

BILL OF SALE

THIS BILL OF SALE is made as of the ^{16th} day of November, 2011, by INCOMM SOLUTIONS, INC., a New Jersey corporation ("*Seller*").

WITNESSETH:

WHEREAS, Seller, CHORUS CALL, INC., a Pennsylvania Corporation, and INCOMM CONFERENCING, INC., a wholly owned subsidiary of Chorus Call, Inc., as buyer ("*Buyer*"), entered into a certain Asset Purchase Agreement, dated November __, 2011 (the "*Purchase Agreement*"), whereby Seller agreed to sell, and Buyer agreed to buy, certain assets of Seller, as more particularly described in the Purchase Agreement (the "*Acquired Assets*"), including without limitation the tangible personal property assets listed on Schedule 1 hereto,; and

WHEREAS, Seller is executing and delivering this Bill of Sale to Buyer in order that Buyer shall be in possession of an instrument evidencing transfer to and vesting title in Buyer of the Acquired Assets.

NOW, THEREFORE, by this Bill of Sale:

Seller, for and in consideration of the Purchase Price (as defined in the Purchase Agreement) which has been paid in accordance with the Purchase Agreement, does hereby grant, bargain, sell, assign, alienate, remise, release, convey, transfer, set over and confirm unto Buyer, its successors and assigns, forever, all of the Acquired Assets.

This Bill of Sale is executed and delivered by Seller pursuant to and subject to the Purchase Agreement, which terms and conditions are incorporated herein by reference.

TO HAVE AND TO HOLD all of the said Acquired Assets hereby assigned, transferred and conveyed unto Buyer, its successors and assigns, to itself and to its own use and behalf forever.

AND, for the consideration aforesaid, Seller, for itself and its successors and assigns has warranted, and by this Bill of Sale does warrant unto Buyer, that Seller has good title, right and full authority to sell and transfer the Acquired Assets free and clear of all liens and encumbrances, and will defend the transfers hereby made to Buyer, its successors and assigns, against all persons lawfully claiming the Acquired Assets.

AND, for the consideration aforesaid, Seller, for itself and its successors and assigns, does covenant with Buyer that Seller and its successors and assigns, will do, execute and deliver, or will cause to be done, executed and delivered, all such further acts, transfers, assignments and conveyances and assurances, for the better assuring, conveying, and confirming unto Buyer, its successors and assigns, all and singular, the Acquired Assets hereby assigned, transferred and conveyed as Buyer, its successors or assigns shall reasonably require.

Seller hereby irrevocably constitutes and appoints Buyer, its successors and assigns, and each of them, the true and lawful attorney of Seller with full power of substitution and gives and grants unto Buyer, its successors and assigns, and each of them, full power and authority in the name of and on behalf of Seller, its successors and assigns, at any time, and from time to time, to demand, sue for, recover, receive, compound, acquit, release, discharge, pay or remit any and all rights, demands, monies, claims, choses in action, liabilities, or obligations of every kind and description whatsoever arising out of, incident to, or in connection with the Acquired Assets and upon the same or any part thereof to make acquittance or other proper discharge with respect thereto. The power of attorney granted under this paragraph is coupled with an interest and is irrevocable and will survive the liquidation, dissolution and/or bankruptcy of Seller.

IN WITNESS WHEREOF, Seller, intending to be legally bound hereby, has caused this Bill of Sale to be executed as of the day and year first above written.

ATTEST:

SELLER:
INCOMM SOLUTIONS, INC.,



E. Paul Cooke, Co-President

By: 

William F. Martin, Co-President

(CORPORATE SEAL)

Schedule 1 to Bill of Sale

Tangible Property

Acquired Assets

Personal Property – Fixed Assets:

Computers – PCs – Operations (24), Web-Graphics (11), IT (2), N/W (1), Sales (6), A/V Recording (2), Mgt. (7), Billing/Admin./Projects (11) . . . Tot.: (64)
Computers – Servers (3)
Computer – Apple Mac (1)
Printers (4)
Conference Room Table w/ Chairs (7)
Office Equipment Build-out – Cubicles (16), Desks (5), Workstation Partitions/Desks (34)
Office Equipment Build-out – Offices (6), Conf. Rm., Equip. Rm. (IT, N/W, Bridges), Kitchen
Office Furniture/Desks – (6)
North Office Equipment Build-out – Offices (4), Cubicles (4), Conf. Rm., Mail/Supply Rm.
North Office Furniture/Desks – (4), Lobby Furniture, Conf. Rm. Table w/ Chairs (6)
Nortel Telephone System / Addition/Upgrades to Telephone System
Time Clock System
Compunetix CDRP Upgrade
Computer Software
Compunetix Software Upgrades
Compunetix Contex480 Bridge I
CDRP I -- Digital Record/Playback System
APC UPS System
Cassette Recorders
Adtran T1 Mux CSU
Sprint Cisco Router
Contex480 Additional Ports
Portable A/C Unit
Compunetix Contex480 Enunciator Modules
Power Tech UPS System Upgrade
Compunetix Contex480 Bridge II
Sprint Mux & Installations
VersaDial Digital Recorder
Computers -- TPK Servers (5) -- Billing/Firewall/Spam filter/Progress
EXCEL AIR -- A/C Unit
Computers -- Compunetix Servers – ContexWeb/IQueue (3)
Compunetix CDRP II
Compunetix Summit Bridge.

Leased Equipment: Capital Lease -- ownership at lease end: 7/10/2012:

CallFinity CR2 On-Premise Conference Record and Replay w/ T1 Dialogic SIP Gateway.