

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
-------------------------	----------------

NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
------------------------------	--

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
BitPass, Inc.		01/22/2007	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Digital River, Inc.
Street Address:	9625 West 76th Street
City:	Eden Prairie
State/Country:	MINNESOTA
Postal Code:	55127
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 12

Property Type	Number	Word Mark
Registration Number:	2794346	YAGA
Registration Number:	2794347	YAGA ACCESS
Registration Number:	2794348	YAGA ACCESS PLUS
Registration Number:	2797248	Y
Registration Number:	2797250	ACCESS
Serial Number:	78031427	EDELIVERY
Serial Number:	78031447	YOUR EDELIVERY NETWORK
Serial Number:	78208863	POWERING THE DIGITAL MARKETPLACE
Serial Number:	78198712	BITPASS
Serial Number:	78198715	BITPASS
Serial Number:	77005559	IMEDIA
Serial Number:	77005570	IMEDIA

CORRESPONDENCE DATA

OP \$315.00 2794346

Fax Number: (612)233-1317
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 612-850-1688
Email: sdempster@noakspa.com
Correspondent Name: Shawn Dempster
Address Line 1: 45 Island Road
Address Line 4: North Oaks, MINNESOTA 55127

ATTORNEY DOCKET NUMBER:	D33-146-01-00
NAME OF SUBMITTER:	Shawn B. Dempster
Signature:	/Shawn B. Dempster/
Date:	01/26/2007

Total Attachments: 3
source=BitPass_TM_Assign#page1.tif
source=BitPass_TM_Assign#page2.tif
source=BitPass_TM_Assign#page3.tif

ASSIGNMENT

BitPass, Inc. ("BitPass"), a California corporation, having a place of business at 2955 Campus Drive, Suite 250, San Mateo, California 94403, entered into an asset purchase agreement (the "Agreement") with Digital River, Inc. ("Digital River"), a Delaware corporation having a place of business at 9625 West 76th Street, Eden Prairie, MN 55344.

Based upon the Agreement and effective on the date this assignment is signed, BitPass hereby irrevocably assigns to Digital River, its successors and assigns, for itself and as the agent for Digital River Ireland Limited, the entire worldwide right, title and interest in the U.S. and foreign trademark applications (collectively the "Trademarks") identified as:

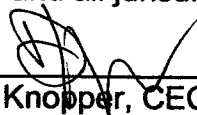
See Attachment A

Such right, title and interest in the Trademarks, includes, without limitation:

- (i) the rights and privileges of based on usage of the Trademarks, together with the good will of the business symbolized by the Trademarks, and any registrations that may be granted by the United States or any other jurisdiction, including any logo or design incorporating or using any of the words or designs comprising the Trademarks;
- (ii) the rights to file applications for registration, to be granted registrations, and to claim priority to any previously filed applications or registrations for the Trademarks in all jurisdictions;
- (iii) the rights to income, royalties, damages, and payments now or hereafter due or payable for use of any of the Trademarks; and
- (iv) the right to sue, counterclaim, and recover for applicable past, present and future infringement of any of the Trademarks.

BitPass, on behalf of itself, its successors, assigns, or other legal representatives, covenants and agrees to execute, without additional consideration, but at the expense of Digital River, such further documents deemed necessary by Digital River to secure, protect, enforce, and record such Trademarks in any and all jurisdictions.

January 22, 2007
Date



Doug Knopper, CEO
BitPass, Inc.

Attachment A

Mark	Country	Serial No. Registration No.	Filing Date Reg. Date
Yaga Access Plus	US	76/486,024 2,794,348	1/30/2003 12/16/2003
Yaga Access	US	76/486,023 2,794,347	1/30/2003 12/16/2003
ACCESS	US	76/486,050 2,797,250	1/30/2003 12/23/2003
YAGA	US	76/486010 2,794,346	1/30/2003 12/16/2003
YOUR E-DELIVERY NETWORK	US	78/031447	10/19/2000
E-DELIVERY	US	78/031427	10/19/2000
Y and design	US	76/486011 2,797,248	1/30/2003 12/23/2003
Powering the Digital Marketplace	US	78/208863	1/30/2003
YAGA	Australia	874,059 874,059	4/30/2001 2/21/2002
YAGA	Canada	1,101,645 TMA558,137	4/30/2001 8/26/2003
YAGA	Europe	1928647 1928647	10/30/2000 2/18/2002
BITPASS	Australia	959,083 959,083	6/24/2003 6/24/2003?
BITPASS	Canada	1,182,588	6/25/2003
BITPASS	China (People's Republic Of)	3611686 3611686	6/30/2003 1/28/2005
BITPASS	China (People's Republic Of)	3611685 3611685	6/30/2003 9/14/2005
BITPASS	European Union	3240348	6/24/2003
BITPASS	Hong Kong	300039735 300039735	6/27/2003 6/27/2003?
BITPASS	Israel	165267 165267	6/24/2003 6/3/2004
BITPASS	Israel	165268 165268	6/24/2003 6/3/2004
BITPASS	Japan	2003/052,385 4,736,806	6/24/2003 12/26/2003
BITPASS	South Korea	2004/50,719	
BITPASS	South Korea	40- 2006/0,043,93	8/28/2006

Mark	Country	Serial No. Registration No.	Filing Date Reg. Date
BITPASS	South Korea	45-2003- 0,002,29 0,012,153	6/26/2003 3/26/2005
BITPASS	Switzerland	52,301/2003 517,566	6/27/2003 6/27/2003?
BITPASS	Taiwan	92039503 1,095,937	6/24/2003 4/16/2004
BITPASS	Taiwan	92039502 1,089,762	6/24/2003 3/16/2004
BITPASS	US	78/198,712	12/30/2002
BITPASS	US	78/198,715	12/30/2002
iMedia	US	77/005,559	9/22/2006
iMedia	US	77/005,570	9/22/2006