

FORM PTO-1618A

Expires 6/30/99

OMB 0651-0027

U.S. Department of Commerce

Patent and Trademark Office

TRADEMARK

06-14-2000

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TO: The Commissioner of Patent

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hed original document(s) or copy(ies).

Submission Type

☐ New
☐ Resubmission (Non-Recordation)
 Document ID # _____
☐ Correction of PTO Error
 Reel # _____ Frame # _____
☐ Corrective Document
 Reel # _____ Frame # _____

Conveyance Type

☐ Assignment ☐ License
☐ Security Agreement
☐ Nunc Pro Tunc Assignment
 Effective Date: _____
 Month Day Year
☒ Merger
☐ Change of Name
☐ Other _____

Conveying Party

☐ Mark if additional names of conveying parties attached

Name: DataWorks Corporation
 Formerly _____

Execution Date: August 12, 1999

☐ Individual ☐ General Partnership ☐ Limited Partnership
☒ Corporation ☐ Association
☐ Other _____
 Citizenship/State of Incorporation/Organization Delaware

Receiving Party

☐ Mark if additional names of conveying parties attachedName: Epicor Software Corporation

DBA/AKA/TA _____

Composed of _____

Address (line 1) 195 Technology Drive

Address (line 2) _____

Address (line 3) Irvine CA/US 92618-2402
 City State/Country Zip Code

☐ Individual ☐ General Partnership ☐ Limited Partnership
☒ Corporation ☐ Association
☐ Other _____
☒ Citizenship/State of Incorporation/Organization State of Delaware

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment).

FOR OFFICE USE ONLY

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Mail documents to be recorded with required cover sheet(s) information to:
 Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK

REEL: 002086 FRAME: 0829

FORM PTO-1618B

Expires 6/30/99
OMB 0651-0027U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name _____

Address (line 1) _____

Address (line 2) _____

Address (line 3) _____

Address (line 4) _____

Correspondent Name and Address

Area Code and Telephone Number (612) 373-6908

Name Frank S. Farrell

Address (line 1) SCHWEGMAN, LUNDBERG, WOESSNER & KLUTH, P.A.

Address (line 2) 1600 TCF Tower

Address (line 3) 121 South Eighth Street

Address (line 4) Minneapolis, MN/US 55402

Pages Enter the total number of pages of the attached conveyance document including any attachments. # 26

Trademark Application Number(s) or Registration Number(s) _____ Mark if additional numbers attached.

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)**Registration Number(s)**

74/550,239

2,056,723

2,101,768

1,950,391

1,552,647

1,557,335

1,950,390

2,006,585

2,042,827

2,113,917

1,987,918

1,928,508

1,974,101

2,044,073

2,265,928

1,959,717

2,008,870

Number of Properties Enter the total number of properties involved. 17

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$ 440.00

Method of Payment: Enclosed _____ Deposit Account X

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: # 19-0743

Authorization to charge additional fees: Yes X No _____

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. Charges to deposit account are authorized, as indicated herein.

Frank S. Farrell

Name of Person Signing

Frank S. Farrell

Signature

6/14/00

Date Signed

TRADEMARK

REEL: 002086 FRAME: 0830

State of Delaware
Office of the Secretary of State PAGE 1

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

991338328

AUTHENTICATION: 9922141

DATE: 08-16-99

TRADEMARK
REEL: 002086 FRAME: 0831

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 06/12/1999
991338328 - 2143290

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

DATAWORKS CORPORATION,
(a Delaware corporation)

WITH AND INTO

EPICOR SOFTWARE CORPORATION
(a Delaware corporation)

Pursuant to Section 253 of
the Delaware General Corporation Law

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;

Certification

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.

Continued

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
Perry Tarnofsky, Vice-President

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