

06-30-2000



Form PTO-1595

U.S. Department of Commerce

101394758 PATENTS ONLY

Docket No. 31413-00000

To the Hon. Commissioner of Patents & Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party:
Compression Technologies, Inc. **5-23-00**
 Additional name of conveying party attached? Yes No

2. Name and address of receiving party
 Name USATalks.com, Inc., A Nevada Corporation
 Internal Address: _____
 Street Address: 5830 Oberlin, Suite 300

 City: San Diego State CA ZIP 92121
 Additional name(s) and address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
 Execution Date: April 20, 2000

4. Application numbers or patent numbers:
 If this document is being filed together with a new application, the execution date of the application is: _____
 A. Patent Application No.(s) B. Patent No.(s)
U.S. Patent No. 5,594,435
 Additional numbers attached? Yes No

5. Name and address party to whom correspondence concerning document should be mailed:
 Name Joseph G. Swan, Esq.
 Address: MITCHELL, SILBERBERG & KNUPP LLP
 Street Address 11377 West Olympic Boulevard
 City: Los Angeles State CA ZIP 90064

6. Total number of applications and patents involved: 1
 7. Total fee (37 CFR 3.41) \$ 40.00
 Enclosed
 Any discrepancy or overpayment is authorized to be charged to deposit account No. 13-3735
 8. Deposit Account number:
13-3735
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.
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.
Joseph G. Swan (Reg. No. 41,338) *Joseph Swan* May 18, 2000
 Name of Person Signing Signature Date
 Total number of pages including cover sheet, attachments, and document: 2

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PATENT
REEL: 010871 FRAME: 0507

ASSIGNMENT

FOR the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, I the undersigned do hereby SELL, ASSIGN AND TRANSFER to USATalks.com, Inc. a Nevada Corporation (the "Assignee"), having a place of business at 5830 Oberlin, Suite 300, San Diego, CA. 92121, the entire right, title and interest for the United States in and to any and all improvements which are disclosed in the United States Letters Patent Registration no. 5,594,435, entitled PERMUTATION-BASED DATA COMPRESSION, and all divisional, continuing, substitute, renewal, reissue and other applications for patent which have been or shall be filed in the United States on any of such improvements and all original and reissued patents which have been or shall be issued in the United States on such improvements for the full term(s) for which the same may be granted as well as any other rights to digital compression discoveries of John F. Remillard, individually or on behalf of PS Venture 1, LLC and/or Philosophers' Stone, LLC which Assignor may have;

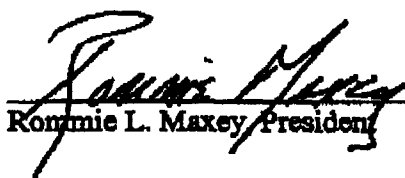
AUTHORIZED AND REQUEST the Patent and Trademark office to issue any and all such patents granted on such improvements to the Assignee;

WARRANT AND COVENANT that no assignment, grant, mortgage, license or other agreement affecting the rights and property herein conveyed has been or will be made to other by the undersigned;

COVENANT that, when requested and at the expense of the Assignee, to carry out in good faith the intent and purpose of this assignments, the undersigned will execute and deliver to the Assignee all divisional, continuing, substitute, renewal, reissue and all other patent applications on any and all such improvements, execute and deliver to the Assignee all rightful oaths, declarations, assignment, powers of attorney and other papers, communicate to the Assignee all facts known to the undersigned relating to such improvements and the history thereof and generally do everything possible which the Assignee shall consider desirable for vesting title to such improvements in the Assignee and for securing, maintaining and enforcing proper patent protection for such improvements;

SAID ASSIGNMETN TO BE BINDING on the heirs, assigns, representatives and successors of the undersigned and extends to the successors, assigns and nominees of the Assignee.

COMPRESSION TECHNOLOGIES, INC.


Rommie L. Maxey, President

4-20-00
Date