

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Concurrent Merger and Change of Name

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Epicor Software Corporation		12/27/2011	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Epicor Software Corporation
Street Address:	7683 Southfront Road
City:	Livermore
State/Country:	CALIFORNIA
Postal Code:	94551
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 18

Property Type	Number	Word Mark
Serial Number:	74713919	ACCOUNT TRACKER
Serial Number:	75372310	AVANTE
Serial Number:	85430200	BUSINESS INSPIRED
Serial Number:	74175209	CLIENTELE
Serial Number:	74550238	CUSTOMER TRACKER
Serial Number:	85390158	DYNACHANGE
Serial Number:	75643945	EPICOR
Serial Number:	78398905	EPICOR
Serial Number:	85425849	KNOWLEDGE YOUR WAY
Serial Number:	73454935	MANAGE 2000
Serial Number:	74550232	ORDER TRACKER
Serial Number:	74499727	PART TRACKER
Serial Number:	74713920	QUOTE TRACKER
Serial Number:	74550253	SHOP TRACKER

CH \$465.00 74713919

Serial Number:	74499767	VANTAGE
Serial Number:	78237673	VISTA
Serial Number:	78283293	EXPRESSSHIP
Serial Number:	75663194	E

CORRESPONDENCE DATA

Fax Number: (303)863-0223

Phone: 3038639700

Email: mtrudell@sheridanross.com

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Correspondent Name: Miriam D. Trudell, Sheridan Ross P.C.

Address Line 1: 1560 Broadway, Suite 1200

Address Line 4: Denver, COLORADO 80202

ATTORNEY DOCKET NUMBER:	5842-172
-------------------------	----------

NAME OF SUBMITTER:	Miriam D. Trudell
--------------------	-------------------

Signature:	/miriam trudell/
------------	------------------

Date:	01/24/2012
-------	------------

Total Attachments: 4

source=Merger - Epicor to Eagle Parent#page1.tif

source=Merger - Epicor to Eagle Parent#page2.tif

source=Merger - Epicor to Eagle Parent#page3.tif

source=Merger - Epicor to Eagle Parent#page4.tif

Delaware

PAGE 1

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:

"EPICOR SOFTWARE CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "EAGLE PARENT, INC." UNDER THE NAME OF "EPICOR SOFTWARE CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2011, AT 2:33 O'CLOCK P.M.


AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2011, AT 11:50 O'CLOCK P.M.

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

4959190 8100M

111350687




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9265355

DATE: 12-30-11

You may verify this certificate online
at corp.delaware.gov/authver.shtml

TRADEMARK
REEL: 004704 FRAME: 0038

**CERTIFICATE OF OWNERSHIP AND MERGER
MERGING**

**EPICOR SOFTWARE CORPORATION, A DELAWARE CORPORATION
WITH AND INTO
EAGLE PARENT, INC., A DELAWARE CORPORATION**

*Pursuant to Section 253
of the General Corporation Law of the State of Delaware*

Eagle Parent, Inc., a corporation organized and existing under and by virtue of the laws of the State of Delaware (the "Parent Corporation"),

DOES HEREBY CERTIFY:

FIRST: That the Parent Corporation was incorporated pursuant to the General Corporation Law of the State of Delaware (the "Code").

SECOND: That the Parent Corporation owns all of the outstanding shares of each class of the capital stock of Epicor Software Corporation, a corporation organized and existing under and by virtue of the laws of the State of Delaware (the "Subsidiary Corporation").

THIRD: That the Parent Corporation, by the following resolutions of its Board of Directors, duly adopted on December 27, 2011, determined to merge the Subsidiary Corporation into itself (the "Merger"), with the Parent Corporation being the surviving corporation:

RESOLVED, that pursuant to Section 253 of the Code, in the Merger, the Subsidiary Corporation shall be merged with and into the Parent Corporation, whereupon the separate existence of the Subsidiary Corporation shall cease, and the Parent Corporation shall be the surviving corporation (the "Surviving Corporation") of the Merger;

RESOLVED FURTHER, that the Merger is hereby approved pursuant to the provisions of Section 253 of the Code;

RESOLVED FURTHER, that the Merger shall become effective upon filing of the Certificate of Ownership and Merger with the Delaware Secretary of State or at such time as is otherwise specified therein (the "Effective Time");

RESOLVED FURTHER, that from and after the Effective Time, until successors are duly elected or appointed in accordance with applicable law, the directors of the Parent Corporation at the Effective Time shall be the directors of the Surviving Corporation, and the officers of the Parent Corporation at the Effective Time shall be the officers of the Surviving Corporation;

RESOLVED FURTHER, that from and after the Effective Time, the bylaws of the Parent Corporation shall be the bylaws of the Surviving Corporation;

RESOLVED FURTHER, that from and after the Effective Time, the certificate of incorporation of the Parent Corporation shall be the certificate of incorporation of the Surviving Corporation; and

RESOLVED FURTHER, that from and after the Effective Time, the name of the Surviving Corporation shall be Epicor Software Corporation.

FOURTH: The Parent Corporation shall be the surviving corporation of the Merger.

FIFTH: The name of the Surviving Corporation shall be Eagle Parent, Inc.

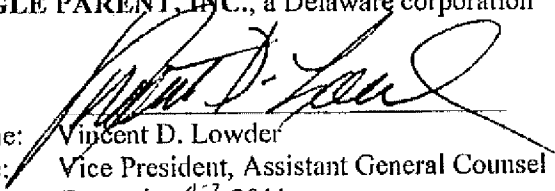
SIXTH: The name of the Surviving Corporation is hereby changed to Epicor Software Corporation.

SEVENTH: The Merger shall become effective as of December 31, 2011 at 11:50 P.M. Eastern Standard Time.

(Signature page follows)

IN WITNESS WHEREOF, the Parent Corporation has caused this Certificate of Ownership and Merger to be signed as of the date written below by a duly authorized officer, declaring that the facts stated herein are true.

EAGLE PARENT, INC., a Delaware corporation

By: 
Name: Vincent D. Lowder
Title: Vice President, Assistant General Counsel
Date: December 27, 2011

[Signature page for Certificate of Ownership and Merger/Epicor Software Corporation into Eagle Parent, Inc.]

SFODMS/6635465.1

RECORDED: 01/24/2012

TRADEMARK
REEL: 004704 FRAME: 0041