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Thierica Inc.

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BILL OF SALE

THIS BILL OF SALE, dated February, 15, 2002, is given to DFS Linkages, Inc., a Michigan corporation (the "Purchaser") by John C. Wheeler, solely in his capacity as Trustee-Assignee of ProofSpace, Inc., a Delaware Corporation (the "Seller").

In consideration of the payment made by the Purchaser to Seller in the amount of \$72,500.00 and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Seller hereby sells and assigns all of Seller's right, title, and interest in, to and under the assets listed on Exhibit "A" attached hereto, including, without limitation, the copyrights therein and all goodwill associated therewith, to Purchaser.

PURCHASER OR ITS DESIGNEE IS ACQUIRING THE ASSETS "AS IS, WHERE IS" WITH ALL FAULTS AND DEFECTS (INCLUDING DEFECTS OF TITLE) AND SUBJECT TO ANY AND ALL LIENS, CLAIM, CHARGES, ENCUMBRANCES, SECURITY INTERESTS, RESTRICTIONS, AND OTHER INTERESTS. PURCHASER OR ITS DESIGNEE ACKNOWLEDGES AND AGREES THAT SELLER HAS NOT MADE AND DOES NOT MAKE, AND SELLER SPECIFICALLY DISCLAIMS, ANY REPRESENTATIONS, WARRANTIES, PROMISES, COVENANTS, AGREEMENTS OR GUARANTIES OF ANY KIND OR CHARACTER WHATSOEVER, WHETHER EXPRESS OR IMPLIED, ORAL OR WRITTEN, PAST, PRESENT OR FUTURE, OF, AS TO, CONCERNING OR WITH RESPECT TO THE NATURE, QUALITY OR CONDITION OF THE ASSETS. PURCHASER OR ITS DESIGNEE ACKNOWLEDGES THAT PURCHASER, HAVING BEEN GIVEN THE OPPORTUNITY TO INSPECT THE ASSETS, IS RELYING SOLELY ON ITS OWN INVESTIGATION OF THE ASSETS AND NOT ON ANY INFORMATION PROVIDED OR TO BE PROVIDED BY ANY OTHER PARTY. PURCHASER OR ITS DESIGNEE FURTHER ACKNOWLEDGES THAT NO INDEPENDENT INVESTIGATION OR VERIFICATION HAS BEEN OR WILL BE MADE BY SELLER WITH RESPECT TO ANY INFORMATION SUPPLIED BY SELLER CONCERNING THE ASSETS AND THAT SELLER MAKES NO REPRESENTATION AS TO THE ACCURACY OR COMPLETENESS OF SUCH INFORMATION, IT BEING INTENDED BY THE PARTIES THAT PURCHASER SHALL VERIFY THE ACCURACY AND COMPLETENESS OF SUCH INFORMATION ITSELF. PURCHASER OR ITS DESIGNEE ACKNOWLEDGES THAT THE DISCLAIMERS, AGREEMENTS AND OTHER STATEMENTS SET FORTH IN THIS

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PARAGRAPH ARE AN INTERGRAL PORTION OF THE BILL OF SALE AND ASSIGNMENT AND THAT SELLER WOULD NOT AGREE TO SELL THE ASSETS TO PURCHASER FOR THE PURCHASE PRICE CONSIDERATION WITHOUT THE DISCLAIMERS, AGREEMENTS AND OTHER STATEMENTS SET FORTH IN THIS PARAGRAPH.

Seller agrees that, from time to time after the delivery hereof, it will, upon the reasonable request of Purchaser, and at Purchaser's sole expense, take all such reasonable actions and execute and deliver all such documents, instruments and conveyances which may be reasonably necessary, desirable or appropriate to carry out the provisions of this Bill of Sale and Assignment.

IN WITNESS WHEREOF, this Bill of Sale has been executed and delivered on the date first above written.

SELLER

By: John C. Wheeler
John C. Wheeler, not individually, but solely as the Trustee-Assignee for ProofSpace, Inc.

10/23/2002 12:45 FAX 6164582271

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PROOFSPACE, INC.
Assets Sold

- 1 **All Patents**
Method and System for Transient Key Digital Time Stamp
- 2 **All Patents Applied For**
System & Method for Graphical Indicia for the Certification of Records
System & Method for Widely Witnessed Proof of Time
Compact Digital Time Stamp System
Method and System for Data Integrity Certification
- 3 **All owned or licensed software**
Whatever they Maybe
- 4 **All Source Codes developed/owned by ProofSpace**
- 5 **All Object Codes developed/owned by ProofSpace**
- 6 **All Trademarks and Copyrights**
ProofSpace
ProofMark
All other trademarks, service marks, copyrights, etc. that may exist.
- 7 **All Equipment**
As listed on attached spreadsheet
- 8 **All assets of ProofSpace in storage locker**
- 9 **All assets of ProofSpace wherever they may exist except for any funds the Assignee maintains for the administration of the Assignment.**
- 10 **All Trade Secrets**
- 11 **All goodwill associated with all of the assets listed in paragraphs 1-10 above.**

TRADEMARK