

08-24-1999



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TUCKER FLYER, P.C.

Suite 400

1615 L Street, N.W.  
Washington, D.C. 20036-5612  
(202) 452-8600

D

<p>1. NAME OF CONVEYING PARTY(IES):</p> <p>Cimage Corporation A Delaware Corporation 3885 Research Park Drive Ann Arbor, Michigan 48108</p>	<p>2. NAME AND ADDRESS OF RECEIVING PARTY(IES):</p> <p>NBD Bank, Inc. National Banking Association 611 Woodward Avenue Detroit, Michigan 48232-7789</p>
<p>3. NATURE OF CONVEYANCE: <b>8-18-99</b></p> <p><input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>3a. EXECUTION DATE: June 9, 1995 3b. EFFECTIVE DATE: June 9, 1995</p>	<p>2a. ASSIGNEE A FOREIGN ENTITY:</p> <p>Yes: _____ No: <input checked="" type="checkbox"/></p> <p>2b. DOMESTIC REPRESENTATIVE DESIGNATED:</p> <p>Yes: _____ No: <input checked="" type="checkbox"/></p>
<p>4a. TRADEMARK APPLICATION NOS.:</p> <p>Additional numbers attached _____ Yes ___ No</p>	<p>4b. TRADEMARK REGISTRATION NO(S).:</p> <p>Reg. No. 1,501,172 – IMAGE MASTER</p> <p>Additional numbers attached? _____ Yes ___ <input checked="" type="checkbox"/> No</p>
<p>5. NAME AND ADDRESS OF CORRESPONDENT:</p> <p>Norm D. St. Landau, Esq. Tucker Flyer P.C. 1615 L Street, N.W., Suite 400 Washington, D.C. 20036-5612</p> <p>Our Ref: 60670.302</p>	<p><b>40E</b></p>
<p>6. TOTAL NUMBER OF TITLES: 1</p> <p>7. TOTAL FEE: \$40.00</p> <p>8. CHECK ENCLOSED: <input checked="" type="checkbox"/> YES (CHARGE ANY ADDITIONAL FEES TO DEPOSIT ACCOUNT NO. 20-1582)</p> <p>(File cover page in duplicate)</p>	<p>9. The undersigned declares to the best of his knowledge and belief that the information on this cover sheet is true and correct and any copy submitted is a true copy of the original document.</p> <p><i>Kristine M. Miller</i> _____ Kristine M. Miller</p> <p>Date: <b>8/18/99</b> 1 of <b>73</b></p>

I hereby certify that a copy of this document is being deposited with the United States Postal Service by First Class Mail, addressed to: BOX: ASSIGNMENT/FEE, The Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, Virginia 22202-3513, this **17th** day of **August**, 1999

*RaSuia Thomas*

08/23/1999 MTHA11 00000265 1501172

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060670-00000-00014.doc

AGREEMENT WITH RESPECT TO SALE OF COLLATERAL

This Agreement is made this 9th day of June, 1995 among NBD Bank, a Michigan banking corporation ("Secured Party"), Ingleby (814) Limited ("Ingleby"), an English corporation, and CimSoft, Inc. ("CimSoft"), a Delaware corporation.

RECITAL

A. Cimage Corporation ("Cimage"), a Michigan corporation located in Ann Arbor, Michigan, has borrowed funds from the Secured Party pursuant to a Secured Credit Agreement dated as of March 14, 1994, and has granted to the Secured Party a security interest in, among other things, its intellectual property and accounts receivable.

B. Cimage is in default of its obligations to the Secured Party and its indebtedness to the Secured Party is now due and owing. Cimage has sought for several months to find a buyer or buyers for its business or assets. The Secured Party is familiar with Cimage's efforts and has participated in some of the negotiations relating to proposed sale transactions.

C. Ingleby and CimSoft have proposed to purchase certain assets of Cimage through the Secured Party. The Secured Party has determined, with which determination it has been advised that Cimage agrees, that the joint proposal for purchase of certain Cimage assets made to it by Ingleby and CimSoft represents the best available opportunity for realization upon the assets of Cimage, and that it is in the best interest of the Secured Party to conduct a secured party sale of certain assets to Ingleby and CimSoft respectively.

AGREEMENT

1. Ingleby agrees to purchase from the Secured Party all of Cimage's right, title and interest in Cimage's intellectual property for \$500,000, and CimSoft agrees to purchase from the secured party all of Cimage's right, title and interest in its accounts receivable for \$250,000.

2. The Secured Party agrees to execute bills of sale in the form attached hereto as Exhibits A and B (collectively, the "Bills of Sale") covering the personal property described in the Bills of Sale to Ingleby and CimSoft, respectively, upon receipt of a total of \$750,000 by wire transfer to the following account:

NBD Bank, Detroit, Michigan  
 ABA # 072-000-326  
 for credit to NBD Business  
 Finance Acct. #130063  
 Ref.: Cimage Corporation

If the Secured Party has received a portion but not all of the amounts set forth in paragraph 1 to be paid by Ingleby and Cimage, respectively, by 2:00 p.m. Detroit time on

Tuesday, June 13, 1995, the Secured Party shall promptly return such amounts as it has received under this agreement, but shall not thereby waive any rights against the parties for any breach of this agreement or otherwise.

3. The Secured Party represents that as of the date of this agreement it holds a first priority security interest in the property described in the Bills of Sale against which a security interest can be perfected by filing a financing statement with the Michigan Secretary of State and making a notice filing with the United States Patent and Trademark Office. The Secured Party makes no representation as to whether Cimage has paid all taxes which, if not paid, could result in a lien upon any of such property.

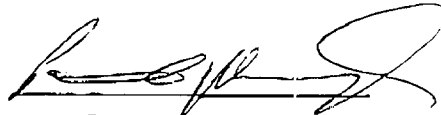
4. Ingleby and CimSoft acknowledge and agree that the agreement in principle reached between them concerning their on-going relationship is non-binding and that this matter has not been reduced to a definitive written agreement, and that it is possible that no definitive written agreement will be reached. CimSoft acknowledges that Ingleby has accurately stated the status of their negotiations, and that it nonetheless is bound by this agreement.

5. Each of Ingleby and CimSoft represents that, following the foreclosure sale, it will make all arrangements directly with Cimage for taking delivery of the property to be sold to it pursuant to the Bills of Sale, including without limitation arranging for notice to Cimage's account debtors of the transfer of the accounts receivable, and acknowledge that they do not look to the Secured Party for such delivery.

6. This agreement shall be governed by and construed in accordance with the law of the State of Michigan applicable to contracts made and to be performed entirely within that state and without giving effect to choice of law principles of that state. This agreement may be executed in several counterparts and by facsimile signature, each of which when so executed shall be deemed to be an original, and the executed agreements together shall constitute one and the same instrument. If any provision contained in this agreement is determined to be invalid, illegal, or unenforceable in any respect by any court of competent jurisdiction, the validity, legality, or enforceability of the remaining provisions contained herein shall not be affected thereby.

IN WITNESS WHEREOF, the parties have executed this agreement by their duly authorized representatives as of day and year above written.

NBD BANK

By: 

Its: 1st V.P.


03-JUN-1995 22:19 FROM WPRGGE & CO

TO

90013132233598 P.02

03-JUN-1995 22:19 FROM WPRGGE & CO TO 90013132233598 P.02

INOLEBY (814) LIMITED

By: 

Re: 

COMFORT INC.

By: \_\_\_\_\_

Re: \_\_\_\_\_

\_\_\_\_\_

JUN 09 95 17:10

PAGE 04 08/00/00 02:01

INGLEBY (814) LIMITED

By: \_\_\_\_\_

Its: \_\_\_\_\_

CIMSOFI INC.

By: *H. J. Hill*

Its: *Vice President*

WPK:\F775CH.00007.2457\AGE\_AAA\_04

Exhibit A

BILL OF SALE

NBD Bank, a Michigan banking corporation ("NBD"), in consideration of the sum of FIVE HUNDRED THOUSAND DOLLARS (\$500,000), and other valuable consideration, sells and conveys to Ingleby (814) Limited (the "Buyer"), its successors and assigns, all of the right, title and interest which Cimage Corporation ("CC") has or may have in the property described on Schedule A (the "Property").

NBD is a party to a Secured Credit Agreement dated as of March 14, 1994 (the "Credit Agreement"), among NBD, CC, and its subsidiary, Cimage International Limited (In Administrative Receivership) ("CIL" and, together with CC, the "Borrowers"). The Borrowers are in default under the Credit Agreement and the Property is being sold by NBD pursuant to Section 9504 of the Michigan Uniform Commercial Code (MCLA Section 440.9504). NBD represents to the Buyer that NBD holds a first-priority security interest in that portion of the Property against which a security interest can be perfected by filing a financing statement with the Michigan Secretary of State and making a notice filing with the United States Patent and Trademark Office. NBD makes no representation as to whether CC has paid all taxes which, if not paid, could result in a lien upon the Property.

NBD confirms that it is not affiliated with the Buyer, that the transaction evidenced by this Bill of Sale is an arms-length transaction, and that, without investigation, NBD has no knowledge that the Buyer has acted in other than good faith.

By accepting this Bill of Sale, the Buyer acknowledges that the Property is being sold in an as-is where-is condition and that NBD makes no representation or warranty concerning the Property to the Buyer, express or implied, including without limitation warranties of fitness for a particular purpose, quality, or merchantability, or any representation as to assignability.

IN WITNESS WHEREOF, NBD has executed this Bill of Sale on June \_\_, 1995.

NBD BANK

By: \_\_\_\_\_

Its: \_\_\_\_\_

Accepted:

Ingleby (814) Limited

By: \_\_\_\_\_

Its: \_\_\_\_\_

Dated: June \_\_, 1995

WP6:(WP6ECH.00007.2657)BIL\_110\_03

SCHEDULE A  
TO  
BILL OF SALE

DESCRIPTION OF PROPERTY

PART I

All computer software and related intellectual property rights owned by CC (collectively, the "Purchased Assets") specifically including, without limitation, the following:

1. **Software Products.** All of CC's existing document management, imaging and work flow software (including, without limitation, Infosoft and Imagemaster) and all as yet unreleased versions and improvements to such software and all software under development by, or on behalf of CC throughout the world (collectively, the "Software Products").
2. **Technical Documentation.** All technical and descriptive materials in any medium relating to the acquisition, design, development, use or maintenance of any of the Software Products (collectively, the "Technical Documentation").
3. **Intellectual Property Rights.** All the intellectual property rights relating in any way to the Software Products and the Technical Documentation, including, without limitation, all copyrights (registered and unregistered), designs and trademarks (registered and unregistered), documented know-how, confidential information, source and object codes, patents, mask works, inventions (whether patentable or not) and all applications for the grant of any of such rights, including, without limitation, the name "Cimage" and such other items specifically identified on Part II of this Schedule A (collectively, the "Intellectual Property").
4. **Software Contracts.** All of the right, title, interest, and benefit of CC in, to, and under all contracts, agreements, licenses, and other commitments and arrangements, oral or written, with any person or entity respecting the ownership, license, acquisition, design, development, distribution, marketing, use, or maintenance of computer program code, related technical or user documentation, and databases, in each case pertaining to the Software Products (the "Software Contracts"), including without limitation any of the following contracts: (i) licenses from third parties (development and/or marketing); (ii) licenses from third parties (internal use only); (iii) development contracts, work-for-hire agreements, and consulting and employment agreements; (iv) distributorships, dealerships, franchises, and manufacturer's representative contracts; (v) licenses and sublicenses to others; and (vi) maintenance, support, or enhancement agreements.
5. **Claims.** The right to sue for, settle, or release any past, present, or future infringement of any of the Software Products, Technical Documentation or Intellectual Property (including any corporeal and incorporeal incidents thereof) or unfair competition involving the same.
6. **Supplemental.** All of the right, title, interest in the items specifically identified in Part II of this Schedule A.

39053

**PART II  
OF SCHEDULE A**

**A. REGISTERED TRADEMARKS**

**1. CIMAGE DESKTOP NAVIGATOR**

**INTL CLASS:** 42 (Miscellaneous Service Marks)

**T&T INTL CLASS:** 9 (Electrical & Scientific Apparatus)

**U.S. CLASS:** 100 (Miscellaneous Service Marks)  
101 (Advertising & Business Services)

**T&T U.S. CLASS:** 38 (Prints & Publications)

**STATUS:** Pending; Publication/Registration Review Complete;  
Intent to Use - Application; Intent To Use - Current

**GOODS/SERVICES:** COMPUTER SOFTWARE PROGRAM TO  
FACILITATE DATABASE DOCUMENT  
ACCESS

**SERIAL NO.:** 74-578,227

**FILED:** September 26, 1994

**ORIGINAL APPLICANT:** CIMAGE CORPORATION (Delaware Corporation),  
3885 RESEARCH DRIVE, ANN ARBOR, MI  
(Michigan), 48108, USA (United States of America)

**DISCLAIMS:** "DESKTOP NAVIGATOR"

**FILING CORRESPONDENT:** NORMAN H. BEITNER, HONIGMAN MILLER  
SCHWARTZ AND COHN, 2290 FIRST  
NATIONAL BUILDING, DETROIT, MI 48226

**2. INFOSOFT**

**INTL CLASS:** 16 (Paper Goods & Printed Matter)

**U.S. CLASS:** 37 (Paper & Stationery)  
38 (Prints & Publications)



STATUS: Pending; Response After Non-Final Action - Entered;  
Intent to Use - Application; Intent To Use - Current

GOODS/SERVICES: PAPER GOODS AND PRINTED MATTER  
RELATING TO THE MANAGEMENT OF  
TECHNICAL AND ENGINEERING  
INFORMATION FOR INDUSTRIAL DESIGN,  
CONSTRUCTION, MANUFACTURING,  
TESTING, OPERATIONS AND MAINTENANCE

SERIAL NO.: 74-514,032

FILED: April 19, 1994

ORIGINAL APPLICANT: CIMAGE CORPORATION (Delaware Corporation),  
3885 RESEARCH PARK DRIVE, ANN ARBOR, MI  
(Michigan), 48108, USA (United States of America)

FILING CORRESPONDENT: JOHN G. FLAIM, HONIGMAN MILLER  
SCHWARTZ AND COHN, 3100 FIRST  
INTERSTATE BANK PLAZA, 1000 LOUISIANA  
STREET, HOUSTON, TX 77002-5011

3. INFOSOFT

INTL CLASS: 42 (Miscellaneous Service Marks)

U.S. CLASS: 100 (Miscellaneous Service Marks)

STATUS: Pending; Non-Final Action - Mailed; Intent to Use -  
Application; Intent to Use - Current

GOODS/SERVICES: SERVICES RELATING TO THE MANAGEMENT  
OF TECHNICAL AND ENGINEERING  
INFORMATION FOR INDUSTRIAL DESIGN,  
CONSTRUCTION, MANUFACTURING,  
TESTING, OPERATIONS, AND MAINTENANCE

SERIAL NO.: 74-514,031

FILED: April 19, 1994

ORIGINAL APPLICANT: CIMAGE CORPORATION (Delaware Corporation), 3885 RESEARCH PARK DRIVE, ANN ARBOR, MI (Michigan), 48108, USA (United States of America)

FILING CORRESPONDENT: JOHN G. FLAIM, HONIGMAN MILLER SCHWARTZ AND COHN, 3100 FIRST INTERSTATE BANK PLAZA, 1000 LOUISIANA STREET, HOUSTON, TX 77002-5011

4. INFOSOFT

INTL CLASS: 9 (Electrical & Scientific Apparatus)

U.S. CLASS: 26 (Measuring & Scientific Appliances) 38 (Prints & Publications)

STATUS: Pending-Published for Opposition; Request for Extension of Time To File Opposition; Intent to Use - Application; Intent To Use - Current

GOODS/SERVICES: COMPUTER SOFTWARE AND HARDWARE RELATING TO THE MANAGEMENT OF TECHNICAL AND ENGINEERING INFORMATION FOR INDUSTRIAL DESIGN, CONSTRUCTION, MANUFACTURING, TESTING, OPERATIONS AND MAINTENANCE

SERIAL NO.: 74-514,030

FILED: April 19, 1994

PUBLISHED: February 7, 1995

ORIGINAL APPLICANT: CIMAGE CORPORATION (Delaware Corporation), 3885 RESEARCH PARK DRIVE, ANN ARBOR, MI (Michigan), 48108, USA (United States of America)

FILING CORRESPONDENT: JOHN G. FLAIM, HONIGMAN MILLER SCHWARTZ AND COHN, 3100 FIRST INTERSTATE BANK PLAZA, 1000 LOUISIANA STREET, HOUSTON TX 77002-5011

**5. CADMASTER**

**INTL CLASS:** 9 (Electrical & Scientific Apparatus)  
**U.S. CLASS:** 38 (Prints & Publications)  
**STATUS:** Registered  
**GOODS/SERVICES:** COMPUTER PROGRAMS FOR MAKING  
ENGINEERING DRAWINGS  
**SERIAL NO.:** 74-257,212  
**REG. NO.:** 1,751,084  
**REGISTERED:** February 9, 1993  
**FIRST USE:** April 27, 1983 (Intl Class 9)  
**FIRST COMMERCE:** April 27, 1983 (Intl Class 9)  
**FILED:** March 18, 1992  
**PUBLISHED:** November 17, 1992  
**ORIGINAL APPLICANT:** CIMAGE CORPORATION (Delaware Corporation),  
3885 RESEARCH PARK DRIVE, ANN ARBOR, MI  
(Michigan), 48108, USA (United States of America)  
**OWNER AT PUBLICATION:** CIMAGE CORPORATION (Delaware Corporation),  
3885 RESEARCH PARK DRIVE, ANN ARBOR, MI  
(Michigan), 48108, USA (United States of America)  
**ASSIGNEE(S):** NBD BANK, N.A. (National banking association),  
611 WOODWARD AVE., P.O. BOX 331789,  
DETROIT, MI (Michigan), 48232-7789, USA  
(United States of America)  
**Assignor(s):** CIMAGE CORPORATION (Corporation)  
**Reel/Frame:** 1141/0110  
**Recorded:** April 26, 1994  
**Brief:** Security Interest

**FILING CORRESPONDENT:** ANDREW P. BRIDGES, WILSON, SONSINI,  
GOODRICH & ROSATI, TWO PALO ALTO  
SQUARE, PALO ALTO, CA 94306

**6. INFOLINK**

**INTL CLASS:** 9 (Electrical & Scientific Apparatus)

**U.S. CLASS:** 38 (Prints & Publications)

**T&T U.S. CLASS:** 26 (Measuring & Scientific Appliances)

**STATUS:** Pending; Published & opposed

**GOODS/SERVICES:** COMPUTER PROGRAMS FOR IMAGE  
PROCESSING, DOCUMENT MANAGEMENT,  
PRODUCTION OF DIGITIZED ENGINEERING  
RECORDS AND PRODUCTION OF DIGITIZED  
MAINTENANCE MANUALS

**SERIAL NO.:** 74-200,740

**FIRST USE:** April 30, 1991 (Intl Class 9)

**FIRST COMMERCE:** April 30, 1991 (Intl Class 9)

**FILED:** September 4, 1991

**PUBLISHED:** April 26, 1994

**SUSPENDED:** January 26, 1993

**ORIGINAL APPLICANT:** CIMAGE CORPORATION (Delaware Domestic  
corporation), 3885 RESEARCH PARK DRIVE,  
ANN ARBOR, MI (Michigan), 48108, USA (United  
States of America)

**OWNER AT PUBLICATION:** CIMAGE CORPORATION (Delaware), 3885  
RESEARCH PARK DRIVE, ANN ARBOR, MI  
(Michigan), 48108, USA (United States of America)

**ASSIGNEE(S):** NBD BANK, N.A. (National banking association),  
611 WOODWARD AVE., P.O. BOX 331789,

Assignor(s): DETROIT, MI (Michigan), 48232-7789, USA  
 (United States of America)  
 Reel/Frame: CIMAGE CORPORATION (Corporation)  
 1141/-0110  
 Recorded: April 26, 1994  
 Brief: Security Interest

OPPOSITION ACTION: 94828

Filed: June 24, 1994  
 Outcome: PENDING  
 Date of Outcome: September 8, 1994  
 Opposing TM: INFOLINK  
 Opposing SN: 74-241,874  
 Opposing RN: 1,770,460  
 Opposer: U.S. LINK, INC.

FILING CORRESPONDENT: JOHN G. FLAIM, HONIGMAN MILLER  
 SCHWARTZ AND COHN, 2290 FIRST  
 NATIONAL BUILDING, DETROIT, MI 48226-3583

7. CIMAGE

INTL CLASS: 9 (Electrical & Scientific Apparatus)

U.S. CLASS: 38 (Prints & Publications)

STATUS: Register

GOODS/SERVICES: COMPUTER PROGRAMS FOR IMAGE  
 PROCESSING, DOCUMENT MANAGEMENT,  
 PRODUCTION OF DIGITIZED ENGINEERING  
 RECORDS AND PRODUCTION OF DIGITIZED  
 MAINTENANCE MANUALS

SERIAL NO.: 74-060,136

REG. NO.: 1,637,485

REGISTERED: March 12, 1991

FIRST USE: April 30, 1989 (Intl Class 9)

FIRST COMMERCE: April 30, 1991 (Intl Class 9)

FILED: May 17, 1990

PUBLISHED: December 18, 1990

ORIGINAL APPLICANT: CIMAGE CORPORATION (Delaware Corporation),  
1601 S. SARATOGA-SUNNYVALE ROAD,  
CUPERTINO, CA (California), 95014, USA (United  
States of America)

OWNER AT PUBLICATION: CIMAGE CORPORATION (Delaware Corporation),  
1601 S. SARATOGA-SUNNYVALE ROAD,  
CUPERTINO, CA (California), 95014, USA (United  
States of America)

ASSIGNEE(S): NBD BANK, N.A. (National banking association),  
611 WOODWARD AVE., P.O. BOX 331789,  
DETROIT, MI (Michigan), 48232-7789, USA  
(United States of America)

Assignor(s): CIMAGE CORPORATION (Corporation)

Reel/Frame: 1141/-0110

Recorded: April 26, 1994

Brief: Security Interest

FILING CORRESPONDENT: ROY S. GORDET, WILSON, SONSINI,  
GOODRICH & ROSATI, TWO PALO ALTO  
SQUARE, PALO ALTO, CA 94306

## 8. IMAGE MASTER

INTL CLASS: 9 (Electrical & Scientific Apparatus)

U.S. CLASS: 38 (Prints & Publications)

STATUS: Registered Section 8 & 15 - Accepted &  
Acknowledged

GOODS/SERVICES: COMPUTER PROGRAMS FOR DOCUMENT  
MANAGEMENT

SERIAL NO.: 73-705,408

REG. NO.: 1,501,172

REGISTERED: August 23, 1988

FIRST USE: January 23, 1986 (Intl Class 9)

FIRST COMMERCE: January 23, 1986 (Intl Class 9)

FILED: January 13, 1988

PUBLISHED: May 31, 1988

AFFIDAVIT SEC.: 8-15; February 13, 1995

ORIGINAL APPLICANT: DATAGRAPHIC SYSTEMS, INCORPORATED  
(Michigan Corporation), 1210 EISENHOWER  
PLACE, ANN ARBOR, MI (Michigan), 48108, USA  
(United States of America)

OWNER AT PUBLICATION: DATAGRAPHIC SYSTEMS, INCORPORATED  
(Michigan Corporation), 1210 EISENHOWER  
PLACE, ANN ARBOR, MI (Michigan), 48108, USA  
(United States of America)

ORIGINAL REGISTRANT: DATAGRAPHIC SYSTEMS, INCORPORATED  
(Michigan Corporation), 1210 EISENHOWER  
PLACE, ANN ARBOR, MI (Michigan), 48108, USA  
(United States of America)

1ST NEW OWNER ENTERED AFTER REGISTRATION: CIMAGE CORPOEATION  
(Delaware Corporation), 3885 RESEARCH DRIVE,  
ANN ARBOR, MI (Michigan), 48108, USA (United  
States of America)

ASSIGNEE(S): CIMAGE CORPORATION (Delaware Corporation)  
Assignor(s): DATAGRAPHIC SYSTEMS, INC. (Michigan  
Corporation)

Reel/Frame: 0823/0535

Recorded: October 29, 1991

Brief: MERGER EFFECTIVE DEC. 26, 1990 IN  
DELAWARE

ASSIGNEE(S): NBD BANK, N.A. (National banking association),  
611 WOODWARD AVE., P.O. BOX 331789,

Assignor(s):  
Reel/Frame:  
Recorded:  
Brief:

DETROIT, MI (Michigan), 48232-7789, USA  
(United States of America)  
CIMAGE CORPORATION (Corporation)  
1141/-0110  
April 26, 1994  
Security Interest

DISCLAIMS:

IMAGE

FILING CORRESPONDENT:

PAUL J. ETHINGTON, ESQ., HONIGMAN  
MILLER SCHWARTZ AND COHN, 2290 FIRST  
NATIONAL BUILDING, DETROIT, MI 48226



**PART II CONT.****B. Software Products and Technical Documentation**

Software products and Technical Documentation will be transferred on suitable existing magnetic disk media with two magnetic tape backup copies. Where appropriate, existing physical documentation will be transferred if electronic versions of the documentation cannot be located or do not exist.

Software products will consist of :-

- Software and Documentation archive of all source, object and library data files for Cimago software products.
- Software and Documentation archive of all on-line help and end user documentation for Cimago software products.
- Software and Documentation archive of all executables and support files for Cimago software products.
- Software and Documentation archive of all Quality Assurance Test Plans, Test Cases, Test Files and Automated Test Scripts for Cimago software products.
- Software and Documentation archive of all Project Plans, Product Plans, Product Requirement Specifications, Design Specifications and prototypes for Cimago software products.
- Software and Documentation archive of all development and build procedures and internal build scripts and tools for Cimago software products.
- Software and Documentation archive of the past and present Problem Tracking Reports and internal PTR tools for Cimago software products.
- Software and Documentation archive of Product Release Transmittals, QA Test Results, Release Notes, Software Build Approvals for Cimago software products.

C. CHIMAGE AGREEMENTS

Company	Agreement	Date
Systems Compatibility Corporation	Software License Agreement	16-Feb-95
Spicer Corporation	Reseller Agreement Loaded Products Agreement	Nov 93 - Nov 98 28-Apr-93
Powersoft Corporation	Software Developer Agreement	15-Feb-94
Netwise	Software License Agreement #1073 Professional Services Agreement	28-Sep-90 28-Mar-93
Media Cybernetics, Inc.	Sample License Agreement	17-May-84
Fulcrum Technologies, Inc.	Software License Agreement Escrow Agreement	1-May-92 1-Apr-88
Catera Recognition Systems, Inc.	Integrated Software Distribution License	22-Mar-93
Bitstream Inc.	License Agreement	24-Apr-90

Images.xls  
6/9/95

*Software*  
**Product Inventory**

9-Jun-95



**Cimage Corporation**

680 Research Park Drive  
Ann Arbor, MI 48106

Phone: 513-761-6660 Fax: 513-761-6651

Confidential - 1

FROM TRADEMARK RHHKREOR

REEL: 001947 FRAME: 0857

6. 9. 1998 12:13

FLADGALB FLDLDR

04/00 98 FRI 13:07 FAX

# Product Inventory

Jun-99



## Released Products

DOS Platform				
Product	Options	Order Number	Release Level	Last Rel Date
ImageMaster View		VW-002	3.24.016	Apr-94
ImageMaster View/Markup		VM-002	3.24.016	Apr-94
ImageMaster RasterQO		QC-002	3.24.016	Apr-94
ImageMaster Edit		ED-002	3.24.016	Apr-94
ImageMaster ScanStation			3.21	Sep-92
Output Server		OS-201	3.24.016	Mar-94
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ImageMaster for AutoCAD		AE-002	3.16.003	Mar-94
DM Access for ImageMaster	PCNFS,LWP,FTP	xx-002-DM	1.40.028	May-94
WF Access for ImageMaster	PCNFS,LWP,FTP	xx-002-WF	1.40.028	May-94
FTF Access for ImageMaster	PCNFS,LWP,FTP	xx-002-FT	1.40.028	May-94
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DM Access for IMACAD	PCNFS,LWP,FTP	AE-002-DM	1.42.004	Oct-94
Document Manager in AutoCAD	PCNFS,LWP,FTP	AE-003	1.42.004	Oct-94
WF Access for AutoCAD	PCNFS,LWP,FTP	AE-003-WF	1.42.004	Oct-94
WF Access for IMACAD	PCNFS,LWP,FTP	AE-002-WF	1.42.004	Oct-94
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Workflow Process Modeler	PCNFS,LWP,FTP	AW-113	1.40.006	Sep-93
Windows Platform				
ImageMaster View		VW-002	5.04.002	Apr-95
ImageMaster View/Markup		VM-002	5.04.002	Apr-95
ImageMaster Edit		ED-002	5.04.002	Apr-95
ImageMaster Universal View		UN-002	5.04.002	Apr-95
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DM Access for ImageMaster	BW,LWP,WINSOCK,DN	xx-002-DM	1.41.006	Jun-94
WF Access for ImageMaster	BW,LWP,WINSOCK,DN	xx-002-WF	1.41.006	Jun-94
FTF Access for ImageMaster	BW,LWP,WINSOCK,DN	xx-002-FT	1.41.006	Jun-94
-----				
DM Desktop	BW,LWP,WINSOCK,DN	DD-002	1.40.021	Apr-94
DM Desktop - Workflow Access	BW,LWP,WINSOCK,DN	DD-002-WF	1.40.021	Apr-94
DM Desktop - FTF Access	BW,LWP,WINSOCK,DN	DD-002-FT	1.40.021	Apr-94
-----				
Application Builder	BW,LWP,WINSOCK,DN	AB-112	1.12.001	Jun-94
-----				
DM Desktop	WINSOCK	xx-002-DM	2.00.008	Mar-95
DM Desktop - Workflow Access	WINSOCK	xx-002-WF	2.00.008	Mar-95

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# Product Inventory

8-Jun-85



## Released Products

### Macintosh Platform

ImageMaster View/Markup	VM-002	1,40,000	Dec-83
DM Access for ImageMaster	VM-002-DM	1,41,002	Jul-84
WF Access for ImageMaster	VM-002-DM	1,41,002	Jul-84
FT Access for ImageMaster	VM-002-FT	1,41,002	Jul-84

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# Product Inventory

0-JUN-95

## Released Products

### UNIX Platform

Product	Options	Order Number	Release Level	Rel Date
ImageMaster View	SUNOS	VW-002	3.25.017	Feb-84
	SOLARIS	VW-002	3.25.017	Feb-84
	ULTRIX	VW-002	3.25.017	Feb-84
	AIX	VW-002	3.25.017	Feb-84
	HP-UX	VW-002	3.25.017	Feb-84
ImageMaster View/Markup	SUNOS	VM-002	3.25.017	Feb-84
	SOLARIS	VM-002	3.25.017	Feb-84
	ULTRIX	VM-002	3.25.017	Feb-84
	AIX	VM-002	3.25.017	Feb-84
	HP-UX	VM-002	3.25.017	Feb-84
ImageMaster RasterQC	SUNOS	QC-002	3.25.017	Feb-84
	SOLARIS	QC-002	3.25.017	Feb-84
	ULTRIX	QC-002	3.25.017	Feb-84
	AIX	QC-002	3.25.017	Feb-84
	HP-UX	QC-002	3.25.017	Feb-84
ImageMaster Edit	SUNOS	ED-002	3.25.017	Feb-84
	SOLARIS	ED-002	3.25.017	Feb-84
	ULTRIX	ED-002	3.25.017	Feb-84
	AIX	ED-002	3.25.017	Feb-84
	HP-UX	ED-002	3.25.017	Feb-84
ImageMaster for AutoCAD	SUNOS	AE-002	3.18.003	Mar-84
DM Access for ImageMaster	SUNOS	xx-002-DM	1.40.027	Mar-84
	SOLARIS	xx-002-DM	1.41.002	Dec-84
	ULTRIX - TCP/IP	xx-002-DM	1.40.023	Nov-83
	AIX	xx-002-DM	1.40.023	Nov-83
	HP-UX	xx-002-DM	1.40.023	Nov-83
WF Access for ImageMaster	SUNOS	xx-002-WF	1.40.027	Mar-84
	SOLARIS	xx-002-WF	1.41.002	Dec-84
	ULTRIX - TCP/IP	xx-002-WF	1.40.023	Nov-83
	AIX	xx-002-WF	1.40.023	Nov-83
	HP-UX	xx-002-WF	1.40.023	Nov-83

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# Product Inventory

9-Jun-98

## Released Products

### UNIX Platform

Product	Options	Order Number	Release Level	Last Rel Date
FTR Access for ImageMaster	SUNOS	xx-002-FT	1.40.027	Mar-94
	SOLARIS	xx-002-FT	1.41.002	Dec-94
	ULTRIX - TCP/IP	xx-002-FT	1.40.028	Nov-93
	AIX	xx-002-FT	1.40.029	Nov-93
	HP-UX	xx-002-FT	1.40.029	Nov-93
DM Access for IMAGAD	SUNOS	AE-002-DM	1.41.010	Dec-93
	SOLARIS	AE-002-DM	1.42.002	Aug-94
Document Manager in AutoCAD	SUNOS	AE-003-DM	1.41.010	Dec-93
	SOLARIS	AE-003-DM	1.42.002	Aug-94
WF Access for AutoCAD	SUNOS	AE-003-WF	1.41.010	Dec-93
	SOLARIS	AE-003-WF	1.42.002	Aug-94
WF Access for IMAGAD	SUNOS	AE-002-WF	1.41.010	Dec-93
	SOLARIS		1.42.002	Aug-94
DM Desktop	SUNOS	DD-002	1.40.025	Jan-94
	SOLARIS	DD-002	1.40.026	Feb-94
	ULTRIX - TOP/IP	DD-002	1.40.025	Jan-94
	AIX	DD-002	1.40.025	Jan-94
	HP-UX	DD-002	1.40.025	Jan-94
DM Desktop - FTR Access	SUNOS	DD-002-FT	1.40.025	Jan-94
	SOLARIS	DD-002-FT	1.40.026	Feb-94
	ULTRIX - TCP/IP	DD-002-FT	1.40.025	Jan-94
	AIX	DD-002-FT	1.40.025	Jan-94
	HP-UX	DD-002-FT	1.40.025	Jan-94
Workflow Process Modeler	SUNOS	AW-113	1.40.008	Oct-93
	SOLARIS	AW-113	1.42.001	Aug-94
	ULTRIX - TCP/IP	AW-113	1.42.001	Aug-94
	ULTRIX - DECNET	AW-113	1.42.001	Sep-94
	AIX	AW-113	1.42.001	Aug-94
	HP-UX	AW-113	1.42.001	Aug-94
	OLIVETTI SVR4	AW-113	1.42.001	Aug-94

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# Product Inventory

8-Jun-95



## Released Products

### UNIX Platform

Product	Options	Order Number	Release Level	Last Rel Date
DM Server - Oracle	SUNOS	DM-600	1.40.026	Jun-94
	SOLARIS	DM-600	2.01.004	Jan-95
	ULTRIX - TCP/IP	DM-600	2.01.004	Jan-95
	ULTRIX - DECNET	DM-600	2.01.004	Jan-95
	HP-UX	DM-600	2.01.004	Jan-95
	AIX	DM-600	2.01.004	Jan-95
-----				
DM Server - Sybase	SUNOS	DM-600	1.40.023	Mar-94
	SOLARIS	DM-600	2.01.004	Jan-95
	HP-UX	DM-600	2.01.004	Jan-95
	AIX	DM-600	2.01.004	Jan-95
-----				
DM Server - Informix	SUNOS	DM-600	1.40.023	Mar-94
	SOLARIS	DM-600	2.01.004	Jan-95
	AIX	DM-600	2.01.004	Jan-95
-----				
Engineering Workflow Server	SUNOS	WF-600	1.40.008	Oct-93
	SOLARIS	WF-600	1.42.001	Aug-94
	ULTRIX - TCP/IP	WF-600	1.42.001	Aug-94
	ULTRIX - DECNET	WF-600	1.42.001	Sep-94
	HP-UX	WF-600	1.42.001	Aug-94
	AIX	WF-600	1.42.001	Aug-94
-----				
FTN Server	SUNOS	FT-600	1.40.003	Jun-93
	SOLARIS	FT-600	1.40.010	Sep-94
	ULTRIX - TCP/IP	FT-600	1.40.003	Jun-93
	ULTRIX - DECNET	FT-600	1.40.006	Apr-94
	HP-UX	FT-600	1.40.007	Oct-93
	AIX	FT-600	1.40.008	Sep-93
-----				
Remote Database Manager	SUNOS	RD-201	1.40.005	Dec-93
	SOLARIS	RD-201	1.40.008	Feb-94
	ULTRIX - TCP/IP	RD-201	1.40.005	Dec-93
	ULTRIX - DECNET	RD-201	1.40.014	Dec-93
	HP-UX	RD-201	1.40.002	Aug-93
	AIX	RD-201	1.40.005	Dec-93

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**Product Inventory**

8-Jun-95

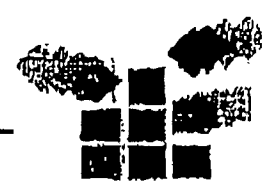
**Released Products****UNIX Platform**

Product	Options	Order Number	Release Level	Last Rel Date
Removable Media Manager	SUNOS	RM-201	1.40.007	Jun-93
	SOLARIS	RM-201	1.40.014	Sep-94
	ULTRIX - TCP/IP	RM-201	1.40.007	Jun-93
	ULTRIX - DECNET	RM-201	1.40.014	Dec-93
	HP-UX	RM-201	1.40.007	Jun-93
	AIX	RM-201	1.40.007	Jun-93
	OLIVETTI SVR4	RM-201	1.40.010	Sep-93
Output Server	SUNOS	OS-201	1.30.013	May-94
	SOLARIS	OS-201	1.30.008	Mar-94
	ULTRIX	OS-201	1.30.014	May-94
	HP-UX	OS-201	1.30.008	Jan-94
	AIX	OS-201	1.30.008	Dec-93
File Conversion Server (OIM20(M))	SUNOS	CV-201	1.30.013	May-94
	SOLARIS	CV-201	1.30.019	Mar-95
	ULTRIX	CV-201	1.30.019	Mar-95
	HP-UX	CV-201	1.30.019	Mar-95
	AIX	CV-201	1.30.019	Mar-95
HPGL Converter	SUNOS	CV-202	1.30.010	May-94
	SOLARIS	CV-202	1.30.008	Mar-94
	ULTRIX	CV-202	1.30.014	May-94
	HP-UX	CV-202	1.30.008	Jan-94
	AIX	CV-202	1.30.008	Dec-93

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# Product Inventory

8-JUN-88



## Future Product Releases

### Windows Platform

Product	Options	Order Number	Release Level	Release Date
DM Access for ImageMaster	BW,LWP,WINSOCK,DN	xx-002-DM	1.50	TBD
WF Access for ImageMaster	BW,LWP,WINSOCK,DN	xx-002-WF	1.50	TBD
FTR Access for ImageMaster	BW,LWP,WINSOCK,DN	xx-002-FT	1.50	TBD
DM Desktop	WINSOCK	xx-002-DM	2.01	TBD
DM Desktop - Workflow Access	WINSOCK	xx-002-WF	2.01	TBD
DM Desktop - FTR Access	WINSOCK	xx-002-FT	2.01	TBD

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# Product Inventory

8-Jun-99

## Future Product Releases

### UNIX Platform

Product	Options	Order Number	Release Level	Release Date
DM Server - Oracle7	SOLARIS 2.3	DM-600	2.02	TBD
	SOLARIS 2.4	DM-600	2.02	TBD
	ULTRIX - TCP/IP	DM-600	2.02	TBD
	ULTRIX - DECNET	DM-600	2.02	TBD
	HP-UX	DM-600	2.02	TBD
	AIX	DM-600	2.02	TBD
	OLIVETTI SVR4	DM-600	2.02	TBD
DM Server - Sybase 4.9.2	SOLARIS 2.3	DM-600	2.02	TBD
	HP-UX	DM-600	2.02	TBD
	AIX	DM-600	2.02	TBD
DM Server - Sybase 10	SOLARIS 2.4	DM-600	2.02	TBD
	HP-UX	DM-600	2.02	TBD
	AIX	DM-600	2.02	TBD
DM Server - Informix 6	SOLARIS 2.3	DM-600	2.02	TBD
	SOLARIS 2.4	DM-600	2.02	TBD
	AIX	DM-600	2.02	TBD
Output Server	SOLARIS 2.4	OS-201	1.40	TBD
	ULTRIX	OS-201	1.40	TBD
	HP-UX	OS-201	1.40	TBD
	AIX	OS-201	1.40	TBD
File Conversion Server (CIM2CIM)	SOLARIS 2.4	CV-201	1.40	TBD
	ULTRIX	CV-201	1.40	TBD
	HP-UX	CV-201	1.40	TBD
	AIX	CV-201	1.40	TBD
Removable Media Manager	SOLARIS 2.3	RM-201	2.02	TBD
	ULTRIX - TCP/IP	RM-201	2.02	TBD
	ULTRIX - DECNET	RM-201	2.02	TBD
	HP-UX	RM-201	2.02	TBD
	AIX	RM-201	2.02	TBD
	OLIVETTI SVR4	RM-201	2.02	TBD

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# Product Inventory

9-Jun-95



## Future Product Releases

### UNIX Platform

Product	Options	Order Number	Release Level	Release Date
DM Server - Oracle7	OSF/1	DM-800	2.02	TBD
DM Server - Sybase 10	OSF/1	DM-800	2.02	TBD
Output Server	OSF/1	OS-201	1.40	TBD
File Conversion Server	OSF/1	CV-201	1.40	TBD
Engineering Workflow Server	OSF/1	WF-800	1.42	TBD
Removable Media Manager	OSF/1	RM-201	1.42	TBD
Remote Database Manager	OSF/1	RD-201	1.40	TBD
DM Import	OSF/1	n/a	1.40	TBD
FTP Server	OSF/1	FT-800	1.40	TBD

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# Product Inventory

9-Jun-98



## Current Platform Support

PC Networking DOS	PO-NFS 3.5 Lan Workplace 4.01 FTP 100 2.2
PC Networking Windows	BW/NFS 2.20 Lan Workplace 4.01 Winsock 1.1 (Verified against PO-NFS 3.0)
Operating Systems	SUNOS 4.1.3 SOLARIS 2.3 (2.4, where noted) AIX 3.2.6 ULTRIX 4.9a HP-UX 8.04 DOS 6.2 Windows 3.1
DBMS (DB 2.X Servers)	Oracle 7.0 Informix 6.01 Sybase 4.0.2 (10, where noted)
CCR	SUNOS ULTRIX HP-UX AIX SOLARIS

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Exhibit B

BILL OF SALE

NBD Bank, a Michigan banking corporation ("NBD"), in consideration of the sum of TWO HUNDRED FIFTY THOUSAND DOLLARS (\$250,000), and other valuable consideration, sells and conveys to CimSoft, Inc. (the "Buyer"), its successors and assigns, all of the right, title and interest which Cimage Corporation ("CC") has or may have in the property described on Schedule A (the "Property").

NBD is a party to a Secured Credit Agreement dated as of March 14, 1994 (the "Credit Agreement"), among NBD, CC, and its subsidiary, Cimage International Limited (In Administrative Receivership) ("CIL" and, together with CC, the "Borrowers"). The Borrowers are in default under the Credit Agreement and the Property is being sold by NBD pursuant to Section 9504 of the Michigan Uniform Commercial Code (MCLA Section 440.9504). NBD represents to the Buyer that NBD holds a first-priority security interest in that portion of the Property against which a security interest can be perfected by filing a financing statement with the Michigan Secretary of State and making a notice filing with the United States Patent and Trademark Office. NBD makes no representation as to whether CC has paid all taxes which, if not paid, could result in a lien upon the Property.

NBD confirms that it is not affiliated with the Buyer, that the transaction evidenced by this Bill of Sale is an arms-length transaction, and that, without investigation, NBD has no knowledge that the Buyer has acted in other than good faith.

By accepting this Bill of Sale, the Buyer acknowledges that the Property is being sold in an as-is where-is condition and that NBD makes no representation or warranty concerning the Property to the Buyer, express or implied, including without limitation warranties of fitness for a particular purpose, quality, or merchantability, or any representation as to collectibility.

IN WITNESS WHEREOF, NBD has executed this Bill of Sale on June \_\_, 1995.

NBD BANK

By: \_\_\_\_\_

Its: \_\_\_\_\_

Accepted:

CimSoft, Inc.

By: \_\_\_\_\_

Its: \_\_\_\_\_

Dated: June \_\_, 1995

WP6:[WPECH.00007.2657]BIL\_AA1\_03

SCHEDULE A

05/22/95

Cinerge Corporation - U.S.  
AGED TRIAL BALANCE

PAGE 1

CUSTOMER ID NAME	INVOICE NO	STAT TYPE	INVOICE DATE	AMOUNT	CURRENT	AGED BALANCE			
						OVER 30	OVER 60	OVER 90	OVER 120
ALCOA0002 ALCOA FUJIKURA LTD.	00007491	IN	06/16/94	126.00					126.00
	00007972	IN	04/28/95	122785.63	122785.63				
	CUSTOMER TOTAL			122911.63	122785.63	.00	.00	.00	126.00
ALLEN0002 ALLEN-BRABLEY	00007379	IN	08/22/94	1170.00					1170.00
	00007581	IN	08/22/94	7797.87					7797.87
	00007882	IN	02/14/95	11277.83				11277.83	
	00007981	IN	06/05/95	6871.57	6871.57				
	CUSTOMER TOTAL			27117.27	6871.57	.00	.00	11277.83	8967.87
ALLER0003 ALLERGAN MEDICAL OP	00007935	IN	04/10/95	925.00		925.00			
	00007936	IN	04/10/95	992.00		992.00			
	CUSTOMER TOTAL			1917.00	.00	1917.00	.00	.00	.00
ALLER0004 ALLERGAN MEDICAL OP	00007987	IN	06/05/95	1463.76	1463.76				
	CUSTOMER TOTAL			1463.76	1463.76	.00	.00	.00	.00
ALLI0004 ALLIED SIGNAL AEROS	00007875	IN	02/16/95	26411.00					
	00007875	PY	04/09/95	26411.00					.00
	CUSTOMER TOTAL			.00	.00	.00	.00	.00	.00
AMOC0003 AMOCO OIL COMPANY	00006791	IN	12/11/92	61326.24					
	00004791	PY	01/15/93	51806.24					9520.00
	CUSTOMER TOTAL			9520.00	.00	.00	.00	.00	9520.00
AMOC0003 AMSCO PRODUCTISH CO	00000001	IN	05/31/93	2620.00					2620.00
	CUSTOMER TOTAL			2620.00	.00	.00	.00	.00	2620.00
AMOC0004 AMOCO TELECOMMUNICA	00007603	IN	08/26/94	1875.00					1875.00
	CUSTOMER TOTAL			1875.00	.00	.00	.00	.00	1875.00
AMOC0004 AMOCO CORPORATION	00007943	IN	04/10/95	4800.00					
	00007943	PY	05/17/95	4800.00					.00
	00007944	IN	04/10/95	18400.00		18400.00			
	00007948	IN	04/10/95	5004.50		5004.50			
	00007962	IN	04/24/95	10613.67	10613.67				
	00007974	IN	04/28/95	806.99	806.99				
	CUSTOMER TOTAL			34425.16	11420.66	23404.50	.00	.00	.00
ARCO0001 ATLANTIC RICHFIELD	00007942	IN	04/10/95	8394.36					
	00007942	PY	05/15/95	8394.36					.00
	CUSTOMER TOTAL			.00	.00	.00	.00	.00	.00
ARCO0001 ARCO MARINE, INC.	00007794	IN	12/20/94	5750.00					5750.00
	CUSTOMER TOTAL			5750.00	.00	.00	.00	.00	5750.00
ARCYS0002 ARC SYSTEMS PTY LIM	00006887	IN	03/22/93	4745.00					
	00004887	PY	08/11/93	163.30					4561.70
	CUSTOMER TOTAL			4561.70	.00	.00	.00	.00	4561.70
ARCYS0004 ARC SYSTEMS PTY LIM	00007973	IN	04/28/95	425.00	425.00				
	00006000	IN	03/08/95	7497.50	7497.50				
	CUSTOMER TOTAL			7922.50	7922.50	.00	.00	.00	.00

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FROM CINERGE CORP ANHARBOR

05/22/95

Cimage Corporation - U.S.  
AGED TRIAL BALANCE

PAGE 2

CUSTOMER ID	CUSTOMER NAME	INVOICE NO	STAT	INVOICE DATE	AMOUNT	CURRENT	AGED BALANCE			
							OVER 30	OVER 60	OVER 90	OVER 120
ATBT000002	ATBT	00007969	IN	04/20/95	15177.79	15177.79				
		CUSTOMER TOTAL			15177.79	15177.79	.00	.00	.00	.00
BART000001	BAY AREA RAPID TRAN	00007916	IN	03/13/95	3473.87					
		00007916	PY	05/09/95	3469.68			4.19		
		00007950	IN	04/18/95	510.00					
		00007950	PY	05/09/95	510.00		.00			
		00007953	IN	04/18/95	1519.00					
		00007953	PY	05/08/95	236.24					
		00007953	PY	05/09/95	1282.76		.00			
		00007980	CH	05/05/95	236.24					
		00007980	PY	05/08/95	236.24	.00				
		CUSTOMER TOTAL			4.19	.00	.00	4.19	.00	.00
BART000002	BAY AREA RAPID TRAN	00007970	IN	04/28/95	3678.93	3678.93				
		CUSTOMER TOTAL			3678.93	3678.93	.00	.00	.00	.00
BECHTEL001	BECHTEL	00007899	IN	02/24/95	28973.87					
		CUSTOMER TOTAL			28973.87	.00	.00	28973.87	.00	.00
CHRYSLER02	CHRYSLER MOTORS	00006906	IN	12/21/92	3000.00					3000.00
		CUSTOMER TOTAL			3000.00	.00	.00	.00	.00	3000.00
CHRYSLER03	CHRYSLER CORPORATIO	00006733	CH	10/22/92	6995.00					
		00006733	PY	11/18/92	6695.00					300.00
		00006742	CH	10/30/92	1798.00					1798.00
		CUSTOMER TOTAL			2098.00	2098.00	.00	.00	.00	.00
CHRYSLER07	CORPORATE ACCOUNTS	00007909	IN	03/07/95	54831.82				54831.82	
		00007928	IN	03/31/95	10273.00		10273.00			
		00007941	IN	04/10/95	14745.00		14745.00			
		00007951	IN	04/18/95	7475.00		7475.00			
		00007994	IN	05/08/95	5175.00	5175.00				
		CUSTOMER TOTAL			92501.82	5175.00	32495.00	54831.82	.00	.00
COMPELIED1	COMPUTER SCIENCES C	00007683	IN	02/16/95	4387.13					4387.13
		CUSTOMER TOTAL			4387.13	.00	.00	.00	4387.13	.00
DURAM00001	DURAMETALLIC CORPORA	00007971	IN	04/28/95	6250.00	6250.00				
		CUSTOMER TOTAL			6250.00	6250.00	.00	.00	.00	.00
FLORIDA003	FLORIDA POWER & LIG	00007894	IN	02/22/95	3367.00				3367.00	
		00007920	IN	03/23/95	7000.00				7000.00	
		00007930	IN	03/31/95	1272.74					
		00007930	PY	05/01/95	1272.74		.00			
		00007931	IN	03/31/95	731.69					
		00007931	PY	05/01/95	731.69		.00			
		00007956	IN	04/18/95	5000.00		5000.00			
		00007985	IN	05/05/95	10000.00	10000.00				
		00007988	IN	05/05/95	166.60	166.60				
		00007990	IN	05/05/95	2888.39	2888.39				
		00007991	IN	05/05/95	1462.64	1462.64				
		CUSTOMER TOTAL			29884.43	14517.63	5000.00	10367.00	.00	.00

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FROM CIMAGE CORP AMHARBOR



05/22/95

Climage Corporation - U.S.  
AGED TRIAL BALANCE

PAGE 3

CUSTOMER ID	CUSTOMER NAME	INVOICE NO	INVOICE TYPE	INVOICE DATE	AMOUNT	CURRENT	AGED BALANCE			
							OVER 30	OVER 60	OVER 90	OVER 120
FLPOME0001	FLORIDA POWER AND L	00007483	IN	09/30/94	14000.00					
		00007483	PY	10/31/94	13880.00					420.00
		00007947	IN	04/10/95	104795.62					
		00007947	PY	05/17/95	104795.62					
		00007952	IN	04/18/95	11000.00		11000.00			
		00007982	IN	05/05/95	2500.00	2500.00				
		CUSTOMER TOTAL			13920.00	2500.00	11000.00	.00	.00	420.00
FORDFO0013	FORD EFHD RESFORD	00007659	IN	07/26/94	427.50					427.50
		CUSTOMER TOTAL			427.50	.00	.00	.00	.00	427.50
FORDHA0001	FORD ELECTRONICS HF	00007973	IN	04/28/95	1637.63	1637.63				
		00007989	IN	05/05/95	635.32	635.32				
		CUSTOMER TOTAL			2472.95	2472.95	.00	.00	.00	.00
GEOME00001	GEOMETRIC RESULTS	00007877	IN	02/16/95	9631.25				1931.25	
		00007908	IN	03/07/95	3450.00			3450.00		
		00007939	IN	04/10/95	3018.75		3018.75			
		CUSTOMER TOTAL			16100.00	.00	3018.75	3450.00	1631.25	.00
HUGHES0002	HUGHES AIRCRAFT CO.	00007671	IN	09/28/94	4672.60					4672.60
		00007959	IN	04/24/95	5455.00	5455.00				
		00007960	IN	04/24/95	5185.00	5185.00				
		00007961	IN	04/24/95	37912.00	37912.00				
		CUSTOMER TOTAL			13224.60	48552.00	.00	.00	.00	4672.60
I/NTEK0001	I/N TEK - I/N KOTE	00007937	IN	04/10/95	9195.00		9195.00			
		CUSTOMER TOTAL			9195.00	.00	9195.00	.00	.00	.00
INELEC0001	INELECTRA PROYECTOS	00007993	IN	05/05/95	10000.00	10000.00				
		CUSTOMER TOTAL			10000.00	10000.00	.00	.00	.00	.00
KELLO00001	M. U. KELLOGG COMPA	00007624	IN	08/31/94	16650.00					15650.00
		00007726	IN	11/09/94	2244.10					2244.10
		00007750	IN	11/23/94	1747.50					1747.50
		00007765	IN	11/29/94	1248.57					1248.57
		00007891	IN	02/17/95	2347.50				2347.50	
		00007892	IN	02/17/95	18402.50				18402.50	
		CUSTOMER TOTAL			41640.17	.00	.00	.00	20750.00	20890.17
LOALAD0001	LOS ALAMOS NATIONAL	00007551	IN	07/27/94	12626.33					
		00007551	PY	11/07/94	12079.83					546.50
		CUSTOMER TOTAL			546.50	.00	.00	.00	.00	546.50
LUCAS00001	LUCAS WESTERN, INC.	00007884	IN	02/16/95	6027.64				6027.64	
		CUSTOMER TOTAL			6027.64	.00	.00	.00	6027.64	.00
MOBIL00001	MOBIL PIPE LINE COM	00007966	IN	04/24/95	911.56	911.56				
		00007978	IN	05/08/95	2400.00	2400.00				
		CUSTOMER TOTAL			3311.56	3311.56	.00	.00	.00	.00
OMNIO00003	OMNI MICROGRAPHIC E	00007997	IN	05/04/95	995.00	995.00				
		CUSTOMER TOTAL			995.00	995.00	.00	.00	.00	.00

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6 01993 12120

FROM CIMAGE CORP RHHRRBOR

05/22/95

Cinerge Corporation - U.S.  
AGED TRIAL BALANCE

PAGE 4

C U S T O M E R ID NAME	I N V O I C E NO TYPE	S T A T	I N V O I C E DATE	A M O U N T	C U R R E N T	A G E D B A L A N C E			
						O V E R 30	O V E R 60	O V E R 90	O V E R 120
PACACES01 PACIFIC ACCESS CAPS	00007835	IN	01/12/95	58893.16					
	00007835	PY	03/24/95	58220.00-					673.16
	00007846	IN	01/18/95	14686.97					
	00007846	PY	03/24/95	14760.00-					226.97
	CUSTOMER TOTAL			900.13	.00	.00	.00	.00	900.13
PACBELLD01 PACIFIC BELL	00007675	IN	09/28/94	8460.80					
	00007675	PY	11/01/94	8460.00-					.80
	00007697	IN	10/14/94	20975.94					
	00007697	PY	11/21/94	15370.94-					
	00007697	PY	11/29/94	1035.00-					4370.00
	00007823	IN	12/30/94	1644.18					
	00007823	PY	05/08/95	1644.10-					.00
	00007935	IN	04/18/95	13805.81			13805.81		
	00007979	CM	05/05/95	1644.10-					
	00007979	PY	05/08/95	1644.18	.00				
	00007984	IN	05/05/95	1140.00	1140.00				
CUSTOMER TOTAL			19316.61	1140.00	13805.81	.00	.00	4370.80	
PACBESJD001 PACIFIC GAS & ELECT	00007994	IN	05/08/95	1250.00	1250.00				
	CUSTOMER TOTAL			1250.00	1250.00	.00	.00	.00	.00
PRINTADN01 PRINTADNIX	00007845	IN	01/18/95	99095.51					
	00007845	PY	01/11/95	33964.12-					
	00007845	PY	03/18/95	63151.39-					.00
	00007889	IN	02/16/95	14.04				14.04	
	00007940	IN	04/10/95	9025.00			9025.00		
CUSTOMER TOTAL			9039.04	.00	9025.00	.00	14.04	.00	
ROMR000001 ROMR, INC.	00007992	IN	05/08/95	56542.20					
	00007992	PY	05/15/95	56542.20-	.00				
	00007995	IN	05/08/95	141986.10	141986.10				
	CUSTOMER TOTAL			141986.10	141986.10	.00	.00	.00	.00
SAN DIEGO GAS & ELE	00007783	IN	12/13/94	5152.00					5152.00
	00007966	IN	05/05/95	3959.80	3959.80				
	CUSTOMER TOTAL			9111.80	3959.80	.00	.00	.00	5152.00
SNAPP00001 SNAPP	00007685	CM	10/11/94	85168.82-					
	00007685	PY	10/13/94	24309.00					
	00007685	PY	10/31/94	472.25					
	00007685	PY	10/31/94	7015.00					
	00007685	PY	12/06/94	1840.00					
	00007685	PY	02/28/95	4355.00					
	00007685	PY	02/28/95	2102.00					
	00007685	PY	03/21/95	10800.00					
	00007685	PY	03/31/95	1003.59					
	00007685	PY	03/31/95	11045.07					
	00007685	PY	04/18/95	4800.00					
	00007685	PY	04/28/95	11505.00					5921.91-
	00007976	IN	04/28/95	27417.00	27417.00				
	00007977	IN	04/28/95	78026.00	78026.00				
	00007978	CM	04/28/95	2102.00-					2102.00-
00007983	IN	05/05/95	2400.00	2400.00					

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6 ' 8 ' 1995 12:21

FROM CINERGE CORP RHHARBOR

05/22/95

Cinerge Corporation - U.S.  
AGED TRIAL BALANCE

PAGE 5

CUSTOMER ID NAME	INVOICE NO	STAT TYPE	INVOICE DATE	AMOUNT	CURRENT	AGED BALANCE			
						OVER 30	OVER 60	OVER 90	OVER 120
	00007999	IN	05/08/95	65271.00	65271.00				
	CUSTOMER TOTAL			165090.09	165090.09	.00	.00	.00	.00
STAR000004 STAR ENTERPRISE	00007220	IN	11/30/93	4600.00					4600.00
	CUSTOMER TOTAL			4600.00	.00	.00	.00	.00	4600.00
BW10000001 BUIT INC.	00007709	IN	10/21/94	26578.00					
	00007709	PY	11/30/94	23624.85-					2953.15
	00007711	IN	10/28/94	117.80					117.80
	00007781	IN	12/13/94	39008.50					
	00007781	PY	01/24/95	34678.50-					4330.00
	00007932	IN	03/31/95	29411.50					
	00007932	PY	04/26/95	26484.00-		2927.50			
	00007933	IN	03/31/95	22122.10					
	00007933	PY	04/26/95	19925.10-		2197.00			
	00007934	IN	03/31/95	61173.00					
	00007934	PY	04/26/95	55059.30-		6113.70			
	CUSTOMER TOTAL			18639.15	.00	11238.20	.00	.00	7400.95
SYMBOL0001 SYMBOL TECHNOLOGIES	00007770	IN	12/04/94	6695.00					6695.00
	00007917	IN	03/23/95	10065.00			10065.00		
	00007943	IN	04/10/95	5100.00		5500.00			
	CUSTOMER TOTAL			22260.00	.00	5500.00	10065.00	.00	6695.00
TELEPHONE2 TELEPHONE SYSTEMS CO	00007861	IN	01/27/95	6406.00				6406.00	
	CUSTOMER TOTAL			6406.00	.00	.00	.00	6406.00	.00
UNOCAL0001 76 PRODUCTS COMPANY	00007963	IN	04/24/95	613.35	613.35				
	CUSTOMER TOTAL			613.35	613.35	.00	.00	.00	.00
UNWEST0001 US WEST COMMUNICATI	00007588	IN	08/24/94	1150.00-					1150.00-
	00007623	IN	08/31/94	2300.00					2300.00
	00007677	IN	09/30/94	10329.00					10329.00
	00007727	IN	11/09/94	6077.68					6077.68
	00007766	IN	11/22/94	4271.36					4271.36
	00007748	IN	11/22/94	4025.00					4025.00
	00007767	IN	11/30/94	1150.00					1150.00
	00007778	IN	12/09/94	322.41					322.41
	00007792	IN	12/20/94	2892.83					2892.83
	00007796	IN	12/20/94	2096.10					2096.10
	00007890	IN	02/16/95	596.53				596.53	
	00007949	IN	04/10/95	2300.00		2300.00			
	00007963	IN	04/24/95	756.82	756.82				
	CUSTOMER TOTAL			34967.73	756.82	2300.00	.00	596.53	31314.38
UNWEST0002 US WEST COMMUNICATI	00007816	IN	12/30/94	80502.92					
	00007816	PY	05/12/95	80502.92-					.00
	00007866	IN	02/06/95	50000.00					
	00007866	PY	05/12/95	50000.00-				.00	
	CUSTOMER TOTAL			.00	.00	.00	.00	.00	.00
GRAND TOTALS				1002615.10	573792.94	136229.26	107691.88	59090.42	125810.60
PERCENTAGE OF TOTAL				100.00%	57.23%	13.59%	10.74%	5.89%	12.55%

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FROM CINERGE CORP ANHARBOR

CIMAGE CORPORATION

GENERAL LEDGER RECONCILIATION

2-May-98

A/C # 032.000 - UNBILLED RECEIVABLES (REVENUE)

SO#	DESCRIPT.	CUSTOMER	ADD TO UNBILLED	INV. / REMOVED	DR (CR) REMAIN. UNBILLED	ACCOUNT BALANCE	COMMENTS
144	CONF. CONTRACT	R.P.	636,329.93	636,000.00	636,329.93	63,889.98	SCOTT ASCH. DO A/JL. DEV. & OP. EXPENSE BALANCE
	DN		178.00	138.70	29.77	32,379.70	
808	SERVICES	FPL	27,250.00	26,000.00	1,250.00	53,629.70	WAITING FOR SERV RPTS - 1 REC SERV
900	SERVICES	SOGEM	9,200.00	6,750.00	3,450.00	57,079.70	WAITING FOR SERVICE RPT. SERVICES
975	SERVICES	UNOCAL	2,380.00	0.00	2,380.00	69,459.70	WAITING FOR SERVICE RPT. SPACE
992	SPWR & HONOR	UNOCAL	99,198.00	96,305.00	895.00	510,354.70	WAITING FOR POSTSCRIPT TRANSLATOR
1001	SERVICES	INLECTRA	10,000.00	0.00	10,000.00	620,354.70	WAITING FOR SERVICE REPORTS
1090	SERVICES	SEATTLE METRO	4,600.00	0.00	4,600.00	624,954.70	DE-BOOK IN APRIL
1074	SERVICES	SNAPP	19,925.00	16,305.00	3,620.00	628,574.70	INVOICE IN APRIL 98
1007	SERVICES	PAC BELL	10,521.00	10,521.25	(0.25)	628,574.45	TAKE BALANCE TO RPT IN APRIL
1080	SERVICES	AMOCO	9,200.00	0.00	9,200.00	637,774.45	INVOICE UPON COMPLETION
1005	SERVICES	METRONIX	1,250.00	0.00	1,250.00	639,024.45	WAITING FOR PO
1006	SOFTWARE	CHRYSLER	135,982.00	0.00	135,982.00	774,966.45	WAITING FOR PO - ACQUISITION
1014	SERVICES	AJRT	5,000.00	0.00	5,000.00	3179,966.45	INVOICE IN APRIL 98



## AGREEMENT AND WAIVER

This Agreement and Waiver dated June 9, 1995, between NBD Bank, a Michigan banking corporation ("NBD"), and Cimage Corporation ("CC").

### RECITALS

NBD, CC, and Cimage International Limited (In Administrative Receivership), a wholly-owned subsidiary of CC ("CIL" and, collectively with CC, the "Borrowers"), are party to a Secured Credit Agreement dated as of March 14, 1994 (the "Credit Agreement"), pursuant to which CC entered into a Security Agreement dated as of March 14, 1994 (the "Security Agreement") in favor of NBD, granting to NBD a first-priority security interest in all assets of CC to secure the Borrowers' obligations under the Credit Agreement (the "Secured Sum").

The Borrowers are in default under the Credit Agreement, and NBD desires to exercise certain rights available to it under the Security Agreement and Section 9504 of the Michigan Uniform Commercial Code (MCLA Section 440.9504).

CC has advised NBD that it is a condition to its agreements and waivers contained herein that paragraph 3 of this Agreement be included.

### AGREEMENT

1. CC acknowledges that it and CIL are in default under the Secured Credit Agreement, and that NBD may exercise any and all rights it may have under the Security Agreement and applicable law.
2. CC acknowledges and agrees that NBD may sell (collectively, the "CC Sales") certain property in which NBD holds a security interest under the Security Agreement (the "CC Property") to Ingleby (814) Limited ("Ingleby") and to CimSoft, Inc. ("CimSoft" and, collectively with Ingleby, the "Buyers") and CC waives any right it may have to receive notice of the CC Sales under the Security Agreement or applicable law. CC surrenders possession of the CC Property to be sold to or to the order of NBD.
3. CIL has agreed to sell (the "CIL Sale") certain of its business assets to Ingleby. NBD agrees to hold the proceeds of the CC Sales received from the Buyers (the "CC Proceeds") in a suspense account until NBD has received the proceeds of the CIL Sale (the "CIL Proceeds"). NBD will apply the CIL Proceeds in payment of the Secured Sum in such order as it shall deem appropriate in its sole discretion. Following such application, NBD will apply so much of the CC Proceeds as is required to pay the Secured Sum in full, and will remit the balance to CC.

4. CC acknowledges that, based on its efforts for several months to obtain a buyer for the CC Property, it believes that the purchase prices for the CC Property being sold in the CC Sales are reasonable, and that the CC Sales are commercially reasonable sales.

5. This agreement shall be governed by and construed in accordance with the law of the State of Michigan applicable to contracts made and to be performed entirely within that state and without giving effect to choice of law principles of that state. This agreement may be executed in several counterparts and by facsimile signatures, each of which when so executed shall be deemed to be an original, and the executed agreements together shall constitute one and the same instrument. If any provision contained in this agreement is determined to be invalid, illegal, or unenforceable in any respect by any court of competent jurisdiction, the validity, legality, or enforceability of the remaining provisions contained herein shall not be affected thereby.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first written above.

NBD BANK

By: [Signature]  
Its: J. S. V. P.

CIMAGE CORPORATION

By: \_\_\_\_\_  
Its: \_\_\_\_\_



4. CC acknowledges that, based on its efforts for several months to obtain a buyer for the CC Property, it believes that the purchase prices for the CC Property being sold in the CC Sales are reasonable, and that the CC Sales are commercially reasonable sales.

5. This agreement shall be governed by and construed in accordance with the law of the State of Michigan applicable to contracts made and to be performed entirely within that state and without giving effect to choice of law principles of that state. This agreement may be executed in several counterparts and by facsimile signatures, each of which when so executed shall be deemed to be an original, and the executed agreements together shall constitute one and the same instrument. If any provision contained in this agreement is determined to be invalid, illegal, or unenforceable in any respect by any court of competent jurisdiction, the validity, legality, or enforceability of the remaining provisions contained herein shall not be affected thereby.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first written above.

NBD BANK

By: \_\_\_\_\_

Its: \_\_\_\_\_


CIMAGE CORPORATION

By: 

Its: CHAIRMAN OF THE BOARD

WP6LWPECL00007.26571AUR\_A11\_01



6011 RECYCLED 

3

BILL OF SALE

NBD Bank, a Michigan banking corporation ("NBD"), in consideration of the sum of FIVE HUNDRED THOUSAND DOLLARS (\$500,000), and other valuable consideration, sells and conveys to Ingleby (814) Limited (the "Buyer"), its successors and assigns, all of the right, title and interest which Cimage Corporation ("CC") has or may have in the property described on Schedule A (the "Property").

NBD is a party to a Secured Credit Agreement dated as of March 14, 1994 (the "Credit Agreement"), among NBD, CC, and its subsidiary, Cimage International Limited (In Administrative Receivership) ("CIL" and, together with CC, the "Borrowers"). The Borrowers are in default under the Credit Agreement and the Property is being sold by NBD pursuant to Section 9504 of the Michigan Uniform Commercial Code (MCLA Section 440.9504). NBD represents to the Buyer that NBD holds a first-priority security interest in that portion of the Property against which a security interest can be perfected by filing a financing statement with the Michigan Secretary of State and making a notice filing with the United States Patent and Trademark Office. NBD makes no representation as to whether CC has paid all taxes which, if not paid, could result in a lien upon the Property.

NBD confirms that it is not affiliated with the Buyer, that the transaction evidenced by this Bill of Sale is an arms-length transaction, and that, without investigation, NBD has no knowledge that the Buyer has acted in other than good faith.

By accepting this Bill of Sale, the Buyer acknowledges that the Property is being sold in an as-is where-is condition and that NBD makes no representation or warranty concerning the Property to the Buyer, express or implied, including without limitation warranties of fitness for a particular purpose, quality, or merchantability, or any representation as to assignability.

IN WITNESS WHEREOF, NBD has executed this Bill of Sale on June 9, 1995.

NBD BANK

By: [Signature]  
Its: [Signature]

Accepted:

Ingleby (814) Limited

By: \_\_\_\_\_  
Its: \_\_\_\_\_  
Dated: June \_\_, 1995

State of Michigan  
County of Wayne

On this day personally appeared before me Patrick J. Vesnaugh known by me to be the individual who executed the foregoing.

[Signature]  
Carol Plasha, Notary Public  
Wayne County, Michigan  
My commission expires 11-15-97.

09-JUN-1995 22:19 FROM WRAGGE & CO TO 90013132233598 P.03

09-JUN-1995 22:07 FROM WRAGGE & CO TO 901785212396 P.01

**BILL OF SALE**

NBD Bank, a Michigan banking corporation ("NBD"), in consideration of the sum of FIVE HUNDRED THOUSAND DOLLARS (\$500,000), and other valuable consideration, sells and conveys to Ingely (814) Limited (the "Buyer"), its successors and assigns, all of the right, title and interest which Citizens Corporation ("CC") has or may have in the property described on Schedule A (the "Property").

NBD is a party to a Secured Credit Agreement dated as of March 14, 1994 (the "Credit Agreement"), among NBD, CC, and its subsidiary, Citicorp International Limited (in Administrative Receivership) ("CIL" and, together with CC, the "Borrowers"). The Borrowers are in default under the Credit Agreement and the Property is being sold by NBD pursuant to Section 5506 of the Michigan Uniform Commercial Code (MCLA Section 440.9506). NBD represents to the Buyer that NBD holds a first-priority security interest in that portion of the Property against which a security interest can be perfected by filing a financing statement with the Michigan Secretary of State and making a notice filing with the United States Patent and Trademark Office. NBD makes no representation as to whether CC has paid all taxes which, if not paid, would result in a lien upon the Property.

NBD confirms that it is not affiliated with the Buyer, that the transaction evidenced by this Bill of Sale is an arm's-length transaction, and that, without investigation, NBD has no knowledge that the Buyer has acted in other than good faith.

By accepting this Bill of Sale, the Buyer acknowledges that the Property is being sold in an "as-is" where-is condition and that NBD makes no representation or warranty concerning the Property to the Buyer, express or implied, including without limitation warranties of fitness for a particular purpose, quality, or merchantability, or any representation as to assignability.

IN WITNESS WHEREOF, NBD has executed this Bill of Sale on June \_\_, 1995.


NBD BANK

By: \_\_\_\_\_

Its: \_\_\_\_\_

Accepted:

Ingely (814) Limited

By:   
Its: \_\_\_\_\_  
Dated: June \_\_, 1995

WRAGGE & COMPANY, INC.

TOTAL P.01

SCHEDULE A  
TO  
BILL OF SALE

DESCRIPTION OF PROPERTY

PART I

All computer software and related intellectual property rights owned by CC (collectively, the "Purchased Assets") specifically including, without limitation, the following:

1. **Software Products.** All of CC's existing document management, imaging and work flow software (including, without limitation, Infsoft and Imagemaster) and all as yet unreleased versions and improvements to such software and all software under development by, or on behalf of CC throughout the world (collectively, the "Software Products").
2. **Technical Documentation.** All technical and descriptive materials in any medium relating to the acquisition, design, development, use or maintenance of any of the Software Products (collectively, the "Technical Documentation").
3. **Intellectual Property Rights.** All the intellectual property rights relating in any way to the Software Products and the Technical Documentation, including, without limitation, all copyrights (registered and unregistered), designs and trademarks (registered and unregistered), documented know-how, confidential information, source and object codes, patents, mask works, inventions (whether patentable or not) and all applications for the grant of any of such rights, including, without limitation, the name "Cimage" and such other items specifically identified on Part II of this Schedule A (collectively, the "Intellectual Property").
4. **Software Contracts.** All of the right, title, interest, and benefit of CC in, to, and under all contracts, agreements, licenses, and other commitments and arrangements, oral or written, with any person or entity respecting the ownership, license, acquisition, design, development, distribution, marketing, use, or maintenance of computer program code, related technical or user documentation, and databases, in each case pertaining to the Software Products (the "Software Contracts"), including without limitation any of the following contracts: (i) licenses from third parties (development and/or marketing); (ii) licenses from third parties (internal use only); (iii) development contracts, work-for-hire agreements, and consulting and employment agreements; (iv) distributorships, dealerships, franchises, and manufacturer's representative contracts; (v) licenses and sublicenses to others; and (vi) maintenance, support, or enhancement agreements.
5. **Claims.** The right to sue for, settle, or release any past, present, or future infringement of any of the Software Products, Technical Documentation or Intellectual Property (including any corporeal and incorporeal incidents thereof) or unfair competition involving the same.
6. **Supplemental.** All of the right, title, interest in the items specifically identified in Part II of this Schedule A.

39063

PART II  
OF SCHEDULE A

A. REGISTERED TRADEMARKS

1. CIMAGE DESKTOP NAVIGATOR

INTL CLASS: 42 (Miscellaneous Service Marks)

T&T INTL CLASS: 9 (Electrical & Scientific Apparatus)

U.S. CLASS: 100 (Miscellaneous Service Marks)  
101 (Advertising & Business Services)

T&T U.S. CLASS: 38 (Prints & Publications)

STATUS: Pending; Publication/Registration Review Complete;  
Intent to Use - Application; Intent To Use - Current

GOODS/SERVICES: COMPUTER SOFTWARE PROGRAM TO  
FACILITATE DATABASE DOCUMENT  
ACCESS

SERIAL NO.: 74-578,227

FILED: September 26, 1994

ORIGINAL APPLICANT: CIMAGE CORPORATION (Delaware Corporation),  
3885 RESEARCH DRIVE, ANN ARBOR, MI  
(Michigan), 48108, USA (United States of America)

DISCLAIMS: "DESKTOP NAVIGATOR"

FILING CORRESPONDENT: NORMAN H. BEITNER, HONIGMAN MILLER  
SCHWARTZ AND COHN, 2290 FIRST  
NATIONAL BUILDING, DETROIT, MI 48226

2. INFOSOFT

INTL CLASS: 16 (Paper Goods & Printed Matter)

U.S. CLASS: 37 (Paper & Stationery)  
38 (Prints & Publications)

**STATUS:** Pending; Response After Non-Final Action - Entered; Intent to Use - Application; Intent To Use - Current

**GOODS/SERVICES:** PAPER GOODS AND PRINTED MATTER RELATING TO THE MANAGEMENT OF TECHNICAL AND ENGINEERING INFORMATION FOR INDUSTRIAL DESIGN, CONSTRUCTION, MANUFACTURING, TESTING, OPERATIONS AND MAINTENANCE

**SERIAL NO.:** 74-514,032

**FILED:** April 19, 1994

**ORIGINAL APPLICANT:** CIMAGE CORPORATION (Delaware Corporation), 3885 RESEARCH PARK DRIVE, ANN ARBOR, MI (Michigan), 48108, USA (United States of America)

**FILING CORRESPONDENT:** JOHN G. FLAIM, HONIGMAN MILLER SCHWARTZ AND COHN, 3100 FIRST INTERSTATE BANK PLAZA, 1000 LOUISIANA STREET, HOUSTON, TX 77002-5011

3. **INFOSOFT**

**INTL CLASS:** 42 (Miscellaneous Service Marks)

**U.S. CLASS:** 100 (Miscellaneous Service Marks)

**STATUS:** Pending; Non-Final Action - Mailed; Intent to Use - Application; Intent to Use - Current

**GOODS/SERVICES:** SERVICES RELATING TO THE MANAGEMENT OF TECHNICAL AND ENGINEERING INFORMATION FOR INDUSTRIAL DESIGN, CONSTRUCTION, MANUFACTURING, TESTING, OPERATIONS, AND MAINTENANCE

**SERIAL NO.:** 74-514,031

**FILED:** April 19, 1994

ORIGINAL APPLICANT: CIMAGE CORPORATION (Delaware Corporation),  
3885 RESEARCH PARK DRIVE, ANN ARBOR, MI  
(Michigan), 48108, USA (United States of America)

FILING CORRESPONDENT: JOHN G. FLAIM, HONIGMAN MILLER  
SCHWARTZ AND COHN, 3100 FIRST  
INTERSTATE BANK PLAZA, 1000 LOUISIANA  
STREET, HOUSTON, TX 77002-5011

4. INFOSOFT

INTL CLASS: 9 (Electrical & Scientific Apparatus)

U.S. CLASS: 26 (Measuring & Scientific Appliances)  
38 (Prints & Publications)

STATUS: Pending-Published for Opposition; Request for  
Extension of Time To File Opposition; Intent to Use -  
Application; Intent To Use - Current

GOODS/SERVICES: COMPUTER SOFTWARE AND HARDWARE  
RELATING TO THE MANAGEMENT OF  
TECHNICAL AND ENGINEERING  
INFORMATION FOR INDUSTRIAL DESIGN,  
CONSTRUCTION, MANUFACTURING,  
TESTING, OPERATIONS AND MAINTENANCE

SERIAL NO.: 74-514,030

FILED: April 19, 1994

PUBLISHED: February 7, 1995

ORIGINAL APPLICANT: CIMAGE CORPORATION (Delaware Corporation),  
3885 RESEARCH PARK DRIVE, ANN ARBOR, MI  
(Michigan), 48108, USA (United States of America)

FILING CORRESPONDENT: JOHN G. FLAIM, HONIGMAN MILLER  
SCHWARTZ AND COHN, 3100 FIRST  
INTERSTATE BANK PLAZA, 1000 LOUISIANA  
STREET, HOUSTON TX 77002-5011

**5. CADMASTER**

**INTL CLASS:** 9 (Electrical & Scientific Apparatus)  
**U.S. CLASS:** 38 (Prints & Publications)  
**STATUS:** Registered  
**GOODS/SERVICES:** COMPUTER PROGRAMS FOR MAKING  
ENGINEERING DRAWINGS  
**SERIAL NO.:** 74-257,212  
**REG. NO.:** 1,751,084  
**REGISTERED:** February 9, 1993  
**FIRST USE:** April 27, 1983 (Intl Class 9)  
**FIRST COMMERCE:** April 27, 1983 (Intl Class 9)  
**FILED:** March 18, 1992  
**PUBLISHED:** November 17, 1992  
**ORIGINAL APPLICANT:** CIMAGE CORPORATION (Delaware Corporation),  
3885 RESEARCH PARK DRIVE, ANN ARBOR, MI  
(Michigan), 48108, USA (United States of America)  
**OWNER AT PUBLICATION:** CIMAGE CORPORATION (Delaware Corporation),  
3885 RESEARCH PARK DRIVE, ANN ARBOR, MI  
(Michigan), 48108, USA (United States of America)  
**ASSIGNEE(S):** NBD BANK, N.A. (National banking association),  
611 WOODWARD AVE., P.O. BOX 331789,  
DETROIT, MI (Michigan), 48232-7789, USA  
(United States of America)  
**Assignor(s):** CIMAGE CORPORATION (Corporation)  
**Reel/Frame:** 1141/0110  
**Recorded:** April 26, 1994  
**Brief:** Security Interest



FILING CORRESPONDENT: ANDREW P. BRIDGES, WILSON, SONSINI,  
GOODRICH & ROSATI, TWO PALO ALTO  
SQUARE, PALO ALTO, CA 94306

6. INFOLINK

INTL CLASS: 9 (Electrical & Scientific Apparatus)

U.S. CLASS: 38 (Prints & Publications)

T&T U.S. CLASS: 26 (Measuring & Scientific Appliances)

STATUS: Pending; Published & opposed

GOODS/SERVICES: COMPUTER PROGRAMS FOR IMAGE  
PROCESSING; DOCUMENT MANAGEMENT,  
PRODUCTION OF DIGITIZED ENGINEERING  
RECORDS AND PRODUCTION OF DIGITIZED  
MAINTENANCE MANUALS

SERIAL NO.: 74-200,740

FIRST USE: April 30, 1991 (Intl Class 9)

FIRST COMMERCE: April 30, 1991 (Intl Class 9)

FILED: September 4, 1991

PUBLISHED: April 26, 1994

SUSPENDED: January 26, 1993

ORIGINAL APPLICANT: CIMAGE CORPORATION (Delaware Domestic  
corporation), 3885 RESEARCH PARK DRIVE,  
ANN ARBOR, MI (Michigan), 48108, USA (United  
States of America)

OWNER AT PUBLICATION: CIMAGE CORPORATION (Delaware), 3885  
RESEARCH PARK DRIVE, ANN ARBOR, MI  
(Michigan), 48108, USA (United States of America)

ASSIGNEE(S): NBD BANK, N.A. (National banking association),  
611 WOODWARD AVE., P.O. BOX 331789,

Assignor(s): DETROIT, MI (Michigan), 48232-7789, USA  
 (United States of America)  
 Reel/Frame: CIMAGE CORPORATION (Corporation)  
 1141/-0110  
 Recorded: April 26, 1994  
 Brief: Security Interest

OPPOSITION ACTION: 94828

Filed: June 24, 1994  
 Outcome: PENDING  
 Date of Outcome: September 8, 1994  
 Opposing TM: INFOLINK  
 Opposing SN: 74-241,874  
 Opposing RN: 1,770,460  
 Opposer: U.S. LINK, INC.

FILING CORRESPONDENT: JOHN G. FLAIM, HONIGMAN MILLER  
 SCHWARTZ AND COHN, 2290 FIRST  
 NATIONAL BUILDING, DETROIT, MI 48226-3583

7. CIMAGE

INTL CLASS: 9 (Electrical & Scientific Apparatus)

U.S. CLASS: 38 (Prints & Publications)

STATUS: Register

GOODS/SERVICES: COMPUTER PROGRAMS FOR IMAGE  
 PROCESSING, DOCUMENT MANAGEMENT,  
 PRODUCTION OF DIGITIZED ENGINEERING  
 RECORDS AND PRODUCTION OF DIGITIZED  
 MAINTENANCE MANUALS

SERIAL NO.: 74-060,136

REG. NO.: 1,637,485

REGISTERED: March 12, 1991

FIRST USE: April 30, 1989 (Intl Class 9)

FIRST COMMERCE: April 30, 1991 (Intl Class 9)

FILED: May 17, 1990

PUBLISHED: December 18, 1990

ORIGINAL APPLICANT: CIMAGE CORPORATION (Delaware Corporation),  
1601 S. SARATOGA-SUNNYVALE ROAD,  
CUPERTINO, CA (California), 95014, USA (United  
States of America)

OWNER AT PUBLICATION: CIMAGE CORPORATION (Delaware Corporation),  
1601 S. SARATOGA-SUNNYVALE ROAD,  
CUPERTINO, CA (California), 95014, USA (United  
States of America)

ASSIGNEE(S): NED BANK, N.A. (National banking association),  
611 WOODWARD AVE., P.O. BOX 331789,  
DETROIT, MI (Michigan), 48232-7789, USA  
(United States of America)

Assignor(s): CIMAGE CORPORATION (Corporation)  
Reel/Frame: 1141/-0110  
Recorded: April 26, 1994  
Brief: Security Interest

FILING CORRESPONDENT: ROY S. GORDET, WILSON, SONSINI,  
GOODRICH & ROSATI, TWO PALO ALTO  
SQUARE, PALO ALTO, CA 94306

## 8. IMAGE MASTER

INTL CLASS: 9 (Electrical & Scientific Apparatus)

U.S. CLASS: 38 (Prints & Publications)

STATUS: Registered Section 8 & 15 - Accepted &  
Acknowledged

GOODS/SERVICES: COMPUTER PROGRAMS FOR DOCUMENT  
MANAGEMENT

SERIAL NO.: 73-705,408

REG. NO.: 1,501,172

REGISTERED: August 23, 1988

FIRST USE: January 23, 1986 (Intl Class 9)

FIRST COMMERCE: January 23, 1986 (Intl Class 9)

FILED: January 13, 1988

PUBLISHED: May 31, 1988

AFFIDAVIT SEC.: 8-15; February 13, 1995

ORIGINAL APPLICANT: DATAGRAPHIC SYSTEMS, INCORPORATED  
(Michigan Corporation), 1210 EISENHOWER  
PLACE, ANN ARBOR, MI (Michigan), 48108, USA  
(United States of America)

OWNER AT PUBLICATION: DATAGRAPHIC SYSTEMS, INCORPORATED  
(Michigan Corporation), 1210 EISENHOWER  
PLACE, ANN ARBOR, MI (Michigan), 48108, USA  
(United States of America)

ORIGINAL REGISTRANT: DATAGRAPHIC SYSTEMS, INCORPORATED  
(Michigan Corporation), 1210 EISENHOWER  
PLACE, ANN ARBOR, MI (Michigan), 48108, USA  
(United States of America)

1ST NEW OWNER ENTERED AFTER REGISTRATION: CIMAGE CORPORATION  
(Delaware Corporation), 3885 RESEARCH DRIVE,  
ANN ARBOR, MI (Michigan), 48108, USA (United  
States of America)

ASSIGNEE(S): CIMAGE CORPORATION (Delaware Corporation)  
Assignor(s): DATAGRAPHIC SYSTEMS, INC. (Michigan  
Corporation)

Reel/Frame: 0823/0535

Recorded: October 29, 1991

Brief: MERGER EFFECTIVE DEC. 26, 1990 IN  
DELAWARE

ASSIGNEE(S): NBD BANK, N.A. (National banking association),  
611 WOODWARD AVE., P.O. BOX 331789,

DETROIT, MI (Michigan), 48232-7789, USA  
(United States of America)  
CIMAGE CORPORATION (Corporation)  
1141/-0110  
April 26, 1994  
Security Interest

Assignor(s):  
Reel/Frame:  
Recorded:  
Brief:

DISCLAIMS:

IMAGE

FILING CORRESPONDENT:

PAUL J. ETHINGTON, ESQ., HONIGMAN  
MULLER SCHWARTZ AND COHN, 2290 FIRST  
NATIONAL BUILDING, DETROIT, MI 48226

## PART II CONT.

**B. Software Products and Technical Documentation**

Software products and Technical Documentation will be transferred on suitable existing magnetic disk media with two magnetic tape backup copies. Where appropriate, existing physical documentation will be transferred if electronic versions of the documentation cannot be located or do not exist.

Software products will consist of:-

- Software and Documentation archive of all source, object and library data files for Cimago software products.
- Software and Documentation archive of all on-line help and end user documentation for Cimago software products.
- Software and Documentation archive of all executables and support files for Cimago software products.
- Software and Documentation archive of all Quality Assurance Test Plans, Test Cases, Test Files and Automated Test Scripts for Cimago software products.
- Software and Documentation archive of all Project Plans, Product Plans, Product Requirement Specifications, Design Specifications and prototypes for Cimago software products.
- Software and Documentation archive of all development and build procedures and internal build scripts and tools for Cimago software products.
- Software and Documentation archive of the past and present Problem Tracking Reports and Internal PTR tools for Cimago software products.
- Software and Documentation archive of Product Release Transmittals, QA Test Results, Release Notes, Software Build Approvals for Cimago software products.

C. CIMAGE AGREEMENTS

Company	Agreement	Date
Systems Compatibility Corporation	Software License Agreement	16-Feb-85
Spicer Corporation	Retailer Agreement Learned Products Agreement	Nov 93 - Nov 98 28-Apr-83
Powersoft Corporation	Software Developer Agreement	15-Feb-94
Netwise	Software License Agreement #1023 Professional Services Agreement	28-Sep-90 28-Mar-93
Media Cybernetics, Inc.	Sample License Agreement	17-May-84
Fulcrum Technologies, Inc.	Software License Agreement Escrow Agreement	1-May-92 1-Apr-86
Catera Recognition Systems, Inc.	Integrated Software Distribution License	22-Mar-93
Bitstream Inc.	License Agreement	24-Apr-90

Images.xls  
6/2/95

*Software*  
**Product Inventory**

9-JUN-95



**Cimage Corporation**

686 Research Park Drive  
Ann Arbor, MI 48108

Phone: 513-761-6660 Fax: 616-761-6651

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# Product Inventory

9-JUN-95

## Released Products

### DOS Platform

Product	Options	Order Number	Release Level	Last Rel Date
ImageMaster View		VW-002	3.24.018	Apr-94
ImageMaster View/Markup		VM-002	3.24.018	Apr-94
ImageMaster RasterIO		QC-002	3.24.018	Apr-94
ImageMaster Edit		ED-002	3.24.018	Apr-94
ImageMaster ScanStation			3.21	Sep-92
Output Server		OS-201	3.24.018	Mar-94
-----				
ImageMaster for AutoCAD		AE-002	3.16.003	Mar-94
DM Access for ImageMaster	PCNFS,LWP,FTP	xx-002-DM	1.40.028	May-94
WF Access for ImageMaster	PCNFS,LWP,FTP	xx-002-WF	1.40.028	May-94
FTP Access for ImageMaster	PCNFS,LWP,FTP	xx-002-FT	1.40.028	May-94
-----				
DM Access for IMACAD	PCNFS,LWP,FTP	AE-002-DM	1.42.004	Oct-94
Document Manager in AutoCAD	PCNFS,LWP,FTP	AE-003	1.42.004	Oct-94
WF Access for AutoCAD	PCNFS,LWP,FTP	AE-003-WF	1.42.004	Oct-94
WF Access for IMACAD	PCNFS,LWP,FTP	AE-002-WF	1.42.004	Oct-94
-----				
Workflow Process Modeler	PCNFS,LWP,FTP	AW-113	1.40.008	Sep-93

### Windows Platform

ImageMaster View		VW-002	5.04.002	Apr-95
ImageMaster View/Markup		VM-002	5.04.002	Apr-95
ImageMaster Edit		ED-002	5.04.002	Apr-95
ImageMaster Universal View		UN-002	5.04.002	Apr-95
-----				
DM Access for ImageMaster	BW,LWP,WINSOCK,ON	xx-002-DM	1.41.008	Jun-94
WF Access for ImageMaster	BW,LWP,WINSOCK,ON	xx-002-WF	1.41.008	Jun-94
FTP Access for ImageMaster	BW,LWP,WINSOCK,ON	xx-002-FT	1.41.008	Jun-94
-----				
DM Desktop	BW,LWP,WINSOCK,ON	DD-002	1.40.021	Apr-94
DM Desktop - Workflow Access	BW,LWP,WINSOCK,ON	DD-002-WF	1.40.021	Apr-94
DM Desktop - FTP Access	BW,LWP,WINSOCK,ON	DD-002-FT	1.40.021	Apr-94
-----				
Application Builder	BW,LWP,WINSOCK,ON	AD-112	1.12.001	Jun-95
-----				
DM Desktop	WINSOCK	xx-002-DM	2.00.008	Mar-95
DM Desktop - Workflow Access	WINSOCK	xx-002-WF	2.00.008	Mar-95

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# Product Inventory

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## Released Products

### Macintosh Platform

ImageMaster View/Markup	VM-002	1,40,000	Dec-93
DM Access for ImageMaster	VM-002-DM	1,41,002	Jul-94
WF Access for ImageMaster	VM-002-DM	1,41,002	Jul-94
FTP Access for ImageMaster	VM-002-FT	1,41,002	Jul-94

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# Product Inventory

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## Released Products

UNIKPLAN/GR

Product	Options	Order Number	Release Level	Last Rel Date
ImageMaster View	SUNOS	VW-002	3.25.017	Feb-94
	SOLARIS	VW-002	3.25.017	Feb-94
	ULTRIX	VW-002	3.25.017	Feb-94
	AIX	VW-002	3.25.017	Feb-94
	HP-UX	VW-002	3.25.017	Feb-94
ImageMaster View/Markup	SUNOS	VM-002	3.25.017	Feb-94
	SOLARIS	VM-002	3.25.017	Feb-94
	ULTRIX	VM-002	3.25.017	Feb-94
	AIX	VM-002	3.25.017	Feb-94
	HP-UX	VM-002	3.25.017	Feb-94
ImageMaster RasterQC	SUNOS	QC-002	3.25.017	Feb-94
	SOLARIS	QC-002	3.25.017	Feb-94
	ULTRIX	QC-002	3.25.017	Feb-94
	AIX	QC-002	3.25.017	Feb-94
	HP-UX	QC-002	3.25.017	Feb-94
ImageMaster Edit	SUNOS	ED-002	3.25.017	Feb-94
	SOLARIS	ED-002	3.25.017	Feb-94
	ULTRIX	ED-002	3.25.017	Feb-94
	AIX	ED-002	3.25.017	Feb-94
	HP-UX	ED-002	3.25.017	Feb-94
ImageMaster for AutoCAD	SUNOS	AE-002	3.16.003	Mar-94
DM Access for ImageMaster	SUNOS	xx-002-DM	1.40.027	Mar-94
	SOLARIS	xx-002-DM	1.41.002	Dec-94
	ULTRIX - TCP/IP	xx-002-DM	1.40.023	Nov-93
	AIX	xx-002-DM	1.40.023	Nov-93
	HP-UX	xx-002-DM	1.40.023	Nov-93
WF Access for ImageMaster	SUNOS	xx-002-WF	1.40.027	Mar-94
	SOLARIS	xx-002-WF	1.41.002	Dec-94
	ULTRIX - TCP/IP	xx-002-WF	1.40.023	Nov-93
	AIX	xx-002-WF	1.40.023	Nov-93
	HP-UX	xx-002-WF	1.40.023	Nov-93

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# Product Inventory

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## Released Products

### UNIX Platform

Product	Options	Order Number	Release Level	Last Rel Date
FTR Access for ImageMaster	SUNOS	xx-002-FT	1.40.027	Mar-94
	SOLARIS	xx-002-FT	1.41.002	Dec-94
	ULTRIX - TCP/IP	xx-002-FT	1.40.023	Nov-93
	AIX	xx-002-FT	1.40.023	Nov-93
	HP-UX	xx-002-FT	1.40.023	Nov-93
DM Access for IMACAD	SUNOS	AE-002-DM	1.41.010	Dec-94
	SOLARIS	AE-002-DM	1.42.002	Aug-94
Document Manager in AutoCAD	SUNOS	AE-003-DM	1.41.010	Dec-94
	SOLARIS	AE-003-DM	1.42.002	Aug-94
WF Access for AutoCAD	SUNOS	AE-004-WF	1.41.010	Dec-94
	SOLARIS	AE-004-WF	1.42.002	Aug-94
WF Access for IMACAD	SUNOS	AE-002-WF	1.41.010	Dec-94
	SOLARIS		1.42.002	Aug-94
DM Desktop	SUNOS	DD-002	1.40.025	Jan-94
	SOLARIS	DD-002	1.40.026	Feb-94
	ULTRIX - TOP/IP	DD-002	1.40.025	Jan-94
	AIX	DD-002	1.40.025	Jan-94
	HP-UX	DD-002	1.40.025	Jan-94
DM Desktop - FTR Access	SUNOS	DD-002-FT	1.40.025	Jan-94
	SOLARIS	DD-002-FT	1.40.026	Feb-94
	ULTRIX - TCP/IP	DD-002-FT	1.40.025	Jan-94
	AIX	DD-002-FT	1.40.025	Jan-94
	HP-UX	DD-002-FT	1.40.025	Jan-94
Workflow Process Modeler	SUNOS	AW-113	1.40.008	Oct-93
	SOLARIS	AW-113	1.42.001	Aug-94
	ULTRIX - TCP/IP	AW-113	1.42.001	Aug-94
	ULTRIX - DECNET	AW-113	1.42.001	Sep-94
	AIX	AW-113	1.42.001	Aug-94
	HP-UX	AW-113	1.42.001	Aug-94
	OLIVETTI SVR4	AW-113	1.42.001	Aug-94

**Product Inventory**

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**Released Products****UNIX Platform**

Product	Options	Order Number	Release Level	Last Rel Date
Off Server - Oracle	SUNOS	DM-600	1.40.026	Jun-94
	SOLARIS	DM-600	2.01.004	Jan-95
	ULTRIX - TCP/IP	DM-600	2.01.004	Jan-95
	ULTRIX - DECNET	DM-600	2.01.004	Jan-95
	HP-UX	DM-600	2.01.004	Jan-95
	AIX	DM-600	2.01.004	Jan-95
	OLIVETTI SVR4	DM-600	1.40.023	Mar-94
DM Server - Sybase	SUNOS	DM-600	1.40.023	Mar-94
	SOLARIS	DM-600	2.01.004	Jan-95
	HP-UX	DM-600	2.01.004	Jan-95
	AIX	DM-600	2.01.004	Jan-95
DM Server - Informix	SUNOS	DM-600	1.40.023	Mar-94
	SOLARIS	DM-600	2.01.004	Jan-95
	AIX	DM-600	2.01.004	Jan-95
Engineering Workflow Server	SUNOS	WF-600	1.40.008	Oct-94
	SOLARIS	WF-600	1.42.001	Aug-94
	ULTRIX - TCP/IP	WF-600	1.42.001	Aug-94
	ULTRIX - DECNET	WF-600	1.42.001	Sep-94
	HP-UX	WF-600	1.42.001	Aug-94
	AIX	WF-600	1.42.001	Aug-94
	OLIVETTI SVR4	WF-600	1.42.001	Aug-94
FTN Server	SUNOS	FT-600	1.40.003	Jun-93
	SOLARIS	FT-600	1.40.010	Sep-94
	ULTRIX - TCP/IP	FT-600	1.40.003	Jun-93
	ULTRIX - DECNET	FT-600	1.40.003	Apr-94
	HP-UX	FT-600	1.40.007	Oct-93
	AIX	FT-600	1.40.006	Sep-93
Remote Database Manager	SUNOS	RD-201	1.40.006	Dec-93
	SOLARIS	RD-201	1.40.006	Feb-94
	ULTRIX - TCP/IP	RD-201	1.40.006	Dec-93
	ULTRIX - DECNET	RD-201	1.40.014	Dec-93
	HP-UX	RD-201	1.40.002	Aug-93
	AIX	RD-201	1.40.005	Dec-93

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**Product Inventory**

9-JUN-95

**Released Products****UNIX Platform**

Product	Options	Order Number	Release Level	Last Rel Date
Removable Media Manager	SUNOS	RM-201	1.40.007	Jun-93
	SOLARIS	RM-201	1.40.014	Sep-94
	ULTRIX - TCP/IP	RM-201	1.40.007	Jun-92
	ULTRIX - DECNET	RM-201	1.40.014	Dec-93
	HP-UX	RM-201	1.40.007	Jun-92
	AIX	RM-201	1.40.007	Jun-92
	OLIVETTI SVR4	RM-201	1.40.010	Sep-93
Output Server	SUNOS	OS-201	1.30.012	May-94
	SOLARIS	OS-201	1.30.008	Mar-94
	ULTRIX	OS-201	1.30.014	May-94
	HP-UX	OS-201	1.30.008	Jan-94
	AIX	OS-201	1.30.008	Dec-93
File Conversion Server (OIM2OIM)	SUNOS	CV-201	1.30.013	May-94
	SOLARIS	CV-201	1.30.019	Mar-95
	ULTRIX	CV-201	1.30.019	Mar-95
	HP-UX	CV-201	1.30.019	Mar-95
	AIX	CV-201	1.30.019	Mar-95
HPGL Converter	SUNOS	CV-202	1.30.010	May-94
	SOLARIS	CV-202	1.30.008	Mar-94
	ULTRIX	CV-202	1.30.014	May-94
	HP-UX	CV-202	1.30.008	Jan-94
	AIX	CV-202	1.30.008	Dec-93

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# Product Inventory

8-Jun-98



## Future Product Releases

### Windows Platform

Product	Options	Order Number	Release Level	Release Date
DM Access for ImageMaster	BW,LWP,WINSOCK,DN	xx-002-DM	1.50	TBD
WF Access for ImageMaster	BW,LWP,WINSOCK,DN	xx-002-WF	1.50	TBD
PTA Access for ImageMaster	BW,LWP,WINSOCK,DN	xx-002-FT	1.50	TBD
DM Desktop	WINSOCK	xx-002-DM	2.01	TBD
DM Desktop - Workflow Access	WINSOCK	xx-002-WF	2.01	TBD
DM Desktop - PTA Access	WINSOCK	xx-002-FT	2.01	TBD

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# Product Inventory

9-Jun-95

## Future Product Releases

### UNIX Platform

Product	Options	Order Number	Release Level	Release Date
DM Server - Oracle7	SOLARIS 2.3	DM-600	2.02	TBD
	SOLARIS 2.4	DM-600	2.02	TBD
	ULTRIX - TCP/IP	DM-600	2.02	TBD
	ULTRIX - DECNET	DM-600	2.02	TBD
	HP-UX	DM-600	2.02	TBD
	AIX	DM-600	2.02	TBD
	OLIVETTI SVR4	DM-600	2.02	TBD
DM Server - Sybase 4.0.2	SOLARIS 2.3	DM-600	2.02	TBD
	HP-UX	DM-600	2.02	TBD
	AIX	DM-600	2.02	TBD
DM Server - Sybase 10	SOLARIS 2.4	DM-600	2.02	TBD
	HP-UX	DM-600	2.02	TBD
	AIX	DM-600	2.02	TBD
DM Server - Informix 5	SOLARIS 2.3	DM-600	2.02	TBD
	SOLARIS 2.4	DM-600	2.02	TBD
	AIX	DM-600	2.02	TBD
Output Server	SOLARIS 2.4	OS-201	1.40	TBD
	ULTRIX	OS-201	1.40	TBD
	HP-UX	OS-201	1.40	TBD
	AIX	OS-201	1.40	TBD
File Conversion Server (CIM2CIM)	SOLARIS 2.4	CV-201	1.40	TBD
	ULTRIX	CV-201	1.40	TBD
	HP-UX	CV-201	1.40	TBD
	AIX	CV-201	1.40	TBD
Removable Media Manager	SOLARIS 2.3	RM-201	2.02	TBD
	ULTRIX - TCP/IP	RM-201	2.02	TBD
	ULTRIX - DECNET	RM-201	2.02	TBD
	HP-UX	RM-201	2.02	TBD
	AIX	RM-201	2.02	TBD
	OLIVETTI SVR4	RM-201	2.02	TBD

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# Product Inventory

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## Future Product Releases

### UNIX Platform

Product	Options	Order Number	Release Level	Release Date
DM Server - Oracle7	OSF/1	DM-600	2.02	TBD
DM Server - Sybase 10	OSF/1	DM-600	2.02	TBD
Output Server	OSF/1	OS-201	1.40	TBD
File Conversion Server	OSF/1	CV-201	1.40	TBD
Engineering Workflow Server	OSF/1	WF-600	1.42	TBD
Removable Media Manager	OSF/1	RM-201	1.42	TBD
Remote Database Manager	OSF/1	RD-201	1.40	TBD
DM Import	OSF/1	n/a	1.40	TBD
FTS Server	OSF/1	FT-600	1.40	TBD

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# Product Inventory

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## Current Platform Support

PC Networking DOS	PC-NFS 3.5 Lan Workplace 4.01 FTP 109 2.2
PC Networking Windows	BW/NFS 2.20 Lan Workplace 4.01 Winsock 1.1 (Verified against PC-NFS 3.0)
Operating Systems	SUNOS 4.1.3 SOLARIS 2.3 (2.4, where noted) AIX 3.2.6 ULTRIX 4.3a HP-UX 9.04 DOS 6.2 Windows 3.1
RDBMS (DM 2.X Servers)	Oracle 7.0 Informix 3.01 Sybase 4.0.2 (10, where noted)
CCR	SUNOS ULTRIX HP-UX AIX SOLARIS

Confidential - 11



RECYCLED

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REEL: 007600

FLADGATE FIELDER

070

BILL OF SALE

NBD Bank, a Michigan banking corporation ("NBD"), in consideration of the sum of TWO HUNDRED FIFTY THOUSAND DOLLARS (\$250,000), and other valuable consideration, sells and conveys to CimSoft, Inc. (the "Buyer"), its successors and assigns, all of the right, title and interest which Cimage Corporation ("CC") has or may have in the property described on Schedule A (the "Property").

NBD is a party to a Secured Credit Agreement dated as of March 14, 1994 (the "Credit Agreement"), among NBD, CC, and its subsidiary, Cimage International Limited (In Administrative Receivership) ("CIL" and, together with CC, the "Borrowers"). The Borrowers are in default under the Credit Agreement and the Property is being sold by NBD pursuant to Section 9504 of the Michigan Uniform Commercial Code (MCLA Section 440.9504). NBD represents to the Buyer that NBD holds a first-priority security interest in that portion of the Property against which a security interest can be perfected by filing a financing statement with the Michigan Secretary of State and making a notice filing with the United States Patent and Trademark Office. NBD makes no representation as to whether CC has paid all taxes which, if not paid, could result in a lien upon the Property.

NBD confirms that it is not affiliated with the Buyer, that the transaction evidenced by this Bill of Sale is an arms-length transaction, and that, without investigation, NBD has no knowledge that the Buyer has acted in other than good faith.

By accepting this Bill of Sale, the Buyer acknowledges that the Property is being sold in an as-is where-is condition and that NBD makes no representation or warranty concerning the Property to the Buyer, express or implied, including without limitation warranties of fitness for a particular purpose, quality, or merchantability, or any representation as to collectibility.

IN WITNESS WHEREOF, NBD has executed this Bill of Sale on June 9, 1995.

NBD BANK

By: [Signature]  
Its: [Signature]

Accepted:

CimSoft, Inc.

By: \_\_\_\_\_  
Its: \_\_\_\_\_  
Dated: June \_\_, 1995

State of Michigan  
County of Wayne

On this day personally appeared before me Patrick J. Veeragh known by me to be the individual who executed the foregoing.

[Signature]  
Carol Plasha, Notary Public  
Wayne County, MI

My commission expires 11-15-97.

**BILL OF SALE**

NBD Bank, a Michigan banking corporation ("NBD"), in consideration of the sum of TWO HUNDRED FIFTY THOUSAND DOLLARS (\$250,000), and other valuable consideration, sells and conveys to CimSoft, Inc. (the "Buyer"), its successors and assigns, all of the right, title and interest which Cimage Corporation ("CC") has or may have in the property described on Schedule A (the "Property").

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IN WITNESS WHEREOF, NBD has executed this Bill of Sale on June \_\_, 1995.

NBD BANK

By: \_\_\_\_\_

Its: \_\_\_\_\_

Accepted:

CimSoft, Inc.

By: *Peter J. Hurd*  
Its: *Peter J. Hurd*

Dated: June 9, 1995

W:\W7SCH\000072457\BILL\_AA1\_03

SCHEDULE A

05/22/98

Cinerge Corporation - U.S.  
ASST TRIAL BALANCE

PAGE 1

CUSTOMER ID	CUSTOMER NAME	INVOICE NO	STAT TYPE	INVOICE DATE	AMOUNT	CURRENT	AGED BALANCE			
							OVER 30	OVER 60	OVER 90	OVER 120
ALCOA0002	ALCOA FUJIKURA LTD.	00007491	IN	06/16/94	126.00					126.00
		00007972	IN	04/28/95	122785.63	122785.63				
		CUSTOMER TOTAL			122911.63	122786.63	.00	.00	.00	126.00
ALLEN0002	ALLEN-BRADLEY	00007579	IN	08/22/94	1170.00					1170.00
		00007581	IN	08/22/94	7797.87					7797.87
		00007842	IN	02/14/95	11277.83			11277.83		
		00007981	IN	05/05/95	4871.57	6871.57				
		CUSTOMER TOTAL			27117.27	6871.57	.00	.00	11277.83	6967.87
ALLER0403	ALLERGAN MEDICAL OP	00007935	IN	04/10/95	9255.00		9255.00			
		00007936	IN	04/10/95	992.00		992.00			
		CUSTOMER TOTAL			10247.00	.00	10247.00	.00	.00	.00
ALLER0404	ALLERGAN MEDICAL OP	00007987	IN	05/05/95	1463.76	1463.76				
		CUSTOMER TOTAL			1463.76	1463.76	.00	.00	.00	.00
ALLIE0006	ALLIED SIGNAL AEROS	00007875	IN	02/16/95	26411.00					
		00007875	PY	03/07/95	26411.00-					
		CUSTOMER TOTAL			.00	.00	.00	.00	.00	.00
AMOCO0002	AMOCO OIL COMPANY	00006791	IN	12/11/92	61326.24					9520.00
		00006791	PY	01/15/93	51806.24-					9520.00
		CUSTOMER TOTAL			9520.00	.00	.00	.00	.00	9520.00
AMOCO0003	AMOCO PRODUCTION CO	00000001	IN	05/31/93	2620.00					2620.00
		CUSTOMER TOTAL			2620.00	.00	.00	.00	.00	2620.00
AMOCUTEL01	AMOCO TELECOMMUNICA	00007603	IN	08/24/94	1875.00					1875.00
		CUSTOMER TOTAL			1875.00	.00	.00	.00	.00	1875.00
AMOCALU001	AMOCO CORPORATION	00007948	IN	04/10/95	4800.00					
		00007943	PY	03/17/95	4800.00-		.00			
		00007946	IN	04/10/95	18400.00		18400.00			
		00007948	IN	04/10/95	5004.50		5004.50			
		00007962	IN	04/24/95	10613.67	10613.67				
		00007974	IN	04/28/95	806.99	806.99				
		CUSTOMER TOTAL			24828.14	11420.66	23404.50	.00	.00	.00
ARC0000001	ATLANTIC RICHFIELD	00007942	IN	04/10/95	8394.36					
		00007942	PY	03/15/95	8394.36-		.00			
		CUSTOMER TOTAL			.00	.00	.00	.00	.00	.00
ARCOMA0001	ARCO MARINE, INC.	00007794	IN	12/20/94	5750.00					5750.00
		CUSTOMER TOTAL			5750.00	.00	.00	.00	.00	5750.00
ARCST0002	ARC SYSTEMS PTY LIM	00006857	IN	03/22/93	4745.00					
		00006857	PY	08/11/93	183.30-					4561.70
		CUSTOMER TOTAL			4561.70	.00	.00	.00	.00	4561.70
ARCST0004	ARC SYSTEMS PTY LIM	00007975	IN	04/28/95	425.00	425.00				
		00008000	IN	05/08/95	7497.50	7497.50				
		CUSTOMER TOTAL			7922.50	7922.50	.00	.00	.00	.00

05/22/95

Cinerge Corporation - U.S.  
AGED TRIAL BALANCE

PAGE 2

CUSTOMER ID	CUSTOMER NAME	INVOICE NO	STAT	INVOICE DATE	AMOUNT	CURRENT	AGED BALANCE			
							OVER 30	OVER 60	OVER 90	OVER 120
ATST000002	AT&T	00007969	IN	04/28/95	15177.79	15177.79				
		CUSTOMER TOTAL			15177.79	15177.79	.00	.00	.00	.00
BART000001	BAY AREA RAPID TRAN	00007916	IN	03/13/95	3473.87					
		00007916	PY	05/09/95	3469.68			4.19		
		00007950	IN	04/18/95	510.00					
		00007950	PY	05/09/95	510.00		.00			
		00007953	IN	04/18/95	1519.00					
		00007953	PY	05/08/95	236.24					
		00007953	PY	05/09/95	1282.76		.00			
		00007980	IN	05/03/95	236.24					
		00007980	PY	05/08/95	236.24					
		CUSTOMER TOTAL			4.19	.00	.00	4.19	.00	.00
BART000002	BAY AREA RAPID TRAN	00007970	IN	04/28/95	3478.93	3478.93				
		CUSTOMER TOTAL			3478.93	3478.93	.00	.00	.00	.00
BECHTEL001	BECHTEL	00007899	IN	02/24/95	28973.87					
		CUSTOMER TOTAL			28973.87	.00	.00	28973.87	.00	.00
CHRYSLER02	CHRYSLER MOTORS	00006406	IN	12/21/92	3000.00					3000.00
		CUSTOMER TOTAL			3000.00	.00	.00	.00	.00	3000.00
CHRYSLER03	CHRYSLER CORPORATIO	00006733	IN	10/22/92	6993.00					
		00006733	PY	11/18/92	6495.00					300.00
		00006742	IN	10/30/92	1798.00					1798.00
		CUSTOMER TOTAL			2098.00	2098.00	.00	.00	.00	.00
CHRYSLER07	CORPORATE ACCOUNTS	00007909	IN	05/07/95	54831.82					
		00007928	IN	03/31/95	10273.00		10273.00			
		00007941	IN	04/10/95	14745.00		14745.00			
		00007951	IN	04/18/95	7473.00		7473.00			
		00007994	IN	05/08/95	5175.00	5175.00				
		CUSTOMER TOTAL			92501.82	5175.00	32495.00	54831.82	.00	.00
COMPSCI01	COMPUTER SCIENCES C	00007883	IN	02/16/95	4387.13					
		CUSTOMER TOTAL			4387.13	.00	.00	.00	4387.13	.00
DURAM00001	DURAMETALLIC CORP	00007971	IN	04/28/95	6250.00	6250.00				
		CUSTOMER TOTAL			6250.00	6250.00	.00	.00	.00	.00
FLORIDAS03	FLORIDA POWER & LIG	00007894	IN	02/22/95	3367.00					
		00007920	IN	03/23/95	7000.00					
		00007930	IN	03/31/95	1372.74					
		00007930	PY	05/01/95	1272.74		.00			
		00007931	IN	03/31/95	731.69					
		00007931	PY	05/01/95	731.69		.00			
		00007956	IN	04/18/95	5000.00		5000.00			
		00007985	IN	05/03/95	10000.00	10000.00				
		00007988	IN	05/03/95	166.40	166.40				
		00007990	IN	05/03/95	2888.39	2888.39				
		00007991	IN	05/03/95	1462.64	1462.64				
		CUSTOMER TOTAL			29884.43	14517.43	5000.00	10367.00	.00	.00

P. 5

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FROM CINERGE CORP PHARBOR

05/22/95

Chicago Corporation - U.S.  
AGED TRIAL BALANCE

PAGE 3

CUSTOMER ID NAME	INVOICE NO	STAT TYPE	INVOICE DATE	AMOUNT	CURRENT	AGED BALANCE			
						OVER 30	OVER 60	OVER 90	OVER 120
FLPWER001 FLORIDA POWER AND L	00007603	IN	09/30/94	14000.00					
	00007603	PY	10/31/94	13880.00-					420.00
	00007947	IN	04/10/95	104705.62					
	00007947	PY	05/17/95	104705.62-					
	00007952	IN	04/18/95	11000.00			11000.00		
	00007982	IN	05/05/95	2500.00	2500.00				
	CUSTOMER TOTAL			13920.00	2500.00	11000.00	.00	.00	420.00
FORDFD001 FORD FORD BEBFORD	00007659	IN	09/26/94	427.50					
	CUSTOMER TOTAL			427.50	.00	.00	.00	.00	427.50
FORDHA001 FORD ELECTRONICS MF	00007971	IN	04/28/95	1837.63	1837.63				
	00007989	IN	05/05/95	635.32	635.32				
	CUSTOMER TOTAL			2472.95	2472.95	.00	.00	.00	.00
GEOME0001 GEOMETRIC RESULTS	00007879	IN	02/16/95	9631.25				1631.25	
	00007908	IN	03/07/95	3450.00			3450.00		
	00007939	IN	04/10/95	3018.75		3018.75			
	CUSTOMER TOTAL			16100.00	.00	3018.75	3450.00	1631.25	.00
HUGHES002 HUGHES AIRCRAFT CO.	00007671	IN	09/28/94	4672.60					
	00007959	IN	04/24/95	5455.00	5455.00				
	00007960	IN	04/24/95	5185.00	5185.00				
	00007941	IN	04/24/95	37912.00	37912.00				
	CUSTOMER TOTAL			53224.60	48552.00	.00	.00	.00	4672.60
I/INTER001 I/M TEK - I/M KOTE	00007927	IN	04/10/95	9195.00		9195.00			
CUSTOMER TOTAL			9195.00	.00	9195.00	.00	.00	.00	
INELED001 INELECTRA PROJECTDS	00007993	IN	03/08/95	10000.00	10000.00				
CUSTOMER TOTAL			10000.00	10000.00	.00	.00	.00	.00	
KILL00001 M. V. KELLOGG CORP	00007624	IN	08/31/94	16680.00					
	00007726	IN	11/09/94	2244.10					15650.00
	00007750	IN	11/23/94	1747.50					2244.10
	00007765	IN	11/29/94	1248.57					1747.50
	00007891	IN	02/17/95	2849.50				1347.50	1248.57
	00007892	IN	02/17/95	18402.50				11402.50	
	CUSTOMER TOTAL			41640.17	.00	.00	.00	21750.00	20890.17
LOBAL001 LOS ALAMOS NATIONAL	00007551	IN	07/27/94	12626.33					
	00007351	PY	11/07/94	12079.63-					
	CUSTOMER TOTAL			546.50	.00	.00	.00	.00	546.50
LUCAS0001 LUCAS WESTERN, INC.	00007684	IN	02/16/95	6027.64				6027.64	
CUSTOMER TOTAL			6027.64	.00	.00	.00	6027.64	.00	
MOBIL0001 MOBIL PIPE LINE COM	00007964	IN	04/24/95	911.56	911.56				
	00007998	IN	05/08/95	2400.00	2400.00				
	CUSTOMER TOTAL			3311.56	3311.56	.00	.00	.00	.00
ORNI00001 ORNI MICROGRAPHIC &	00007997	IN	05/08/95	995.00	995.00				
CUSTOMER TOTAL			995.00	995.00	.00	.00	.00	.00	

P. 4

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FROM CIMAGE CORP ANHARBOR



05/22/95

Cimage Corporation - U.S.  
AGED TRIAL BALANCE

PAGE 4

CUSTOMER ID NAME	INVOICE NO TYPE	STAT	INVOICE DATE	AMOUNT	CURRENT	AGED BALANCE			
						OVER 30	OVER 60	OVER 90	OVER 120
PACACCS01 PACIFIC ACCESS CAPI	00007835	IN	01/12/95	58893.16					
	00007835	PY	08/24/95	58220.00					673.16
	00007845	IN	01/18/95	14984.97					
	00007846	PY	03/24/95	16760.00					226.97
	CUSTOMER TOTAL				900.13	.00	.00	.00	.00
PACBEL001 PACIFIC BELL	00007675	IN	09/28/94	8460.80					
	00007675	PY	11/01/94	8460.00					.80
	00007697	IN	10/14/94	20975.94					
	00007697	PY	11/21/94	15570.94					
	00007697	PY	11/29/94	1033.00					4370.00
	00007823	IN	12/30/94	1644.18					
	00007823	PY	05/08/95	1644.18					.00
	00007953	IN	04/18/95	13805.81			13805.81		
	00007979	CM	05/05/95	1644.16					
	00007979	PY	05/08/95	1444.18	.00				
00007984	IN	05/05/95	1140.00	1140.00					
CUSTOMER TOTAL				19316.61	1140.00	13805.81	.00	.00	4370.80
PGLBJ0001 PACIFIC GAS & ELECT	00007994	IN	05/08/95	1250.00	1250.00				
	CUSTOMER TOTAL				1250.00	1250.00	.00	.00	.00
PRINTRO01 PRINTRONIX	00007845	IN	01/18/95	99075.51					
	00007845	PY	01/11/95	35964.12					
	00007845	PY	05/18/95	63131.59					.00
	00007889	IN	02/16/95	14.04					14.04
	00007940	IN	04/10/95	9025.00			9025.00		
CUSTOMER TOTAL				9039.04	.00	9025.00	.00	14.04	.00
R04R000001 R04R, INC.	00007992	IN	05/08/95	56542.20					
	00007992	PY	05/15/95	56542.20	.00				
	00007995	IN	05/08/95	141984.10	141984.10				
	CUSTOMER TOTAL				141984.10	141984.10	.00	.00	.00
SDCBED0001 SAN DIEGO GAS & ELE	00007783	IN	12/13/94	3152.00					3152.00
	00007986	IN	05/05/95	3959.80	3959.80				
	CUSTOMER TOTAL				9111.80	3959.80	.00	.00	.00
SNAPP00001 SNAPP	00007685	CM	10/11/94	85168.82					
	00007685	PY	10/13/94	24309.00					
	00007685	PY	10/31/94	472.25					
	00007685	PY	10/31/94	7015.00					
	00007685	PY	12/06/94	1840.00					
	00007685	PY	02/28/95	4353.00					
	00007685	PY	02/28/95	2102.00					
	00007685	PY	03/27/95	10800.00					
	00007685	PY	03/31/95	1003.59					
	00007685	PY	03/31/95	11045.87					
	00007685	PY	04/28/95	4800.00					
	00007685	PY	04/28/95	11505.00					5921.91-
	00007976	IN	04/28/95	27417.00	27417.00				
	00007977	IN	04/28/95	78026.00	78026.00				
	00007978	CM	04/28/95	2102.00-					2102.00-
00007983	IN	05/03/95	2400.00	2400.00					

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FROM CIMAGE CORP RHNRROR

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05/22/95

Cimage Corporation - U.S.  
AGED TRIAL BALANCE

PAGE 5

CUSTOMER ID	CUSTOMER NAME	INVOICE NO	STAT TYPE	INVOICE DATE	AMOUNT	A G E D B A L A N C E				
						***** CURRENT	OVER 30	OVER 60	OVER 90	OVER 120
		00007999	IN	08/08/95	65271.00	65271.00				
		CUSTOMER TOTAL			165090.09	165090.09	.00	.00	.00	.00
STAR000004	STAR ENTERPRISE	00007220	IN	11/30/95	4600.00					4600.00
		CUSTOMER TOTAL			4600.00	.00	.00	.00	.00	4600.00
SHIT000001	SHIT INC.	00007709	IN	10/21/94	26578.00					
		00007709	PY	11/30/94	23624.85-					2953.15
		00007711	IN	10/24/94	117.80					117.80
		00007761	IN	12/13/94	39008.50					
		00007781	PY	01/24/95	34678.50-					4330.00
		00007832	IN	08/31/95	29411.50					
		00007932	PY	04/26/95	26234.00-		2927.50			
		00007933	IN	01/31/95	22122.10					
		00007933	PY	04/26/95	19925.10-		2197.00			
		00007934	IN	03/31/95	67173.00					
		00007934	PY	04/26/95	55059.30-		6113.70			
		CUSTOMER TOTAL			18639.15	.00	11238.20	.00	.00	7400.95
SYMBOL0001	SYMBOL TECHNOLOGIES	00007770	IN	12/04/94	6695.00					6695.00
		00007917	IN	03/23/95	10065.00			10065.00		
		00007943	IN	04/10/95	5500.00		5500.00			
		CUSTOMER TOTAL			22260.00	.00	5500.00	10065.00	.00	6695.00
TELEPHONE02	TELEPHONE SYSTEMS CO	00007861	IN	01/27/95	6406.00				6406.00	
		CUSTOMER TOTAL			6406.00	.00	.00	.00	6406.00	.00
UNICAL0001	76 PRODUCTS COMPANY	00007963	IN	04/24/95	613.35	613.35				
		CUSTOMER TOTAL			613.35	613.35	.00	.00	.00	.00
URWEST0001	US WEST COMMUNICATI	00007568	CM	08/24/94	1150.00-					1150.00-
		00007623	IN	08/21/94	2300.00					2300.00
		00007677	IN	09/30/94	10329.00					10329.00
		00007727	IN	11/09/94	5077.68					5077.68
		00007746	IN	11/22/94	4271.36					4271.36
		00007748	IN	11/22/94	4025.00					4025.00
		00007767	IN	11/30/94	1150.00					1150.00
		00007778	IN	12/09/94	322.41					322.41
		00007792	IN	12/20/94	2892.83					2892.83
		00007796	IN	12/20/94	2096.10					2096.10
		00007890	IN	02/16/95	596.53			596.53		
		00007949	IN	04/10/95	2300.00		2300.00			
		00007948	IN	04/24/95	756.82	756.82				
		CUSTOMER TOTAL			34967.73	756.82	2300.00	.00	596.53	31314.38
USWEST0002	US WEST COMMUNICATI	00007816	IN	12/30/94	80582.92					
		00007816	PY	05/12/95	80582.92-					.00
		00007866	IN	02/06/95	50000.00					
		00007866	PY	05/12/95	50000.00-				.00	
		CUSTOMER TOTAL			.00	.00	.00	.00	.00	.00
GRAND TOTALS					1002615.10	573792.94	134229.26	107691.88	59390.42	123810.60
PERCENTAGE OF TOTAL					100.00%	57.43%	13.39%	10.74%	5.89%	12.35%

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FROM CIMAGE CORP ANNARBOR

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TRADEMARK

REEL 001947 FRAME 0912

CIMAGE CORPORATION

GENERAL LEDGER RECONCILIATION

2-May-98

A/C # 052.000 - UNBILLED RECEIVABLES (REVENUE)

SO#	DESCRIPT.	CUSTOMER	ADD TO UNBILLED	INV. / REMOVED	DR (CR) REMAIN. UNBILLED	ACCOUNT BALANCE	COMMENTS
144	FORM CONTRACT	K.T.	839,329.93	336,000.00	503,329.93	-52,889.93	SCOTT ASCH. DO A/E. DEVELOP EXP.
	DU		178.47	139.78	38.69	323,991.70	EXPENSE BALANCE
828	SERVICE	FPL	27,250.00	26,000.00	1,250.00	\$3,829.70	WAITING FOR SERV RPT - REC SERV
900	SERVICE	SOCAL	7,200.00	6,750.00	450.00	\$7,079.70	WAITING FOR SERVICE FROM EPIDORCE
975	SERVICE	UNOCAL	2,380.00	0.00	2,380.00	\$9,459.70	WAITING FOR SERVICE FROM EPIDORCE
997	STAIR & MOVR	UNOCAL	99,198.00	98,303.00	895.00	\$10,354.70	WAITING FOR POSTSCRIPT TRANSLATOR
1001	SERVICE	INLECTRA	10,000.00	0.00	10,000.00	\$20,354.70	WAITING FOR SERVICE REPORTS
1275	SERVICE	SEATTLE MTRD	4,600.00	0.00	4,600.00	\$24,954.70	DE-BOOK IN APRIL
1474	SERVICE	SNAPP	19,925.00	14,305.00	5,620.00	\$30,574.70	INVOICE IN APRIL 98
1477	SERVICE	PAC BELL	10,521.00	10,521.25	(0.25)	\$29,874.45	TAXI BALANCE TO REV IN APRIL
1488	SERVICE	AMOCO	9,200.00	0.00	9,200.00	\$37,774.45	INVOICE UPON COMPLETION
1485	SERVICE	HEXTRONIX	1,250.00	0.00	1,250.00	\$39,024.45	WAITING FOR PO
1486	SOFTWARE	CHEVELER	155,952.00	0.00	155,952.00	\$174,956.45	WAITING FOR PO - REDUCTION
1514	SERVICE	AT&T	5,000.00	0.00	5,000.00	\$179,956.45	INVOICE IN APRIL 98