

12-22-1999

Client Code: ADBUS.090



2 SHEET

101230394

TO THE ASSISTANT COMMISSIONER OF PATENTS AND TRADEMARKS: Please record the attached original documents or copy thereof.

1. Name of conveying party: (If multiple assignors, list numerically)

DataWorks Corporation

- ( ) Individual  
 ( ) Association  
 ( ) General Partnership  
 ( ) Limited Partnership  
 (x) Corporation - State: California  
 ( ) Other:

Additional name(s) of conveying party(ies) attached?

( ) Yes (X) No

2. Name and address of receiving party(ies):

Name: DataWorks Corporation

Street Address: 5910 Pacific Center Blvd. Suite 800

City: San Diego State: CA ZIP: 92121

- ( ) Individual  
 ( ) Association  
 ( ) General Partnership  
 ( ) Limited Partnership  
 (x) Corporation - State: Delaware  
 ( ) Other:

If assignee is not domiciled in the United States, a domestic representative designation is attached: ( ) Yes (X) No

(Designations must be a separate document from Assignment)

Additional name(s) and address(es) attached?

( ) Yes (X) No

3. Nature of conveyance:

- ( ) Assignment  
 (x) Merger  
 ( ) Security Agreement  
 ( ) Change of Name  
 ( ) Other:

Execution Date: (If multiple assignors, list execution dates in numerical order corresponding to numbers indicated in 1 above) October 2, 1998

4. Application number(s) or registration number(s):

a. Trademark Application No(s):  
 75/328918, 75/372310

b. Trademark Registration No.  
 2,290,925

Additional numbers attached? ( ) Yes (X) No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Catherine J. Holland  
 KNOBBE, MARTENS, OLSON & BEAR, LLP  
 Customer No. 20.995

Internal Address: Sixteenth Floor

Street Address: 620 Newport Center Drive

City: Newport Beach State: CA ZIP: 92660

Attorney's Docket No.: ADBUS.121T-128T

7. Total fee (37 CFR 3.41): \$90

- ( ) Enclosed  
 (X) Authorized to be charged to deposit account

8. Deposit account number: 11-1410

Please charge this account for any additional fees which may be required, or credit any overpayment to this account.

6. Total number of applications and registrations involved:  
 3

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct, and any attached copy is a true copy of the original document.

Catherine J. Holland  
 Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments and document: 6

Mail documents to be recorded with required cover sheet information to:

12/21/1999 DWGUYEN 00000192 111410 75328918

01 FC:481 40.00 CH

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Commissioner of Patents and Trademarks  
 Box Assignments  
 Washington, D.C. 20231

TRADEMARK  
 REEL: 002002 FRAME: 0830

RECEIVED  
 1999 DEC -6 PM 12:28  
 OPR/FINANCE

75328918  
 111410  
 00000192  
 12/21/1999 DWGUYEN  
 01 FC:482  
 50.00 CH

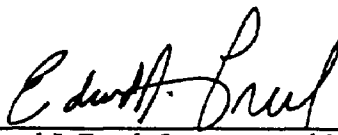
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"DATAWORKS CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "EPICOR SOFTWARE CORPORATION" 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 TWELFTH DAY OF AUGUST, A.D. 1999, AT 9 O'CLOCK A.M.

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



  
\_\_\_\_\_  
Edward J. Freel, Secretary of State

2143290 8100M

AUTHENTICATION: 9922141

991338328

DATE: 08-16-99

TRADEMARK  
REEL: 002002 FRAME: 0831

**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**DATAWORKS CORPORATION,  
(a Delaware corporation)**

**WITH AND INTO**

**EPICOR SOFTWARE CORPORATION  
(a Delaware corporation)**

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

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**Epicor Software Corporation, a corporation organized and existing under the laws of the  
State of Delaware ("Epicor"), DOES HEREBY CERTIFY:**

**FIRST: That DataWorks Corporation ("DataWorks") is a corporation of the State of  
Delaware and a wholly-owned subsidiary of Epicor.**

**SECOND: That Epicor, as the owner of at least 90% of the outstanding shares of stock of  
DataWorks, does hereby merge DataWorks with and into Epicor (the "Merger").**

**THIRD: That the following is a copy of the resolutions duly adopted by the unanimous  
written consent of the Board of Directors of Epicor on June 23, 1999 with respect to the Merger:**

**RESOLVED: That DataWorks Corporation ("DataWorks") be merged with and into Epicor  
Software Corporation ("Epicor" or the "Company") pursuant to Section 253 of the Delaware General  
Corporation Law (the "DGCL") as hereinafter provided (the "Merger"), so that the separate existence  
of DataWorks shall cease as soon as the Merger shall become effective (the "Effective Date"), and  
thereupon DataWorks and the Company will become a single corporation (the "Surviving  
Corporation"), which shall continue to exist under and be governed by, the laws of the State of  
Delaware;**

**FURTHER RESOLVED:** That the officers of the Company be and they hereby are authorized and directed to make and execute a Certificate of Ownership and Merger (the "Certificate of Ownership and Merger") setting forth a copy of these resolutions to merge DataWorks into the Company, and to cause the same to be filed and recorded as provided by law, and to do all acts and things whatsoever, within the State of Delaware and in any other appropriate jurisdiction, necessary or proper to effect the Merger;

**FURTHER RESOLVED:** That the Merger shall be effective upon the date of filing by the Company with the Secretary of State of the State of Delaware of the Certificate of Ownership and Merger;

**FURTHER RESOLVED:** That the terms and conditions of the Merger are as follows:

(a) The Certificate of Incorporation of Epicor, as in effect immediately prior to the Effective Date, shall be the Certificate of Incorporation of the Surviving Corporation, until thereafter duly amended in accordance with applicable law.

(b) The Bylaws of Epicor, as in effect immediately prior to the Effective Date, shall be the Bylaws of the Surviving Corporation, until thereafter duly amended in accordance with applicable law.

(c) The directors of Epicor immediately prior to the Effective Date shall be the initial directors of the Surviving Corporation and will hold office from the Effective Date until their respective successors are duly elected or appointed and qualified in the manner provided in the Certificate of Incorporation and Bylaws of the Surviving Corporation, as such instruments may be amended from time to time, either before or after the Effective Date, or as otherwise provided by law.

(d) The officers of Epicor immediately prior to the Effective Date shall be the initial officers of the Surviving Corporation and will hold office from the Effective Date until their respective successors are duly elected or appointed and qualified in the manner provided in the Certificate of Incorporation and Bylaws of the Surviving Corporation, as such instruments may be amended from time to time, either before or after the Effective Date, or as otherwise provided by law.

(e) At the Effective Date, by virtue of the Merger and without any action on the part of DataWorks or the Company, each share of DataWorks common stock, par value \$0.001 per share (the "Shares"), issued and outstanding immediately prior to the Effective Date shall be canceled and extinguished and cease to exist, without any conversion thereof, and no payment shall be made with respect thereto.

**FURTHER RESOLVED:** That the proper officers of the Company are hereby authorized and directed to take all actions which may be necessary or advisable to carry out and perform the purposes and accomplish the intent of the resolutions and any and all prior actions taken by the officers in connection herewith are hereby ratified and approved.

**FOURTH:** That the Merger has been approved in writing by Epicor, the sole stockholder of DataWorks, in accordance with Section 228 of the Delaware Corporation Law.

**FIFTH:** That this Certificate of Ownership and Merger shall become effective upon its filing with the Secretary of State of the State of Delaware.

**IN WITNESS WHEREOF,** Epicor has caused this Certificate to be signed by  
Perry Tarnofsky, its Vice-President, this 12th day of August, 1999.

**EPICOR SOFTWARE CORPORATION**

By:   
Perry Tarnofsky, Vice-President

## KNOBBE, MARTENS, OLSON &amp; BEAR

A LIMITED LIABILITY PARTNERSHIP INCLUDING  
PROFESSIONAL CORPORATIONS

## PATENT, TRADEMARK AND COPYRIGHT CAUSES

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OF COUNSEL  
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KATSUHIRO ARA\*\*  
EUROPEAN PATENT ATTY  
MARTIN HELLEBRANDT  
KOREAN PATENT ATTY  
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DEBORAH S. SHIPHERD  
RICHARD E. CAMPBELL

December 1, 1999

VIA CERTIFICATE OF MAILING

Commissioner for Patents and Trademarks  
Box Assignments  
Washington, D.C. 20231

Re: Recordation of Merger Documents  
Our Reference: ADBUS.000

Dear Sir:

Enclosed for recordation is the following.

1. A Recordation Cover Sheet for DataWorks Corporation (CA) to DataWorks Corporation (DE).

**Please record document No. 1 first.**

2. A Recordation Cover Sheet for DataWorks Corporation (DE) to Epicor Software Corporation (DE).

**Document No. 2 should be recorded last. The owner of record should appear as Epicor Software Corporation, a Delaware Corporation.**

3. A stamped, self-addressed postcard to acknowledge receipt; and
4. Please charge Deposit Account No. 11-1410 in the amount of \$180 and for any additional fees which may be required, or credit any overpayment to this account. A copy of this letter is enclosed.

Respectfully submitted,



Catherine J. Holland

December 1, 1999

(Date)

Catherine J. Holland

**TRADEMARK****REEL: 002002 FRAME: 0835**

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Respectfully submitted,



Catherine J. Holland

December 1, 1999

(Date)

Catherine J. Holland

I hereby certify that this correspondence and all marked attachments are being deposited with the United States Postal Service as first-class mail in an envelope addressed to: Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, VA 22202-3513, on