

BILL OF SALE

Stuart A. Gold ("seller"), in his capacity as Chapter 7 Trustee for the bankruptcy estate of First Finance, Inc., case number 98-52947-RRG, for and in consideration of the sum of \$6,188.00, paid to the estate by Express Mortgage Lenders of America ("purchaser") grants and conveys to purchaser all of the estate's right, title and interest in the following intellectual property:

- A) Trademarks/service marks of First Finance, Inc., if any, including the mark "First Finance";
- B) Copyrights and advertising materials, if any, including the musical jingle, "If you own a home and need a loan..." and those which feature or include a cartoon character of a house; and
- C) Patents, if any.

(the "intellectual property")

The intellectual property is transferred free and clear of liens, encumbrances and security interests of record, an Order Authorizing Trustee to Sell Intellectual Property Free and Clear of Liens and Transfer Liens to Proceeds having been entered by the Honorable Ray Reynolds Graves on January 27, 1999.

By acceptance of this Bill of Sale, the purchaser accepts the intellectual property "as is" and "where is" without any warranties, express or implied. Seller expressly disclaims the warranties of merchantability and fitness for a particular purpose. Purchaser acknowledges that this sale is in the nature of a quit claim for any interest that the bankruptcy estate has in the intellectual property.

GOLD, LANGE & MAJOROS, P.C.

Dated: February 4, 1999



STUART A. GOLD, the Chapter 7
Trustee of First Finance, Inc.

Subscribed and sworn to before
me this 4th day of February, 1999

Becky Farmer
BECKY FARMER Notary Public
Macomb County, MI acting in
Oakland County, MI
My commission expires: 2-6-2000

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MICHIGAN
SOUTHERN DIVISION

IN THE MATTER OF:

FIRST FINANCE, INC.

Debtor.

Chapter 7
Case No. 98-52947
Hon. Ray Reynolds Graves

**ORDER AUTHORIZING TRUSTEE TO SELL
INTELLECTUAL PROPERTY FREE AND CLEAR
OF LIENS AND TRANSFER LIENS TO PROCEEDS**

At a session of said Court, held in the U.S.
Bankruptcy Courthouse, 211 W. Fort Street,
Detroit, Michigan on JAN 27 1999

PRESENT: HON. RAY REYNOLDS GRAVES
U.S. Bankruptcy Court Judge

The Trustee having filed his Motion for Order Authorizing Trustee to Sell Intellectual Property Free and Clear of Liens and Transfer Liens to Proceeds; notice having been served on all parties listed on the special matrix; an objection having been served by Express Mortgage which has been withdrawn as evidenced by its counsel's approval of the Order below; and the Court being duly advised in the premises;

IT IS ORDERED that:

The Trustee is authorized to sell the estate's interest in the following intellectual property free and clear of liens:

- A) Trademarks/service marks of First Finance, Inc., if any, including the mark "First Finance";
- B) Copyrights and advertising materials, including the musical jingle "If you own a home and need a loan" and those which feature or include a cartoon character of a house; and
- C) Patents, if any.

IT IS FURTHER ORDERED that the Trustee is authorized to sell the estate's interest in the above-described property to Express Mortgage Lenders of America of Farmington Hills, Michigan for \$6,188.00 without the necessity of further order or notice by this Court.

IT IS FURTHER ORDERED that all liens and claims against the property are transferred from, and extinguished with respect to, the general intangibles and shall attach to any proceeds of the sale of the intellectual property to the same extent and having the same validity, perfection, and enforceability as such interests had with respect to such intellectual property immediately before the sale.

IT IS FURTHER ORDERED that each and every appropriate federal, state and local governmental agency or department is ordered and directed to accept all filings necessary and appropriate to consummate the transactions contemplated by the offer.

IT IS FURTHER ORDERED that the Trustee is authorized to execute such documents and agreements and to do such things as may be necessary or appropriate in his sole discretion to implement, effectuate, and consummate the transactions contemplated by this order.

Ray Reynolds Graves

U.S. BANKRUPTCY JUDGE

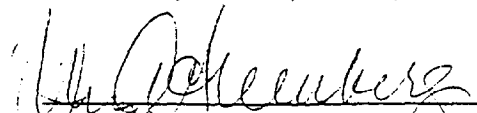
Approved:

GOLD, LANGE & MAJOROS, P.C.



ELIAS T. MAJOROS (P41040)
Attorneys for Trustee
24901 Northwestern Highway, Suite 444
Southfield, Michigan 48075-2223
(248) 350-8220

GIFFORD, KRASS, GROH, et al



JULIE A. GREENBERG (P38299)
Attorney for Express Mortgage Lenders
of America, Inc.
280 N. Old Woodward Avenue, Suite 400
Birmingham, MI 48009-5394
(248) 647-6000

GOLD, LANGE
& MAJOROS, P.C.
ATTORNEYS AND COUNSELORS
24901 NORTHWESTERN HWY
SUITE 444
SOUTHFIELD, MICHIGAN 48075
(248) 350-8220

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A TRUE COPY
CLERK, U.S. BANKRUPTCY COURT
EASTERN DISTRICT OF MICHIGAN

BY:  Clerk
JAN 27 1999

RECORDED
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