

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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| SUBMISSION TYPE: | NEW ASSIGNMENT |
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| NATURE OF CONVEYANCE: | ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL |
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| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| AverStar, Inc. | | 09/30/2000 | CORPORATION: DELAWARE |

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| RECEIVING PARTY DATA | |
| Name: | AutoMon Corporation |
| Street Address: | 14555 North Scottsdale Road Suite 260 |
| City: | Scottsdale |
| State/Country: | ARIZONA |
| Postal Code: | 85254 |
| Entity Type: | CORPORATION: FLORIDA |

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| PROPERTY NUMBERS Total: 1 | | |
| Property Type | Number | Word Mark |
| Registration Number: | 2096788 | CHECKIN |

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| CORRESPONDENCE DATA | |
| Fax Number: | (619)645-5380 |
| <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | |
| Email: | khoffman@luce.com |
| Correspondent Name: | Katherine M. Hoffman |
| Address Line 1: | 600 West Broadway Suite 2600 |
| Address Line 4: | San Diego, CALIFORNIA 92101 |

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|---------------------------|----------------------|
| NAME OF SUBMITTER: | Katherine M. Hoffman |
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| Total Attachments: 4 source=Averstar - Automon Bill of Sale1#page1.tif source=Averstar - Automon Bill of Sale2#page1.tif source=Averstar - Automon Bill of Sale3#page1.tif source=Averstar - Automon Bill of Sale4#page1.tif |
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OP \$40.00 2096788

BILL OF SALE

THIS BILL OF SALE ("Bill of Sale") dated effective as of the 30th day of September, 2000, by Averstar, Inc. ("Seller") to AutoMon Corporation ("Buyer") or assignee.

RECITALS:

A. Pursuant to a certain Asset Purchase Agreement dated as of September 30, 2000 by and between Seller and Buyer, Seller is selling certain of Seller's assets to Buyer. Defined terms used herein shall have the meaning attributed to them in the Asset Purchase Agreement.

B. Seller desires to execute and deliver this Bill of Sale to evidence the transfer of such assets.

NOW, THEREFORE, for good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, Seller hereby agrees as follows:

1. Seller hereby sells, conveys, transfers, assigns and delivers to Buyer, and Buyer accepts from Seller, all of the right, title and interest that Seller possesses and has the right to transfer in and to all of the Assets used or useful in connections with the business as the same shall exist on the date hereof, including, without limitation, the following designated assets (collectively, the "Assets"):

- (a) all Distribution Agreements, Contracts, Proposals and Purchase Orders listed on Exhibit 1 attached hereto
- (b) all furniture, fixtures and equipment listed on Exhibit 2 attached hereto;
- (c) all Intellectual Property listed on Exhibit 3 hereto;
- (d) the books and records relating to the Business;
- (e) all of the Seller's telephone numbers exclusively used in connection with the Business to the extent possible;
- (f) all prototypes, design models and samples which specifically relate to the products or services of the Business;
- (g) all goodwill associated with the Business

2. Seller warrants to Buyer that on the date hereof Seller is the true and lawful owner of the Assets, holds good, absolute and marketable title in and to all of the Assets, and has full corporate power and authority to sell and convey the same, in each case free and clear of all encumbrances. Seller warrants to Buyer that none of the Assets are subject to purchase money financing.

3. Seller and Buyer hereby agree to waive the "Bulk Sales" requirements of Articles 6 of the Uniform Commercial Code as adopted in the State of Arizona.

4. This Bill of Sale shall be governed by the laws of the State of Arizona.

IN WITNESS WHEREOF, Seller has caused this Bill of Sale to be executed and delivered on the date first above written.

AVERSTAR, INC.

By:

Name:

Title:

Joseph A. Sponard
Joseph A. Sponard
President

AUTOMON CORPORATION

By:

Name:

Title:

Thomas M. Jones
Thomas M. Jones
President & CEO

EXHIBIT LIST

- Exhibit 1:** Contracts
- Exhibit 2:** Furniture, Fixtures and Equipment Electronic Assets
- Exhibit 3** Intellectual Property

Intellectual Property

Software and Computer Hardware

CheckIn™

The CheckIn product enables automated reporting and case management of probationers and parolees. Various versions of the CheckIn software and hardware system have been in use by probation and parole departments since 1993.

Data collected at kiosks feeds a database provided by us or a legacy information system via high-speed networks and interactive desktop software to provide probation officers and department managers with information.

The offender reporting to a CheckIn kiosk may:

- Update personal information (address, phone, etc.).
- Update employment information.
- Send and/or receive messages to/from the probation officer.
- Receive a printed receipt confirming compliance with reporting requirements.

The department benefits with a timesaving tool that provides:

- Knowledge that the correct offender reported through biometric verification of identity
- Flexibility in specifying the frequency of reporting
- Definition of custom questions for each offender or use of a predefined set
- Automatic identification of anyone who has failed to report
- Ability to generate forms and/or letters for arbitrary subsets of the kiosk reporting population
- A variety of standard reports concerning the reporting population

CheckIn consists of the following components:

- **Caseload Explorer**, the case management software program that allows caseworkers to manage and monitor their caseload;
- **Kiosk**, an integrated hardware and software system used to verify the user, allows the user to update personal information and to respond to questions designed by the officer or department;
- **PhoneCheckin**, which operates on the same principle as the Kiosk, except that the interaction is done via the user's voice and the touch pad of the phone rather than a touchscreen.