

07-31-2003

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
Tab settings ⇨ ⇨ ⇨ ▼



102513665

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):
Open Prairie Ventures I, L.P.

7-15-03

- Individual(s)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Release of Security Agreement
- Merger
- Change of Name

Execution Date: 06/25/03

2. Name and address of receiving party(ies)

Name: Globalview Software, Inc.

Internal Address:

Street Address: 223 West Jackson Boulevard

City: Chicago State: IL Zip: 60606

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) 76243718

B. Trademark Registration No.(s) 2468407; 2248786;
2247175; 2521497; 1259301

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Nicole M. Walker

Internal Address: Neal, Gerber & Eisenberg

Street Address: Two North LaSalle Street

City: Chicag State: IL Zip: 60602-3801

6. Total number of applications and registrations involved: 6

7. Total fee (37 CFR 3.41) \$ 165.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

502261

DO NOT USE THIS SPACE

9. Signature.

Nicole M. Walker

Name of Person Signing

Nicole M. Walker
Signature

July 14, 2003

Date

Total number of pages including cover sheet, attachments, and document: 63

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

07/30/2003 6TDN11 00000211 502261 76243718

01 FC:8521 40.00 DA
02 FC:8522 125.00 DA

TRADEMARK
REEL: 002790 FRAME: 0514

Name of additional conveying parties:

Dodi Ventures, LLC, an Illinois Limited Liability Company
John Sweeney, an individual
Mark Osmond, an individual
David D. Olson, an individual,
Prosperitas Investment Partners, LP, a Delaware limited partnership
Michael J. Day, an individual
Christopher L. Hodgson, an individual
Jon B. Olson, an individual
C. David Hall, an individual
Eric J. Fishhaut, an individual
Matt Marshall, an individual
Mark Matthews, an individual
Andrew A. Kimura, an individual
Bruce C. & Nancy N. Walborn, Charitable Remainder Unitrust
Thomas M. Davitt III, an individual
Seyfarth Shaw, an Illinois general partnership
Philip Sweeney, an individual

GLOBALVIEW SOFTWARE, INC.

RECAPITALIZATION AGREEMENT

This Recapitalization Agreement is entered into as of this 25th day of June, 2003, by and among GlobalView Software, Inc., a Delaware corporation (the "Company"), Open Prairie Ventures I, L.P., an Illinois limited partnership ("Open Prairie" or the "February 2001 Note Holder"), Dodi Ventures, L.L.C., an Illinois limited liability company ("Dodi"), John Sweeney, an individual ("Sweeney"), Mark Osmond, an individual ("Osmond"), David D. Olson, an individual ("Olson"), Prosperitas Investment Partners, LP, a Delaware limited partnership ("Prosperitas"), Michael J. Day, an individual ("Day"), Christopher L. Hodgson, an individual ("Hodgson"), Jon B. Olson, an individual ("J. Olson"), C. David Hall, an individual ("Hall"), Eric J. Fishhaut, an individual ("Fishhaut" and collectively with Open Prairie, Dodi, Sweeney, Osmond, Olson, J. Olson, Hall, Prosperitas, Day, Hodgson and P. Sweeney, the "December 2001 Note Holders"); Matt Marshall, an individual ("Marshall") and Mark Matthews, an individual ("Matthews" and collectively with Osmond, Prosperitas, and Marshall, the "June 2002 Note Holders"); Andrew A. Kimura, an individual ("Kimura"), Bruce C. & Nancy N. Walborn Charitable Remainder Unitrust ("Walborn Trust") and Thomas M. Davitt III, an individual ("Davitt", and collectively with Dodi, Osmond, Prosperitas, Marshall, Kimura and Walborn Trust, the "November 2002 Note Holders"), 1B Partners, LLC ("1B Partners"), 2S Partners, LLC ("2S Partners"), 2M Partners, LLC ("2M Partners") and SO Partners, LLC ("SO Partners" and together with 1B Partners, 2S Partners, 2M Partners, Dodi and Prosperitas, the "Post-Term Sheet Note Holders"); Thomas A. Connors, an individual ("Connors"), Ilya Talman ("Talman"), First Union Securities Inc., as custodian to Jeffrey H. White IRA ("White"), Prudential Securities c/f Daniel Muller IRA c/o Richard Gunter ("Muller"), Sean O'Keefe and Dawn O'Keefe (collectively, "O'Keefe"), Seyfarth Shaw, an Illinois general partnership ("Seyfarth"), Patrick Coleman ("Coleman"), DLJSC tax ID #132741729 as custodian f/b/o Joel Dryer IRA ("Dryer IRA"), Joel S. Dryer ("Dryer") and together with Connors, Talman, White, Muller, O'Keefe, Coleman, Dyer IRA, Sweeney, Osmond, Olson, Seyfarth, Dodi, Day, Hodgson, P. Sweeney, J. Olson, Hall and Fishhaut, collectively, the "Common Stockholders"). The Preferred Stockholders (as hereinafter defined) and the Common Stockholders are sometimes referred to herein collectively as the "Stockholders" and the February 2001 Note Holder, the December 2001 Note Holders, June 2002 Note Holders, November 2002 Note Holders and Post-Term Sheet Note Holders are sometimes referred to herein collectively as the "Note Holders."

WHEREAS, Open Prairie purchased Series A Preferred Stock pursuant to that certain Preferred Stock Purchase Agreement dated as of August 10, 2000 between the Company and Open Prairie (the "Open Prairie Stock Purchase Agreement") and Reliant Energy Ventures, Inc. ("Reliant" and together with Open Prairie, the "Preferred Stockholders") purchased Series A Preferred Stock pursuant to that certain Preferred Stock Purchase Agreement, dated as of September 28, 2000 between the Company and Reliant (the "Reliant Stock Purchase Agreement" and, together with the Open Prairie Stock Purchase Agreement, the "Preferred Stock Purchase Agreements");

WHEREAS, the Company issued convertible, secured promissory notes pursuant to the following agreements: (i) First Amendment to Preferred Stock Purchase Agreement, dated as of February 15, 2001 ("February 2001 NPA") between the Company and the February 2001 Note

6. **Conversion of February 2001 Notes and December 2001 Notes.** Upon the effectiveness of the Second Amended and Restated Certificate of Incorporation to effect the creation of the New Series A Preferred and New Series B Preferred pursuant to Section 5 hereof, the holders of the secured, convertible promissory notes issued pursuant to the February 2001 NPA (the "February 2001 Notes") and the December 2001 NPA (the "December 2001 Notes") agree that the principal amount of the February 2001 Notes and the December 2001 Notes shall automatically and without further action by the holders thereof, convert into Common Stock and payment of any accrued and unpaid interest on the February 2001 Notes and the December 2001 Notes shall be fully and forever waived. The February 2001 Note Holder and the December 2001 Note Holders further agree that upon conversion of the February 2001 Note and the December 2001 Notes, the liens and security interests securing such Notes shall be terminated and the February 2001 Note Holder and the December 2001 Note Holders shall execute and file UCC-3 termination statements with respect thereto. Attached hereto as Schedule 6 is a true and accurate list of each holder of a February 2001 Note and a December 2001 Note, the principal amount thereof, the unpaid interest thereon as of May 31, 2003 and the number of shares of Common Stock each such February 2001 Note and December 2001 Note shall convert into in connection with the transactions contemplated under this Agreement and the Definitive Investment Agreement.

7. **Conversion of June 2002 Notes.** Upon the effectiveness of the Second Amended and Restated Certificate of Incorporation to effect the creation of the New Series A Preferred and New Series B Preferred pursuant to Section 5 hereof, the holders of the secured, convertible promissory notes issued pursuant to the June 2002 NPA (the "June 2002 Notes") agree that the principal amount of the June 2002 Notes shall automatically and without further action by the holders thereof, convert into Common Stock and payment of any accrued and unpaid interest on the June 2002 Notes shall be fully and forever waived. The June 2002 Note Holders further agree that upon conversion of the June 2002 Notes, the liens and security interests securing such Notes shall be terminated and the June 2002 Note Holders shall execute and file UCC-3 termination statements with respect thereto. Attached hereto as Schedule 7 is a true and accurate list of each holder of a June 2002 Note, the principal amount thereof, the unpaid interest thereon as of May 31, 2003 and the number of shares of Common Stock each such June 2002 Note shall convert into in connection with the transactions contemplated under this Agreement and the Definitive Investment Agreement.

8. **Conversion of November 2002 Notes.** Upon the effectiveness of the Second Amended and Restated Certificate of Incorporation to effect the creation of the New Series A Preferred and New Series B Preferred pursuant to Section 5 hereof, the holders of the secured, convertible promissory notes issued pursuant to the November 2002 NPA prior to the date of the Conning Term Sheet (the "November 2002 Notes") agree that the principal amount of the November 2002 Notes shall automatically and without further action by the holders thereof, convert into New Series A Preferred and the (a) payment of any accrued and unpaid interest on the November 2002 Notes and (b) application of the Conversion Discount to any such conversion of the November 2002 Notes shall be fully and forever waived. The November 2002 Note Holders further agree that upon conversion of the November 2002 Notes, the liens and security interests securing such Notes shall be terminated and the November 2002 Note Holders shall execute and file UCC-3 termination statements with respect thereto. Attached hereto as Schedule 8 is a true and accurate list of each holder of a November 2002 Note, the principal

amount thereof, the unpaid interest thereon as of May 31, 2003 and the number of shares of New Series A Preferred each such November 2002 Note shall convert into in connection with the transactions contemplated under this Agreement and the Definitive Investment Agreement.

9. **Conversion of Post-Term Sheet Notes.** Upon the effectiveness of the Second Amended and Restated Certificate of Incorporation to effect the creation of the New Series A Preferred and New Series B Preferred pursuant to Section 5 hereof, the holders of the secured, convertible promissory notes issued pursuant to Counterpart Signature Pages to the November 2002 NPA executed after March 10, 2003 (the "Post-Term Sheet Notes") agree that the principal amount of the Post-Term Sheet Notes shall automatically and without further action by the holders thereof, convert into New Series B Preferred and the (a) payment of any accrued and unpaid interest on the Post-Term Sheet Notes and (b) application of the Conversion Discount to any such conversion of the Post-Term Sheet Notes shall be fully and forever waived. The Post-Term Sheet Note Holders further agree that upon conversion of the Post-Term Sheet Notes, the liens and security interests securing such Notes shall be terminated and the Post-Term Sheet Note Holders shall execute and file UCC-3 termination statements with respect thereto. Attached hereto as Schedule 9 is a true and accurate list of each holder of a Post-Term Sheet Note, the principal amount thereof, the unpaid interest thereon as of May 31, 2003 and the number of shares of New Series B Preferred each such Post-Term Sheet Note shall convert into in connection with the transactions contemplated under this Agreement and the Definitive Investment Agreement.

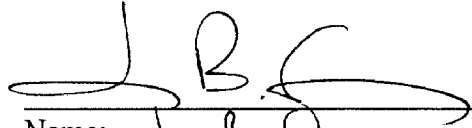
10. **Cancellation of Common Stock Warrants.** Upon execution of the Definitive Investment Agreement, but prior to the conversion of the Series A Preferred into Common Stock, the holders of warrants to purchase Common Stock of the Company ("Common Stock Warrants") each agree (a) that the Common Stock Warrants held by each such holder shall be forfeited and cancelled by the Company automatically and without any further action by the holder thereof and (b) to transfer the same to the Company, together with any and all appropriate instruments of forfeiture or transfer as deemed necessary by the Company in its reasonable discretion.

11. **Amendment and Cancellation of Preferred Stock Warrants.** Upon execution of the Definitive Investment Agreement, but prior to the conversion of the Series A Preferred into Common Stock, the holders of warrants to purchase Series A Preferred or warrants to purchase Series B Preferred of the Company (collectively, "Preferred Stock Warrants") who are a party to this Agreement, each agree (a) the Preferred Stock Warrants issued pursuant to and in connection with the purchase of December 2001 Notes under the December 2001 NPA shall, pursuant to Section 12 thereof, be amended (i) to terminate those certain purchase rights granted under Section 4 thereof and (ii) to provide in all cases and references that shares of Common Stock shall replace and substitute the shares of Series B Preferred issuable upon exercise of such Preferred Stock Warrants; (b) that the Preferred Stock Warrants held by each such holder who is a party to this Agreement shall be forfeited and cancelled by the Company automatically and without any further action by the holder thereof and (c) to transfer the same to the Company, together with any and all appropriate instruments of forfeiture or transfer as deemed necessary by the Company in its reasonable discretion.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first above written.

THE COMPANY

GLOBALVIEW SOFTWARE, INC.


Name: Jon B. Owsen
Title: CEO
Address: 223 W. Jackson Blvd.
Suite 610
Chicago, Ill 60606
Fax: 312-939-8259

SERIES A PREFERRED HOLDERS

RELIANT ENERGY VENTURES, INC.

Name: _____
Title: _____
Address: _____

Fax: _____
Date: _____

OPEN PRAIRIE VENTURES I, L.P.

By: _____
Name: _____
Title: _____
Address: _____

Fax: _____
Date: _____

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first above written.

THE COMPANY

GLOBALVIEW SOFTWARE, INC.

Name: _____

Title: _____

Address: _____

Fax: _____

SERIES A PREFERRED HOLDERS

RELIANT ENERGY VENTURES, INC.

NOT A PARTY

Name: _____

Title: _____

Address: _____

Fax: _____

Date: _____

OPEN PRAIRIE VENTURES I, L.P.

By:

Name: _____

Title: _____

Address: _____

Fax: _____

Date: _____

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first above written.

THE COMPANY

GLOBALVIEW SOFTWARE, INC.

Name: _____

Title: _____

Address: _____

Fax: _____

SERIES A PREFERRED HOLDERS

RELIANT ENERGY VENTURES, INC.

Name: _____

Title: _____

Address: _____

Fax: _____

Date: _____

OPEN PRAIRIE VENTURES I, L.P.

By: *Open Prairie Ventures I, L.P.*

by: Timothy R. Kelly, proxy holder

Name: _____

Title: _____

Address: _____

Fax: _____

Date: *6.10.03*

NOTE HOLDERS

OPEN PRAIRIE VENTURES I, L.P.

By: Timothy R. Kelly, agent

for Padi Ventures. Prosperitas Investments PPA

Name: and Mark Osmond

Title: Timothy R. Kelly, agent

Address: _____

Fax: 630-773-9603

DODI VENTURES, L.L.C.

Name: _____

Title: _____

Address: _____

Fax: _____

JOHN SWEENEY

Address: _____

Fax: _____

MARK W. OSMOND

Address: _____

Fax: _____

NOTE HOLDERS

OPEN PRAIRIE VENTURES I, L.P.

By:

Name: _____
Title: _____
Address: _____

Fax: _____

DODI VENTURES, L.L.C.

Timothy R. Kelley
Name: *Timothy R. Kelley*
Title: *COO*
Address: *450 E. Devon*
Suite 250
Itasca, IL 60143
Fax: *630-773-9603*

JOHN SWEENEY

Address: _____

Fax: _____

MARK W. OSMOND

Address: _____

Fax: _____

NOTE HOLDERS

OPEN PRAIRIE VENTURES I, L.P.

By:

Name: _____
Title: _____
Address: _____

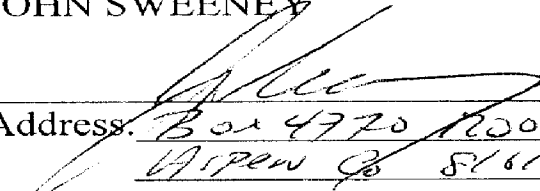
Fax: _____

DODI VENTURES, L.L.C.

Name: _____
Title: _____
Address: _____

Fax: _____

JOHN SWEENEY


Address: Box 4770 Redwood Path Rd
Aspen Co 81612
Fax: 970-925-3270

MARK W. OSMOND

Address: _____

Fax: _____

NOTE HOLDERS

OPEN PRAIRIE VENTURES I, L.P.

By:

Name: _____
Title: _____
Address: _____

Fax: _____

DODI VENTURES, L.L.C.

Name: _____
Title: _____
Address: _____

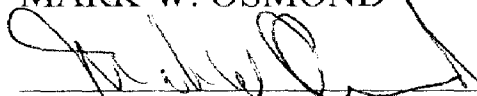
Fax: _____

JOHN SWEENEY

Address: _____

Fax: _____

MARK W. OSMOND



Address: 530 Oakwood Rd
Windsor, IL
60043

Fax: 312-750-9130

DAVID D. OLSON



Address: _____

Fax: _____

MICHAEL J. DAY

Address: _____

Fax: _____

CHRISTOPHER L. HODGSON

Address: _____

Fax: _____

PHILIP SWEENEY

Address: _____

Fax: _____

JON B. OLSON

Address: _____

Fax: _____

DAVID D. OLSON

Address: _____

Fax: _____

MICHAEL J. DAY

Michael J. Day
Address: *3125 Sovereign Drive*
Site B
Lansing, MI 48911
Fax: *517 882 7560*

CHRISTOPHER L. HODGSON

Address: _____

Fax: _____

PHILIP SWEENEY

Address: _____

Fax: _____

JON B. OLSON

Address: _____

Fax: _____

DAVID D. OLSON

Address: _____

Fax: _____

MICHAEL J. DAY

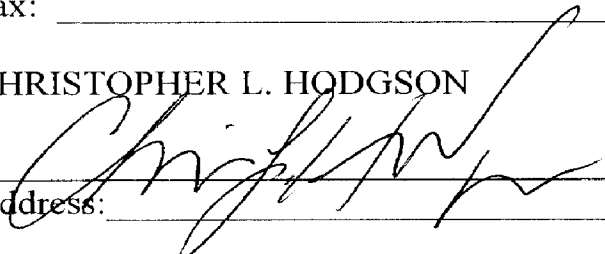
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CHRISTOPHER L. HODGSON

Address: _____

Fax: _____



PHILIP SWEENEY

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CHRISTOPHER L. HODGSON

Address: _____

Fax: _____

PHILIP SWEENEY

NOT A PARTY

Address: _____

Fax: _____

JON B. OLSON

Address: _____

Fax: _____

DAVID D. OLSON

Address: _____

Fax: _____

MICHAEL J. DAY

Address: _____

Fax: _____

CHRISTOPHER L. HODGSON

Address: _____


Fax: _____

PHILIP SWEENEY

Address: _____

Fax: _____

JON B. OLSON


Address: 6 Cross Timers Ln.
Baltimore Hills, Pa 60010
Fax: (312) 939-8289

C. DAVID HALL

C. David Hall

Address: 4466 RFD
LONG GROVE, IL 60047

Fax: 847-955-0245

ERIC J. FISHHAUT

Address: _____

Fax: _____

PROSPERITAS INVESTMENT PARTNERS, L.P.

Name: _____

Title: _____

Address: _____

Fax: _____

MATT MARSHALL

Address: _____

Fax: _____

MARK MATTHEWS

Address: _____

Fax: _____

C. DAVID HALL

Address: _____

Fax: _____

ERIC J. FISHHAUT



Address: 506 CHEROKEE RD
HIGHLAND PK, IL 60095

Fax: _____

PROSPERITAS INVESTMENT PARTNERS, L.P.

Name: _____

Title: _____

Address: _____

Fax: _____

MATT MARSHALL

Address: _____

Fax: _____

MARK MATTHEWS

Address: _____

Fax: _____

C. DAVID HALL

Address: _____

Fax: _____

ERIC J. FISHHAUT

Address: _____

Fax: _____

PROSPERITAS INVESTMENT PARTNERS, L.P.

Steven B. Bing
Name: STEVEN B. BING
Title: Principal + COO
Address: 3600 National City Tower
101 South Fifth Street
Louisville, KY 40202
Fax: 502-587-1351

MATT MARSHALL

Address: _____

Fax: _____

MARK MATTHEWS

Address: _____

Fax: _____

C. DAVID HALL

Address: _____

Fax: _____

ERIC J. FISHHAUT

Address: _____


Fax: _____

PROSPERITAS INVESTMENT PARTNERS, L.P.

Name: _____
Title: _____
Address: _____

Fax: _____

MATT MARSHALL


Address: _____

Fax: _____

MARK MATTHEWS

Address: _____

Fax: _____

C. DAVID HALL

Address: _____

Fax: _____

ERIC J. FISHHAUT

Address: _____

Fax: _____

PROSPERITAS INVESTMENT PARTNERS, L.P.

Name: _____
Title: _____
Address: _____

Fax: _____

MATT MARSHALL

Address: _____

Fax: _____

MARK MATTHEWS

Mark Matthews
Address: *ARBENT Group*
5225 Old Orchard Rd
Ste 27A
Fax: *SKOKIE, IL*
60077

ANDREW A. KIMURA



Address: 16 Lakeview Ave
Sleepy Hollow, NY 10591

Fax: (914) 524-7205

THOMAS A. DAVITT III

Address: _____

Fax: _____

BRUCE C. & NANCY N. WALBORN
CHARITABLE REMAINDER UNITRUST

Name: _____

Title: _____

Address: _____

Fax: _____

2S PARTNERS, L.L.C.

Name: _____

Title: _____

Address: _____

Fax: _____

2M PARTNERS, L.L.C.

Name: _____

Title: _____

Address: _____

Fax: _____

ANDREW A. KIMURA

Address: _____

Fax: _____

THOMAS M. DAVITT III

T.M. Davitt III

Address: 1158 W ARMITAGE
305
CHICAGO, IL 60614

Fax: _____

BRUCE C. & NANCY N. WALBORN
CHARITABLE REMAINDER UNITRUST

Name: _____

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Address: _____

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2M PARTNERS, L.L.C.

Name: _____

Title: _____

Address: _____

Fax: _____

ANDREW A. KIMURA

Address: _____

Fax: _____

THOMAS A. DAVITT III

Address: _____

Fax: _____

BRUCE C. & NANCY N. WALBORN
CHARITABLE REMAINDER UNITRUST

Bruce C. Walborn
Name: BRUCE C. WALBORN
Title: Trustee
Address: 201 N. 72ND Ave.
HART, MICHIGAN 49420
Fax: 231-873-1851

2S PARTNERS, L.L.C.

Name: _____
Title: _____
Address: _____

Fax: _____

2M PARTNERS, L.L.C.

Name: _____
Title: _____
Address: _____

Fax: _____

ANDREW A. KIMURA

Address: _____

Fax: _____

THOMAS A. DAVITT III

Address: _____

Fax: _____

BRUCE C. & NANCY N. WALBORN
CHARITABLE REMAINDER UNITRUST

Name: _____

Title: _____

Address: _____

Fax: _____

2S PARTNERS, L.L.C.


Name: _____

Title: _____

Address: Box 4770 1200 Red Mountain Rd
Aspen Co 81612

Fax: 970-925-3270

2M PARTNERS, L.L.C.

Name: _____

Title: _____

Address: _____

Fax: _____

ANDREW A. KIMURA

Address: _____

Fax: _____

THOMAS M. DAVITT III

Address: _____

Fax: _____

BRUCE C. & NANCY N. WALBORN
CHARITABLE REMAINDER UNITRUST

Name: _____

Title: _____

Address: _____

Fax: _____

2S PARTNERS, L.L.C.

Name: _____

Title: _____

Address: _____

Fax: _____

2M PARTNERS, L.L.C.


Name: _____

Title: _____

Address: _____

Fax: _____

SO PARTNERS, L.L.C.



Name: Jan B. Olson

Title: Manager

Address: 6 Cross Terrace Dr.
Brazoswood Hills, TX 77800

Fax: 312-939-8289

1B PARTNERS, L.L.C.

Name: _____

Title: _____

Address: _____

Fax: _____

SO PARTNERS, L.L.C.

Name: _____
Title: _____
Address: _____

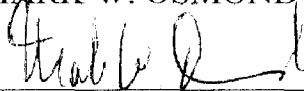
Fax: _____

1B PARTNERS, L.L.C.

Mark W. Osmond
Name: Mark W. Osmond
Title: Managing Director
Address: CSFB 41st Fl
227 W. Monroe St
Chicago IL 60606
Fax: 312-750-9130

COMMON STOCKHOLDERS

MARK W. OSMOND



Address: 539, Kansas

Head north IL

60243

Fax: TEL. 750-9130

Date: 6/10/03

JON B. OLSON

Address: _____

Fax: _____

Date: _____

DODI VENTURES, L.L.C.

Name: _____

Title: _____

Address: _____

Fax: _____

Date: _____

JOHN SWEENEY

Address: _____

Fax: _____

Date: _____

COMMON STOCKHOLDERS

MARK W. OSMOND

Address: _____

Fax: _____

Date: _____

JON B. OLSON



Address: C. C. Tinsley Dr.
Breemington Hills, Ill. 60010

Fax: 312-939-8289

Date: 6.6.03

DODI VENTURES, L.L.C.

Name: _____

Title: _____

Address: _____

Fax: _____

Date: _____

JOHN SWEENEY

Address: _____

Fax: _____

Date: _____

COMMON STOCKHOLDERS

MARK W. OSMOND

Address: _____

Fax: _____

Date: _____

JON B. OLSON

Address: _____

Fax: _____

Date: _____

DODI VENTURES, L.L.C.

Janet R. Kelly
Name: *T. Matthew R. Kelly*

Title: *COO*

Address: *450 E. Devon*
Suite 250

Dallas, Texas 75243

Fax: *630-773-9603*

Date: *6.10.03*

JOHN SWEENEY

Address: _____

Fax: _____

Date: _____

COMMON STOCKHOLDERS

MARK W. OSMOND

Address: _____

Fax: _____

Date: _____

JON B. OLSON

Address: _____

Fax: _____

Date: _____

DODI VENTURES, L.L.C.

Name: _____

Title: _____

Address: _____

Fax: _____

Date: _____

JOHN SWEENEY


Address: _____

Fax: 970-925-3270

Date: 6/9/03

CHRISTOPHER L. HODGSON

Address: _____

Fax: _____

Date: _____

ERIC J. FISHHAUT

Address: _____

Fax: _____

Date: _____

MICHAEL J. DAY

Address: _____

Fax: _____

Date: _____

PHILIP SWEENEY

Address: _____

Fax: _____


Date: _____

CHRISTOPHER L. HODGSON

Address: _____

Fax: _____
Date: _____

ERIC J. FISHHAUT


Address: 506 CHENOKEE RD
HIGHLAND PIK, IL 60035

Fax: _____
Date: _____

MICHAEL J. DAY

Address: _____

Fax: _____
Date: _____

PHILIP SWEENEY

Address: _____

Fax: _____
Date: _____

CHRISTOPHER L. HODGSON

Address: _____

Fax: _____
Date: _____

ERIC J. FISHHAUT

Address: _____

Fax: _____
Date: _____

MICHAEL J. DAY

Michael J Day
Address: 3125 Sovereign Drive
Suite B
Lawson, MI 48911
Fax: 517 882 7560
Date: 6/10/03

PHILIP SWEENEY

Address: _____

Fax: _____
Date: _____

CHRISTOPHER L. HODGSON

Address: _____

Fax: _____

Date: _____

ERIC J. FISHHAUT

Address: _____

Fax: _____

Date: _____

MICHAEL J. DAY

Address: _____

Fax: _____

Date: _____

PHILIP SWEENEY

NOT A PARTY

Address: _____

Fax: _____

Date: _____

C. DAVID HALL

C. David Hall

Address: _____

Fax: _____

Date: _____

THOMAS A. CONNORS

Address: _____

Fax: _____

Date: _____

ILYA TALMAN

Address: _____

Fax: _____

Date: _____

FIRST UNION SECURITIES INC. AS
CUSTODIAN TO JEFFREY H. WHITE IRA

Name: _____

Title: _____

Address: _____

Fax: _____

Date: _____

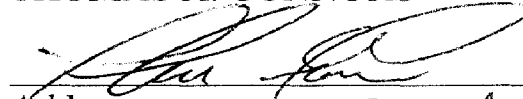
C. DAVID HALL

Address: _____

Fax: _____

Date: _____

THOMAS A. CONNORS



Address: 23 W 380 Foxwood
Naperville IL 60540

Fax: 512-750-~~3000~~ 1898

Date: 4/10

ILYA TALMAN

Address: _____

Fax: _____

Date: _____

FIRST UNION SECURITIES INC. AS
CUSTODIAN TO JEFFREY H. WHITE IRA

Name: _____

Title: _____

Address: _____

Fax: _____

Date: _____

C. DAVID HALL

Address: _____

Fax: _____
Date: _____

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Address: _____

Fax: _____
Date: _____

ILYA TALMAN

Ilya R. Talman
Address: *994 Brittany Rd*
Highland Park, IL 60035
Fax: _____
Date: *6-23-2003*

FIRST UNION SECURITIES INC. AS
CUSTODIAN TO JEFFREY H. WHITE IRA

Name: _____
Title: _____
Address: _____

Fax: _____
Date: _____

PRUDENTIAL SECURITIES C/F DANIEL
MULLER IRA C/O RICHARD GUNTER

Daniel T. Muller

Name: _____

Title: _____

Address: _____

Fax: _____

Date: _____

SEAN O'KEEFE AND DAWN O'KEEFE

Address: _____

Fax: _____

Date: _____

PATRICK COLEMAN

Address: _____

Fax: _____

Date: _____

JOEL S. DRYER

Address: _____

Fax: _____

Date: _____

PRUDENTIAL SECURITIES C/F DANIEL
MULLER IRA C/O RICHARD GUNTER

Name: _____
Title: _____
Address: _____

Fax: _____
Date: _____

SEAN O'KEEFE AND DAWN O'KEEFE

Address: _____

Fax: _____
Date: _____

Patrick Coleman
PATRICK COLEMAN

PATRICK D. COLEMAN
Address: *27 GRIMES RD*
OLD GREENWICH CT 06870

Fax: _____
Date: *6/9/03*

JOEL S. DRYER

Address: _____


Fax: _____
Date: _____

DLJSC TAX ID# 132741729 AS CUSTODIAN
F/B/O JOEL DRYER IRA

Name: _____
Title: _____
Address: _____

Fax: _____
Date: _____

SEYFARTH SHAW


Name: J. Stephen Poor
Title: Managing Partner
Address: 55 East Monroe St.
Suite 4200
Chicago, IL 60603
Fax: 312/269-8869
Date: June 13, 2003

COMMON STOCK WARRANT HOLDERS

JON B. OLSON



Address: 6 Cross Timor Dr.
Brazoria Hills, TX 77603

Fax: 312-939-8289

MARK W. OSMOND

Address: _____

Fax: _____

CHRISTOPHER L. HODGSON

Address: _____

Fax: _____

ERIC J. FISHHAUT

Address: _____

Fax: _____


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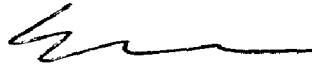
Fax: _____

CHRISTOPHER L. HODGSON

Address: _____

Fax: _____

ERIC J. FISSHAUT

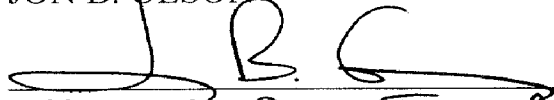


Address: 506 CHENOKEE RD
HIGHLAND PK, IL 60035

Fax: _____

PREFERRED STOCK WARRANT HOLDERS

JON B. OLSON


Address: 6 Cross Timmer Dr.
Bremen, Ind, In 46010

Fax: 312 - 939 - 8289

MARK W. OSMOND

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Fax: _____

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Fax: _____

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Fax: _____

JOHN SWEENEY

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Fax: _____

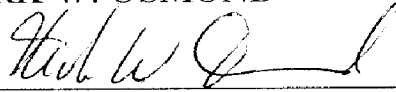
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Address: _____

Fax: _____

JOHN SWEENEY


Address: _____

Fax: 970-925-3270

PHILIP SWEENEY

NOT A PARTY

Address: _____

Fax: _____

DODI VENTURES, L.L.C.

Name: _____

Title: _____

Address: _____

Fax: _____

MICHAEL J. DAY

Address: _____

Fax: _____

C. DAVID HALL

Address: _____

Fax: _____

PHILIP SWEENEY

Address: _____

Fax: _____

DODI VENTURES, L.L.C.

Timothy R. Kelly

Name: *Timothy R. Kelly*

Title: *COO*

Address: *450 G. DeJon*

Suite 250

Itasca, Illinois 60143

Fax: *630-773-9603*

MICHAEL J. DAY

Address: _____

Fax: _____

C. DAVID HALL

Address: _____

Fax: _____

PHILIP SWEENEY

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DODI VENTURES, L.L.C.

Name: _____
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Address: _____

Fax: _____

MICHAEL J. DAY

Address: _____

Fax: _____

C. DAVID HALL

C. David Hall
Address: *4466 RED*
LONG GROVE, FL 60047
Fax: *847-955-0245*

MATT MARSHALL
Matt Marshall

Address: _____

Fax: _____

MARK MATTHEWS

Address: _____

Fax: _____

DAVID D. OLSON

Address: _____

Fax: _____

OPEN PRAIRIE VENTURES I, L.P.

By:

Name: _____

Title: _____

Address: _____

Fax: _____

PROSPERITAS INVESTMENT PARTNERS, L.P.

Name: _____

Title: _____

Address: _____

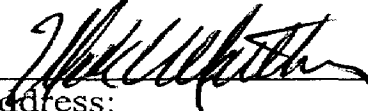
Fax: _____

MATT MARSHALL

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MARK MATTHEWS

Address: _____

Fax: _____

DAVID D. OLSON

Address: _____

Fax: _____

OPEN PRAIRIE VENTURES I, L.P.

By: *Timothy R. Kelly agent for*

Dodi Ventures, Prosperitas Invest Ptz + Mark Asmond

Name: *Timothy R. Kelly*
Title: *agent*
Address: _____

Fax: *630.773.9603*

PROSPERITAS INVESTMENT PARTNERS, L.P.

Name: _____
Title: _____
Address: _____

Fax: _____

MATT MARSHALL

Address: _____

Fax: _____

MARK MATTHEWS

Address: _____

Fax: _____

DAVID D. OLSON

Address: _____

Fax: _____

OPEN PRAIRIE VENTURES I, L.P.

By:

Name: _____
Title: _____
Address: _____

Fax: _____

PROSPERITAS INVESTMENT PARTNERS, L.P.

Steven B. Bins
Name: STEVEN B. BINS
Title: Principal + COO
Address: 3600 NATIONAL CITY TOWER
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Fax: 502-587-1351