Company") with office located at 9181 East Bell Road, Scottsdale, Arizona 85260, and SANFORD ROTHMAN, an individual residing in the State of Arizona (the "Secured Party") with an address at 8525 E. San Bruno Dr., Scottsdale, AZ 85258, have entered into a Security Agreement dated as of March 16, 2009 (the "Security Agreement").

Pursuant to the Security Agreement, the Company has conveyed, pledged, assigned and transferred to the Secured Party, and have granted to the Secured Party, a security interest in, the registered trademarks and service marks, applications for registration of trademarks and service marks, and licenses of registered trademarks and service marks listed in Schedule A hereto, together with the goodwill of the business symbolized thereby, (c) all actions for infringement concerning the foregoing, and (d) all receivables arising out of the foregoing, to secure the payment, performance and observance of the Obligations as defined in the Security Agreement.

The Commissioner of Patents and Trademarks is requested to record this notice in its records.

Dated: March 16, 2009

**COMPANY:**

iMemories, Inc., a Delaware corporation

By: Mark Rukavina  
Name: Mark A. Rukavina  
Title: President & CEO

**Schedule A**  
**Intellectual Property**  
**IMEMORIES, INC.**  
**SCHEDULE OF REGISTERED INTELLECTUAL PROPERTY RIGHTS**

"i" (design)	77160430 / 3555877	2009-01-06 – Registered – Principal Register
IMEMORIES (word)	77160428 / 3452187	2008-06-24 - Registered – Principal Register