

Form PTO-1594 (Rev. 07/05)
OMB Collection 0651-0027 (exp. 6/30/2008)

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

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

(For Serial No. 75503448 and 75503446)
CRI INTERNATIONAL CORPORATION DBA COMPONENT
RESOURCES

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

Citizenship (see guidelines) OREGON

Additional names of conveying parties attached? Yes No

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) JUNE 9, 2005

- Assignment Merger
 Security Agreement Change of Name
 Other SECURITY RELEASE

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes
 No

Name: INSULATION SOURCES, INC.

Internal

Address: _____

Street Address: 2575 EAST BAYSHORE ROAD

City: PALO ALTO

State: CA

Country: USA Zip: 94303

- Association Citizenship _____
 General Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship CALIFORNIA
 Other _____ Citizenship _____

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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)
75503448, 75503446, 76236741, 76494182

B. Trademark Registration No.(s)

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):
AIMSYSTEM (TYPED DRAWING), AIMSYSTEM (DESIGN+), AIMSPRESS (TYPED DRAWING), SUPPLIPOWER (TYPED DRAWING)

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

Name: JASON GIOFFI

Internal Address: _____

Street Address: 2575 EAST BAYSHORE ROAD

City: PALO ALTO

State: CA Zip: 94303

Phone Number: 650-856-9900 X204

Fax Number: 650-856-9928

Email Address: JGIOFFI@ICORALLY.COM

6. Total number of applications and registrations involved:

4

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 115.00

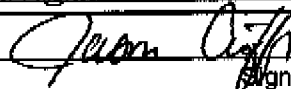
- Authorized to be charged by credit card
 Authorized to be charged to deposit account
 Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers 2654
Expiration Date JAN 2008

b. Deposit Account Number _____
Authorized User Name _____

9. Signature:


Signature

AUGUST 23, 2006

Date

JASON GIOFFI

Name of Person Signing

Total number of pages including cover
sheet, attachments, and document: 18

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK

REEL: 003377 FRAME: 0955

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OP \$115.00 75503448

ICORALLY

ESCO COMPONENTS

Form PTO-1594 Continued (page 2 of 2)...

Conveying party for Serial No. 76236741 and 76494182

ESCO, LLC

Entity Type

LIMITED LIABILITY COMPANY

Citizenship

CALIFORNIA

FILED

JUN 9 2005
AK

CLERK U.S. BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA

1 Thomas H. Casey - Bar No. 138264
 2 Kathleen M. Goldberg - Bar No. 132637
 3 LAW OFFICE OF THOMAS H. CASEY, INC.
 4 A PROFESSIONAL CORPORATION
 5 22342 Avenida Empresa, Suite 260
 6 Rancho Santa Margarita, CA 92688
 7 Telephone: (949) 766-8787
 8 Facsimile: (949) 766-9896

ENTERED

JUN 9 2005

CLERK U.S. BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA
Deputy Clerk

ORIGINAL

9 Attorneys for Weneta M.A. Kosmala
 10 Chapter 7 Bankruptcy Trustee

11 UNITED STATES BANKRUPTCY COURT
 12 CENTRAL DISTRICT OF CALIFORNIA / SANTA ANA DIVISION

13 In re

) Case No. SA 05-10035 RA

) Chapter 7

14 ESCO LLC,

free & clear

) **ORDER GRANTING TRUSTEE'S
) MOTION FOR ORDER APPROVING
) SALE OF PERSONAL PROPERTY
) ASSETS TO BUYER FREE AND CLEAR
) OF ALL LIENS AND ENCUMBRANCES
) WITH ALL LIENS AND
) ENCUMBRANCES TO ATTACH TO SALE
) PROCEEDS PURSUANT TO 11 U.S.C.
) SECTION 363(b) AND (f) AND OVERBID
) PROCEDURE**

17 Debtor.

) Date: June 9, 2005
) Time: 1:30 P.M.
) Ctrm: 6C

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 20
 21 The Motion of Weneta M.A. Kosmala, Chapter 7 Bankruptcy Trustee ("Trustee") for the
 22 bankruptcy estate of Esco LLC ("Debtor") for an Order Granting Trustee's Motion for Order
 23 Approving ("Motion") came on for hearing on June 9, 2005, at 1:30 P.M., the Honorable Robert W.
 24 Alberts, United States Bankruptcy Judge, presiding.

25 Weneta M.A. Kosmala, Chapter 7 Trustee, appeared personally and through her counsel,
 26 Kathleen M. Goldberg of the Law Offices of Thomas H. Casey. Other appearances were as noted
 27 in the Court's record.

28 The Court having considered the Motion, after oral argument and good cause having been

SCAP REI

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1 shown:

2 **IT IS HEREBY ORDERED** that the Trustee's Motion is granted;

3 **IT IS FURTHER ORDERED** that Insolation Sources is the successful qualified
4 Over bidder pursuant to the overbid procedures as set forth in the Trustee's Motion with the highest
5 bid amount of \$ _____;

6 **IT IS FURTHER ORDERED** that the Asset Purchase Agreement in the form attached as
7 **Exhibit "1"** to the Trustee's Motion but executed by Insolation Sources, is approved;

8 **IT IS FURTHER ORDERED** that the sale of the Assets described in Schedule 1 to the
9 Asset Purchase Agreement to Insolation Sources free and clear of all liens and
10 encumbrances with all liens and encumbrances to attach to the sale proceeds in the same order and
11 validity as existed on the Petition Date pursuant to 11 U.S.C. Section 363 is approved;

12 **IT IS FURTHER ORDERED** that Insolation Sources is determined to be a
13 "good faith purchaser" under 11 U.S.C. Section 363(m), pursuant to the evidence presented to this
14 Court;

15 **IT IS FURTHER ORDERED** that, if Simcona Electronics Corporation is not the successful
16 bidder, the Trustee is authorized to reimburse Simcona Electronics Corporation for the actual
17 reasonable cost incurred by Simcona Electronics Corporation for any prestaging work performed on
18 the facilities from May 14, 2005 to the date of entry of this order which the Trustee deems
19 reimbursable in her sole reasonable discretion up to \$20,000.00 and to return any unused portion of

20 Insolation Sources deposit of \$20,000.00 to Insolation Sources;

21 **IT IS FURTHER ORDERED** that the Trustee is authorized to sign any and all documents
22 necessary, and to undertake any non-material amendments and modifications necessary, to complete
23 the sale to Insolation Sources without further notice, hearing or Court order; and,

24 **IT IS FURTHER ORDERED** that the overbid procedures set forth in the Trustee's Motion,
25 are approved.

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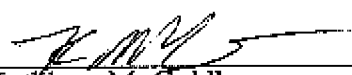
DATED: 6/9/05



ROBERT W. ALBERTS
UNITED STATES BANKRUPTCY JUDGE

SUBMITTED BY:

LAW OFFICES OF THOMAS H. CASEY, INC.
a Professional Corporation

By: 
Kathleen M. Goldberg,
Attorney for Weneta M.A. Kosmala
Chapter 7 Trustee of the bankruptcy
estate of Esco LLC

In re (SHORT TITLE) ESCO LLC, Debtors.	CHAPTER 7 CASE NUMBER: SA 05-10035 RA
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**NOTICE OF ENTRY OF JUDGMENT OR ORDER
AND CERTIFICATE OF MAILING**

TO ALL PARTIES IN INTEREST ON THE ATTACHED SERVICE LIST:

You are hereby notified, pursuant to Local Bankruptcy Rule 9021-1(a)(v), that a judgment* or order entitled (*specify*):

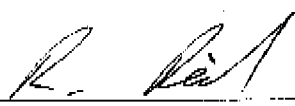
**ORDER APPROVING SALE OF PERSONAL PROPERTY ASSETS
TO BUYER FREE AND CLEAR OF ALL LIENS AND
ENCUMBRANCES WITH ALL LIENS AND ENCUMBRANCES TO
ATTACH TO SALE PROCEEDS PURSUANT TO 11 U.S.C. SECTION
363(b) AND (f); AND OVERBID PROCEDURE** ★

was entered on (*specify date*): JUN 9 2005

I hereby certify that I mailed a copy of this notice and a true copy of the order or judgment to the persons and entities on the attached service list on (*specify date*): JUN 9 2005

Dated: JUN 9 2005

JON D. CERETTO
CLERK OF THE BANKRUPTCY COURT

By: 
Deputy Clerk

ASSET PURCHASE AGREEMENT

THIS ASSET PURCHASE AGREEMENT ("Agreement"), which is subject to approval of the United States Bankruptcy Court, and is dated as of May 24, 2005, is by and between *Insulation Services, Inc.* ("Buyer"), and Weneta M.A. Kosmala, solely in her capacity as the trustee of the bankruptcy estates of ESCO, LLC ("ESCO"), and its three wholly-owned subsidiaries, CRI International Corporation, Inc. ("CRI"), Wofford Electronics, Inc. ("Wofford"), and Sierra West Electronics Distribution, Inc. ("Sierra") (parties collectively as "Debtors"), and not in her individual capacity ("Trustee").

RECITALS

A. A bankruptcy case was commenced on January 3, 2005 when an involuntary Chapter 11 petition was filed against ESCO. The ESCO case was assigned case number SA 05-10035 RA. On February 2, 2005, an Order for Relief was entered in the ESCO bankruptcy case. ESCO is the parent company of three separate corporations: CRI, Sierra, and Wofford. All of ESCO's subsidiaries had a separate involuntary Chapter 11 proceeding initiated against them, which were filed on January 4, 2005. The CRI case was assigned case number SA 05-10041, the Sierra case was assigned case number SA 05-10042, and the Wofford case was assigned case number SA 05-10043. An order for relief was entered in all of the subsidiary involuntary Chapter 11 cases on February 2, 2005. The Debtors' bankruptcy cases were all converted to cases under Chapter 7 on February 7, 2005.


B. The Trustee desires to sell, and Buyer desires to buy, certain assets of the Debtors' estate pursuant to the terms and conditions of this Agreement ("Acquisition").

ARTICLE I

DEFINITIONS

1.1 Certain Defined Terms. As used herein, each of the following terms has the meaning ascribed thereto below:

"Acquired Assets" means collectively the estate's interest in the following assets, as is

- 7
- a. Inventory and equipment listed on Schedule 1;
 - b. All rights under express or implied warranties from suppliers or other parties with respect to the Acquired Assets, to the extent transferable;
 - c. Customer lists and customer contact information and telephone numbers. The assets defined in this paragraph 1.1(c) must directly relate to and are limited solely to the assets defined in paragraphs 1.1(a), and (b) above;
 - d.  All intellectual property comprising, embedded in or in any way relating to any of the property described in Subsections (a) and (b) above, including patents, patent applications, copyrights, copyright applications, trademarks, trademark applications, service marks, service mark applications, trade names, trade dress, logos, trade name registrations, intellectual property licenses under which the Debtor is the licensee, assumed or fictitious names, universal record locators (URLs), domain names, web sites except to the extent related to the Debtor's former business operations at 2078 Francis Street, Ontario, California 91761, computer hardware and software processes, inventions, trade secrets, formulae, know-how, artwork, designs and other intangible property (in any such case, whether or not registered or to be registered in the United States of America or elsewhere) (collectively, the "Intellectual Property"). Intellectual Property does not include any and all names, trademarks and or specialty names, email addresses, supplier and customer lists, sale and employee records related to the Debtor's former business operations at 2078 Francis Street, Ontario, California 91761;
 - e. The Trustee's rights under any Confidentiality Agreements signed by Persons investigating the Debtors or the Debtors' assets. The assets defined in this paragraph 1.1(c) must directly relate to and are limited solely to the assets defined in paragraphs 1.1(a), (b), (c), and (d) above (collectively, the "Acquired Contracts").

1 investigating the Debtors or the Debtors' assets. The assets defined in this subparagraph must
2 directly relate to and are limited solely to the assets defined in subparagraphs (b), (c), (d) and (e)
3 above (collectively, the "Acquired Contracts").

4 7. The Excluded Assets are the following assets of the Estate:

- 5 a. The Debtors' corporate charter, minute books and stock records;
- 6 b. Cash and funds on hand or on deposit with any financial institution and
7 deposit and other accounts at any financial institution;
- 8 c. Accounts receivable and all other amounts due the Debtors;
- 9 d. Contracts that are not Acquired Contracts;
- 10 e. Financial, business, Tax and employee records (in any format), except those
11 specifically described in the definition of Acquired Assets in this Section;
- 12 f. Furnishings, fixtures and equipment, other than the equipment listed on
13 Schedule 1 (attached to the Asset Purchase Agreement which is attached hereto as **Exhibit "1"**);
- 14 g. Causes of action arising under Chapter 5 of the Bankruptcy Code;
- 15 h. The Purchase Price and the rights of the Trustee and the Estate under this
16 Agreement and the Transaction Documents;
- 17 i. Any and all assets previously sold by this Bankruptcy Estate pursuant to the
18 Order Granting Trustee's Motion for Order Approving (1) Sale of Substantially All Assets of the
19 Estate Located in Ontario, California; and (2) Overbid Procedures, entered on the Bankruptcy Court
20 docket on April 22, 2005; and
- 21 j. All Property leased by the Debtors.
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ORIGINAL

FILED
APR 22 2005
CLERK OF DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA
Santa Ana

ENTERED
APR 22 2005
CLERK OF DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA
Santa Ana

1 Thomas H. Casey - Bar No. 138264
2 Kathleen M. Goldberg - Bar No. 132637
3 LAW OFFICE OF THOMAS H. CASEY, INC.
4 A PROFESSIONAL CORPORATION
5 22342 Avenida Empressa, Suite 260
6 Rancho Santa Margarita, CA 92688
7 Telephone: (949) 766-8787
8 Facsimile: (949) 766-9896

9 Attorneys for Weneta M.A. Kosmala
10 Chapter 7 Bankruptcy Trustee

11 UNITED STATES BANKRUPTCY COURT
12 CENTRAL DISTRICT OF CALIFORNIA / SANTA ANA DIVISION

LOGGED

13 05 APR 21 PM 2:54
14 CLERK OF DISTRICT COURT
15 CENTRAL DISTRICT OF CALIFORNIA
16 BY [Signature]

17 ESCO LLC,

18 Debtor.

19 Case No. SA 05-10035 RA

20 Chapter 7

21 ORDER GRANTING TRUSTEE'S
22 MOTION FOR ORDER APPROVING (1)
23 SALE OF SUBSTANTIALLY ALL ASSETS
24 OF THE ESTATE LOCATED IN
25 ONTARIO, CALIFORNIA; AND (2)
26 OVERBID PROCEDURES

27 Date: April 21, 2005
28 Time: 2:30 P.M.
29 Ctrm: 6C

30 The Motion of Weneta M.A. Kosmala, Chapter 7 Bankruptcy Trustee ("Trustee") for the
31 bankruptcy estate of Esco LLC ("Debtor") for an Order Granting Trustee's Motion for Order
32 Approving (1) Sale of Substantially All Assets of the Estate Located in Ontario, California, and (2)
33 Overbid Procedures ("Motion") came on for hearing on April 21, 2005, at 2:30 P.M., the Honorable
34 Robert W. Alberts, United States Bankruptcy Judge, presiding.

35 Weneta M.A. Kosmala, Chapter 7 Trustee, appeared through her counsel, Thomas H. Casey
36 of the Law Offices of Thomas H. Casey. Debtor Esco LLC appeared through its counsel, Hydas
37 Feldstein of Paul Hastings Janofsky & Walker LLP. Other appearances were as noted in the Court's
38 record.

39 The Court having considered the Motion, after oral argument and good cause having been

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[Signature]

1 shown:

2 **IT IS HEREBY ORDERED** that the Trustee's Motion is granted;

3 **IT IS FURTHER ORDERED** that the Purchase Agreement, attached as Exhibit "1" to the
4 Trustee's Motion, is approved;

5 **IT IS FURTHER ORDERED** that the sale of the Assets, described as (a) the estate's
6 interest in all machinery, equipment, fixtures and inventory located at the Debtor's place of business
7 at 2078 Francis Street, Ontario, California 91761, which includes but is not limited to the estate's
8 interest in the equipment set forth on Exhibit "2" to the Trustee's Motion; and (b) the estate's
9 interest in any intellectual property, rights to any and all names, trademarks and or specialty names,
10 email addresses, supplier and customer lists, sale and employee records related to the Debtor's
11 Ontario business operations, subject to all liens, encumbrances and leases, to Insulation Sources, Inc.
12 ("IS"), upon the terms set forth in the Trustee's Motion, is approved;

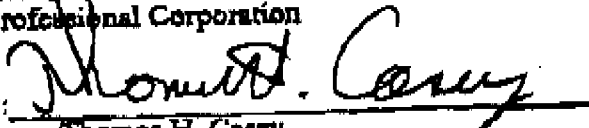
13 **IT IS FURTHER ORDERED** that the overbid procedures set forth in the Trustee's Motion,
14 are approved.

15 DATED: 4/22/05

16 
17 **ROBERT W. ALBERTS**
18 **UNITED STATES BANKRUPTCY JUDGE**

19 SUBMITTED BY:

20 **LAW OFFICES OF THOMAS H. CASEY, INC.**
21 a Professional Corporation

22 By: 
23 **Thomas H. Casey**
24 **Attorney for Weneta M.A. Kosmala**
25 **Chapter 7 Trustee of the bankruptcy**
26 **estate of Escó LLC**

BY: ESCO LLC;

949 330 3601;

APR-22-05 5:32PM;

PAGE 4/6

04/22 AMT-LL-20050 2:07 PM 14 330 782

NO. 3424 P. 3 10003

<p>In re (SHORT TITLE)</p> <p>ESCO LLC</p> <p>Debtors.</p>	<p>CHAPTER 7 CASE NUMBER:</p> <p>SA 05-10035 RA</p>
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**NOTICE OF ENTRY OF JUDGMENT OR ORDER
AND CERTIFICATE OF MAILING**

TO ALL PARTIES IN INTEREST ON THE ATTACHED SERVICE LIST:

You are hereby notified, pursuant to Local Bankruptcy Rule 0021-1(a)(v), that a judgment^o or order entitled (specify):

**ORDER GRANTING TRUSTEE'S MOTION FOR ORDER
APPROVING (1) SALE OF SUBSTANTIALLY ALL ASSETS OF THE
ESTATE LOCATED IN ONTARIO, CALIFORNIA; AND (2)
OVERBID PROCEDURES**

was entered on (specify date): APR 22 2005

I hereby certify that I mailed a copy of this notice and a true copy of the order or judgment to the persons and entities on the attached service list on (specify date): APR 22 2005

Dated: **APR 22 2005**

**JON D. CERETTO
CLERK OF THE BANKRUPTCY COURT**

By: *Juan L. Lano*
Deputy Clerk

Schedule A
REAL AND/OR PERSONAL PROPERTY LEASES

Schedule A
INVENTORY

Schedule A
EQUIPMENT

Schedule A
ACQUIRED CONTRACTS

Schedule B
BIDDING PROCEDURES

Weneta M.A. Kosmala ("Trustee"), solely in her capacity as the Trustee of the bankruptcy estates of ESCO, LLC. ("ESCO"), and its three wholly-owned subsidiaries, CRI International Corporation, Inc. ("CRI"), Wofford Electronics, Inc. ("Wofford"), and Sierra West Electronics Distribution, Inc. ("Sierra") (parties collectively as "Debtors"), and not in her individual capacity, and ~~Trustee Sierra~~ ("Buyer"), are parties to an Asset Purchase Agreement dated ~~March 29~~, 2005 (together with all Schedules thereto, the "Agreement"). The bidding procedures set forth below are to be employed by the Trustee in soliciting competing bids for and conducting an auction with respect to all or any material portion of the Acquired Assets.

1. Bankruptcy Court Approval. The Bidding Procedures are subject to approval of the U.S. Bankruptcy Court for the Central District of California, Santa Ana Division. Approval of the Bidding Procedures exactly as stated below is not a condition to the Asset Purchase Agreement.

2. Qualified Bidder. A qualified bidder ("Qualified Bidder") is a Person that:

(a) Executes and delivers to the Trustee a confidentiality agreement, in form and substance satisfactory to the Trustee, that is no less favorable to the Trustee than the confidentiality agreement executed by Buyer; and

(b) Provides to the Trustee evidence sufficient to satisfy the Trustee, in her business judgment, that such Person has the financial ability to pay the proposed purchase price and to consummate the proposed sale.

Buyer is already deemed to be a Qualified Bidder.

3. Qualified Bid. A qualified bid ("Qualified Bid") is a bid submitted by a Qualified Bidder to the Trustee on or before 5:00 p.m. (Pacific Time) on the date that is three (3) Business Days prior to the Sale Hearing ("Bid Deadline") that:

(a) Offers to purchase all or a material portion of the Acquired Assets (and may offer to purchase other assets of the Estate);

(b) Provides for the payment of the purchase price in cash at the closing;

(c) Contains no financing or due diligence contingencies;

(d) Contains other terms and provisions that, in the Trustee's business judgment, are no less favorable to the Trustee and the Estate than those set forth in the Agreement; and

(e) Is submitted in the form of a copy of the Agreement marked to show those modifications to the terms and provisions of the Agreement that are proposed.

(f) Includes a ten percent deposit of the Purchase Price plus the overbid amount.

4. Auction. If the Trustee receives any Qualified Bids (other than from Buyer) by the Bid Deadline, the Trustee will conduct an auction ("Auction") at the Sale Hearing. Only Qualified Bidders that have submitted Qualified Bids will be permitted to participate in the Auction. The bidding will start at the purchase price stated in the highest or otherwise best Qualified Bid(s), as determined by the Trustee in her business judgment subject to Court approval, and as disclosed to all Qualified Bidders prior to the commencement of the Auction. At the Auction, Qualified Bidders (including Buyer) will be permitted to increase their bids. Each subsequent bid must be in an amount not less than \$ 10,000— more than the then highest outstanding bid. The Trustee may adopt other rules for the bidding process at the Auction, in her discretion subject to Court approval, that are not materially inconsistent with any of the terms of the Agreement, including these bidding procedures. Immediately prior to the conclusion of the Auction, the Trustee will submit to the Court for the Court's approval the highest and best Qualified Bid(s) ("Successful Bid(s)").

5. Sale Hearing. A hearing will be held before the Court for approval of the Successful Bid(s) ("Sale Hearing"). At the Sale Hearing, the Trustee will present the Successful Bid(s) to the Court for approval.

Schedule A Asset Description & Operating Agreement

Assets

★ { All inventory, equipment, furnishings, and fixtures subject to all liens, leases and encumbrances which would include, without limitation, intellectual property, rights to any and all names, trademarks and or specialty names, email addresses, supplier and customer lists, sales and employee records related to debtor's Ontario business operations. In addition, any inventory placement and scanning devices and access to the automated inventory management system and related software, and any other equipment currently in use or historically used to support Debtors' Ontario business operations will be included in the sale. This would include the 1998 vehicle currently in use.

Operating Agreement

Insulation Sources, Inc is prepared to fund the cost of Ontario operations effective April 1, 2005. Insulation Sources will receive a weekly expense ledger and is required to reimburse those expenses upon receipt. The expenses will include rent, utilities, employee compensation, benefits, and any other items in support of operations. Insulation Sources is entitled to all customer specific accounts receivable resulting from sales from the effective date. All accounts receivable will be forwarded to Insulation Sources on a weekly basis. The trustee and or agent will cooperate with Insulation Sources during this period to manage operations efficiently and consult with Insulation Sources on all business related activities. In the event of an overbid all monies expended by Insulation Sources will be reimbursed to Insulation Sources. In such case, Insulation Sources will be entitled to fulfill any outstanding backlog at its expense. Furthermore, the trustee will reference in the court order a release of interest in any leased equipment in support of business operations. As part of the purchase price Insulation Sources will be facilitating the integration of the current operating software enabling continued business operations subsequent to the court approved sale on or about April 22, 2005.