

09-10-2003

Docket No.:

T-8698 & T-8699



102545723

Tab settings

To the Director of the United States Patent and Trademark Office

ed original documents or copy thereof.

1. Name of conveying party(ies):

CompuSense, Inc.

- Individual(s)
- General Partnership
- Corporation-State New Hampshire
- Other

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Stock Purchase Agreement
- Merger
- Change of Name

Execution Date: June 9, 2003

2. Name and address of receiving party(ies):

Name: A4 Health Systems, Inc.

Internal Address:

Street Address: 5501 Dillard Drive

City: Cary State: NC ZIP: 27511

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

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,574,109
2,743,889

Additional numbers

Yes No

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

Name: Stewart L. Gitler

Internal Address: HOFFMAN, WASSON & GITLER

Street Address: 2361 Jefferson Davis Highway

Suite 522

City: Arlington State: VA ZIP: 22202

6. Total number of applications and registrations involved:.....

2

7. Total fee (37 CFR 3.41):.....\$ \$65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

08-2455 **ANY ADDITIONAL FEES**

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.

Stewart L. Gitler

Name of Person Signing

Signature

9-4-03

Date

09/10/2003 LNUELLER 00000004 2374109 Total number of pages including cover sheet, attachments, and

7

01 FC:0521
02 FC:0522

40.00 DP
25.00 UP

STOCK PURCHASE AGREEMENT

This Stock Purchase Agreement (this "Agreement") is entered into as of April 17, 2003, by and among A4 Health Systems, Inc., a North Carolina corporation ("A4 Health Systems"), Compusense Inc., a New Hampshire corporation ("Compusense"), and William Cafferky and Wayne B. Williams (each a "Seller" and collectively, "Sellers"). A4 Health Systems, Compusense and Sellers are referred to collectively herein as the "Parties."

RECITALS

A. Sellers in the aggregate own all of the issued and outstanding capital stock of Compusense.

B. This Agreement contemplates a transaction in which A4 Health Systems will purchase from Sellers, and Sellers will sell to A4 Health Systems, all of the issued and outstanding capital stock of Compusense in return for cash, promissory notes and shares of capital stock of A4 Health Systems as set forth herein.

AGREEMENT

NOW, THEREFORE, in consideration of the premises and the mutual promises herein made, and in consideration of the representations, warranties, and covenants herein contained, the Parties agree as follows.

1. Definitions. For purposes of this Agreement, the following terms have the meanings specified or referred to in this Section 1.

"A4 Common Stock Deemed Outstanding" means the number of shares of A4 Common Stock actually outstanding, plus the number of shares of A4 Common Stock issuable upon exercise of all outstanding options and the conversion or exchange of all outstanding convertible securities and warrants, plus the number of shares of A4 Common Stock issuable upon conversion of all outstanding shares of A4 Preferred Stock, plus the number of shares of A4 Common Stock issuable upon exercise of unissued options remaining in the A4 Health Systems option pool.

"A4 Common Warrants" has the meaning set forth in Section 3(b)(vi) hereof.

"A4 Disclosure Schedule" has the meaning set forth in Section 3(b) hereof.

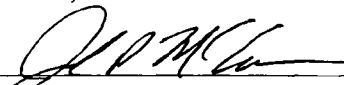
"A4 Health Systems" has the meaning set forth in the preface above.

"A4 Health Systems Indemnitees" has the meaning set forth in Section 8(c) hereof.

"A4 Health Systems Most Recent Balance Sheet" has the meaning set forth in Section 3(b)(ix) hereof.

IN WITNESS WHEREOF, the parties hereto have executed this Stock Purchase Agreement
caused this Stock Purchase Agreement to be executed by their duly authorized officers.

HEALTH SYSTEMS: A4 HEALTH SYSTEMS, INC. a North Carolina corporation

By: 
Name: _____
Title: _____

COMPUSENSE: COMPUSENSE, INC., a New Hampshire corporation

By: _____
Name: _____
Title: _____

SELLERS:

William Cafferky, Individually (SEAL)

Wayne B. Williams, Individually (SEAL)

Section 4(m)

Following are registered trademarks and their status:

<u>Mark/Service Mark</u>	<u>App./Regis. No.</u>	<u>Status</u>
COMPUSENSE	76/303315	Pending Application
REFUND	75/538885	Abandoned
FORMED	75/538884	Abandoned
REFUND	75/627700	Abandoned
FORMED	75/626973	Abandoned
ENTERPRISE	Reg. 2574109	Registered
COMPUSENSE	Reg. 1730848	Cancelled
ENTERPRISE	Reg. 1692596	Cancelled

"Compusense" was an unregistered trademark used by Compusense in connection with certain fund accounting software product. "Ntierprise for MEG" was an unregistered trademark used by Compusense in connection with a certain Windows-based fund accounting software product.

Domain Names

compusenseinc.com

Ntierprise.com

Ntierprise.r

Following is a description of Compusense's Trade Secrets: Compusense's customer list; product and development activities; product and marketing plans; Business Plan dated October 1994; source code, flow charts and other software program documentation; manuals; plans; designs; technical specifications; laboratory notebooks; and internal financial data. It is noted that the same have been maintained in accordance with the requirements of the New Hampshire Trade Secrets Act, NH RSA 350-B:1.

Compusense has no registered copyrights. Compusense owns the copyright to all of its software's Owned Software and all written documentation associated therewith.

Following is a list and description of all computer software owned, licensed to or used by Compusense. In parentheses next to the name of each program is listed the owner/licensor and the date, respectively.

IN WITNESS WHEREOF, the parties hereto have executed this Stock Purchase Agreement
caused this Stock Purchase Agreement to be executed by their duly authorized officers.

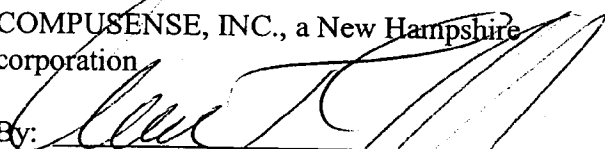
HEALTH SYSTEMS:

A4 HEALTH SYSTEMS, INC. a North Carolina
corporation

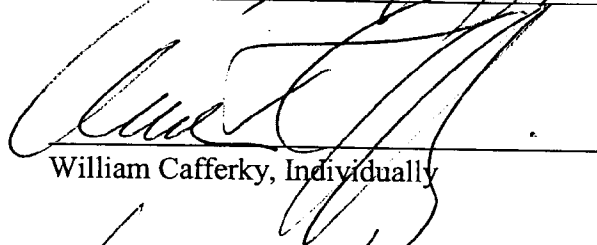
By: _____
Name: _____
Title: _____

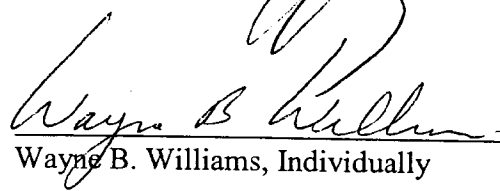
MPUSENSE:

COMPUSENSE, INC., a New Hampshire
corporation

By: 
Name: William Cafferky
Title: Pres/CEO

ERS:

 (SEAL)
William Cafferky, Individually

 (SEAL)
Wayne B. Williams, Individually

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF A4 HEALTH SYSTEMS, INC.**

Pursuant to §55-10-07 of the North Carolina Business Corporation Act, the undersigned corporation hereby submits the following for the purpose of amending and restating its Articles of Incorporation.

1. The name of the corporation is A4 Health Systems, Inc.
2. The text of the Amended and Restated Articles of Incorporation is attached hereto as Exhibit A.
3. These Amended and Restated Articles of Incorporation contain amendments that require shareholder approval, which approval was duly obtained as required by Chapter 55 of the North Carolina General Statutes.
4. These Amended and Restated Articles of Incorporation will be effective upon filing.

This the 9th day of June 2003.

A4 HEALTH SYSTEMS, INC.

By: _____

John P. McConnell, President



A⁴ HEALTH SYSTEMS®

Acquisition of Compusense, Inc.

Index to Closing Documents

April 17, 2003

CORP-3862-45- 308937-v1

TRADEMARK

RECORDED: 09/05/2003

REEL: 002819 FRAME: 0627