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ASSIGNMENT of U.S. Patent Application

WHEREAS, the undersigned, to wit: (1) Joseph A. FLYNN and (2) Wassim G. JRAIGE (hereinafter ASSIGNORS), have made an invention entitled METHOD AND SYSTEM OF MANAGING ACCOUNTS PAYABLE AUDITING DATA, for which a provisional patent application was filed in the United States on January 22, 2002, bearing Serial No. 60/350,543, and for which a utility application for Letters Patent of the United States was filed on January 22, 2003, bearing Serial No. 10/349,727; and

WHEREAS, AuditSolutions, LLC, ASSIGNEE, a limited liability company duly organized and existing under the laws of the State of Delaware, and having its principal office and place of business at 6455 Almaden Expwy., Suite #209, San Jose, California 95120 desires to acquire an interest therein;

* * *

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, said ASSIGNORS do hereby sell, assign and transfer unto ASSIGNEE, its successors, assigns and legal representatives, the full and exclusive right, title and interest to the said invention in the United States and all foreign countries, as described in the aforesaid application, and to the said application and to all continuations, divisions, reissues and substitutes of said application, together with the right of priority under the International Convention for the Protection of Industrial Property, Inter-American Convention Relating to Patents, Designs and Industrial Models, and any other international agreements to which the United States of America adheres, and ASSIGNORS hereby authorize and request the Commissioner of Patents to issue said Letters Patent to ASSIGNEE, for its interest as ASSIGNEE, its successors, assigns and legal representatives.

AND ASSIGNORS hereby agree to execute any papers requested by ASSIGNEE, its successors, assigns and legal representatives, deemed essential to ASSIGNEE's full protection and title in and to the invention hereby transferred.

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PATENT REEL: 013945 FRAME: 0174 ASSIGNORS furthermore agree upon request of said ASSIGNEE, and without further remuneration, to execute any and all papers desired by said ASSIGNEE for the filing and granting of foreign applications and the perfecting of title thereto in said ASSIGNEE.

The undersigned hereby authorizes Pillsbury Winthrop, LLP, of the above address, to insert further identification necessary or desirable for recordation of this document.

Executed on the date below indicated.

<u>Signature</u>

Date Signed

Witness

Iosoph A Flynn

03.26.03

Witness

Signature

WassinG. Jraige

Date Signed

03.26.03

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