

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/01/2011

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Activant Wholesale Distribution Solutions Inc.		12/23/2010	CORPORATION: NEW JERSEY

**RECEIVING PARTY DATA**

Name:	Activant Solutions Inc.
Street Address:	7683 Southfront Road
City:	Livermore
State/Country:	CALIFORNIA
Postal Code:	94551
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 5**

Property Type	Number	Word Mark
Registration Number:	2987520	WDSREMOTE
Registration Number:	2940180	TRADESOURCE
Registration Number:	2558429	FASPAC
Registration Number:	2247555	PROPHET 21
Registration Number:	1884657	ADVANCED DISTRIBUTION SYSTEM

**CORRESPONDENCE DATA**

Fax Number: (303)863-0223  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 303-863-9700  
 Email: mtrudell@sheridanross.com  
 Correspondent Name: Miriam D. Trudell, Sheridan Ross P.C.  
 Address Line 1: 1560 Broadway, Suite 1200  
 Address Line 4: Denver, COLORADO 80202

**CH \$140.00 2987520**

ATTORNEY DOCKET NUMBER:	5842-135
NAME OF SUBMITTER:	Miriam D. Trudell
Signature:	/miriam trudell/
Date:	01/13/2011
<b>Total Attachments: 4</b> source=AWDS - ASI CERTIFICATE OF MERGER - DE (EFFECT 1-1-11)#page1.tif source=AWDS - ASI CERTIFICATE OF MERGER - DE (EFFECT 1-1-11)#page2.tif source=AWDS - ASI CERTIFICATE OF MERGER - DE (EFFECT 1-1-11)#page3.tif source=AWDS - ASI CERTIFICATE OF MERGER - DE (EFFECT 1-1-11)#page4.tif	

# Delaware

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*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"ACTIVANT WHOLESALE DISTRIBUTION SOLUTIONS INC.", A NEW JERSEY CORPORATION,

WITH AND INTO "ACTIVANT SOLUTIONS INC." UNDER THE NAME OF "ACTIVANT SOLUTIONS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF DECEMBER, A.D. 2010, AT 10:08 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF JANUARY, A.D. 2011.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8451195

DATE: 12-23-10

TRADEMARK  
REEL: 004452 FRAME: 0449

**CERTIFICATE OF OWNERSHIP AND MERGER**

**OF**

**ACTIVANT WHOLESALE DISTRIBUTION SOLUTIONS INC.**  
**(a New Jersey corporation)**

**into**

**ACTIVANT SOLUTIONS INC.**  
**(a Delaware corporation)**

Pursuant to Title 8, Section 253 of the Delaware General Corporation Law, it is hereby certified as follows:

1. Activant Solutions, Inc. (the "Corporation") is a business corporation of the State of Delaware.

2. The Corporation is the owner of all of the outstanding shares of the common stock of Activant Wholesale Distribution Solutions Inc. (the "Subsidiary"), which is a business corporation of the State of New Jersey.

3. The laws of the jurisdiction of organization of the Subsidiary permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.

4. The Corporation hereby merges the Subsidiary into the Corporation (the "Merger").

5. The following is a copy of the resolutions adopted on December 17, 2010 by the Board of Directors of the Corporation to merge the Subsidiary into the Corporation:

"NOW, THEREFORE, BE IT RESOLVED, that the Merger, and the assumption all of the liabilities and obligations of Subsidiary by the Corporation in connection therewith, be, and they hereby are, authorized, approved and adopted in all respects;

RESOLVED, FURTHER, that any resolutions required under the laws of Subsidiary's state of incorporation to be approved and adopted by the Board in order to approve the Merger be, and they hereby are, authorized, approved and adopted in all respects and copies of such resolutions shall be certified by the Secretary of the Corporation and inserted in the Board's minutes;

RESOLVED, FURTHER, that the officers of the Corporation be, and they each hereby are, authorized and directed, for and on behalf of the Corporation, to enter into the Agreement and Plan of Merger, in substantially the form attached hereto as Exhibit A (the "Merger Agreement"), providing for the merger and the assumption of Subsidiary's obligations and

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liabilities by the Corporation, with such additions, deletions and changes thereto as they shall approve, their execution and delivery thereof to be conclusive evidence of such approval; and

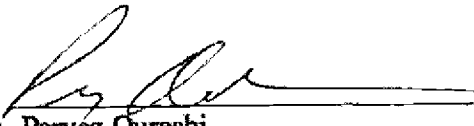
RESOLVED, FURTHER, that the officers of the Corporation be, and they each hereby are, authorized and directed to file with the New Jersey Department of Treasury and the Delaware Secretary of State, as the case may be, such certificates of merger or other information as such officers shall deem necessary or advisable to consummate and effect the Merger.

RESOLVED, FURTHER, that to the extent that Subsidiary is party to an agreement, contract or understanding ("Agreement"), the transfer of which to the Corporation shall not occur automatically by operation of law but shall instead require notice, consent or separate assignment, such transfer be, and it hereby is, authorized, approved and adopted in all respects and the officers of the Corporation be, and they hereby are, authorized and directed, for and on behalf of the Corporation, to deliver such notices, obtain such consents and enter into such assignment agreements and other instruments as such officers shall deem necessary or advisable to assign any such Agreement to the Corporation.

RESOLVED, FURTHER, that the officers of the Corporation be, and each of them hereby is, authorized in the name and on behalf of the Corporation, to take all such further actions, including, but not limited to, (i) the negotiation of such additional agreements, amendments, supplements, reports, documents, instruments, applications, or certificates not now known but which may be required, (ii) the negotiation of such changes and additions to any agreements, amendments, supplements, reports, documents, instruments, applications, or certificates currently existing, (iii) the execution, delivery, filing and/or recordation (if applicable) of any of the foregoing and (iv) the payment of all fees, consent payments, taxes and other expenses as any such officer, in his sole discretion, may approve or deem necessary, appropriate or advisable in order to carry out the intent and accomplish the purposes of the foregoing resolutions and the transactions contemplated thereby, all of such actions, executions, deliveries, filings, recordations and payments to be conclusive evidence of such approval or that such officer deemed the same to be so necessary, appropriate or advisable; and that all such actions, executions, deliveries, filings, recordations and payments taken or made at any time in connection with the transactions contemplated by the foregoing resolutions be, and they hereby are, approved, adopted, ratified and confirmed in all respects as the true acts and deeds of the Corporation as if specifically set out in these resolutions."

6. The Merger shall be effective on January 1, 2011.

IN WITNESS WHEREOF, the undersigned authorized officer of Activant Solutions Inc. does hereby execute this Certificate of Ownership and Merger on this 23<sup>rd</sup> day of December, 2010.

By:   
Name: Pervez Qureshi  
Title: President and Chief Executive Officer

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