

09-26-2002
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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Wachovia Bank 9-23-02

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other National Banking Association

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

2. Name and address of receiving party(ies)
Name: DRM Technologies, L.L.C.
Internal
Address: Suite 101
Street
Address: 6601 East Grant Road
City: Tucson State AZ Zip 85715

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other AZ Limited Liability Company

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: June 28, 2002

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
75/794,143; 75/794,144;

Additional number(s) attached Yes No

B. Trademark Registration No.(s)
2,085,643; 2,102,995; 2,102,877; 2,381,682

OFFICE OF PATENT RECORDS
2002 SEP 23 AM 2:28
FINANCE SECTION

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Daniele E. Bourgeois
 Internal Address: TROUTMAN SANDERS LLP
Bank of America Plaza, Suite 5200
 Street Address: 600 Peachtree Street
 City: Atlanta State Ga Zip: 30308

6. Total number of applications and registrations involved:.....

7. Total fee (37 CFR 3.41)..... \$ 165.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
20-i507
 (Attach duplicate copy of this page if paying by deposit account)

09/25/2002 DBYRNE 00000075 75794143 DO NOT USE THIS SPACE

01 FC:481 40.00 DP
02 FC:482 25.00 DP

Statement and signature 40.00 DP
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.

Daniele E. Bourgeois Daniele E Bourgeois September 17, 2002
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 3

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

ASSIGNMENT OF TRADEMARKS

THIS ASSIGNMENT, dated effective as of the 28th day of June, 2002, is made by WACHOVIA BANK, NATIONAL ASSOCIATION., a national banking association (the "Assignor"), to DRM TECHNOLOGIES, L.L.C., an Arizona limited liability company (the "Assignee"), recites and provides:

WHEREAS, Assignee desires to obtain all right, title, and interest in and to certain trademarks and trademark applications identified in Schedule A annexed hereto (collectively hereinafter the "Marks"), together with the goodwill of the business symbolized by the Marks;

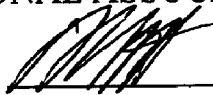
NOW, THEREFORE, in exchange for good and valuable consideration, receipt and sufficiency of which is hereby acknowledged, the Assignor hereby assigns, sells and transfers to the Assignee, its successors and assigns, the entire right, title, and interest of Assignor in and to the Marks, together with the goodwill of the business symbolized by the Marks.

This assignment is made on an as is where is basis, without recourse or any representation or warranty expressed or implied, including any warranties as to title or as to merchantability and fitness for a particular purpose, all of which are expressly disclaimed, and Assignee hereby acquires and purchases the Marks from Assignor on such terms. The terms of that certain Bill of Sale executed by Assignor to Assignee dated the date hereof relating to the Marks is hereby incorporated herein by reference.

IN WITNESS WHEREOF, the Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of the day and year first above written.

WACHOVIA BANK,
NATIONAL ASSOCIATION

By: _____


Richard Gaudet
Senior Vice President

SCHEDULE A

**To Assignment of Trademarks from Wachovia Bank, National Association
to DRM Technologies, L.L.C.**

TRADEMARKS

Jurisdiction	Registration No. (Application No.)	Mark	Registration Date (Filing Date)
US	2,085,643	DESKVAULT	08/05/1997
US	2,102,995	PC DESKGATE	10/07/1997
US	2,102,877	PC GATE	10/07/1997
US	2,381,682	UNIVERSAL ENVELOPE	08/29/2000
US	(75/794,143)	TALKBACK ENVELOPE	(09/09/1999)
US	(75/794,144)	TALKBACK TUNES	(09/09/1999)