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THIS SP,

0110160370



FINANCING STATEMENT — FOLLOW INSTRUCTIONS CAREFULLY

This Financing Statement is presented for filing pursuant to the Uniform Commercial Code and will remain effective, with certain exceptions, for 5 years from date of filing.

A. NAME & TEL. # OF CONTACT AT FILER (optional)	B. FILING OFFICE ACCT. # (optional) California SOS
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C. RETURN COPY TO: (Name and Mailing Address) Green Hills Software, Inc. 30 West Sola Street Santa Barbara, California 93101

FILED
SACRAMENTO, CA
APR 04, 2001 AT 0800
BILL JONES
SECRETARY OF STATE

D. OPTIONAL DESIGNATION (if applicable):	LESSOR/LESSEE	CONSIGNOR/CONSIGNEE	NON-UCC FILING
--	---------------	---------------------	----------------

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b)

1a. ENTITY'S NAME			
OR	1b. INDIVIDUAL'S LAST NAME Foster		FIRST NAME Melinda
			MIDDLE NAME Pillsbury
1c. MAILING ADDRESS 1020 Palm Street, Unit 204		CITY San Luis Obispo	STATE CA
			COUNTRY USA
			POSTAL CODE 93101
1d. S.S. OR TAX I.D.#	OPTIONAL ADD'NL INFO RE ENTITY DEBTOR	1e. TYPE OF ENTITY	1f. ENTITY'S STATE OR COUNTRY OF ORGANIZATION
			1g. ENTITY'S ORGANIZATIONAL I.D.#, if any <input type="checkbox"/> NONE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b)

2a. ENTITY'S NAME			
OR	2b. INDIVIDUAL'S LAST NAME		FIRST NAME
			MIDDLE NAME
2c. MAILING ADDRESS		CITY	STATE
			COUNTRY
			POSTAL CODE
2d. S.S. OR TAX I.D.#	OPTIONAL ADD'NL INFO RE ENTITY DEBTOR	2e. TYPE OF ENTITY	2f. ENTITY'S STATE OR COUNTRY OF ORGANIZATION
			2g. ENTITY'S ORGANIZATIONAL I.D.#, if any <input type="checkbox"/> NONE

3. SECURED PARTY (ORIGINAL S/P or ITS TOTAL ASSIGNEE) EXACT FULL LEGAL NAME - insert only one secured party name (3a or 3b)

3a. ENTITY'S NAME Green Hills Software, Inc.			
OR	3b. INDIVIDUAL'S LAST NAME		FIRST NAME
			MIDDLE NAME
3c. MAILING ADDRESS 30 West Sola Street		CITY Santa Barbara	STATE CA
			COUNTRY USA
			POSTAL CODE 93101

4. This FINANCING STATEMENT covers the following types or items of property:

All of Debtor's presently existing and hereafter arising stock options or other rights to purchase the capital stock of Green Hills Software, Inc. (the "Options") and any and all capital stock issued or issuable upon exercise of the Options (the "Stock").

All proceeds of the Options and the Stock, including any and all dividends, cash, stock, instruments, or other property from time to time received, receivable, or otherwise distributed in respect of or in exchange for any of the Options or the Stock.

5. CHECK <input type="checkbox"/> This FINANCING STATEMENT is signed by the Secured Party instead of the Debtor to perfect a security interest BOX (a) in collateral already subject to a security interest in another jurisdiction when it was brought into this state, or when the (if applicable) debtor's location was changed to this state, or (b) in accordance with other statutory provisions (additional date may be required)	7. If filed in Florida (check one) <input type="checkbox"/> Documentary stamp tax paid <input type="checkbox"/> Documentary stamp tax not applicable
6. REQUIRED SIGNATURE(S) <i>Melinda Pillsbury Foster</i> Melinda Pillsbury Foster	8. <input type="checkbox"/> This FINANCING STATEMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS Attach Addendum. (if applicable)
	9. Check to REQUEST SEARCH CERTIFICATE(S) on Debtor(s) (ADDITIONAL FEE) (optional) <input type="checkbox"/> All Debtors <input type="checkbox"/> Debtor 1 <input type="checkbox"/> Debtor 2

7

GREEN HILLS SOFTWARE, INC.

1830

ACCOUNT NO.		VENDOR PIRMEL MELINDA PILLSBURY-FOSTER			CHECK NO. 001830	
VOUCHER	INVOICE NUMBER	INVOICE DATE	INVOICE AMOUNT	AMOUNT PAID	DISCOUNT TAKEN	
22748	PI-FOSTERDIS	3/29/01	240,000.00	240,000.00	.00	
CHECK TOTAL					240,000.00	

GREEN HILLS SOFTWARE, INC.
 30 WEST SOLA STREET (805) 965-6044
 SANTA BARBARA, CA 93101

IMPERIAL BANK
 ORANGE COUNTY REGIONAL OFFICE
 COSTA MESA, CA 92626
 16-144-1222

1830

PAY


TWO HUNDRED FORTY THOUSAND AND 00/100 DOLLARS*****

CHECK NO.	CHECK DATE	VENDOR NO.
001830	03/29/01	PIRMEL

CHECK AMOUNT
\$*****240,000.00

TO THE ORDER OF

MELINDA PILLSBURY-FOSTER
 1324 STATE STREET, UNIT J296
 SANTA BARBARA CA 93101



⑈001830⑈ ⑆122201444⑆ ⑈08⑈ 227 314⑈

Details on back. Security Features Included.

8

GREEN HILLS SOFTWARE, INC.

1831

ACCOUNT NO.		VENDOR PILPOR MELINDA PILLSBURY-FOSTER			CHECK NO. 001831
VOUCHER 22747	INVOICE NUMBER PI-FOSTERDIS	INVOICE DATE 3/29/01	INVOICE AMOUNT 60,000.00	AMOUNT PAID 60,000.00	DISCOUNT TAKEN .00
					CHECK TOTAL 60,000.00

GREEN HILLS SOFTWARE, INC.
 30 WEST SOLA STREET (805) 965-6044
 SANTA BARBARA, CA 93101

IMPERIAL BANK
 ORANGE COUNTY REGIONAL OFFICE
 COSTA MESA, CA 92626
 16-144-1222

1831

PAY

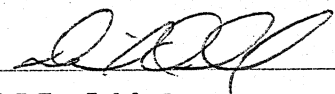
SIXTY THOUSAND AND 00/100 DOLLARS*****

CHECK NO.	CHECK DATE	VENDOR NO.
001831	03/29/01	PILPOR

CHECK AMOUNT
\$*****60,000.00

TO THE ORDER OF

MELINDA PILLSBURY-FOSTER
 & TODD A. PORTER
 1026 PALM ST. U#214
 SAN LUIS OBISPO CA 93401



⑈001831⑈ ⑆122201444⑆ ⑈08⑈227 314⑈

Details on back. Security Features Included.

9

1 Jacqueline Misho (state bar no. 101112)
2 Attorney at Law, cfls
3 800 Presidio Avenue
4 Santa Barbara, CA 93101
5 Telephone (805) 965-3405
6 Telefax (805) 564-7035

7
8 Attorney for Petitioner
9 A. Craig Franklin

FILED
SUPERIOR COURT of CALIFORNIA
COUNTY OF SANTA BARBARA

APR - 4 2001

GARY M. BLAIR, EXEC. OFFICER

By Rachel Lopez
RACHEL LOPEZ, Deputy Clerk

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SUPERIOR COURT OF THE STATE OF CALIFORNIA
FOR THE COUNTY OF SANTA BARBARA
SANTA BARBARA DIVISION

11 In re the Marriage of:)
12 Petitioner: A. CRAIG FRANKLIN)
13 vs.)
14 Respondent: MELINDA PILLSBURY-)
15 FOSTER.)
16)
17)
18)
19)

Case No. 222675

[Assigned for All Purposes to the Hon. Thomas P. Anderle]

STIPULATION AND ORDER FOR DISMISSAL OF ALL CLAIMS AND CONFIRMATION OF JUDGMENT

Hearing Date: None
Time: None
Place: Chambers, Dept. Three

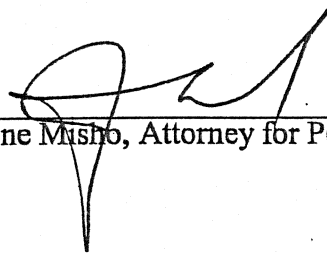
Discovery Cutoff: None
Motion Cutoff: None
Trial Date: None

20 THE PARTIES BY AND THROUGH THEIR COUNSEL HEREBY STIPULATE, AND
21 CONSENT TO THE ENTRY OF AN ORDER, AS FOLLOWS:

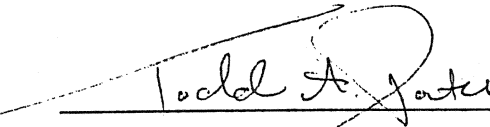
- 22 1. All pending claims by any party in this matter are dismissed with prejudice;
- 23 2. The previous judgment between the parties, entered in this action in 1999, is
- 24 confirmed and validated;
- 25 3. The Court shall reserve jurisdiction only as to issues of child custody, child
- 26 visitation, child support, and spousal support; and,
- 27 4. Each party shall bear their own fees and costs of this proceeding.
- 28

1 Counsel whose names, capacities and signatures appear below warrant and certify that
2 they have authority to agree to the terms of this stipulation, to consent to the entry of the order
3 thereon, and to bind their clients to the terms thereof.

4
5
6 Dated: 3.30.01

7 
8 _____
9 Jacqueline Misho, Attorney for Petitioner

10
11 Dated: 3.30.01

12 
13 _____
14 Todd A. Porter, Attorney for Respondent

15 **ORDER ON STIPULATION**

16 **GOOD CAUSE APPEARING, from the stipulations of the Parties and their respective**
17 **Counsel, IT IS HEREBY SO ORDERED.**

18
19 Dated: APR - 3 2001

20
21 **THOMAS P. ANDERLE**
22 _____
23 HON. THOMAS P. ANDERLE, JUDGE

24
25
26
27
28

HATCH AND PARENT
21 East Carrillo Street
Santa Barbara, CA 93101

PROOF OF SERVICE

I am a resident of the State of California, over the age of eighteen years, and no party to the within action. My business address is HATCH AND PARENT, 21 East Carrillo Street Santa Barbara, California 93101-2782. On April 2, 2001 I served the within document:

STIPULATION AND ORDER FOR DISMISSAL OF ALL CLAIMS AND CONFIRMATION OF JUDGMENT

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by transmitting via facsimile the document(s) listed above to the fax number(s) set forth below on this date before 5:00 p.m.

by placing the document(s) listed above in a sealed envelope with postage thereon fully prepaid, in the United States mail at Santa Barbara, California addressed as set forth below.

by causing personal delivery of the document(s) listed above to the person(s) at the address(es) set forth below.

by personally delivering the document(s) listed above to the person(s) at the address(es) set forth below.

Todd A. Porter, Esq.
1026 Palm Street, Suite 214
San Luis Obispo, CA 93401
Fax: (805) 541-4855

Frank Merideth, Esq.
Kim Thigpen, Esq.
Bryan Cave LLP
120 Broadway, Suite 300
Santa Monica, CA 90401-2305
Fax: (310) 576-2200

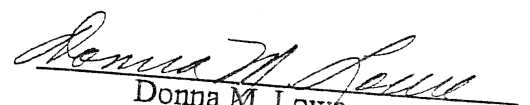
Jacqueline Misho, Esq.
800 Presidio Avenue
Santa Barbara, CA 93101
Fax: (805) 564-7035

Michael Pina, Esq.
Bull, Cohn & Associates
1836 State Street
Santa Barbara, CA 93101
Fax: (805) 682-4215

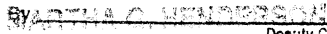
I am readily familiar with the firm's practice of collection and processing correspondence for mailing. Under that practice it would be deposited with the U.S. Postal Service on that same day with postage thereon fully prepaid in the ordinary course of business. I am aware that on motion of the party served, service is presumed invalid if postal cancellation date or postage meter date is more than one day after date of deposit for mailing in affidavit.

(State) I declare under penalty of perjury under the laws of the State of California that the above is true and correct.

Executed on April 2, 2001, at Santa Barbara, California.


Donna M. Lowe

10

ATTORNEY OR PARTY WITHOUT ATTORNEY (Name and Address): Todd A. Porter SB#148993 Law Office of Todd A. Porter 1026 Palm Street-Suite 214 San Luis Obispo, CA 93401 ATTORNEY FOR (Name): Plaintiff Melinda Pillsbury Foster Insert name of court and name of judicial district and branch court, if any: SANTA BARBARA SUPERIOR COURT CIVIL DIVISION PLAINTIFF/PETITIONER: Melinda Pillsbury Foster DEFENDANT/RESPONDENT: Craig Franklin, et al.	TELEPHONE NO.: 805-541-4847 FILED SUPERIOR COURT of CALIFORNIA COUNTY OF SANTA BARBARA APR 02 2001 GARY M. BLAIR, EXEC. OFFICER  Deputy Clerk
REQUEST FOR DISMISSAL <input type="checkbox"/> Personal Injury, Property Damage, or Wrongful Death <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other <input type="checkbox"/> Family Law <input type="checkbox"/> Eminent Domain <input checked="" type="checkbox"/> Other (specify): Fraud	CASE NUMBER: 233136

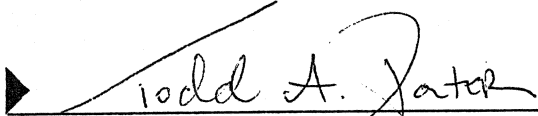
— A conformed copy will not be returned by the clerk unless a method of return is provided with the document. —

1. TO THE CLERK: Please dismiss this action as follows:
- a. (1) With prejudice (2) Without prejudice
- b. (1) Complaint (2) Petition
 (3) Cross-complaint filed by (name):
 (4) Cross-complaint filed by (name):
 (5) Entire action of all parties and all causes of action
 (6) Other (specify):*

on (date):
 on (date):

Date: March 30, 2001


Todd A. Porter
 (TYPE OR PRINT NAME OF ATTORNEY PARTY WITHOUT ATTORNEY)


 (SIGNATURE)
 Attorney or party without attorney for: Plaintiff,
 Melinda Pillsbury Foster
 Plaintiff/Petitioner Defendant/Respondent
 Cross-complainant

* If dismissal requested is of specified parties only, of specified causes of action only, or of specified cross-complaints only, so state and identify the parties, causes of action, or cross-complaints to be dismissed.

2. TO THE CLERK: Consent to the above dismissal is hereby given.**

Date:
 (TYPE OR PRINT NAME OF ATTORNEY PARTY WITHOUT ATTORNEY)


 (SIGNATURE)
 Attorney or party without attorney for:
 Plaintiff/Petitioner Defendant/Respondent
 Cross-complainant

** If a cross-complaint - or Response (Family Law) seeking affirmative relief - is on file, the attorney for cross-complainant (respondent) must sign this consent if required by Code of Civil Procedure section 581(i) or (j).

- (To be completed by clerk)
3. Dismissal entered as requested on (date): **APR 02 2001**
4. Dismissal entered on (date): as to only (name):
5. Dismissal not entered as requested for the following reasons (specify):
6. a. Attorney or party without attorney notified on (date):
 b. Attorney or party without attorney not notified. Filing party failed to provide
 a copy to conform means to return conformed copy

GARY M. BLAIR, EXECUTIVE OFFICER
MARTHA G. HENDERSON
 Clerk, by _____, Deputy

Date: **APR 02 2001**

PROOF OF SERVICE

I am a resident of the State of California, over the age of eighteen years, and not a party to the within action. My business address is HATCH AND PARENT, 21 East Carrillo Street, Santa Barbara, California 93101-2782. On April 2, 2001 I served the within document:

REQUEST FOR DISMISSAL

by transmitting via facsimile the document(s) listed above to the fax number(s) set forth below on this date before 5:00 p.m.

by placing the document(s) listed above in a sealed envelope with postage thereon fully prepaid, in the United States mail at Santa Barbara, California addressed as set forth below.

by causing personal delivery of the document(s) listed above to the person(s) at the address(es) set forth below.

by personally delivering the document(s) listed above to the person(s) at the address(es) set forth below.

HATCH AND PARENT
21 East Carrillo Street
Santa Barbara, CA 93101

Todd A. Porter, Esq.
1026 Palm Street, Suite 214
San Luis Obispo, CA 93401
Fax: (805) 541-4855

Jacqueline Misho, Esq.
800 Presidio Avenue
Santa Barbara, CA 93101
Fax: (805) 564-7035


Frank Merideth, Esq.
Kim Thigpen, Esq.
Bryan Cave LLP
120 Broadway, Suite 300
Santa Monica, CA 90401-2305
Fax: (310) 576-2200

Michael Pina, Esq.
Bull, Cohn & Associates
1836 State Street
Santa Barbara, CA 93101
Fax: (805) 682-4215

I am readily familiar with the firm's practice of collection and processing correspondence for mailing. Under that practice it would be deposited with the U.S. Postal Service on that same day with postage thereon fully prepaid in the ordinary course of business. I am aware that on motion of the party served, service is presumed invalid if postal cancellation date or postage meter date is more than one day after date of deposit for mailing in affidavit.

(State) I declare under penalty of perjury under the laws of the State of California that the above is true and correct.

Executed on April 2, 2001, at Santa Barbara, California.


Donna M. Lowe

11

IN THE COURT OF APPEAL OF THE STATE OF CALIFORNIA
SECOND APPELLATE DISTRICT, DIVISION SIX

MELINDA PILLSBURY-FOSTER,

Plaintiff and Respondent,

v.

GREEN HILLS SOFTWARE, INC.,

Defendant and Appellant.

MELINDA PILLSBURY-FOSTER,

Plaintiff and Appellant,

v.

CRAIG FRANKLIN, et al.,

Defendants and Respondents.

No. B143568

(Superior Court No. 233136)
Santa Barbara County

Consolidated with

~~No. B145793~~

(Superior Court No. 233136)
Santa Barbara County

COURT OF APPEAL-SECOND DIST.

F I L E D

APR 5 - 2001

JOSEPH A. LANE, Clerk

RON ALBISTON, Deputy Clerk

STIPULATION AND ORDER RE: VOLUNTARY ABANDONMENT
AND DISMISSAL
CALIFORNIA RULE OF COURT 19(b)

TODD A. PORTER, SBN 148993
1026 Palm Street, Suite 214
San Luis Obispo, CA 93401
Attorney for:
MELINDA PILLSBURY-FOSTER

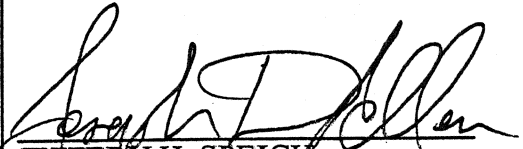
JEFFERY H. SPEICH, SBN 067632
S. TIMOTHY BUYNAC, SBN 044932
JOSEPH D. ALLEN, SBN 048922

HATCH AND PARENT
21 East Carrillo Street
Santa Barbara, CA 93101
Attorneys for:
GREEN HILLS SOFTWARE, INC.

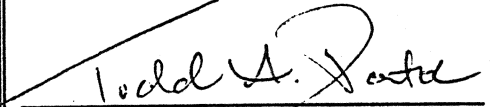
HATCH AND PARENT
21 East Carrillo Street
Santa Barbara, CA 93101

1 The parties, GREEN HILLS SOFTWARE, INC., Appellant and Respondent, MELINDA
2 PILLSBURY-FOSTER, Appellant and Respondent, DANIEL O'DOWD, Respondent, CRAIG
3 FRANKLIN, Respondent, having resolved the issues presented in the Appeal, by written
4 agreement, hereby stipulate as follows:

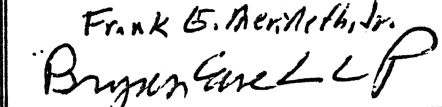
5 GREEN HILLS SOFTWARE, INC.'s, Appeal, Case No. B143568 is consolidated with
6 MELINDA PILLSBURY-FOSTER's Appeal, Case No. B145793. The lead case number is Case
7 No. B143568. Appellant GREEN HILLS SOFTWARE, INC., through its attorney, stipulates to
8 voluntarily dismiss its appeal. Likewise, Appellant MELINDA PILLSBURY-FOSTER,
9 stipulates to voluntarily dismiss her appeal. Both dismissals are with prejudice, all sides to bear
10 their own attorney fees and costs.

11 
12
13 JEFFERY H. SPEICH,
14 S. TIMOTHY BUYNAC
15 JOSEPH D. ALLEN
16 HATCH AND PARENT
17 21 East Carrillo Street
18 Santa Barbara, CA 93101-2782
19 Attorneys for GREENHILLS SOFTWARE, INC.
20 Appellant and Respondent

Dated: March 30, 2001

21 
22
23 TODD A. PORTER
24 LAW OFFICE OF TODD A. PORTER
25 1026 Palm Street, Suite 214
26 San Luis Obispo, CA 93401
27 Attorney for MELINDA PILLSBURY-FOSTER
28 Appellant and Respondent

Dated: March 30, 2001

29 
30
31 FRANK E. MERIDITH, JR.
32 BRYAN CAVE LLP
33 120 Broadway, Suite 300
34 Santa Monica, CA 90401
35 Attorneys for DANIEL O'DOWD
36 Respondent

Dated: March 30, 2001

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MICHAEL PINA
BULL, COHN AND ASSOCIATES
1836 State Street
Santa Barbara, CA 93101
Attorneys for CRAIG FRANKLIN
Respondent

Dated: March 30, 2001



JACQUELINE MISHO
ATTORNEY AT LAW, CFLS
800 Presidio Avenue
Santa Barbara, CA 93101
Attorney for A. CRAIG FRANKLIN
Petitioner

Dated: March 30, 2001

HATCH AND PARENT
21 East Carrillo Street
Santa Barbara, CA 93101

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ORDER

The parties, having stipulated to a voluntary dismissal of these two appeals, with prejudice, with all sides to bear their own attorney fees and costs. IT IS SO ORDERED.

Dated: _____

GILBERT

Presiding Justice of the Court of Appeal,
Second District, Division Six

COURT OF APPEAL-SECOND DIST.

F I L E D

APR 5 - 2001

JOSEPH A. LANE, Clerk

RON ALBISTON, Deputy Clerk

HATCH AND PARENT

21 East Carrillo Street
Santa Barbara, CA 93101

1 PROOF OF SERVICE

2 I am a resident of the State of California, over the age of eighteen years, and not a
3 party to the within action. My business address is HATCH AND PARENT, 21 East Carrillo Street,
4 Santa Barbara, California 93101-2782. On April 2, 2001 I served the within document:

5 STIPULATION AND ORDER RE: VOLUNTARY ABANDONMENT AND DISMISSAL,
6 CALIFORNIA RULE OF COURT 19(b)

7

by transmitting via facsimile the document(s) listed above to the fax number(s)
set forth below on this date before 5:00 p.m.

8

9 by placing the document(s) listed above in a sealed envelope with postage
thereon fully prepaid, in the United States mail at Santa Barbara, California
addressed as set forth below.

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11 by causing personal delivery of the document(s) listed above to the person(s) at
the address(es) set forth below.

12

13 by personally delivering the document(s) listed above to the person(s) at the
address(es) set forth below.

14 HATCH AND PARENT
15 21 East Carrillo Street
16 Santa Barbara, CA 93101

15 Todd A. Porter, Esq.
16 1026 Palm Street, Suite 214
17 San Luis Obispo, CA 93401
18 Fax: (805) 541-4855

Jacqueline Misho, Esq.
800 Presidio Avenue
Santa Barbara, CA 93101
Fax: (805) 564-7035

17 Frank Merideth, Esq.
18 Kim Thigpen, Esq.
19 Bryan Cave LLP
120 Broadway, Suite 300
Santa Monica, CA 90401-2305
20 Fax: (310) 576-2200

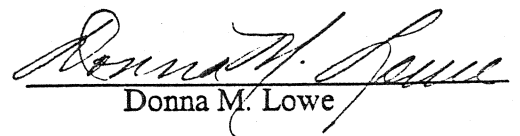
Michael Pina, Esq.
Bull, Cohn & Associates
1836 State Street
Santa Barbara, CA 93101
Fax: (805) 682-4215

21 I am readily familiar with the firm's practice of collection and processing
22 correspondence for mailing. Under that practice it would be deposited with the U.S. Postal Service
23 on that same day with postage thereon fully prepaid in the ordinary course of business. I am aware
that on motion of the party served, service is presumed invalid if postal cancellation date or postage
meter date is more than one day after date of deposit for mailing in affidavit.

24

(State) I declare under penalty of perjury under the laws of the State of California
that the above is true and correct.

25 Executed on April 2, 2001, at Santa Barbara, California.

26
27 
28 Donna M. Lowe

