

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|-------------|----------|----------------|-------------------------------------|
| BioPay, LLC | | 02/22/2006 | LIMITED LIABILITY COMPANY: VIRGINIA |

RECEIVING PARTY DATA

| | |
|------------------------|---------------------------------------|
| Name: | Pay By Touch Checking Resources, Inc. |
| Street Address: | 101 Second Street, Suite 1500 |
| City: | San Francisco |
| State/Country: | CALIFORNIA |
| Postal Code: | 94105 |
| Entity Type: | CORPORATION: DELAWARE |

PROPERTY NUMBERS Total: 19

| Property Type | Number | Word Mark |
|----------------|----------|------------------------|
| Serial Number: | 78768576 | BIOPAY PAYCHECK SECURE |
| Serial Number: | 78134422 | BCREDIT |
| Serial Number: | 78395222 | BLATE |
| Serial Number: | 78411948 | BYOURSELF |
| Serial Number: | 78455826 | BIOPAY |
| Serial Number: | 78470279 | B BIOPAY |
| Serial Number: | 78486158 | PAYCHECK SECURE |
| Serial Number: | 78594177 | WAIT2PAY |
| Serial Number: | 78744552 | BIOPAY VISION NETWORK |
| Serial Number: | 78754183 | B BIOPAY |
| Serial Number: | 76520533 | BACCESS |
| Serial Number: | 78134416 | BCHECK |
| Serial Number: | 78185124 | BIOBUCKS |

CH \$490.00 78768576

| | | |
|----------------|----------|---------------------------------|
| Serial Number: | 75824850 | BIOPAY |
| Serial Number: | 78134405 | THE SMART, SECURE WAY TO PAY |
| Serial Number: | 78134400 | PAYCHECK SECURE |
| Serial Number: | 78134427 | PAYCHECK SECUREPLUS |
| Serial Number: | 78320159 | CARD FREE SHOPPING |
| Serial Number: | 78307221 | YOU CAN'T LEAVE HOME WITHOUT IT |

CORRESPONDENCE DATA

Fax Number: (415)217-5910
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 415.434.1600
Email: trademark@howardrice.com
Correspondent Name: Carole F. Barrett
Address Line 1: Three Embarcadero Center, 7th Floor
Address Line 4: San Francisco, CALIFORNIA 94111-4024

| | |
|-------------------------|-------------------|
| ATTORNEY DOCKET NUMBER: | 40325.01 |
| NAME OF SUBMITTER: | Carole F. Barrett |
| Signature: | /CFB_lmd/ |
| Date: | 02/23/2006 |

Total Attachments: 5
source=biopay_assignment#page1.tif
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ASSIGNMENT OF INTELLECTUAL PROPERTY

THIS ASSIGNMENT OF INTELLECTUAL PROPERTY ("Assignment") is made and entered into effective as of January 17, 2006 ("Effective Date") by and between BIOPAY, LLC ("Seller"), a Virginia limited liability company, TIMOTHY ROBINSON ("Robinson"), in his capacity as an individual whose address is 12145 Chancery Station Circle, Reston, VA 20190 (each, an "ASSIGNOR" and collectively, the "ASSIGNORS") and PAY BY TOUCH CHECKING RESOURCES, INC. ("ASSIGNEE"), a Delaware corporation whose address is 101 Second Street, Suite 1500, San Francisco, CA 94105.

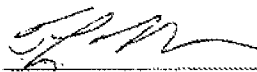
WHEREAS, pursuant to the terms and conditions of that certain Asset Purchase Agreement (the "Agreement") entered into as of December 6, 2005 by and between the ASSIGNORS and SOLIDUS NETWORKS, INC. ("Purchaser"), a Delaware corporation whose address is 101 Second Street, Suite 1500, San Francisco, CA 94105, the ASSIGNORS have agreed to assign, convey and transfer all Intellectual Property and Intellectual Property Rights as those terms are defined in the Agreement, including, but not limited to, those patents, patent applications and patents maturing from such patents and patent applications, including all foreign counterparts, reissued patents, re-examined patents, continuations, and continuations-in-part, identified in Exhibit A attached hereto, those registered trademarks, service marks and applications therefor, and all goodwill associated therewith, identified in Exhibit B attached hereto to the ASSIGNEE, and those copyright registrations and applications identified in Exhibit C attached hereto.

IN WITNESS WHEREOF, ASSIGNORS and ASSIGNEE have caused this Assignment to be executed by their duly authorized representatives as of the Effective Date.

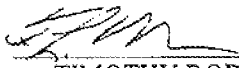
ASSIGNOR:

BIOPAY, LLC,
a Virginia limited liability company

Dated: 2/22/06

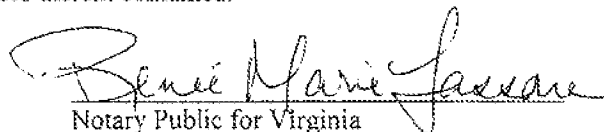
By 
Timothy Robinson, Manager

Dated: 2/22/06


TIMOTHY ROBINSON, in his capacity as an individual

STATE OF VIRGINIA)
) ss.
County of Fairfax)

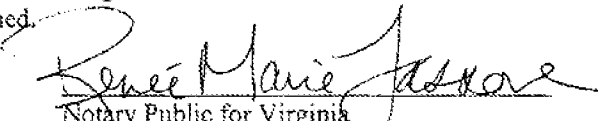
On this 22 day of February, 2006, before me, personally appeared Timothy Robinson, who, being by me duly sworn, did depose and say that he is the Manager of BIOPAY, LLC, a Virginia limited liability company, the company described in and which executed the above instrument, and that he as such Manager, being authorized to do so, executed the foregoing instrument for the purposes therein contained.


Notary Public for Virginia
My commission expires: _____

[SEAL]

STATE OF VIRGINIA)
) ss.
County of Fairfax)

On this 22 day of February, 2006, before me, personally appeared Timothy Robinson, to me known to be the person who is described in and who executed the foregoing assignment instrument and acknowledged to me that he executed the same of his own free will for the purpose therein contained.


Notary Public for Virginia
My commission expires: _____

[SEAL]

My Commission Expires
August 31, 2009

ASSIGNEE:

PAY BY TOUCH CHECKING RESOURCES, INC.

Dated: 2/23/06


By 
Steve Zelinger, Secretary

Exhibit B

U.S. Trademark Registrations

| Mark | Reg. No. | Reg. Date | Ser. No. | Filing Date | Owner |
|------------------------------|----------|------------|----------|-------------|------------|
| BACCESS | 2944558 | 4/26/2005 | 76520533 | 5/30/2003 | BioPay LLC |
| BCHECK | 2745314 | 7/29/2003 | 78134416 | 6/10/2002 | BioPay LLC |
| BIOBUCKS | 2818478 | 2/24/2004 | 78185124 | 11/14/2002 | BioPay LLC |
| BIOPAY | 2488937 | 9/11/2001 | 75824850 | 10/18/1999 | BioPay LLC |
| BIOPAY | 3053587 | 1/31/2006 | 78455826 | 7/23/2004 | BioPay LLC |
| BIOPAY (stylized) | 3053738 | 1/31/2006 | 78470279 | 8/19/2004 | BioPay LLC |
| THE SMART, SECURE WAY TO PAY | 2745313 | 12/29/2003 | 78134405 | 6/10/2002 | BioPay LLC |
| PAYCHECK SECURE | 2745312 | 7/29/2003 | 78134400 | 6/10/2002 | BioPay LLC |
| PAYCHECK SECUREPLUS | 2745316 | 7/29/2003 | 78134427 | 6/10/2002 | BioPay LLC |

U.S. Trademark Applications

| Mark | Ser. No. | Filing Date | Owner |
|-----------------------------------|----------|-------------|---------------------------|
| YOU CAN'T LEAVE HOME WITHOUT IT | 78307221 | 9/30/2003 | BioPay LLC (Abandoned) |
| CARD FREE SHOPPING | 78320159 | 10/29/2003 | BioPay LLC (Abandoned) |
| BCREDIT | 78134422 | 6/10/2002 | BioPay LLC |
| BLATE | 78395222 | 4/2/2004 | BioPay LLC |
| BYOURSELF | 78411948 | 5/3/2004 | BioPay LLC |
| PAYCHECK SECURE (stylized) | 78486158 | 9/20/2004 | BioPay LLC |
| Wait2Pay | 78594177 | 3/24/2005 | BioPay LLC |
| BioPay Vision Network | 78744552 | 11/1/2005 | BioPay LLC |
| b bioPay (hand mark stylized) | 78754183 | 11/15/2005 | BioPay LLC |
| BioPay Paycheck Secure (stylized) | 78768576 | 12/7/2005 | BioPay LLC |

Foreign Trademarks Registrations and Applications

| Mark | Reg. No. | Reg. Date | App. No. | Filing Date | Country | Owner |
|--------|----------|-----------|----------|-------------|---------|------------|
| BIOPAY | | | 1243785 | 1/17/2005 | Canada | BioPay LLC |
| BIOPAY | 888162 | 6/24/2005 | | 2/22/2005 | Mexico | BioPay LLC |

Exhibit C

U.S. Copyright Registrations

| Title | Material | Reg. No. | Reg. Date |
|---------------------------------------|-----------------------------------|--------------|-----------|
| BioPay Payments | BCHECK 2.06 | TXu1-186-971 | 6/24/2004 |
| BioPay In-Store Web Enrollment Manual | ISWE User Manual (Lowes-Specific) | TXu1-260-381 | 8/30/2005 |
| Paycheck Secure (BVS) | PCS software (as of 07/16/2003) | TXu1-145-293 | 7/24/2003 |
| Paycheck Secure (BVS) 7.1 | PCS 7.1 (09.13.04) | TX 6-113-432 | 11/1/2004 |
| Paycheck Secure (BVS) 7.2 | PCS 7.2 (03.13.05) | TX 6-159-590 | 4/5/2005 |

U.S. Copyright Applications

| Title | Material | Date Filed |
|---------------------------|--------------------|------------|
| Paycheck Secure (BVS) 7.3 | PCS 7.3 (08.24.05) | 12/14/2005 |
| Paycheck Secure (BVS) 7.4 | PCS 7.4 (12.09.05) | 12/14/2005 |