

04-08-2009



103555618

Form PTO-1594 (Rev. 01-09)
OMB Collection 0651-0027 (exp. 02/28/2009)

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.

4.7-09

1. Name of conveying party(ies):
Southwest Bank, an M&I Bank

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

Citizenship (see guidelines) United States

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies) Yes No

Additional names, addresses, or citizenship attached? Yes No

Name: Orchard Learning, Inc.
Internal _____
Address: _____
Street Address: 120 South Central
City: Clayton
State: Missouri
Country: United States Zip: 63105

Association Citizenship _____
 General Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship Missouri
 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)

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

Execution Date(s) March 20, 2009

Assignment Merger
 Security Agreement Change of Name
 Other Foreclosure Sale

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

A. Trademark Application No.(s) _____
B. Trademark Registration No.(s) 3,383,398 ; 3,463,542

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

Orchard Software ; PracticePlanet

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

Name: Joseph F. Silek, Jr., Esq.
Internal Address: _____
Street Address: 43 Chester Street
City: Front Royal
State: Virginia Zip: 22630
Phone Number: (540) 635-9415
Fax Number: (540) 635-9421
Email Address: jsilek@lawsonandsilek.com

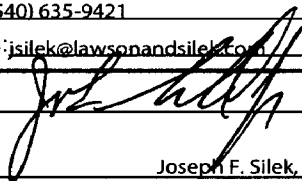
6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$65.00

Authorized to be charged to deposit account
 Enclosed

8. Payment Information:

Deposit Account Number 04/07/2009 DBYRNE 00000037 3383398
Authorized User Name 01 FC:8521 40.00
02 FC:0522 25.00

9. Signature:  _____
Signature _____ Date March 31, 2009
Name of Person Signing Joseph F. Silek, Jr., Esquire

Total number of pages including cover sheet, attachments, and document: 9

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

SECURED PARTY BILL OF SALE

SOUTHWEST BANK, an M & I BANK (the "Lender") for good and valuable consideration set forth below, the receipt and sufficiency of which are hereby acknowledged, does hereby sell, convey, assign and transfer to Orchard Learning, Inc. (the "Buyer"), pursuant to Section 9-610 of the Missouri Uniform Commercial Code, the right, title and interests of Siboney Learning Group, Inc. ("Company") in the property set forth in Exhibit A attached (collectively, the "Assets").

In consideration of the Lender's sale of the Company's Assets, the Buyer:

(a) is delivering herewith the sum of Two Million Seventy Five Thousand Fifty Seven Dollars (\$2,075,057); and

(b) hereby assumes and agrees to timely pay and perform, as its primary obligations, all trade accounts payable of the Company listed in Exhibit B attached hereto and incorporated herein, subject to all rights of the Company with respect to trade accounts payable that may currently be in dispute.

Lender does hereby represent and warrant that it has a security interest in the Assets to the extent permitted by the filing of UCC financing statements pursuant to the Missouri Uniform Commercial Code and that Lender has the right as foreclosing secured creditor of the Company to sell and convey the Assets to Buyer pursuant to Missouri Uniform Commercial Code ("UCC") Section 9-610. In no event shall Lender have any liability under this Bill of Sale or arising from the transaction evidenced by this Bill of Sale, in excess of the amount received by Lender for the Assets.

The Lender specifically disclaims and the parties hereto expressly agree that except as expressly provided herein, the Lender makes and gives no covenant, undertaking, representation or warranty, express or implied in connection with this Bill of Sale, the Assets or any other matter relating hereto or thereto, including as to the following matters:

(a) The location or existence of any specific items constituting the Assets or the quantity or quality thereof;

(b) The condition, quality, suitability, value, merchantability or fitness for a particular purpose of any of the Assets or of the Company or any aspect of its businesses, prospects or operations.

EXCEPT AS EXPRESSLY STATED ABOVE, THERE IS NO WARRANTY RELATING TO POSSESSION, QUIET ENJOYMENT OR THE LIKE IN THIS DISPOSITION. EXCEPT AS EXPRESSLY STATED ABOVE, THE BUYER ACKNOWLEDGES AND AGREES THAT THE SALE OF ASSETS HEREUNDER IS WITHOUT RECOURSE TO THE LENDER ON AN AS IS, WHERE IS, WITH ALL FAULTS BASIS WITHOUT ANY REPRESENTATIONS OR WARRANTIES AS TO CONDITION OR ANY OTHER MATTERS WHATSOEVER, INCLUDING WITHOUT LIMITATION WARRANTIES OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE.

LENDER DOES NOT ASSUME, NOR SHALL BE DEEMED TO HAVE ASSUMED ANY LIABILITY OR OBLIGATION OF THE COMPANY WHATSOEVER BY REASON OF THIS BILL OF SALE.

Lender and Buyer, at Buyer's sole expense, each shall execute and deliver to the other such further instruments to carry out the intent and purpose of this instrument as such other party shall reasonably request from time to time.

This is a final and exclusive expression of the agreement of the Lender and the Buyer and no course of dealing or usage of trade or course of performance shall be relevant to explain or supplement any term expressed in this agreement.

By its acceptance hereof, the Buyer acknowledges that the Buyer had either examined the Assets as fully as desired, or has been given the opportunity for such examination and has declined to make such examination.

Dated this 20 day of March, 2009.

SOUTHWEST BANK, an M & I BANK

By: 
Its: Richard L. Adams

ACCEPTED AND AGREED TO AS OF THE ABOVE DATE

ORCHARD LEARNING, INC.

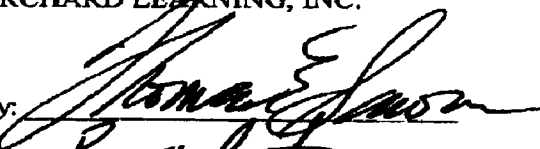
By: 
Its: President

EXHIBIT A

All accounts, accounts receivable, other receivables, leases and lease payments, contract rights, chattel paper, instruments and documents, and notes; any other obligations or indebtedness owed to Company from whatever source arising; all rights of Company to receive any performance or any payments in money or kind; all guaranties of the foregoing and insurance policies and proceeds relating thereto, and all rights of Company as an unpaid seller of goods and services, including, but not limited to, the rights to stoppage in transit, replevin, reclamation, and resale; and all of the foregoing whether now owned or existing or hereafter created or acquired or arising.

All inventory (including without limitation all goods, merchandise, raw materials, goods in process, finished goods, findings or component materials, and all supplies, incidentals, goods, office supplies, packaging materials, and any and all goods or items used or consumed in the operation of the business of Company or which contribute to the finished products or to the sale, promotion and shipment thereof, without exception) now owned or hereafter acquired by Company and held for sale, lease or resale or furnished or to be furnished under contracts of service, or used or consumed in Company's business and all documents of title evidencing any part of any of the foregoing accounts, contract rights, notes, drafts, acceptances, instruments and chattel paper, all returned or repossessed goods arising from or relating to any contract rights, accounts or other sale or disposition of inventory all wherever located; as well as products, accessions and all cash and non-cash proceeds, immediately or remote, of any sale or other disposition of any of the foregoing.

All equipment, machinery, computers, including hardware and software, furniture, furnishings, fixtures, tools, aircraft, vessels and vehicles of every kind and description, all parts and accessories for and relating to all of the foregoing, together with the products of all of the foregoing and all additions and accessions to, replacements of, insurance or condemnation proceeds of, and documents covering all of the foregoing, all property received wholly or partly in trade or exchange for all of the foregoing, and all rents, revenues, issues, profits, accessions, proceeds arising from the sale, lease, rent, license, encumbrance, collection, use or any other temporary or permanent disposition of, all of the foregoing or any interest therein.

All choses in action and causes of action, general intangibles and all other intangible personal property of Company of every kind and nature now owned or hereafter acquired by Company or arising, including, without limitation, corporate or other business records, all books, ledgers, books of account, records, writings, data bases, information and other property of Company, inventions, designs, blueprints, plans specifications, patents, patent applications, service marks, trademarks, trade names, trade secrets, goodwill, copyrights, registrations, licenses, franchises, tax refund claims, insurance proceeds thereof, pension and insurance surpluses, and any letter of credit, guarantee, claim, security interest or other security held by or granted to Company to secure payment by an account Company of any of the accounts of Company.

All of Company's right, title and interest, in and to service marks, trademarks and patents.

All products and proceeds of all of the foregoing and all additions and accessions to, replacements of, insurance or condemnation proceeds of, and documents covering all of the foregoing, all property received wholly or partly in trade or exchange for all of the foregoing, and all rents, revenues, issues, profits and proceeds arising from the sale, lease, license, encumbrance, collection, or any other temporary or permanent disposition of, all of the foregoing or any interest therein, as well as deposit accounts.

210,744.03	67,846.43	116,092.96	18,891.96	7,812.68
13,830.15	13,830.15			
224,374.18	81,576.58	116,092.96	18,891.96	7,812.68
28,090.20	12,807.71	15,282.49		
252,464.38	94,384.29	131,375.45	18,891.96	7,812.68

Line	Vendor ID:	Name:	Vendor Type	Voucher	Doc Number	Type	Doc Date	Doc Amount	Current Period	31 - 60 Days	61 - 90 Days	91 and Over
3	AB	Academic Benchmarks	Correlations	29541	200809540SY	INV	12/01/08	2,750.00				2,750.00
5	AB	Academic Benchmarks	Correlations	29694	2009031	INV	01/01/09	2,750.00			2,750.00	
7	AB	Academic Benchmarks	Correlations	29834	2009068	INV	02/01/09	2,750.00		2,750.00		
9	AB	Academic Benchmarks	Correlations	29970	2009140	INV	03/01/09	2,750.00	2,750.00			
15	ABF	American Burglary Fire, Inc.	Office related	29893	630725	INV	02/05/09	37.30		37.30		
21	ABSO	Absopure Water Company	Office related	29505	9109094 NOV C	INV	11/30/08	8.97				8.97
23	ABSO	Absopure Water Company	Office related	29673	9109094 DEC C	INV	12/31/08	8.97			8.97	
29	ACCESS	Access Courier Inc.	Freight	29864	280925	INV	01/31/09	122.07		122.07		
31	ACCESS	Access Courier Inc.	Freight	29923	281741	INV	02/15/09	130.06		130.06		
33	ACCESS	Access Courier Inc.	Freight	29986	282680	INV	02/28/09	77.51	77.51			
39	ACD	ACD.net, Inc.	Telephone	30003	75115-215	INV	03/01/09	848.95	848.95			
47	ADT001	ADT Security Services, Inc.	Office related	30020	89373124	INV	03/07/09	144.04	144.04			
53	AIRLAND	Air, Land and Sea Express, Inc.	Freight	29900	1338838	INV	02/04/09	928.65		928.65		
55	AIRLAND	Air, Land and Sea Express, Inc.	Freight	29898	1338874	INV	02/04/09	75.00		75.00		
57	AIRLAND	Air, Land and Sea Express, Inc.	Freight	29899	1338875	INV	02/04/09	100.00		100.00		
59	AIRLAND	Air, Land and Sea Express, Inc.	Freight	29983	1338839	INV	02/18/09	820.23	820.23			
61	AIRLAND	Air, Land and Sea Express, Inc.	Freight	29994	1338954	INV	02/18/09	371.84	371.84			
67	ALANG	Alan Goodman	Royalty	29798	2ND HALF 2008	INV	02/04/09	1,082.25		1,082.25		
73	ALL-WAYS	All-Ways Advertising Company US	Marketing	29670	9805-IN	INV	12/24/08	1,222.70			1,222.70	
75	ALL-WAYS	All-Ways Advertising Company US	Marketing	29871	0010635-IN	INV	01/22/09	386.90		386.90		
81	ALLIED	Allied Waste Services #346	Utility	29965	0346-01211386	INV	02/20/09	190.99	190.99			
87	ALRO	Alro Heating & Cooling Co, Inc	Office related	29782	85349	INV	01/23/09	184.50		184.50		
95	AMERENUE	AmerenUE	Office related	30029	80286-02112/3-	INV	03/17/09	279.94	279.94			
101	ANGEVINE	Angevine, Inc.	Rent	29745	Feb-09	INV	01/21/09	4,413.00		4,413.00		
103	ANGEVINE	Angevine, Inc.	Rent	29940	Mar-09	INV	02/25/09	4,413.00	4,413.00			
109	ARCH ENGR	Arch Engraving Inc.	Marketing	29763	124816	INV	01/22/09	370.27		370.27		
115	AT&T5001	AT&T	Telephone	29788	314A618004621	INV	01/21/09	45.97		45.97		
117	AT&T5001	AT&T	Telephone	29900	314A61-800462	INV	02/21/09	56.22	56.22			
123	AT&T5011	AT&T	Telephone	29919	0823352881-01	INV	01/25/09	979.84		979.84		
124	AT&T5011	AT&T	Telephone		24771	PMT		(545.10)		(545.10)		
125	AT&T5011	AT&T	Telephone	29983	0823352881-02	INV	02/25/09	444.47	444.47			
131	AT&T8100	AT&T	Telephone	29861	517702174975	INV	02/04/09	23.36		23.36		
133	AT&T8100	AT&T	Telephone	30027	517702174975	INV	03/04/09	166.22	166.22			
139	AVAYA	Avaya, Inc.	Lease	29877	2728299993	INV	01/08/09	126.50			126.50	
143	AVAYA	Avaya, Inc.	Lease	29902	2728424671	INV	02/08/09	126.50		126.50		
145	AVAYA	Avaya, Inc.	Lease	30001	2728541053	INV	03/08/09	126.50	126.50			
151	BASHORE	Mark Bashore	Consultant	29959	2184	INV	02/16/09	80.00			80.00	
157	BCL	BCL Financial Management Consult	Benefits	29990	Feb-09	INV	02/04/09	250.75			250.75	
159	BCL	BCL Financial Management Consult	Benefits	30013	Mar-09	INV	03/05/09	250.75	250.75			
165	BEHRNS	Howard Behrns	Royalty	29921	2008 2ND HALI	INV	02/25/09	89.04		89.04		
171	BELLA	Carol Ann Bella	Royalty	29790	2ND HALF 2008	INV	02/04/09	73.41		73.41		
177	BLUE CHIP	Blue Chip Education	Royalty	29809	Q4 2008	INV	02/04/09	47.85		47.85		
183	BLUECHIP	Blue Chip Pest Services	Office related	29904	339197	INV	01/27/09	48.00		48.00		
185	BLUECHIP	Blue Chip Pest Services	Office related	30006	348620	INV	03/05/09	48.00	48.00			
193	BUSNCARD	Business Card	Credit Card	29985	00285842 - 2/11	INV	02/15/09	448.82		448.82		
194	BUSNCARD	Business Card	Credit Card		24767	PMT		(10.00)		(10.00)		
195	BUSNCARD	Business Card	Credit Card	29964	01560119 - 2/11	INV	02/15/09	127.53		127.53		
196	BUSNCARD	Business Card	Credit Card		24767	PMT		(10.00)		(10.00)		
197	BUSNCARD	Business Card	Credit Card	29963	01691179 - 2/11	INV	02/15/09	4,325.63		4,325.63		
198	BUSNCARD	Business Card	Credit Card		24767	PMT		(87.00)		(87.00)		
203	BUSWIRE	Business Wire, Inc.	SEC related	29886	3509812	INV	02/03/09	225.00		225.00		
209	BUTCHERR	Carol Buchter	Royalty	29791	2ND HALF 2008	INV	02/04/09	174.67		174.67		
215	BUTCHERR	Ron Buchter	Royalty	29792	2ND HALF 2008	INV	02/04/09	149.55		149.55		
221	BYRON	Byron Smith	Consultant	29698	20090111	INV	01/11/09	100.00			100.00	
223	BYRON	Byron Smith	Consultant	29939	20090217	INV	02/17/09	200.00		200.00		
229	CANON	Canon Financial Services, Inc.	Lease	29719	8607286	INV	01/13/09	192.58			192.58	
231	CANON	Canon Financial Services, Inc.	Lease	29879	8750013	INV	02/12/09	211.82		211.82		
233	CANON	Canon Financial Services, Inc.	Lease	30036	8824437	INV	03/13/09	192.58	192.58			
241	CASSIDY	Sharyn Cassidy	Consultant	29907	SLG00053	INV	12/31/08	3,344.50			3,344.50	
247	CINTAS	Cintas Document Management	Office related	29739	DJ85059963	INV	01/13/09	79.45			79.45	
249	CINTAS	Cintas Document Management	Office related	29825	DJ85081464	INV	01/27/09	79.45		79.45		
251	CINTAS	Cintas Document Management	Office related	29948	DJ85064758	INV	02/24/09	79.45	79.45			
253	CINTAS	Cintas Document Management	Office related	30014	DJ85068998	INV	03/10/09	79.45	79.45			
259	CLEARBROC	Clearbrook Natural Spring Water	Office related	29938	06WTRSIBS011	INV	01/31/09	24.15		24.15		
265	COMCAST	Comcast	Telephone	29877	017212242580	INV	02/05/09	59.00		59.00		
267	COMCAST	Comcast	Telephone	30028	017212242580	INV	03/08/09	59.00	59.00			
273	CONLON	Michael Conlon	Royalty	29793	2ND HALF 2008	INV	02/04/09	110.70		110.70		
279	CONS MAILII	Consolidated Mailing Service	Marketing	29782	012109-E	INV	01/21/09	63.00		63.00		
281	CONS MAILII	Consolidated Mailing Service	Marketing	29858	12709	INV	01/27/09	450.10		450.10		
289	COTTAGE	Mary M. LeFavre	Royalty	29810	Q4 2008	INV	02/04/09	9.50		9.50		
295	COUL	Coults Swaim Associates	Royalty	29811	Q4 2008	INV	02/04/09	2,089.30		2,089.30		
301	CREAT001	Creative Printing Services, Inc.	Inventory	29880	20090064	INV	01/28/09	7,898.53		7,898.53		
303	CREAT001	Creative Printing Services, Inc.	Inventory	29857	20090140	INV	01/30/09	225.00		225.00		
309	CREATIVE I&I	Creative Imaging, Inc	Inventory	29867	24134	INV	12/19/08	864.00				864.00
311	CREATIVE I&I	Creative Imaging, Inc	Inventory	29869	24135	INV	12/19/08	3,015.00				3,015.00
313	CREATIVE I&I	Creative Imaging, Inc	Inventory	29868	24186	INV	12/19/08	200.00				200.00
315	CREATIVE I&I	Creative Imaging, Inc	Inventory	29751	24184	INV	12/29/08	3,169.00			3,169.00	
317	CREATIVE I&I	Creative Imaging, Inc	Inventory	29752	24188	INV	12/29/08	263.91			263.91	
319	CREATIVE I&I	Creative Imaging, Inc	Inventory	29753	24225	INV	12/29/08	200.00			200.00	
321	CREATIVE I&I	Creative Imaging, Inc	Inventory	29754	24226	INV	12/29/08	1,298.20			1,298.20	
323	CREATIVE I&I	Creative Imaging, Inc	Inventory	29776	24283	INV	01/09/09	122.59			122.59	

Exhibit B

Line	Vendor ID:	Name:	Vendor Type	Voucher	Doc Number	Type	Doc Date	Doc Amount	Current Period	31 - 60 Days	61 - 90 Days	91 and Over
325		CREATIVE I\ Creative Imaging, Inc	Inventory	29844	24287	INV	01/19/09	268.50				268.50
327		CREATIVE I\ Creative Imaging, Inc	Inventory	29784	24284	INV	01/19/09	60.44				60.44
329		CREATIVE I\ Creative Imaging, Inc	Inventory	29783	24316	INV	01/19/09	239.88				239.88
331		CREATIVE I\ Creative Imaging, Inc	Inventory	29872	24310	INV	01/30/09	1,728.00				1,728.00
333		CREATIVE I\ Creative Imaging, Inc	Inventory	29870	24339/24340	INV	01/30/09	791.00				791.00
335		CREATIVE I\ Creative Imaging, Inc	Inventory	29869	24377	INV	01/30/09	307.00				307.00
337		CREATIVE I\ Creative Imaging, Inc	Inventory	29912	24368	INV	02/11/09	517.17				517.17
339		CREATIVE I\ Creative Imaging, Inc	Inventory	29911	24394/24395	INV	02/11/09	2,972.20				2,972.20
343		CREATIVE I\ Creative Imaging, Inc	Inventory	29925	24442	INV	02/11/09	77.90				77.90
345		CREATIVE I\ Creative Imaging, Inc	Inventory	29978	24439	INV	02/23/09	321.00	321.00			
347		CREATIVE I\ Creative Imaging, Inc	Inventory	29992	24450	INV	02/23/09	55.00	55.00			
349		CREATIVE I\ Creative Imaging, Inc	Inventory	29980	24459	INV	02/23/09	458.00	458.00			
351		CREATIVE I\ Creative Imaging, Inc	Inventory	29979	24469	INV	02/23/09	297.75	297.75			
353		CREATIVE I\ Creative Imaging, Inc	Inventory	29991	24470	INV	02/23/09	119.94	119.94			
355		CREATIVE I\ Creative Imaging, Inc	Inventory	29990	24479	INV	02/23/09	72.57	72.57			
357		CREATIVE I\ Creative Imaging, Inc	Inventory	29998	24398	INV	02/27/09	1,046.81	1,046.81			
359		CREATIVE I\ Creative Imaging, Inc	Inventory	29976	24490/24491	INV	02/27/09	125.50	125.50			
361		CREATIVE I\ Creative Imaging, Inc	Inventory	29995	24523	INV	02/27/09	30.57	30.57			
363		CREATIVE I\ Creative Imaging, Inc	Inventory	29977	24539	INV	02/27/09	168.00	168.00			
365		CREATIVE I\ Creative Imaging, Inc	Inventory	30018	24560/24561	INV	03/09/09	1,876.20	1,876.20			
367		CREATIVE I\ Creative Imaging, Inc	Inventory	30019	24575	INV	03/09/09	142.00	142.00			
369		CREATIVE I\ Creative Imaging, Inc	Inventory	30010	24576	INV	03/09/09	99.29	99.29			
371		CREATIVE I\ Creative Imaging, Inc	Inventory	30009	24598	INV	03/09/09	18.59	18.59			
377	CROCKETT	Johanna Pomeroy Crockett	Royalty	29794	2ND HALF 2001	INV	02/04/09	136.60		136.60		
383	CROWN	Crown Packaging Corp	Inventory	29884	756908	INV	12/22/08	214.55				214.55
385	CROWN	Crown Packaging Corp	Inventory	29885	757475	INV	12/23/08	72.91				72.91
387	CROWN	Crown Packaging Corp	Inventory	29708	760422	INV	01/08/09	70.91				70.91
389	CROWN	Crown Packaging Corp	Inventory	29989	772558	INV	02/20/09	2,399.89	2,399.89			
395	DAVIS	Beverly Davis	Royalty	29795	2ND HALF 2001	INV	02/04/09	38.28				38.28
403	DELLCC	Dell Commercial Credit	T&E	29926	6011500049061	INV	02/03/09	526.32				526.32
405	DELLCC	Dell Commercial Credit	T&E	30015	6011500049061	INV	03/04/09	29.00				29.00
411	DELTA	Delta Dental	Benefits	29928	1950-1198 MAF	INV	02/25/09	1,395.58	1,395.58			
417	DELUXE	Deluxe Business Checks & Solutions	Office related	29778	36005184	INV	01/12/09	305.78				305.78
423	DOLPHIN	Dolphin Capital Corp	Lease	29880	1308850	INV	02/13/09	512.79				512.79
425	DOLPHIN	Dolphin Capital Corp	Lease	29999	1349918	INV	03/02/09	188.38	188.38			
431	DOMENECH	Lynn H & Joseph A Domenech, Jr	Royalty	29812	Q4 2008	INV	02/04/09	449.55				449.55
437	EDSON	Ann Edson	Royalty	29790	2ND HALF 2001	INV	02/04/09	231.30				231.30
443	EDUC ACTIV	Educational Activities Inc	Inventory	29981	D-219635	INV	02/19/09	169.00				169.00
451	ERJ	ERJ Associates	Commission	30016	40% RIVERSID	INV	03/16/09	1,801.60	1,801.60			
457	ESCH	eSchool News	Marketing	30000	14876	INV	02/20/09	1,500.00	1,500.00			
463	ESHIP	eSHIPPING, LLC	Freight	29897	138001021804	INV	02/04/09	257.38				257.38
465	ESHIP	eSHIPPING, LLC	Freight	29997	138001021825	INV	02/25/09	189.66	189.66			
471	ETC001	ETC COPIERS	Lease	29823	109632	INV	12/22/08	567.00				567.00
477	FEDERA001	FedEx	Freight	29851	9-079-03942	INV	02/05/09	244.91				244.91
479	FEDERA001	FedEx	Freight	29892	9-080-63813	INV	02/09/09	48.87				48.87
481	FEDERA001	FedEx	Freight	29924	9-089-08883	INV	02/13/09	124.32				124.32
483	FEDERA001	FedEx	Freight	29988	9-097-43563	INV	02/20/09	75.48	75.48			
485	FEDERA001	FedEx	Freight	29987	9-105-62643	INV	02/27/09	138.95	138.95			
487	FEDERA001	FedEx	Freight	29984	9-111-94882	INV	03/05/09	158.91	158.91			
489	FEDERA001	FedEx	Freight	30007	9-113-74017	INV	03/08/09	123.46	123.46			
495	FILTER	FILTERFRESH Midwest	Office related	29712	10987345-2009	INV	12/31/08	41.09				41.09
497	FILTER	FILTERFRESH Midwest	Office related	30008	10970772-2009	INV	02/26/09	37.26	37.26			
505	FORM	Formative Solutions, Inc.	Consultant	29860	151	INV	12/30/08	302.50				302.50
507	FORM	Formative Solutions, Inc.	Consultant	29744	152	INV	01/16/09	591.25				591.25
509	FORM	Formative Solutions, Inc.	Consultant	29905	153	INV	02/15/09	206.25				206.25
515	GHP	Group Health Plan, Inc.	Benefits	29929	11548588	INV	02/25/09	7,089.07	7,089.07			
521	GHP-OOA	Group Health Plan, Inc.	Benefits	29930	11548589	INV	02/25/09	1,893.45	1,893.45			
527	GILLENTE	Linda Gillentine	Consultant	29818	FETC 2009	INV	01/25/09	885.19				885.19
529	GILLENTE	Linda Gillentine	Consultant	29839	Feb-09	INV	02/04/09	2,000.00				2,000.00
531	GILLENTE	Linda Gillentine	Consultant	29933	TCEA 2009	INV	02/06/09	1,217.42				1,217.42
533	GILLENTE	Linda Gillentine	Consultant	29932	SISSETON FEE	INV	02/12/09	1,028.72				1,028.72
535	GILLENTE	Linda Gillentine	Consultant	29962	ER FEB 20 200	INV	02/17/09	841.81				841.81
537	GILLENTE	Linda Gillentine	Consultant	29975	Mar-09	INV	03/04/09	2,000.00	2,000.00			
543	GOODMAN	Alison Bernstein	Royalty	29797	2ND HALF 2001	INV	02/04/09	1,082.26				1,082.26
549	HAPPAL	HAP PAL MUSIC	Royalty	29799	2ND HALF 2001	INV	02/04/09	3.97				3.97
557	HAYES	Joan Hayes	Correlations	30032	Mar-09	INV	03/17/09	296.25	296.25			
563	HB SALES	HB Sales Company	Inventory	29910	4564	INV	02/11/09	2,092.50				2,092.50
569	HERZOG	David Herzog	Royalty	29800	2ND HALF 2001	INV	02/04/09	1,574.09				1,574.09
575	IMPACT	Impact Software	Commission	29948	SWEETWATER	INV	02/27/09	200.00	200.00			
581	INSEL	Eunice Insel	Royalty	29801	2ND HALF 2001	INV	02/04/09	210.10				210.10
587	ITS	Information Technology Services-Other		29875	399171	INV	02/17/09	48.34				48.34
593	KIRKWOOD	Kirkwood Investments, LLC	Rent	29747	Feb-09	INV	01/21/09	11,609.16				11,609.16
595	KIRKWOOD	Kirkwood Investments, LLC	Rent	29740	RENT INCREA:	INV	01/21/09	384.16				384.16
597	KIRKWOOD	Kirkwood Investments, LLC	Rent	29942	Mar-09	INV	02/25/09	11,034.16	11,034.16			
605	LICHTENSTE	Joshua Lichtenstein	Royalty	29802	2ND HALF 2001	INV	02/04/09	3.98				3.98
611	LIGHT	Mike Lichtenberg	Consultant	29706	Jan-09	INV	01/14/09	1,000.00				1,000.00
613	LIGHT	Mike Lichtenberg	Consultant	29866	Feb-09	INV	02/11/09	1,000.00				1,000.00
615	LIGHT	Mike Lichtenberg	Consultant	30004	Mar-09	INV	03/11/09	1,000.00	1,000.00			
621	LINCOLN	The Lincoln National Life Insurance	Benefits	29974	BL-443174 / M/	INV	03/01/09	1,409.42	1,409.42			
627	MAIDS	Maids R Us	Office related	29850	10178	INV	01/29/09	240.00				240.00
633	MDR01	Market Data Retrieval	Marketing	29863	1298939	INV	01/23/09	621.89				621.89
635	MDR01	Market Data Retrieval	Marketing	29862	1299347	INV	01/29/09	734.77				734.77
641	MID-AMERIC	Mid-America Coffee Service	Office related	29838	48022102	INV	01/31/09	120.81				120.81
647	MILLER	COMMUNICATION THROUGH LA	Commission	29699	Dec-09	INV	12/31/08	397.50				397.50
655	MILLSBELEN	Belen Mills	Royalty	29803	2ND HALF 2001	INV	02/04/09	5.95				5.95
661	MILLSRALPH	Ralph Mills	Royalty	29804	2ND HALF 2001	INV	02/04/09	5.95				5.95
667	MLK	McCarthy, Leonard & Kaemmerer, Professional f		29927	992829	INV	01/31/09	375.00				375.00

Exhibit B

Line	Vendor ID:	Name:	Vendor	Type	Voucher	Doc Number	Type	Doc Date	Doc Amount	Current Period	31 - 60 Days	61 - 90 Days	91 and Over
673	MOXIE	Moxie Display Systems, Inc.	Marketing		29917	4761	INV	01/14/09	271.07				
679	NECTAR	NECTAR	Royalty		29814	Q4 2008	INV	02/04/09	29,112.78		29,112.78		
685	OLB	On-Line Benefits	Benefits		29887	2009133	INV	02/10/09	110.00		110.00		
687	OLB	On-Line Benefits	Benefits		30026	2009202	INV	03/10/09	110.00	110.00			
693	PBGFS	Pitney Bowes Global Financial Ser	Lease		29721	7013007-DC08	INV	01/13/09	29.00			29.00	
695	PBGFS	Pitney Bowes Global Financial Ser	Lease		29630	7845788-DC08	INV	01/23/09	30.39		30.39		
699	PBGFS	Pitney Bowes Global Financial Ser	Lease		29952	7845788/EQUIF	INV	02/23/09	9.59	9.59			
701	PBGFS	Pitney Bowes Global Financial Ser	Lease		30022	7013007-MR09	INV	03/13/09	422.11	422.11			
707	PCAA	PCAA SP	T&E		29847	013109-1162	INV	02/11/09	45.30		45.30		
709	PCAA	PCAA SP	T&E		30011	022809-1162	INV	03/06/09	52.85	52.85			
715	PHP	PHP of Mid-Michigan	Benefits		29937	90470718	INV	02/25/09	5,778.33	5,778.33			
721	PRINGLE	SANDY PRINGLE	Commission		29856	JAN 09/WARRE	INV	01/31/09	205.40			205.40	
723	PRINGLE	SANDY PRINGLE	Commission		29972	SIGSETON FEI	INV	03/04/09	979.50	979.50			
729	PRINT	Print Group Inc.	Marketing		29823	EAS CATALOG	INV	01/29/08	3,643.74		3,643.74		
735	PROF EDUC	Professional Education Solutions, I	Consultant		29757	1894	INV	01/22/09	200.00		200.00		
737	PROF EDUC	Professional Education Solutions, I	Consultant		29824	1898	INV	01/27/09	750.00		750.00		
739	PROF EDUC	Professional Education Solutions, I	Consultant		29848	1714	INV	02/05/09	1,133.05		1,133.05		
741	PROF EDUC	Professional Education Solutions, I	Consultant		29967	1732	INV	02/26/09	750.00	750.00			
747	PROSOURCE	Aerlox, Inc.	Inventory		29846	410378	INV	01/27/09	51.45		51.45		
751	PROSOURCE	Aerlox, Inc.	Inventory		29845	410422/410423	INV	01/30/09	555.61		555.61		
757	PSI	PSI/Publishers' Services Internatio	Marketing		29788	585	INV	12/31/08	50.00			50.00	
763	PURCHASE I	Purchase Power	Freight		29920	800000001088	INV	02/15/09	9.53			9.53	
765	PURCHASE I	Purchase Power	Freight		29981	800000005584	INV	02/22/09	523.99	523.99			
771	RBF	RBF Interiors	Office related		29901	94880	INV	12/15/08	27.06			27.06	
773	RBF	RBF Interiors	Office related		29723	95101	INV	01/15/09	27.06			27.06	
775	RBF	RBF Interiors	Office related		29935	95490	INV	02/15/09	27.06			27.06	
777	RBF	RBF Interiors	Office related		30031	95754	INV	03/15/09	27.06	27.06			
783	REESE	Elaine Reese	Royalty		29805	2ND HALF 2001	INV	02/04/09	28.95		28.95		
789	REGENCY	Regency Office Products, LLC	Office related		29558	WC-3486308-1	INV	12/04/08	26.07				26.07
791	REGENCY	Regency Office Products, LLC	Office related		29587	WC-3486304-1	INV	12/04/08	94.01				94.01
793	REGENCY	Regency Office Products, LLC	Office related		29605	WC-3489306-1	INV	12/11/08	18.97				18.97
795	REGENCY	Regency Office Products, LLC	Office related		29654	WC-3496244-1	INV	12/29/08	34.38			34.38	
797	REGENCY	Regency Office Products, LLC	Office related		29678	WC-3500082-1	INV	01/07/09	65.30			65.30	
799	REGENCY	Regency Office Products, LLC	Office related		29679	WC-3500853-1	INV	01/08/09	37.09			37.09	
803	REGENCY	Regency Office Products, LLC	Office related		29732	WC-3501943-1	INV	01/09/09	88.43			88.43	
805	REGENCY	Regency Office Products, LLC	Office related		29733	WC-3502404-1	INV	01/12/09	22.87			22.87	
807	REGENCY	Regency Office Products, LLC	Office related		29722	WC-3503054-1	INV	01/13/09	74.11			74.11	
809	REGENCY	Regency Office Products, LLC	Office related		29628	WC-3503380-1	INV	01/13/09	63.27			63.27	
811	REGENCY	Regency Office Products, LLC	Office related		29724	WC-3503800-1	INV	01/14/09	43.57			43.57	
813	REGENCY	Regency Office Products, LLC	Office related		29785	WC-3508976-1	INV	01/21/09	5.63			5.63	
815	REGENCY	Regency Office Products, LLC	Office related		29820	WC-3508881-1	INV	01/28/09	210.59		210.59		
817	REGENCY	Regency Office Products, LLC	Office related		29852	WC-3513114-1	INV	02/04/09	54.58			54.58	
819	REGENCY	Regency Office Products, LLC	Office related		29903	WC-3513579-1	INV	02/05/09	142.47			142.47	
821	REGENCY	Regency Office Products, LLC	Office related		29893	WC-3514760-1	INV	02/09/09	8.21			8.21	
823	REGENCY	Regency Office Products, LLC	Office related		29882	WC-3515036-1	INV	02/09/09	58.75			58.75	
825	REGENCY	Regency Office Products, LLC	Office related		29922	WC-3517843-1	INV	02/18/09	266.87			266.87	
827	REGENCY	Regency Office Products, LLC	Office related		29950	WC-3519594-1	INV	02/19/09	7.02	7.02			
829	REGENCY	Regency Office Products, LLC	Office related		29949	WC-3520865-1	INV	02/23/09	4.74		4.74		
831	REGENCY	Regency Office Products, LLC	Office related		29958	WC-3521250-1	INV	02/24/09	147.57	147.57			
833	REGENCY	Regency Office Products, LLC	Office related		29985	WC-3524647-1	INV	03/04/09	34.38	34.38			
839	SALINA	Salina Software	Royalty		29808	2ND HALF 2001	INV	02/04/09	287.14			287.14	
845	SAWYER	Dr William Sawyer	Royalty		29807	2ND HALF 2001	INV	02/04/09	149.96			149.96	
851	SB	SmartBrief, Inc.	Marketing		29859	2100-83491	INV	01/28/09	2,850.00			2,850.00	
859	SPRING	Spring Mountain Water Co	Office related		29772	005881 12/31/0	INV	12/31/08	81.75			81.75	
861	SPRING	Spring Mountain Water Co	Office related		29884	005881 1 JAN 0	INV	01/31/09	43.00		43.00		
863	SPRING	Spring Mountain Water Co	Office related		30030	005881 / 2-28-0	INV	03/01/09	70.50	70.50			
869	SPRINT	Sprint	Telephone		29918	2.80201E+13	INV	02/19/09	2,052.90	2,052.90			
875	SPRINT4181	Sprint	Telephone		29986	951720813/3-01	INV	03/02/09	386.78	386.78			
881	SPRINT9100	SPRINT	Telephone		29954	2.80201E+13	INV	02/19/09	808.80	808.80			
887	SPRINTDAT7	Sprint	Telephone		29878	4911822	INV	02/07/09	749.88		749.88		
889	SPRINTDAT7	Sprint	Telephone		30021	4927132	INV	03/09/09	749.88	749.88			
895	SRINIVAS	Srinivas Prasad Doppalapudi	Consultant		29901	8	INV	02/02/09	680.00		680.00		
901	SSE	Systems Service Enterprises	Consultant		29674	30753	INV	01/07/09	1,226.50			1,226.50	
903	SSE	Systems Service Enterprises	Consultant		29915	30912	INV	01/31/09	577.50			577.50	
905	SSE	Systems Service Enterprises	Consultant		29914	31027	INV	02/20/09	1,226.50	1,226.50			
913	SSTX	Secretary of State of Texas	Taxes		30012	28784833 / FEE	INV	01/23/09	3.00	3.00			
919	SUMMIT	Summit Sales Associates	Marketing		29828	Aug-05	INV	12/31/08	689.74		689.74		
925	TEMP000000	Nasco West	Refund		29852	RTN000217	INV	12/31/08	59.44			59.44	
931	TEMP000000	New England Educational Resourc	T&E		29989	SALES MEETH	INV	03/04/09	618.89	618.89			
937	UNION	Union Machinery	Office related		29895	01S1156220	INV	02/05/09	43.01		43.01		
943	UNIVENTURI	Univenture, Inc.	Inventory		29873	297320	INV	01/28/09	795.00		795.00		
945	UNIVENTURI	Univenture, Inc.	Inventory		29874	297320	INV	01/28/09	883.28		883.28		
951	UNUM	UNUM Provident	Benefits		29918	40530 2-18-09	INV	02/18/09	352.58	352.58			
959	UPS001	United Parcel Service	Freight		29908	47X14X079	INV	02/14/09	488.72		488.72		
961	UPS001	United Parcel Service	Freight		29931	F44A20079	INV	02/14/09	38.89		38.89		
963	UPS001	United Parcel Service	Freight		29938	47X14X089	INV	02/21/09	677.56	677.56			
965	UPS001	United Parcel Service	Freight		29945	F44A20089	INV	02/21/09	10.43	10.43			
967	UPS001	United Parcel Service	Freight		29973	47X14X099	INV	02/28/09	333.83	333.83			
969	UPS001	United Parcel Service	Freight		30002	47X14X109	INV	03/07/09	276.06	276.06			
971	UPS001	United Parcel Service	Freight		30033	47X14X119	INV	03/14/09	287.56	287.56			
973	UPS001	United Parcel Service	Freight		30035	F44A20119	INV	03/14/09	23.00	23.00			
979	VERIZON	Verizon	Telephone		29881	5183797429611	INV	02/07/09	26.96		26.96		
981	VERIZON	Verizon	Telephone		29947	5188677878031	INV	02/13/09	61.55		61.55		
983	VERIZON	Verizon	Telephone		30025	5183797429611	INV	03/07/09	26.18		26.18		
989	VERIZON550	Verizon Wireless	Telephone		29951	1975421825	INV	02/18/09	155.26	155.26			
995	VSG	VSG	Inventory		29750	0330127-IN	INV	12/31/08	275.66			275.66	
997	VSG	VSG	Inventory		29867	0330271-IN	INV	01/21/09	582.75		582.75		

Exhibit B