

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/30/2005

CONVEYING PARTY DATA

Name	Execution Date
Timberline Software Corporation	09/30/2005

RECEIVING PARTY DATA

Name:	Best Software, Inc.
Street Address:	56 Technology Drive
City:	Irvine
State/Country:	CALIFORNIA
Postal Code:	92618

PROPERTY NUMBERS Total: 3

Property Type	Number
Application Number:	09849513
Patent Number:	7167876
Patent Number:	7296217

CORRESPONDENCE DATA

Fax Number: (949)753-1911
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (949) 753-1222
 Email: ipfilings@sage.com
 Correspondent Name: Chanette Armstrong
 Address Line 1: 56 Technology Drive
 Address Line 2: Sage Software, Inc.
 Address Line 4: Irvine, CALIFORNIA 92618

ATTORNEY DOCKET NUMBER:	PAT ASSIGN TLC TO BSI
NAME OF SUBMITTER:	Chanette Armstrong

CH \$120.00 09849513

Total Attachments: 4

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COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, SEPTEMBER 28, 2005

The State Corporation Commission finds the accompanying articles submitted on behalf of
BEST SOFTWARE, INC.

comply with the requirements of law and confirms payment of all required fees. Therefore, it is
ORDERED that this

CERTIFICATE OF MERGER

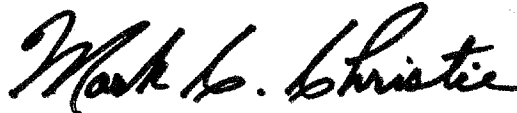
be issued and admitted to record with the articles of merger in the Office of the Clerk of the
Commission, effective September 30, 2005. Each of the following:

TIMBERLINE SOFTWARE CORPORATION (AN OR CORP NOT
QUALIFIED IN VA)

is merged into BEST SOFTWARE, INC., which continues to exist under the laws of VIRGINIA
with the name BEST SOFTWARE, INC., and the separate existence of each non-surviving
entity ceases.

STATE CORPORATION COMMISSION

By



Commissioner

MERGACPT
CIS0354
05-09-16-0063

Articles of Merger
of
Timberline Software Corporation
into
Best Software, Inc.

Best Software, Inc., a Virginia corporation ("**Best**" or the "**Surviving Corporation**") and Timberline Software Corporation, an Oregon corporation (the "**Disappearing Corporation**"), pursuant to Section 13.1-719 of the Virginia Stock Corporation Act (the "**Code**"), hereby execute the following Articles of Merger (these "**Articles**") and set forth:

ONE

1. Merger. The effective time and date of the Merger (defined below) shall be upon the close of business September 30, 2005 (the "**Effective Date**"). On the Effective Date, the Disappearing Corporation shall be merged with and into the Surviving Corporation (the "**Merger**") pursuant to Section 13.1-719 of the Code of Virginia and the separate existence of the Disappearing Corporation shall thereupon cease. The Surviving Corporation shall continue its corporate existence in the Commonwealth of Virginia as the surviving corporation after the Effective Date.
2. Effect of Merger on Outstanding Shares. Upon the Effective Date of the Merger, by virtue of the Merger and without any action on the part of any holder thereof, each share and each certificate representing shares of the capital stock of the Disappearing Corporation outstanding immediately prior thereto shall automatically be cancelled, and no shares of the Surviving Corporation shall be issued in exchange therefore. The outstanding shares of the Surviving Corporation shall remain outstanding and shall not be affected by the Merger.
3. Articles of Incorporation and Bylaws. The Articles of Incorporation and Bylaws of the Surviving Corporation, as in effect immediately prior to the Effective Date, shall continue (until amended or repealed as provided by applicable law) to be the Articles of Incorporation and Bylaws of the Surviving Corporation without change or amendment.
4. Subsequent Action. If, at any time after the Effective Date, it shall be necessary or desirable to take any action or execute, deliver or file any instrument or document in order to vest, perfect or confirm of record in the Surviving Corporation the title to any property or any rights of the Disappearing Corporation, or otherwise to carry out the provisions of this Agreement, the directors and officers of the Surviving Corporation are hereby authorized and empowered on behalf of the Disappearing Corporation and in its name to take such action and execute, deliver and file such instruments and documents.

5. Rights and Duties of the Surviving Corporation. On the Effective Date, the Surviving Corporation shall thereupon and thereafter possess all rights, privileges, immunities, licenses, and permits (whether of a public or private nature) of the Disappearing Corporation; and all property (real, personal, and mixed), all debts due on whatever account, all choses in action, and all and every other interest of or belonging to or due to the Disappearing Corporation shall continue and be taken and deemed to be transferred to and vested in the Surviving Corporation, without further act or deed; and the Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of the Disappearing Corporation.
6. Termination. At any time prior to the Effective Date, this Agreement may be terminated and the Merger abandoned at the election of the Board of Directors of the Surviving Corporation.

TWO

- A. Adoption of the Plan by the Boards of Best and the Disappearing Corporation. The Plan of Merger was approved and adopted on September 30, 2005, by the Board of Directors of each of Best and the Disappearing Corporation by unanimous written consent.
- B. Shareholder Approval. Pursuant to Section 13.1-719 of the Code, Shareholder approval of Best is not required. Pursuant to Chapter 60.501 of the Oregon Revised Statutes, Shareholder approval of the Disappearing Corporation is not required.

Each of the undersigned declares that the facts herein stated are true, and executes these Articles on behalf of the respective party to these Articles of Merger, as of September 30, 2005.

<p>Surviving Corporation: Best Software, Inc., a Virginia corporation</p> <p>By: _____ Name: Timothy M. Leyden Title: Senior Vice President and Chief Financial Officer</p>	<p>Disappearing Corporation: Timberline Software Corporation, an Oregon corporation</p> <p>By: <u>Carl Asai</u> Name: Carl Asai Title: Senior Vice President, Chief Financial Officer, Treasurer, and Assistant Secretary</p>

5. Rights and Duties of the Surviving Corporation. On the Effective Date, the Surviving Corporation shall thereupon and thereafter possess all rights, privileges, immunities, licenses, and permits (whether of a public or private nature) of the Disappearing Corporation; and all property (real, personal, and mixed), all debts due on whatever account, all choses in action, and all and every other interest of or belonging to or due to the Disappearing Corporation shall continue and be taken and deemed to be transferred to and vested in the Surviving Corporation, without further act or deed; and the Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of the Disappearing Corporation.

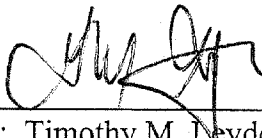
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