

Form PTO-1594
(Rev. 10/02)
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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

Tab settings

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

1. Name of conveying party(ies):
Heartsoft, Inc.

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

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

2. Name and address of receiving party(ies)
Name: Selective Factors, L.L.C.
Internal
Address: _____
Street Address: 8086 South Yale, No. 23
City: Tulsa State: OK Zip: _____

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other Limited Liability Company

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other Public non-judicial foreclosure

Execution Date: April 26, 2002

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) 76/119251,
76/119,253, 76/119697, 76/119699

B. Trademark Registration No.(s) 2480008, 2651167,
2565110, 2630118

Additional number(s) attached Yes No


5. Name and address of party to whom correspondence concerning document should be mailed:
Name: George S. Gray
Internal Address: _____
Street Address: P. O. Box 270190
City: Corpus Christi State: TX Zip: 78427-0190

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41).....\$ 115.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

DO NOT USE THIS SPACE

9. Signature.
George S. Gray  4/22/04
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 4

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

OP \$115.00 2480008

AFFIDAVIT OF PAMELA H. GOLDBERG

STATE OF OKLAHOMA)
)SS.
COUNTY OF TULSA)

Pamela H. Goldberg, of lawful age, being first duly sworn, upon oath, states as follows:

1. I am counsel for Selective Factors, L.L.C. ("Selective") and have personal knowledge of promissory notes and other related security documents (the "Heartsoft Loan Documents"), that it holds from Heartsoft, Inc, a Delaware corporation, Heartsoft Software Company, an Oklahoma corporation, and Plug-Invention Technologies, Inc., an Oklahoma corporation (sometimes collectively, "Heartsoft").

2. On or about April 12, 2002, Selective gave notice to Heartsoft that Heartsoft, Inc. was in default of the Heartsoft Loan Documents, and that Selective intended to immediately exercise all of its rights and remedies under the Heartsoft Loan Documents and applicable law.

3. On or about April 16, 2002, Selective sent notice of its intention to sell the assets securing the Heartsoft, Inc. debt to all parties required by law to receive such notice, including a list of the assets to be sold and the date, time, and place of such sale.

4. Selective placed advertisements in the Tulsa World from April 16 through April 26 and the Wall Street Journal on April 22 and April 24, notifying the public of the sale.

5. On Friday, April 26, 2002, at approximately 10:00 a.m., I conducted, on behalf of Selective, a public sale of all assets of Heartsoft that were collateral for the debt owed to Selective.

6. Once those in attendance at the public sale signed the attendance register, I provided all an opportunity to review the asset list and the terms and procedures concerning the

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public sale. I then asked those in attendance whether they had any questions regarding the assets or the procedures for the sale. No questions or concerns were raised by those in attendance.

7. At approximately 10:15 a.m. I began the public sale by asking for an opening bid.

8. C. Philip Tholen, on behalf of and in capacity as Managing Member of Selective Factors, L.L.C., bid Five Hundred Thousand and No/100 Dollars (\$500,000.00) for all the assets as a credit bid on the debt owed to Selective.

9. I then asked for additional bids. After receiving no further bids, I announced that bidding would close unless another bid was made.

10. No other bids were received. Therefore, I announced that Selective was the high bidder and that the assets were sold to Selective for the purchase price of Five Hundred Thousand and No/Dollars (\$500,000.00) as a credit bid on the debt owed to Selective.

11. I then announced that the public sale was completed and provided copies of the attendance register for those who requested a copy.

Further, Affiant saith not.

Pamela H. Goldberg
PAMELA H. GOLDBERG

Subscribed and sworn to before me this 30th day of April, 2002.

Madeline Lane
Notary Public

My Commission Expires:

99627 241
December 22 2003

(Seal)

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