



**ASSIGNMENT OF PENDING**

**U.S. PATENT APPLICATION**

WHEREAS, **INTEGRATED SOFTWARE SOLUTIONS, INC.**, a corporation of the State of California, U.S.A., (hereinafter "Assignor"), has entered into an Agreement with **KEYTRAK, INC.**, an corporation of the State of Florida, U.S.A. (hereinafter "Assignee"), under the terms of which all of Assignor's right, title, and interest in and to the pending U.S. Patent Application listed on the attached Schedule A, is to be acquired by Assignee;

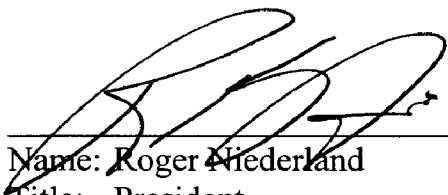
NOW, THEREFORE, BE IT KNOWN THAT FOR and in consideration of one dollar and other valuable consideration paid to Assignor by Assignee, the receipt of which is hereby acknowledged, Assignor does hereby sell, assign, and transfer unto Assignee, its successors, assigns, and legal representatives, the entire right, title, and interest owned by Assignor for the United States of America and all foreign countries in and to said pending U.S. Patent Application.

Assignor covenants with Assignee, its successors, assigns, and legal representatives that no assignment, grant, mortgage, license, or other agreements affecting the rights and property herein conveyed has been made to others by Assignor that remain in effect at the date hereof, and that the full right to convey the same as herein expressed is possessed by Assignor.

Executed on the date below indicated.

Signature

Date Signed



March 17, 2004

Name: Roger Niederland

Title: President

on behalf of INTEGRATED SOFTWARE SOLUTIONS, INC.

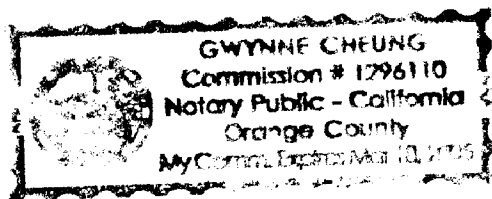
IN WITNESS WHEREOF, I have hereunto set my hand and seal.


County of Orange §

§

State of California §

On this 17th day of March, 2004, before me a Notary Public in and for the County and State aforesaid, personally appeared Roger Niederland, to me known and known to me to be the person of that name, who signed the foregoing instrument, and acknowledged the same to be of his free act and deed.



  
Notary Public

My Commission Expires March 18, 2005

Signature

Date Signed



March 17, 2004

Name: Robert Burnett

Title: Vice President and Treasurer  
on behalf of KEYTRAK, INC.

IN WITNESS WHEREOF, I have hereunto set my hand and seal.

County of Harris §

§

State of Texas §

On this 17th day of March, 2004, before me a Notary Public in and for the County and State aforesaid, personally appeared Robert Burnett, to me known and known to me to be the person of that name, who signed the foregoing instrument, and acknowledged the same to be of his free act and deed.



Notary Public

My Commission Expires 7/5/07

**Schedule A**

Pending United States Patent Application – Serial Number 10/310,396, Filed 12/05/2002

HOU01:828541.1

**RECORDED: 03/22/2004**

**PATENT**  
**REEL: 015122 FRAME: 0484**