

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
HealthEZ, Inc.		04/28/2005	CORPORATION: MINNESOTA
RECEIVING PARTY DATA			
Name:	Balfour, LLC		
Street Address:	110 East 59th Street, 33rd Floor		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10022		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2363057	HEALTHEZ	
CORRESPONDENCE DATA			
Fax Number:	(310)826-3589		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	3105628373		
Email:	jeff@riggsmail.com		
Correspondent Name:	Geoffrey Riggs		
Address Line 1:	11978 Kiowa Avenue, Suite 104		
Address Line 4:	Los Angeles, CALIFORNIA 90049		
NAME OF SUBMITTER:	Geoffrey Riggs		
Signature:	/Geoffrey Riggs/		
Date:	02/07/2006		

OP \$40.00 2363057

Total Attachments: 28
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GUIDE TO
DOCUMENT AFFECTING TITLE
RECORDED IN THE
TRADEMARK OFFICE
OF THE
UNITED STATES PATENT AND TRADEMARK OFFICE

Re: Registered U.S. Trademark “HealthEZ”, Reg. No. 2363057

This Document is recorded in the Trademark Office of the United States Patent and Trademark Office by Balfour, LLC (“**Secured Party**”) to provide notice of its liens against and security interests in registered United States Trademark “HealthEZ”, Registration Number 2363057, registered on June 27, 2000 in the name of HealthEZ, Inc. (“**Debtor-Registrant**”). This Document consists of this Guide to Document Affecting Title and the following four (4) UCC-1 Financing Statements (and amendments), each filed for the purpose of perfecting Secured Party’s security interest in and to any and all assets of Debtor-Registrant:

1. UCC-1 Financing Statement, File No. 200516253399 (the “**1st Financing Statement**”), filed by Secured Party with the Secretary of State of Minnesota (the “**Secretary**”) on April 28, 2005, and the following exhibits: (1) Exhibit A: First Amendment, File No. 20051626528, filed by Secured Party on April 29, 2005 for the purpose of restating collateral; (2) Exhibit B, Second Amendment, File No. 20051646377, filed by Secured Party on May 12, 2005 for the purpose of further restating collateral; Exhibit C: Third Amendment, File No. 20051831780, filed by Secured Party on October 12, 2005 for the purpose of further restating collateral.
2. UCC-1 Financing Statement, File No. 200516270813 (the “**2nd Financing Statement**”), filed by Secured Party with the Secretary on April 29, 2005, and the following exhibits: (1) Exhibit A: First Amendment, File No. 20051627153, filed by Secured Party on April 29, 2005, for the purpose of restating collateral; (2) Exhibit B, Second Amendment, File No. 20051649140, filed by Secured Party on May 13, 2005 for the purpose of further restating collateral; (3) Exhibit C: Third Amendment, File No. 20051833473, filed by Secured Party on October 12, 2005, for the purpose of further restating collateral.
3. UCC-1 Financing Statement, File No. 200516283129 (the “**3rd Financing Statement**”), filed by Secured Party with the Secretary on May 2, 2005, and the following exhibits: (1) Exhibit A: First Amendment, File No. 20051649166, filed by Secured Party on May 13, 2005, for the purpose of restating collateral; (2) Exhibit B, Second Amendment, File No. 20051833471, filed by Secured Party on October 12, 2005, for the purpose of further restating collateral.

4. UCC-1 Financing Statement, File No. 200516492120 (the “**4th Financing Statement**”), filed by Secured Party with the Secretary on May 13, 2005, and the following exhibit: (1) Exhibit A: First Amendment, File No. 20051833501, filed on October 12, 2005, for the purpose of restating collateral.

All of the Financing Statements listed above, as amended, identify the assets of Debtor-Registrant in the following manner (with references to trade names, trademarks and service marks noted in *italics*):

“Any and all assets of HealthEZ, Inc., a Minnesota corporation (“Debtor”), including without limitation real property, buildings, inventory, equipment, *intellectual property (including without limitation trade secret, patent, copyright and trademark)*, all right, title and interest in and to any and all capital, capital contributions, net capital, return of capital and return on capital, any and all allocations of profits, income, and other items of gain, and any and all distributions of cash, property and other assets of Debtor, under applicable law or otherwise, during the term of Debtor and during the term of any successor entity or upon the dissolution or liquidation of Debtor or any successor entity, whether tangible, intangible or affixed to real property, whether now owned or hereafter acquired by Debtor, wherever located, together with any and all proceeds, products, additions and accessions, including without limitation:

(1) all securities (certificated or uncertificated, registered or unregistered), futures contracts, derivative contracts, other securities contracts, securities accounts, depository accounts, letters of credit, notes, checks, drafts, leases, installment sales contracts, chattel paper, documents of title and other instruments, whether negotiable or non-negotiable (each, an “Instrument”); and all refundable deposits, refundable amounts, prepaid amounts, accounts receivable, contract rights, or other obligations owing to Debtor (each, an “Account”);

(2) all agreements, documents and instruments and all items of personal or real property which evidence, secure, guaranty, assure payment of or performance under or otherwise affect any Instrument or Account;

(3) all choses-in-action, claims, actions, causes of action, goodwill, patents, *trade names, trademarks, service marks*, copyrights, other intellectual property, software licenses, monies due or recoverable from pension funds, monies due under royalty or licensing agreements, deposit accounts, insurance premium rebates, tax refunds, tax refund claims, books, records and other general intangibles; and

(4) all other property, buildings, equipment, materials, supplies, other inventory and other goods; and all office equipment, computers, computer discs, computer tapes and other equipment.

UCC FINANCING STATEMENT

A. NAME & PHONE OF CONTACT AT FILER (optional)
B. SEND ACKNOWLEDGMENT TO: (Name and Address)
Riggs & Co. 11978 Kiowa Avenue Suite 104 LOS ANGELES, CA 90049

Filing Number: 200516253399
Filing Date: 04/28/2005
Filing Time: 10:02 pm
Processing Office: State of Minnesota
 Secretary of State
Filed By: UCCOnlineFiling

1. DEBTOR'S EXACT FULL LEGAL NAME

ORGANIZATION'S NAME HEALTHEZ, INC.				
Mailing Address 8500 NORMANDALE LAKE BLVD., SUITE 1170	City BLOOMINGTON	State MN	Postal Code 55437	Country USA
Tax ID #: SSN or EIN	Add'l Info Re Organization Debtor	Type Of CORPORATION	Jurisdiction Of USA MN	Organizational ID #, if any 9J-400 <input type="checkbox"/> None

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME

ORGANIZATION'S NAME HEALTHEZ, INC.				
Mailing Address 8500 NORMANDALE LAKE BLVD., SUITE 1170	City BLOOMINGTON	State MN	Postal Code 55437	Country USA
Tax ID #: SSN or EIN	Add'l Info Re Organization Debtor	Type Of CORPORATION	Jurisdiction Of USA MN	Organizational ID #, if any 9J-400 <input type="checkbox"/> None

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P)

ORGANIZATION'S NAME BALFOUR, LLC				
Mailing Address 110 EAST 59TH STREET, 33RD FLOOR	City NEW YORK	State NY	Postal Code 10022	Country USA

4. This FINANCING STATEMENT covers the following collateral :

The collateral ("Collateral") consists of all of the following: Any and all assets of HealthEZ, Inc., a Minnesota corporation ("Debtor"), including without limitation real property, buildings, inventory, equipment, intellectual property (including without limitation trade secret, patent, copyright and trademark), all right, title and interest in and to any and all capital, capital contributions, net capital, return of capital and return on capital, any and all allocations of profits, income, and other items of gain, and any and all distributions of cash, property and other assets of Debtor, under applicable law or otherwise, during the term of Debtor and during the term of any successor entity [more]

[continued from previous entry] or upon the dissolution or liquidation of Debtor or any successor entity, whether tangible, intangible or affixed to real property, whether now owned or hereafter acquired by Debtor, wherever located, together with any and all proceeds, products, additions and accessions, including without limitation: (1) all securities (certificated or uncertificated, registered or unregistered), futures contracts, derivative contracts, other securities contracts, securities accounts, depository accounts, letters of

5. ALTERNATIVE DESIGNATION (if applicable)	<input type="checkbox"/> Lessee/Lessor	<input type="checkbox"/> Consignee/Consignor	<input type="checkbox"/> Bailee/Bailor	<input type="checkbox"/> Seller/Buyer	<input type="checkbox"/> AG. Lien	<input type="checkbox"/> Non-UCC
6. <input type="checkbox"/> This FINANCING STATEMENT is to be filed (or recorded) in the REAL ESTATE RECORDS. Attach Addendum (if applicable)	7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (ADDITIONAL FEE) (optional)		<input type="checkbox"/> All Debtors	<input type="checkbox"/> Debtor 1	<input type="checkbox"/> Debtor 2	

8. OPTIONAL FILER REFERENCE DATA:

BalfourLoans

UCC FINANCING STATEMENT - ADDENDUM

9. NAME OF FIRST DEBTOR ON RELATED FINANCING STATEMENT

ORGANIZATION'S NAME
HEALTHZ, INC.

10. MISCELLANEOUS:

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

11. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME

INDIVIDUAL'S NAME

Last Name	First Name	Middle Name	Suffix	
Mailing Address	City	State	Postal Code	Country
Tax ID #: SSN or EIN				

12. ADDITIONAL SECURED PARTY'S NAME or ASSIGNOR S/P's NAME

ORGANIZATION'S NAME
BALFOUR, LLC

Mailing Address 110 EAST 59TH STREET, 33RD FLOOR	City NEW YORK	State NY	Postal Code 10022	Country USA
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13. This FINANCING STATEMENT covers timber to be cut or as-extracted collateral, or is filed as a fixture filing.

14. Description of real estate:

15. Name and address of a RECORD OWNER of above-described real estate (if Debtor does not have a record interest):

16. Additional collateral description:

17. Check only if applicable and check only one box.
Debtor is a Trust or Trustee acting with respect to property held in trust or Decedent's Estate

18. Check only if applicable and check only one box.
 Debtor is a TRANSMITTING UTILITY
 Filed in connection with a Manufactured-Home Transaction - effective 30 years
 Filed in connection with a Public-Finance Transaction - effective 30 years

UCC FINANCING STATEMENT - ADDENDUM

9. NAME OF FIRST DEBTOR ON RELATED FINANCING STATEMENT

ORGANIZATION'S NAME
HEALTHEZ, INC.

10. MISCELLANEOUS:

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

11. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME

INDIVIDUAL'S NAME

Last Name	First Name	Middle Name	Suffix	
Mailing Address	City	State	Postal Code	Country
Tax ID #: SSN or EIN				

12. ADDITIONAL SECURED PARTY'S NAME or ASSIGNOR S/P's NAME

INDIVIDUAL'S NAME

Last Name	First Name	Middle Name	Suffix	
Mailing Address	City	State	Postal Code	Country

13. This FINANCING STATEMENT covers timber to be cut or as-extracted collateral, or is filed as a fixture filing.

14. Description of real estate:

15. Name and address of a RECORD OWNER of above-described real estate (if Debtor does not have a record interest):

16. Additional collateral description:

17. Check only if applicable and check only one box.
Debtor is a Trust or Trustee acting with respect to property held in trust or Decedent's Estate

18. Check only if applicable and check only one box.

- Debtor is a TRANSMITTING UTILITY
- Filed in connection with a Manufactured-Home Transaction - effective 30 years
- Filed in connection with a Public-Finance Transaction - effective 30 years

TRADEMARK

UCC FINANCING STATEMENT AMENDMENT

NAME & PHONE OF CONTACT AT FILER (optional)
SEND ACKNOWLEDGMENT TO: (Name and Address)
Riggs & Co.
11978 Kiowa Avenue
Suite 104
LOS ANGELES CA 90049

Filing NO: 20051626528
Filing Date 04/29/2005
Filing Time 2:15 pm
State of Minnesota
Processing office: Secretary of State
Filed by: UCCOnlineFiling

1a INITIAL FINANCING STATEMENT FILE # 20051625339
1b This FINANCING STATEMENT AMENDMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS

2 TERMINATION: Effectiveness of the Financing Statement identified above is terminated with respect to security interest(s) of the Secured Party authorizing this Termination.

3 CONTINUATION: Effectiveness of the Financing Statement identified above with respect to security interest(s) of the Secured Party authorizing this Continuation Statement is continued for the additional period provided by applicable law.

4 ASSIGNMENT (full or partial): Give name of assignee in item 7a or 7b and address of assignee in item 7c; and also give name of assignor in Item 9.

5 AMENDMENT (PARTY INFORMATION): This Amendment affects Debtor or Secured Party of Record. Check only one of these two boxes. Also check one of the following three boxes and provide appropriate information in items 6 and/or 7.

6 CURRENT RECORD INFORMATION

7c MAILING ADDRESS City State Postal Code Country
7d Tax ID #: SSN or EIN add'l info re organization debtor
7e Type of Organization
7f Jurisdiction of Organization
7g Organizational ID #, if any None

8 AMENDMENT (COLLATERAL CHANGE): check only one box
Describe collateral deleted or added, or give entire restated collateral description, or describe collateral assigned

The collateral ("Collateral") consists of all of the following: Any and all assets of HealthEZ, Inc., a Minnesota corporation ("Debtor"), including without limitation real property, buildings, inventory, equipment, intellectual property (including without limitation trade secret, patent, copyright and trademark), all right, title and interest in and to any and all capital, capital contributions, net capital, return of capital and return on capital, any and all allocations of profits, income, and other items of gain, and any and all distributions of cash, property and other assets of Debtor, under applicable law or otherwise, during the term of Debtor and during the term of any successor entity [more] [continued from previous entry] or upon the dissolution or liquidation of Debtor or any successor entity, whether tangible, intangible or affixed to real property, whether now owned or hereafter acquired by Debtor, wherever located, together with any and all proceeds, products, additions and accessions, including without limitation: (1) all securities (certificated or uncertificated, registered or unregistered), futures contracts, derivative contracts, other securities contracts, securities accounts, depository accounts, letters of credit, notes, checks, drafts, leases, installment sales contracts, chattel paper, documents of title and other instruments, whether negotiable or non-negotiable (each, an "Instrument") [more] [continued from previous entry] (1) (continued) and all refundable deposits, refundable amounts, prepaid amounts, accounts receivable, contract rights, or other obligations owing to Debtor (each, an "Account") (2) all agreements, documents and instruments and all items of personal or real property which evidence, secure, guaranty, assure payment of or performance under or otherwise affect any Instrument or Account (3) all choses-in-action, claims, actions, causes of action, goodwill, patents, trade names, trademarks, service marks, copyrights, other intellectual property, software licenses, monies due or recoverable from pension funds, monies due under royalty or licensing agreements, deposit accounts, [more]

9 NAME of SECURED PARTY of RECORD AUTHORIZING THIS AMENDMENT (name of assignor, if this is an assignment). If this is an Amendment authorized by a Debtor which adds collateral or adds the authorizing Debtor, or if this a Termination authorized by a debtor, check here and enter name of DEBTOR authorizing this Amendment.

9a Organization's Name Balfour, LLC

10. OPTIONAL FILER REFERENCE DATA BalfourLoans

UCC FINANCING STATEMENT AMENDMENT ADDENDUM

11. INITIAL FINANCING STATEMENT FILE # (same as item 1a on Amendment form)
200516253399

12. NAME of PARTY AUTHORIZING THIS AMENDMENT (same as item 9 on Amendment form)
ORGANIZATION'S NAME
12a. Balfour, LLC

OR

12b. Last Name First Name Middle Name, Suffix

13. Use this space for additional information

THE ABOVE
SPACE IS FOR
FILING OFFICE
USE ONLY

[continued from previous entry] (3) (continued) insurance premium rebates, tax refunds, tax refund claims, books, records and other general intangibles and (4) all other property, buildings, equipment, materials, supplies, other inventory and other goods and all office equipment, computers, computer discs, computer tapes and other equipment. Debtor granted Balfour, LLC ("Secured Party") a first priority security interest in the Collateral pursuant to certain loans made by Secured Party to Debtor between January 1, 2003 and April 20, 2004, [more]

[continued from previous entry] including without limitation those loans documented by that certain Secured Promissory Note and Security Agreement, dated on or about March 14, 2003, and that certain Secured Promissory Note and Security Agreement, dated on or about May 21, 2003.

UCC FINANCING STATEMENT AMENDMENT

NAME & PHONE OF CONTACT AT FILER (optional)
SEND ACKNOWLEDGMENT TO: (Name and Address)
Riggs & Co.
11978 Kiowa Avenue
Suite 104
LOS ANGELES CA 90049

Filing NO: 20051646377
Filing Date 05/12/2005
Filing Time 12:26 am
State of Minnesota
Processing office: Secretary of State
Filed by: UCCOnlineFiling

1a INITIAL FINANCING STATEMENT FILE # 200516253399 1b This FINANCING STATEMENT AMENDMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS

2 TERMINATION: Effectiveness of the Financing Statement identified above is terminated with respect to security interest(s) of the Secured Party authorizing this Termination.

3 CONTINUATION: Effectiveness of the Financing Statement identified above with respect to security interest(s) of the Secured Party authorizing this Continuation Statement is continued for the additional period provided by applicable law.

4 ASSIGNMENT (full or partial): Give name of assignee in item 7a or 7b and address of assignee in item 7c; and also give name of assignor in Item 9.

5 AMENDMENT (PARTY INFORMATION): This Amendment affects Debtor or Secured Party of Record. Check only one of these two boxes. Also check one of the following three boxes and provide appropriate information in items 6 and/or 7. CHANGE name and/or address: Give current record name in item 6a or 6b; also give new name (if name change) in item 7a or 7b and/or new address (if address change) in item 7c. DELETE name: Give record name to be deleted in item 6a or 6b. ADD name: Complete item 7a or 7b, and also item 7c; also complete items 7e-7g (if applicable)

6 CURRENT RECORD INFORMATION

7c MAILING ADDRESS City State Postal Code Country
7d Tax ID #: SSN or EIN add'l info re organization debtor 7e Type of Organization 7f Jurisdiction of Organization 7g Organizational ID #, if any None

8 AMENDMENT (COLLATERAL CHANGE): check only one box Describe collateral deleted or added, or give entire restated collateral description, or describe collateral assigned

The collateral ("Collateral") consists of all of the following: Any and all assets of HealthEZ, Inc., a Minnesota corporation ("Debtor"), including without limitation real property, buildings, inventory, equipment, intellectual property (including without limitation trade secret, patent, copyright and trademark), all right, title and interest in and to any and all capital, capital contributions, net capital, return of capital and return on capital, any and all allocations of profits, income, and other items of gain, and any and all distributions of cash, property and other assets of Debtor, under applicable law or otherwise, during the term of Debtor and during the term of any successor entity [more] [continued from previous entry] or upon the dissolution or liquidation of Debtor or any successor entity, whether tangible, intangible or affixed to real property, whether now owned or hereafter acquired by Debtor, wherever located, together with any and all proceeds, products, additions and accessions, including without limitation: (1) all securities (certificated or uncertificated, registered or unregistered), futures contracts, derivative contracts, other securities contracts, securities accounts, depository accounts, letters of credit, notes, checks, drafts, leases, installment sales contracts, chattel paper, documents of title and other instruments, whether negotiable or non-negotiable (each, an "Instrument") [more] [continued from previous entry] (1) (continued) and all refundable deposits, refundable amounts, prepaid amounts, accounts receivable, contract rights, or other obligations owing to Debtor (each, an "Account") (2) all agreements, documents and instruments and all items of personal or real property which evidence, secure, guaranty, assure payment of or performance under or otherwise affect any Instrument or Account (3) all choses-in-action, claims, actions, causes of action, goodwill, patents, trade names, trademarks, service marks, copyrights, other intellectual property, software licenses, monies due or recoverable from pension funds, monies due under royalty or licensing agreements, deposit accounts, [more]

9 NAME of SECURED PARTY of RECORD AUTHORIZING THIS AMENDMENT (name of assignor, if this is an assignment). If this is an Amendment authorized by a Debtor which adds collateral or adds the authorizing Debtor, or if this a Termination authorized by a debtor, check here and enter name of DEBTOR authorizing this Amendment.

9a Organization's Name Balfour, LLC

10. OPTIONAL FILER REFERENCE DATA BalfourLoans

UCC FINANCING STATEMENT AMENDMENT ADDENDUM

11. INITIAL FINANCING STATEMENT FILE # (same as item 1a on Amendment form)
200516253399

12. NAME of PARTY AUTHORIZING THIS AMENDMENT (same as item 9 on Amendment form)
12a. ORGANIZATION'S NAME
Balfour, LLC

OR

12b. Last Name First Name Middle Name, Suffix

13. Use this space for additional information

THE ABOVE
SPACE IS FOR
FILING OFFICE
USE ONLY

[continued from previous entry] (3) (continued) insurance premium rebates, tax refunds, tax refund claims, books, records and other general intangibles and (4) all other property, buildings, equipment, materials, supplies, other inventory and other goods and all office equipment, computers, computer discs, computer tapes and other equipment. This Financing Statement is filed with reference to each and every loan made by Balfour, LLC ("Secured Party") to Debtor between January 1, 2003 and April 20, 2005, for which Secured Party is entitled to file such a record and with reference to which a separate Financing Statement is not filed.

UCC FINANCING STATEMENT AMENDMENT

A. NAME & PHONE OF CONTACT AT FILER (optional)

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

Riggs & Co.
11978 Kiowa Avenue
Suite 104
LOS ANGELES, CA 90049

Filing Number: 20051831780

Filing Date: 10/12/2005

Filing Time: 2:20 am

Processing Office: State of Minnesota
Secretary of State

Filed By: UCCOnlineFiling

1a. INITIAL FINANCING STATEMENT FILE #
200516253399

1b. This FINANCING STATEMENT AMENDMENT is
 to be filed (for record) (or recorded) in the
 REAL ESTATE RECORDS.

2. **TERMINATION:** Effectiveness of the Financing Statement identified above is terminated with respect to security interest(s) of the Secured Party authorizing this Termination Statement.

3. **CONTINUATION:** Effectiveness of the Financing Statement identified above with respect to security interest(s) of the Secured Party authorizing this Continuation Statement is continued for the additional period provided by applicable law.

4. **ASSIGNMENT (full or partial):** Give name of assignee in item 7a or 7b and address of assignee in item 7c; and also give name of assignor in Item 9.

5. **AMENDMENT (PARTY INFORMATION):** This Amendment affects Debtor or Secured Party of Record. Check only one of these two boxes.
 Also check one of the following three boxes and provide appropriate information in items 6 and/or 7.

CHANGE name and/or address: Please refer to the detailed instructions in regards to changing the name/address of a party.
 DELETE name: Give record name to be deleted in item 6a or 6b.
 ADD name: Complete item 7a or 7b, and also item 7c; also complete items 7e-7g (if applicable).

6. **CURRENT RECORD INFORMATION**
 6a. ORGANIZATION'S NAME

7. **CHANGED (NEW) OR ADDED INFORMATION**
 7a. ORGANIZATION'S NAME

7c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
7d. Tax ID #: SSN or EIN	ADD'L INFO RE ORGANIZATION DEBTOR	7e. TYPE OF ORGANIZATION	7f. JURISDICTION OF ORGANIZATION	7g. ORGANIZATIONAL ID #, if any <input type="checkbox"/> NONE

8. **AMENDMENT (COLLATERAL CHANGE):** check only one box
 Describe collateral deleted or added, or give entire restated collateral description, or describe collateral assigned.
 The collateral ("Collateral") remains as stated in the last Amendment of this Financing Statement, filed on 05/12/2005 (the "5/12 Amendment"), consisting of any and all assets of HealthEZ, Inc., a Minnesota corporation ("Debtor"), as further described in the 5/12 Amendment. The purpose of this Amendment is to confirm that "any and all assets" of Debtor, and specifically that the intellectual property described in the original Financing Statement filed on 04/28/2005 and in each amendment thereof prior to this amendment, includes, and has included since the first grant of security interest to which the Financing Statement applies, the following patent application: UNITED STATES PATENT APPLICATION FOR HEALTHCARE PAYMENT, REPORTING AND DATA PROCESSING SYSTEM AND METHOD APPLICATION NUMBER 09/316938 FILED BY INVENTORS MICHAEL THORSEN, MAZHAR SAEED, AND JAHAN HAJIANI ON MAY 21, 1999.

9. **NAME of SECURED PARTY of RECORD AUTHORIZING THIS AMENDMENT** (name of assignor, if this is an assignment). If this is an Amendment authorized by a Debtor which adds collateral or adds the authorizing Debtor, or if this a Termination authorized by a Debtor, check here and enter name of DEBTOR authorizing this Amendment.

9a. ORGANIZATION'S NAME

Balfour, LLC

10. **OPTIONAL FILER REFERENCE DATA**
 BalfourLoans

UCC FINANCING STATEMENT

A. NAME & PHONE OF CONTACT AT FILER (optional)
B. SEND ACKNOWLEDGMENT TO: (Name and Address)
Riggs & Co. 11978 Kiowa Avenue Suite 104 LOS ANGELES, CA 90049

Filing Number: 200516270813

Filing Date: 04/29/2005

Filing Time: 4:28 pm

**Processing Office: State of Minnesota
Secretary of State**

Filed By: UCCOnlineFiling

1. DEBTOR'S EXACT FULL LEGAL NAME

ORGANIZATION'S NAME HEALTHEZ, INC.				
Mailing Address 8500 NORMANDALE LAKE BLVD., SUITE 1170	City BLOOMINGTON	State MN	Postal Code 55437	Country USA
Tax ID #: SSN or EIN 41-1862617	Add'l Info Re Organization Debtor	Type Of CORPORATION	Jurisdiction Of USA MN	Organizational ID #, if any MN 9J-400 <input type="checkbox"/> None

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME

INDIVIDUAL'S NAME				
Last Name	First Name	Middle Name	Suffix	
Mailing Address	City	State	Postal Code	Country
Tax ID #: SSN or EIN				

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P)

ORGANIZATION'S NAME BALFOUR, LLC				
Mailing Address 110 EAST 59TH STREET, 33RD FLOOR	City NEW YORK	State NY	Postal Code 10022	Country USA

4. This FINANCING STATEMENT covers the following collateral :

The collateral ("Collateral") consists of all of the following: Any and all assets of HealthEZ, Inc., a Minnesota corporation ("Debtor"), including without limitation real property, buildings, inventory, equipment, intellectual property (including without limitation trade secret, patent, copyright and trademark), all right, title and interest in and to any and all capital, capital contributions, net capital, return of capital and return on capital, any and all allocations of profits, income, and other items of gain, and any and all distributions of cash, property and other assets of Debtor, under applicable law or otherwise, during the term of Debtor and during the term of any successor entity [more]

[continued from previous entry] or upon the dissolution or liquidation of Debtor or any successor entity, whether tangible, intangible or affixed to real property, whether now owned or hereafter acquired by Debtor, wherever located, together with any and all proceeds, products, additions and accessions, including without limitation: (1) all securities (certificated or uncertificated, registered or unregistered), futures contracts, derivative contracts, other securities contracts, securities accounts, depository accounts, letters of credit, notes, checks

5. ALTERNATIVE DESIGNATION (if applicable)	<input type="checkbox"/> Lessee/Lessor	<input type="checkbox"/> Consignee/Consignor	<input type="checkbox"/> Bailee/Bailor	<input type="checkbox"/> Seller/Buyer	<input type="checkbox"/> AG. Lien	<input type="checkbox"/> Non-UCC
6. <input type="checkbox"/> This FINANCING STATEMENT is to be filed (or recorded) in the REAL ESTATE RECORDS. Attach Addendum (if applicable)	7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (ADDITIONAL FEE) (optional)		<input type="checkbox"/> All Debtors	<input type="checkbox"/> Debtor 1	<input type="checkbox"/> Debtor 2	

8. OPTIONAL FILER REFERENCE DATA:

BalfourLoans -- inst. 1&2

UCC FINANCING STATEMENT - ADDENDUM

9. NAME OF FIRST DEBTOR ON RELATED FINANCING STATEMENT

ORGANIZATION'S NAME
HEALTHZ, INC.

10. MISCELLANEOUS:

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

11. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME

INDIVIDUAL'S NAME

Last Name	First Name	Middle Name	Suffix	
Mailing Address	City	State	Postal Code	Country
Tax ID #: SSN or EIN				

12. ADDITIONAL SECURED PARTY'S NAME or ASSIGNOR S/P's NAME

INDIVIDUAL'S NAME

Last Name	First Name	Middle Name	Suffix	
Mailing Address	City	State	Postal Code	Country

13. This FINANCING STATEMENT covers timber to be cut or as-extracted collateral, or is filed as a fixture filing.

14. Description of real estate:

15. Name and address of a RECORD OWNER of above-described real estate (if Debtor does not have a record interest):

16. Additional collateral description:

17. Check only if applicable and check only one box.
Debtor is a Trust or Trustee acting with respect to property held in trust or Decedent's Estate

18. Check only if applicable and check only one box.

- Debtor is a TRANSMITTING UTILITY
- Filed in connection with a Manufactured-Home Transaction - effective 30 years
- Filed in connection with a Public-Finance Transaction - effective 30 years

TRADEMARK

UCC FINANCING STATEMENT - ADDENDUM

9. NAME OF FIRST DEBTOR ON RELATED FINANCING STATEMENT

ORGANIZATION'S NAME
HEALTHEZ, INC.

10. MISCELLANEOUS:

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

11. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME

INDIVIDUAL'S NAME

Last Name	First Name	Middle Name	Suffix	
Mailing Address	City	State	Postal Code	Country
Tax ID #: SSN or EIN				

12. ADDITIONAL SECURED PARTY'S NAME or ASSIGNOR S/P's NAME

INDIVIDUAL'S NAME

Last Name	First Name	Middle Name	Suffix	
Mailing Address	City	State	Postal Code	Country

13. This FINANCING STATEMENT covers timber to be cut or as-extracted collateral, or is filed as a fixture filing.

14. Description of real estate:

15. Name and address of a RECORD OWNER of above-described real estate (if Debtor does not have a record interest):

16. Additional collateral description:

17. Check only if applicable and check only one box.
Debtor is a Trust or Trustee acting with respect to property held in trust or Decedent's Estate

18. Check only if applicable and check only one box.

- Debtor is a TRANSMITTING UTILITY
- Filed in connection with a Manufactured-Home Transaction - effective 30 years
- Filed in connection with a Public-Finance Transaction - effective 30 years

TRADEMARK

UCC FINANCING STATEMENT AMENDMENT

NAME & PHONE OF CONTACT AT FILER (optional)
SEND ACKNOWLEDGMENT TO: (Name and Address)
Riggs & Co.
11978 Kiowa Avenue
Suite 104
LOS ANGELES CA 90049

Filing NO: 20051627153
Filing Date 04/29/2005
Filing Time 8:25 pm
State of Minnesota
Processing office: Secretary of State
Filed by: UCCOnlineFiling

1a INITIAL FINANCING STATEMENT FILE # 200516270813
1b This FINANCING STATEMENT AMENDMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS

2 TERMINATION: Effectiveness of the Financing Statement identified above is terminated with respect to security interest(s) of the Secured Party authorizing this Termination.

3 CONTINUATION: Effectiveness of the Financing Statement identified above with respect to security interest(s) of the Secured Party authorizing this Continuation Statement is continued for the additional period provided by applicable law.

4 ASSIGNMENT (full or partial): Give name of assignee in item 7a or 7b and address of assignee in item 7c; and also give name of assignor in Item 9.

5 AMENDMENT (PARTY INFORMATION): This Amendment affects Debtor or Secured Party of Record. Check only one of these two boxes. Also check one of the following three boxes and provide appropriate information in items 6 and/or 7.

6 CURRENT RECORD INFORMATION

7c MAILING ADDRESS City State Postal Code Country
7d Tax ID #: SSN or EIN add'l info re organization debtor
7e Type of Organization
7f Jurisdiction of Organization
7g Organizational ID #, if any None

8 AMENDMENT (COLLATERAL CHANGE): check only one box
Describe collateral deleted or added, or give entire restated collateral description, or describe collateral assigned

The collateral ("Collateral") consists of all of the following: Any and all assets of HealthEZ, Inc., a Minnesota corporation ("Debtor"), including without limitation real property, buildings, inventory, equipment, intellectual property (including without limitation trade secret, patent, copyright and trademark), all right, title and interest in and to any and all capital, capital contributions, net capital, return of capital and return on capital, any and all allocations of profits, income, and other items of gain, and any and all distributions of cash, property and other assets of Debtor, under applicable law or otherwise, during the term of Debtor and during the term of any successor entity [more] [continued from previous entry] or upon the dissolution or liquidation of Debtor or any successor entity, whether tangible, intangible or affixed to real property, whether now owned or hereafter acquired by Debtor, wherever located, together with any and all proceeds, products, additions and accessions, including without limitation: (1) all securities (certificated or uncertificated, registered or unregistered), futures contracts, derivative contracts, other securities contracts, securities accounts, depository accounts, letters of credit, notes, checks, drafts, leases, installment sales contracts, chattel paper, documents of title and other instruments, whether negotiable or non-negotiable (each, an "Instrument") [more] [continued from previous entry] (1) (continued) and all refundable deposits, refundable amounts, prepaid amounts, accounts receivable, contract rights, or other obligations owing to Debtor (each, an "Account") (2) all agreements, documents and instruments and all items of personal or real property which evidence, secure, guaranty, assure payment of or performance under or otherwise affect any Instrument or Account (3) all choses-in-action, claims, actions, causes of action, goodwill, patents, trade names, trademarks, service marks, copyrights, other intellectual property, software licenses, monies due or recoverable from pension funds, monies due under royalty or licensing agreements, deposit accounts, [more]

9 NAME of SECURED PARTY of RECORD AUTHORIZING THIS AMENDMENT (name of assignor, if this is an assignment). If this is an Amendment authorized by a Debtor which adds collateral or adds the authorizing Debtor, or if this a Termination authorized by a debtor, check here and enter name of DEBTOR authorizing this Amendment.

9a Organization's Name Balfour, LLC

10. OPTIONAL FILER REFERENCE DATA BalfourLoans - Inst. 1&2

UCC FINANCING STATEMENT AMENDMENT ADDENDUM

11. INITIAL FINANCING STATEMENT FILE # (same as item 1a on Amendment form)
200516270813

12. NAME of PARTY AUTHORIZING THIS AMENDMENT (same as item 9 on Amendment form)
12a. ORGANIZATION'S NAME
Balfour, LLC

OR

12b. Last Name First Name Middle Name, Suffix

13. Use this space for additional information

THE ABOVE
SPACE IS FOR
FILING OFFICE
USE ONLY

[continued from previous entry] (3) (continued) insurance premium rebates, tax refunds, tax refund claims, books, records and other general intangibles and (4) all other property, buildings, equipment, materials, supplies, other inventory and other goods and all office equipment, computers, computer discs, computer tapes and other equipment. Debtor granted Balfour, LLC ("Secured Party") a first priority security interest in the Collateral pursuant to loans made by Secured Party to Debtor on or about February 4, 2003 and May 21, 2003, each documented by a Secured Promissory Note and Security Agreement.

UCC FINANCING STATEMENT AMENDMENT

NAME & PHONE OF CONTACT AT FILER (optional)
SEND ACKNOWLEDGMENT TO: (Name and Address)
Riggs & Co.
11978 Kiowa Avenue
Suite 104
LOS ANGELES CA 90049

Filing NO: 20051649140
Filing Date 05/13/2005
Filing Time 10:59 am
State of Minnesota
Processing office: Secretary of State
Filed by: UCCOnlineFiling

1a INITIAL FINANCING STATEMENT FILE # 200516270813
1b This FINANCING STATEMENT AMENDMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS

2 TERMINATION: Effectiveness of the Financing Statement identified above is terminated with respect to security interest(s) of the Secured Party authorizing this Termination.

3 CONTINUATION: Effectiveness of the Financing Statement identified above with respect to security interest(s) of the Secured Party authorizing this Continuation Statement is continued for the additional period provided by applicable law.

4 ASSIGNMENT (full or partial): Give name of assignee in item 7a or 7b and address of assignee in item 7c; and also give name of assignor in Item 9.

5 AMENDMENT (PARTY INFORMATION): This Amendment affects Debtor or Secured Party of Record. Check only one of these two boxes. Also check one of the following three boxes and provide appropriate information in items 6 and/or 7.

6 CURRENT RECORD INFORMATION
7c MAILING ADDRESS City State Postal Code Country

7d Tax ID #: SSN or EIN add'l info re organization debtor
7e Type of Organization
7f Jurisdiction of Organization
7g Organizational ID #, if any None

8 AMENDMENT (COLLATERAL CHANGE): check only one box
Describe collateral deleted or added, or give entire restated collateral description, or describe collateral assigned

The collateral ("Collateral") consists of all of the following: Any and all assets of HealthEZ, Inc., a Minnesota corporation ("Debtor"), including without limitation real property, buildings, inventory, equipment, intellectual property (including without limitation trade secret, patent, copyright and trademark), all right, title and interest in and to any and all capital, capital contributions, net capital, return of capital and return on capital, any and all allocations of profits, income, and other items of gain, and any and all distributions of cash, property and other assets of Debtor, under applicable law or otherwise, during the term of Debtor and during the term of any successor entity [more] [continued from previous entry] or upon the dissolution or liquidation of Debtor or any successor entity, whether tangible, intangible or affixed to real property, whether now owned or hereafter acquired by Debtor, wherever located, together with any and all proceeds, products, additions and accessions, including without limitation: (1) all securities (certificated or uncertificated, registered or unregistered), futures contracts, derivative contracts, other securities contracts, securities accounts, depository accounts, letters of credit, notes, checks, drafts, leases, installment sales contracts, chattel paper, documents of title and other instruments, whether negotiable or non-negotiable (each, an "Instrument") [more] [continued from previous entry] (1) (continued) and all refundable deposits, refundable amounts, prepaid amounts, accounts receivable, contract rights, or other obligations owing to Debtor (each, an "Account") (2) all agreements, documents and instruments and all items of personal or real property which evidence, secure, guaranty, assure payment of or performance under or otherwise affect any Instrument or Account (3) all choses-in-action, claims, actions, causes of action, goodwill, patents, trade names, trademarks, service marks, copyrights, other intellectual property, software licenses, monies due or recoverable from pension funds, monies due under royalty or licensing agreements, deposit accounts, [more]

9 NAME of SECURED PARTY of RECORD AUTHORIZING THIS AMENDMENT (name of assignor, if this is an assignment). If this is an Amendment authorized by a Debtor which adds collateral or adds the authorizing Debtor, or if this a Termination authorized by a debtor, check here and enter name of DEBTOR authorizing this Amendment.

9a Organization's Name Balfour, LLC

10. OPTIONAL FILER REFERENCE DATA BalfourLoans Inst. 1&2

UCC FINANCING STATEMENT AMENDMENT ADDENDUM

11. INITIAL FINANCING STATEMENT FILE # (same as item 1a on Amendment form)
200516270813

12. NAME of PARTY AUTHORIZING THIS AMENDMENT (same as item 9 on Amendment form)
ORGANIZATION'S NAME
12a. Balfour, LLC

OR

12b. Last Name First Name Middle Name, Suffix

13. Use this space for additional information

THE ABOVE
SPACE IS FOR
FILING OFFICE
USE ONLY

[continued from previous entry] (3) (continued) insurance premium rebates, tax refunds, tax refund claims, books, records and other general intangibles and (4) all other property, buildings, equipment, materials, supplies, other inventory and other goods and all office equipment, computers, computer discs, computer tapes and other equipment. This Financing Statement is filed with reference to those certain secured loans made by Balfour, LLC ("Secured Party") to Debtor on or about February 4, 2003 and May 21, 2003.

UCC FINANCING STATEMENT AMENDMENT

A. NAME & PHONE OF CONTACT AT FILER (optional)

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

Riggs & Co.
11978 Kiowa Avenue
Suite 104
LOS ANGELES, CA 90049

Filing Number: 20051833473

Filing Date: 10/12/2005

Filing Time: 5:18 pm

Processing Office: State of Minnesota
Secretary of State

Filed By: UCCOnlineFiling

1a. INITIAL FINANCING STATEMENT FILE #
200516270813

1b. This FINANCING STATEMENT AMENDMENT is
 to be filed (for record) (or recorded) in the
 REAL ESTATE RECORDS.

2. **TERMINATION:** Effectiveness of the Financing Statement identified above is terminated with respect to security interest(s) of the Secured Party authorizing this Termination Statement.
3. **CONTINUATION:** Effectiveness of the Financing Statement identified above with respect to security interest(s) of the Secured Party authorizing this Continuation Statement is continued for the additional period provided by applicable law.
4. **ASSIGNMENT (full or partial):** Give name of assignee in item 7a or 7b and address of assignee in item 7c; and also give name of assignor in Item 9.
5. **AMENDMENT (PARTY INFORMATION):** This Amendment affects Debtor or Secured Party of Record. Check only one of these two boxes.
 Also check one of the following three boxes and provide appropriate information in items 6 and/or 7.
 CHANGE name and/or address: Please refer to the detailed instructions in regards to changing the name/address of a party. DELETE name: Give record name to be deleted in item 6a or 6b. ADD name: Complete item 7a or 7b, and also item 7c; also complete items 7e-7g (if applicable).

6. **CURRENT RECORD INFORMATION**
 6a. ORGANIZATION'S NAME

7. **CHANGED (NEW) OR ADDED INFORMATION**
 7a. ORGANIZATION'S NAME

7c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
7d. Tax ID #: SSN or EIN	ADD'L INFO RE ORGANIZATION DEBTOR	7e. TYPE OF ORGANIZATION	7f. JURISDICTION OF ORGANIZATION	7g. ORGANIZATIONAL ID #, if any <input type="checkbox"/> NONE

8. **AMENDMENT (COLLATERAL CHANGE):** check only one box
 Describe collateral deleted or added, or give entire restated collateral description, or describe collateral assigned.
 The collateral ("Collateral") remains as stated in the last Amendment of this Financing Statement, filed on 05/13/2005 (the "5/13 Amendment"), consisting of any and all assets of HealthEZ, Inc., a Minnesota corporation ("Debtor"), as further described in the 5/13 Amendment. The purpose of this Amendment is to confirm that "any and all assets" of Debtor, and specifically that the intellectual property described in the original Financing Statement filed on 04/29/2005 and in each amendment thereof prior to this amendment, includes, and has included since the first grant of security interest to which the Financing Statement applies, the following patent application: UNITED STATES PATENT APPLICATION FOR HEALTHCARE PAYMENT, REPORTING AND DATA PROCESSING SYSTEM AND METHOD APPLICATION NUMBER 09/316938 FILED BY INVENTORS MICHAEL THORSEN, MAZHAR SAEED, AND JAHAN HAJIANI ON MAY 21, 1999.

9. **NAME of SECURED PARTY of RECORD AUTHORIZING THIS AMENDMENT** (name of assignor, if this is an assignment). If this is an Amendment authorized by a Debtor which adds collateral or adds the authorizing Debtor, or if this a Termination authorized by a Debtor, check here and enter name of DEBTOR authorizing this Amendment.

9a. ORGANIZATION'S NAME

Balfour, LLC

10. **OPTIONAL FILER REFERENCE DATA**
 BalfourLoans -- Inst 1&2

UCC FINANCING STATEMENT

A. NAME & PHONE OF CONTACT AT FILER (optional)
B. SEND ACKNOWLEDGMENT TO: (Name and Address)
Riggs & Co. 11978 Kiowa Avenue Suite 104 LOS ANGELES, CA 90049

Filing Number: 200516283129
Filing Date: 05/02/2005
Filing Time: 1:26 pm
Processing Office: State of Minnesota
 Secretary of State
Filed By: UCCOnlineFiling

1. DEBTOR'S EXACT FULL LEGAL NAME

ORGANIZATION'S NAME HEALTHEZ, INC				
Mailing Address 8500 NORMANDALE LAKE BLVD., SUITE 1170	City BLOOMINGTON	State MN	Postal Code 55437	Country USA
Tax ID #: SSN or EIN 41-1862617	Add'l Info Re Organization Debtor	Type Of CORPORATION	Jurisdiction Of USA MN	Organizational ID #, if any MN 9J-400 <input type="checkbox"/> None

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME

INDIVIDUAL'S NAME				
Last Name	First Name	Middle Name	Suffix	
Mailing Address	City	State	Postal Code	Country
Tax ID #: SSN or EIN				

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P)

ORGANIZATION'S NAME BALFOUR, LLC				
Mailing Address 110 EAST 59TH STREET, 33RD FLOOR	City NEW YORK	State NY	Postal Code 10022	Country USA

4. This FINANCING STATEMENT covers the following collateral :

The collateral ("Collateral") consists of all of the following: Any and all assets of HealthEZ, Inc., a Minnesota corporation ("Debtor"), including without limitation real property, buildings, inventory, equipment, intellectual property (including without limitation trade secret, patent, copyright and trademark), all right, title and interest in and to any and all capital, capital contributions, net capital, return of capital and return on capital, any and all allocations of profits, income, and other items of gain, and any and all distributions of cash, property and other assets of Debtor, under applicable law or otherwise, during the term of Debtor and during the term of any successor entity [more]

[continued from previous entry] or upon the dissolution or liquidation of Debtor or any successor entity, whether tangible, intangible or affixed to real property, whether now owned or hereafter acquired by Debtor, wherever located, together with any and all proceeds, products, additions and accessions, including without limitation: (1) all securities (certificated or uncertificated, registered or unregistered), futures contracts, derivative contracts, other securities contracts, securities accounts, depository accounts, letters of credit, notes, checks

5. ALTERNATIVE DESIGNATION (if applicable)	<input type="checkbox"/> Lessee/Lessor	<input type="checkbox"/> Consignee/Consignor	<input type="checkbox"/> Bailee/Bailor	<input type="checkbox"/> Seller/Buyer	<input type="checkbox"/> AG. Lien	<input type="checkbox"/> Non-UCC
6. <input type="checkbox"/> This FINANCING STATEMENT is to be filed (or recorded) in the REAL ESTATE RECORDS. Attach Addendum (if applicable)	7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (ADDITIONAL FEE) (optional)		<input type="checkbox"/> All Debtors	<input type="checkbox"/> Debtor 1	<input type="checkbox"/> Debtor 2	

8. OPTIONAL FILER REFERENCE DATA:

Balfour Addit Loans

UCC FINANCING STATEMENT - ADDENDUM

9. NAME OF FIRST DEBTOR ON RELATED FINANCING STATEMENT

ORGANIZATION'S NAME
HEALTHEZ, INC

10. MISCELLANEOUS:

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

11. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME

INDIVIDUAL'S NAME

Last Name	First Name	Middle Name	Suffix	
Mailing Address	City	State	Postal Code	Country
Tax ID #: SSN or EIN				

12. ADDITIONAL SECURED PARTY'S NAME or ASSIGNOR S/P's NAME

INDIVIDUAL'S NAME

Last Name	First Name	Middle Name	Suffix	
Mailing Address	City	State	Postal Code	Country

13. This FINANCING STATEMENT covers timber to be cut or as-extracted collateral, or is filed as a fixture filing.

14. Description of real estate:

15. Name and address of a RECORD OWNER of above-described real estate (if Debtor does not have a record interest):

16. Additional collateral description:

17. Check only if applicable and check only one box.
Debtor is a Trust or Trustee acting with respect to property held in trust or Decedent's Estate

18. Check only if applicable and check only one box.

- Debtor is a TRANSMITTING UTILITY
- Filed in connection with a Manufactured-Home Transaction - effective 30 years
- Filed in connection with a Public-Finance Transaction - effective 30 years

TRADEMARK

UCC FINANCING STATEMENT - ADDENDUM

9. NAME OF FIRST DEBTOR ON RELATED FINANCING STATEMENT

ORGANIZATION'S NAME
HEALTHEZ, INC

10. MISCELLANEOUS:

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

11. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME

INDIVIDUAL'S NAME

Last Name	First Name	Middle Name	Suffix	
Mailing Address	City	State	Postal Code	Country
Tax ID #: SSN or EIN				

12. ADDITIONAL SECURED PARTY'S NAME or ASSIGNOR S/P's NAME

INDIVIDUAL'S NAME

Last Name	First Name	Middle Name	Suffix	
Mailing Address	City	State	Postal Code	Country

13. This FINANCING STATEMENT covers timber to be cut or as-extracted collateral, or is filed as a fixture filing.

14. Description of real estate:

15. Name and address of a RECORD OWNER of above-described real estate (if Debtor does not have a record interest):

16. Additional collateral description:

17. Check only if applicable and check only one box.
Debtor is a Trust or Trustee acting with respect to property held in trust or Decedent's Estate

18. Check only if applicable and check only one box.
 Debtor is a TRANSMITTING UTILITY
 Filed in connection with a Manufactured-Home Transaction - effective 30 years
 Filed in connection with a Public-Finance Transaction - effective 30 years

TRADEMARK

UCC FINANCING STATEMENT AMENDMENT

NAME & PHONE OF CONTACT AT FILER (optional)
SEND ACKNOWLEDGMENT TO: (Name and Address)
Riggs & Co.
11978 Kiowa Avenue
Suite 104
LOS ANGELES CA 90049

Filing NO: 20051649166
Filing Date 05/13/2005
Filing Time 11:07 am
State of Minnesota
Processing office: Secretary of State
Filed by: UCCOnlineFiling

1a INITIAL FINANCING STATEMENT FILE # 200516283129
1b This FINANCING STATEMENT AMENDMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS

2 TERMINATION: Effectiveness of the Financing Statement identified above is terminated with respect to security interest(s) of the Secured Party authorizing this Termination.

3 CONTINUATION: Effectiveness of the Financing Statement identified above with respect to security interest(s) of the Secured Party authorizing this Continuation Statement is continued for the additional period provided by applicable law.

4 ASSIGNMENT (full or partial): Give name of assignee in item 7a or 7b and address of assignee in item 7c; and also give name of assignor in Item 9.

5 AMENDMENT (PARTY INFORMATION): This Amendment affects Debtor or Secured Party of Record. Check only one of these two boxes. Also check one of the following three boxes and provide appropriate information in items 6 and/or 7. CHANGE name and/or address: Give current record name in item 6a or 6b; also give new name (if name change) in item 7a or 7b and/or new address (if address change) in item 7c. DELETE name: Give record name to be deleted in item 6a or 6b. ADD name: Complete item 7a or 7b, and also item 7c; also complete items 7e-7g (if applicable)

6 CURRENT RECORD INFORMATION

7c MAILING ADDRESS City State Postal Code Country
7d Tax ID #: SSN or EIN add'l info re organization debtor
7e Type of Organization
7f Jurisdiction of Organization
7g Organizational ID #, if any None

8 AMENDMENT (COLLATERAL CHANGE): check only one box
Describe collateral deleted or added, or give entire restated collateral description, or describe collateral assigned

The collateral ("Collateral") consists of all of the following: Any and all assets of HealthEZ, Inc., a Minnesota corporation ("Debtor"), including without limitation real property, buildings, inventory, equipment, intellectual property (including without limitation trade secret, patent, copyright and trademark), all right, title and interest in and to any and all capital, capital contributions, net capital, return of capital and return on capital, any and all allocations of profits, income, and other items of gain, and any and all distributions of cash, property and other assets of Debtor, under applicable law or otherwise, during the term of Debtor and during the term of any successor entity [more] [continued from previous entry] or upon the dissolution or liquidation of Debtor or any successor entity, whether tangible, intangible or affixed to real property, whether now owned or hereafter acquired by Debtor, wherever located, together with any and all proceeds, products, additions and accessions, including without limitation: (1) all securities (certificated or uncertificated, registered or unregistered), futures contracts, derivative contracts, other securities contracts, securities accounts, depository accounts, letters of credit, notes, checks, drafts, leases, installment sales contracts, chattel paper, documents of title and other instruments, whether negotiable or non-negotiable (each, an "Instrument") [more] [continued from previous entry] (1) (continued) and all refundable deposits, refundable amounts, prepaid amounts, accounts receivable, contract rights, or other obligations owing to Debtor (each, an "Account") (2) all agreements, documents and instruments and all items of personal or real property which evidence, secure, guaranty, assure payment of or performance under or otherwise affect any Instrument or Account (3) all choses-in-action, claims, actions, causes of action, goodwill, patents, trade names, trademarks, service marks, copyrights, other intellectual property, software licenses, monies due or recoverable from pension funds, monies due under royalty or licensing agreements, deposit accounts, [more]

9 NAME of SECURED PARTY of RECORD AUTHORIZING THIS AMENDMENT (name of assignor, if this is an assignment). If this is an Amendment authorized by a Debtor which adds collateral or adds the authorizing Debtor, or if this a Termination authorized by a debtor, check here and enter name of DEBTOR authorizing this Amendment.

9a Organization's Name Balfour, LLC

10. OPTIONAL FILER REFERENCE DATA Balfour Addit Loans

UCC FINANCING STATEMENT AMENDMENT ADDENDUM

11. INITIAL FINANCING STATEMENT FILE # (same as item 1a on Amendment form)
200516283129

12. NAME of PARTY AUTHORIZING THIS AMENDMENT (same as item 9 on Amendment form)
ORGANIZATION'S NAME
12a. Balfour, LLC

OR

12b. Last Name First Name Middle Name, Suffix

13. Use this space for additional information

THE ABOVE
SPACE IS FOR
FILING OFFICE
USE ONLY

[continued from previous entry] (3) (continued) insurance premium rebates, tax refunds, tax refund claims, books, records and other general intangibles and (4) all other property, buildings, equipment, materials, supplies, other inventory and other goods and all office equipment, computers, computer discs, computer tapes and other equipment. This Financing Statement is filed with reference to that certain secured loan made by Balfour, LLC ("Secured Party") to Debtor on or about June 12, 2003.

UCC FINANCING STATEMENT AMENDMENT

A. NAME & PHONE OF CONTACT AT FILER (optional)

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

Riggs & Co.
11978 Kiowa Avenue
Suite 104
LOS ANGELES, CA 90049

Filing Number: 20051833471

Filing Date: 10/12/2005

Filing Time: 5:00 pm

Processing Office: State of Minnesota
Secretary of State

Filed By: UCCOnlineFiling

1a. INITIAL FINANCING STATEMENT FILE #

200516283129

1b. This FINANCING STATEMENT AMENDMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS.

2. **TERMINATION:** Effectiveness of the Financing Statement identified above is terminated with respect to security interest(s) of the Secured Party authorizing this Termination Statement.

3. **CONTINUATION:** Effectiveness of the Financing Statement identified above with respect to security interest(s) of the Secured Party authorizing this Continuation Statement is continued for the additional period provided by applicable law.

4. **ASSIGNMENT (full or partial):** Give name of assignee in item 7a or 7b and address of assignee in item 7c; and also give name of assignor in Item 9.

5. **AMENDMENT (PARTY INFORMATION):** This Amendment affects Debtor or Secured Party of Record. Check only one of these two boxes.

Also check one of the following three boxes and provide appropriate information in items 6 and/or 7.

CHANGE name and/or address: Please refer to the detailed instructions in regards to changing the name/address of a party. **DELETE** name: Give record name to be deleted in item 6a or 6b. **ADD** name: Complete item 7a or 7b, and also item 7c; also complete items 7e-7g (if applicable).

6. **CURRENT RECORD INFORMATION**

6a. ORGANIZATION'S NAME

7. **CHANGED (NEW) OR ADDED INFORMATION**

7a. ORGANIZATION'S NAME

7c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
7d. Tax ID #: SSN or EIN	ADD'L INFO RE ORGANIZATION DEBTOR	7e. TYPE OF ORGANIZATION	7f. JURISDICTION OF ORGANIZATION	7g. ORGANIZATIONAL ID #, if any <input type="checkbox"/> NONE

8. **AMENDMENT (COLLATERAL CHANGE):** check only one box

Describe collateral deleted or added, or give entire restated collateral description, or describe collateral assigned.

The collateral ("Collateral") remains as stated in the last Amendment of this Financing Statement, filed on 05/13/2005 (the "5/13 Amendment"), consisting of any and all assets of HealthEZ, Inc., a Minnesota corporation ("Debtor"), as further described in the 5/13 Amendment. The purpose of this Amendment is to confirm that "any and all assets" of Debtor, and specifically that the intellectual property described in the original Financing Statement filed on 05/02/2005 and in each amendment thereof prior to this amendment, includes, and has included since the first grant of security interest to which the Financing Statement applies, the following patent application: UNITED STATES PATENT APPLICATION FOR HEALTHCARE PAYMENT, REPORTING AND DATA PROCESSING SYSTEM AND METHOD APPLICATION NUMBER 09/316938 FILED BY INVENTORS MICHAEL THORSEN, MAZHAR SAEED, AND JAHAN HAJIANI ON MAY 21, 1999.

9. **NAME of SECURED PARTY of RECORD AUTHORIZING THIS AMENDMENT** (name of assignor, if this is an assignment). If this is an Amendment authorized by a Debtor which adds collateral or adds the authorizing Debtor, or if this a Termination authorized by a Debtor, check here and enter name of DEBTOR authorizing this Amendment.

9a. ORGANIZATION'S NAME

Balfour, LLC

10. **OPTIONAL FILER REFERENCE DATA**

Balfour Addit Loans

UCC FINANCING STATEMENT

A. NAME & PHONE OF CONTACT AT FILER (optional)
B. SEND ACKNOWLEDGMENT TO: (Name and Address)
Riggs & Co. 11978 Kiowa Avenue Suite 104 LOS ANGELES, CA 90049

Filing Number: 200516492120
Filing Date: 05/13/2005
Filing Time: 11:21 am
Processing Office: State of Minnesota Secretary of State
Filed By: UCCOnlineFiling

1. DEBTOR'S EXACT FULL LEGAL NAME

ORGANIZATION'S NAME HEALTHEZ, INC.				
Mailing Address 8500 NORMANDALE LAKE BLVD., SUITE 1170	City BLOOMINGTON	State MN	Postal Code 55437	Country USA
Tax ID #: SSN or EIN 41-1862617	Add'l Info Re Organization Debtor	Type Of CORPORATION	Jurisdiction Of USA MN	Organizational ID #, if any MN 9J-400 <input type="checkbox"/> None

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME

INDIVIDUAL'S NAME				
Last Name	First Name	Middle Name	Suffix	
Mailing Address	City	State	Postal Code	Country
Tax ID #: SSN or EIN				

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P)

ORGANIZATION'S NAME BALFOUR, LLC				
Mailing Address 110 EAST 59TH STREET, 33RD FLOOR	City NEW YORK	State NY	Postal Code 10022	Country USA

4. This FINANCING STATEMENT covers the following collateral :

The collateral ("Collateral") consists of all of the following: Any and all assets of HealthEZ, Inc., a Minnesota corporation ("Debtor"), including without limitation real property, buildings, inventory, equipment, intellectual property (including without limitation trade secret, patent, copyright and trademark), all right, title and interest in and to any and all capital, capital contributions, net capital, return of capital and return on capital, any and all allocations of profits, income, and other items of gain, and any and all distributions of cash, property and other assets of Debtor, under applicable law or otherwise, during the term of Debtor and during the term of any successor entity [more]

[continued from previous entry] or upon the dissolution or liquidation of Debtor or any successor entity, whether tangible, intangible or affixed to real property, whether now owned or hereafter acquired by Debtor, wherever located, together with any and all proceeds, products, additions and accessions, including without limitation: (1) all securities (certificated or uncertificated, registered or unregistered), futures contracts, derivative contracts, other securities contracts, securities accounts, depository accounts, letters of credit, notes, checks

5. ALTERNATIVE DESIGNATION (if applicable)	<input type="checkbox"/> Lessee/Lessor	<input type="checkbox"/> Consignee/Consignor	<input type="checkbox"/> Bailee/Bailor	<input type="checkbox"/> Seller/Buyer	<input type="checkbox"/> AG. Lien	<input type="checkbox"/> Non-UCC
6. <input type="checkbox"/> This FINANCING STATEMENT is to be filed (or recorded) in the REAL ESTATE RECORDS. Attach Addendum (if applicable)	7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (ADDITIONAL FEE) (optional)		<input type="checkbox"/> All Debtors	<input type="checkbox"/> Debtor 1	<input type="checkbox"/> Debtor 2	

8. OPTIONAL FILER REFERENCE DATA:

BalfourLoans Brdg

UCC FINANCING STATEMENT - ADDENDUM

9. NAME OF FIRST DEBTOR ON RELATED FINANCING STATEMENT

ORGANIZATION'S NAME
HEALTHZ, INC.

10. MISCELLANEOUS:

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

11. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME

INDIVIDUAL'S NAME

Last Name	First Name	Middle Name	Suffix	
Mailing Address	City	State	Postal Code	Country
Tax ID #: SSN or EIN				

12. ADDITIONAL SECURED PARTY'S NAME or ASSIGNOR S/P's NAME

INDIVIDUAL'S NAME

Last Name	First Name	Middle Name	Suffix	
Mailing Address	City	State	Postal Code	Country

13. This FINANCING STATEMENT covers timber to be cut or as-extracted collateral, or is filed as a fixture filing.

14. Description of real estate:

15. Name and address of a RECORD OWNER of above-described real estate (if Debtor does not have a record interest):

16. Additional collateral description:

17. Check only if applicable and check only one box.
Debtor is a Trust or Trustee acting with respect to property held in trust or Decedent's Estate

18. Check only if applicable and check only one box.
 Debtor is a TRANSMITTING UTILITY
 Filed in connection with a Manufactured-Home Transaction - effective 30 years
 Filed in connection with a Public-Finance Transaction - effective 30 years

TRADEMARK

UCC FINANCING STATEMENT - ADDENDUM

9. NAME OF FIRST DEBTOR ON RELATED FINANCING STATEMENT

ORGANIZATION'S NAME
HEALTHEZ, INC.

10. MISCELLANEOUS:

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

11. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME

INDIVIDUAL'S NAME

Last Name	First Name	Middle Name	Suffix	
Mailing Address	City	State	Postal Code	Country
Tax ID #: SSN or EIN				

12. ADDITIONAL SECURED PARTY'S NAME or ASSIGNOR S/P's NAME

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Debtor is a Trust or Trustee acting with respect to property held in trust or Decedent's Estate

18. Check only if applicable and check only one box.

- Debtor is a TRANSMITTING UTILITY
- Filed in connection with a Manufactured-Home Transaction - effective 30 years
- Filed in connection with a Public-Finance Transaction - effective 30 years

TRADEMARK

UCC FINANCING STATEMENT AMENDMENT

A. NAME & PHONE OF CONTACT AT FILER (optional)

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

Riggs & Co.
11978 Kiowa Avenue
Suite 104
LOS ANGELES, CA 90049

Filing Number: 20051833501
Filing Date: 10/12/2005
Filing Time: 5:31 pm
Processing Office: State of Minnesota
 Secretary of State
Filed By: UCCOnlineFiling

1a. INITIAL FINANCING STATEMENT FILE #
200516492120

1b. This FINANCING STATEMENT AMENDMENT is
 to be filed (for record) (or recorded) in the
 REAL ESTATE RECORDS.

2. **TERMINATION:** Effectiveness of the Financing Statement identified above is terminated with respect to security interest(s) of the Secured Party authorizing this Termination Statement.

3. **CONTINUATION:** Effectiveness of the Financing Statement identified above with respect to security interest(s) of the Secured Party authorizing this Continuation Statement is continued for the additional period provided by applicable law.

4. **ASSIGNMENT (full or partial):** Give name of assignee in item 7a or 7b and address of assignee in item 7c; and also give name of assignor in Item 9.

5. **AMENDMENT (PARTY INFORMATION):** This Amendment affects Debtor or Secured Party of Record. Check only one of these two boxes.
 Also check one of the following three boxes and provide appropriate information in items 6 and/or 7.
 CHANGE name and/or address: Please refer to the detailed instructions in regards to changing the name/address of a party. DELETE name: Give record name to be deleted in item 6a or 6b. ADD name: Complete item 7a or 7b, and also item 7c; also complete items 7e-7g (if applicable).

6. **CURRENT RECORD INFORMATION**
 6a. ORGANIZATION'S NAME

7. **CHANGED (NEW) OR ADDED INFORMATION**
 7a. ORGANIZATION'S NAME

7c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
7d. Tax ID #: SSN or EIN	ADD'L INFO RE ORGANIZATION DEBTOR	7e. TYPE OF ORGANIZATION	7f. JURISDICTION OF ORGANIZATION	7g. ORGANIZATIONAL ID #, if any <input type="checkbox"/> NONE

8. **AMENDMENT (COLLATERAL CHANGE):** check only one box
 Describe collateral deleted or added, or give entire restated collateral description, or describe collateral assigned.
 The collateral ("Collateral") remains as stated in the initial Financing Statement, filed on 05/13/2005 (the "Financing Statement"), consisting of any and all assets of HealthEZ, Inc., a Minnesota corporation ("Debtor"), as further described in the Financing Statement. The purpose of this Amendment is to confirm that "any and all assets" of Debtor, and specifically that the intellectual property described in the Financing Statement includes, and has included since the first grant of security interest to which the Financing Statement applies, the following patent application: UNITED STATES PATENT APPLICATION FOR HEALTHCARE PAYMENT, REPORTING AND DATA PROCESSING SYSTEM AND METHOD APPLICATION NUMBER 09/316938 FILED BY INVENTORS MICHAEL THORSEN, MAZHAR SAEED, AND JAHAN HAJJANI ON MAY 21, 1999.

9. **NAME of SECURED PARTY of RECORD AUTHORIZING THIS AMENDMENT** (name of assignor, if this is an assignment). If this is an Amendment authorized by a Debtor which adds collateral or adds the authorizing Debtor, or if this a Termination authorized by a Debtor, check here and enter name of DEBTOR authorizing this Amendment.
 9a. ORGANIZATION'S NAME

Balfour, LLC

10. **OPTIONAL FILER REFERENCE DATA**
 BalfourLoans Brdg