

BILL OF SALE and ASSIGNMENT

THIS ASSIGNMENT is made this ____ day of _____, ____ by SCG Associates, LLC, a North Carolina Limited Liability Company, ("Assignor"), in favor of

("Assignee").

WHEREAS, Assignor and Assignee have entered into that certain Asset Purchase Agreement dated _____ (the "Asset Purchase Agreement"), which, along with the promises contained herein, constitute mutual consideration for the promises herein;

NOW, THEREFORE, for consideration, the adequacy and receipt of which is hereby acknowledged, the Assignor hereby:

- 1. Sells, assigns, transfers, and conveys to Assignee all of its rights (whether at common law or otherwise), title and interest in and to the following Assets: *All Intellectual Property rights associated with the Professional Time Master Software Product including: Source code, Executable Code, Current Web pages and graphics, and the Professional Time Master trade name.*
- 2. Agrees to assist Assignee in every proper way, at Assignee expense, to obtain and enforce United States and foreign proprietary rights relating to any and all inventions, original works of authorship, developments, improvements or trade secrets assigned hereunder. To that end Assignors will execute, verify and deliver such documents and perform such other acts (including appearing as a witness) as Assignee may reasonably request for use in applying for, obtaining, perfecting, evidencing, sustaining and enforcing such proprietary rights and the assignment thereof.

IN WITNESS WHEREOF, Assignor has executed this Assignment as of the day and year first above written.

ASSIGNOR:

_____, (SEAL)

_____, L.L.C.

By: _____
(Name & title of Officer)

North Carolina
County of _____

I, _____, a Notary Public for _____ County, North Carolina, do hereby certify

_____,
(Name of officer, title, name of LLC)

a limited liability company, personally appeared before me this day and acknowledged the due execution of the foregoing instrument on behalf of the company.

Witness my hand and official seal or stamp, this the ____ day of _____, 20 ____.

(Official Seal)

Notary Public

My commission expires _____, 20 ____.