

09-18-2002

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Form PTO-1594
(Rev. 03/01)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Vista Technology Group, Ltd.

- Individual(s)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

B. 30.02

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: Vista Software Solutions, Inc.

Internal

Address: _____

Street Address: 2570 Foxfield Road

City: St. Charles State: IL Zip: 60174

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: July 22, 2002

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

A. Trademark Application No.(s) 76/397792,
76/170556

B. Trademark Registration No.(s) 2522158, 2453107,
2384925, 2331714, 2260547, 2147065

Additional number(s) attached Yes No

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

Name: Ariana G. Voigt

Internal Address: McDermott, Will & Emery

Street Address: 227 West Monroe Street

City: Chicago State: IL Zip: 60606

6. Total number of applications and registrations involved: _____

8

7. Total fee (37 CFR 3.41).....\$ 215.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

13-0206

DO NOT USE THIS SPACE

9. Signature.

Ariana G. Voigt
Name of Person Signing

Ariana G. Voigt
Signature

8/29/02
Date

Total number of pages including cover sheet, attachments, and document: **4**

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

09/17/2002 LNUELLER 00000188 130206 76397792

01 FC:481 40.00 CH
02 FC:482 175.00 CH

TRADEMARK
REEL: 002583 FRAME: 0465

TRADEMARK ASSIGNMENT

WHEREAS, THE VISTA TECHNOLOGY GROUP, LTD. (the "Assignor"), a corporation organized and existing under the laws of the State of Delaware, has adopted and used and is the sole and exclusive owner of the trademarks and of the applications and registrations therefor listed on Schedule I attached hereto and incorporated herein (all hereinafter collectively referred to as the "Trademarks"), and of all of the goodwill of the business appurtenant thereto;

WHEREAS, VISTA SOFTWARE SOLUTIONS, INC. (the "Assignee"), a corporation organized and existing under the laws of the State of Delaware, acquired the Trademarks from Assignor pursuant to an Agreement for Voluntary Surrender of Collateral dated July 22, 2002; and

WHEREAS, Assignor wishes to herein memorialize said assignment, transfer and surrender of the Trademarks to Assignee.

NOW, THEREFORE, TO ALL WHOM IT MAY CONCERN, be it known that for and in consideration of the cancellation of certain indebtedness owed by Assignor to Assignee and other valuable and legally sufficient consideration, the receipt and legal sufficiency of which is hereby acknowledged, the Assignor has sold, assigned and transferred, and by these presents does sell, assign and transfer unto the Assignee, the entire right, title and interest in and to the Trademarks, and in and to all of the goodwill of the business appurtenant thereto, together with all claims for damages by reason of infringement of same, with the right to sue for and collect the same for its own use and enjoyment, and for the use and enjoyment of its successors, assigns or other legal representatives;

AND, the Assignor hereby warrants and covenants that it has full right to convey the entire interest herein assigned, and that it has not executed, and will not execute, any agreements inconsistent herewith;

AND, Assignor agrees to execute any instruments and to perform any acts which may be necessary to fully effectuate and record this Assignment.

IN TESTIMONY WHEREOF, the Assignor has caused this Assignment to be executed by its duly authorized representative this 14th day of August 2002 and effective as of the 22nd day of July, 2002.

THE VISTA TECHNOLOGY GROUP, LTD.

By: W. A. INKER
Name: W. A. INKER
Title: PRESIDENT / CEO

CERTIFICATE OF ACKNOWLEDGEMENT

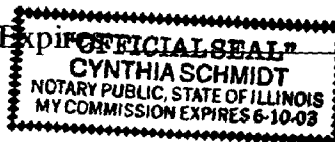
STATE OF Illinois
)SS.
COUNTY OF DUPAGE

I, Cynthia Schmidt, a Notary Public in and for the County and State aforesaid, do hereby certify that William IAIN KERR, personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that they signed, sealed and delivered the said instrument as a free act and deed on behalf of the identified corporation, THE VISTA TECHNOLOGY GROUP, LTD., a Delaware corporation, with authority to do so.

IN WITNESS WHEREOF, I have hereunto set my hand and Notarial Seal, this 14th day of August, 2002.

Cynthia Schmidt
Notary Public

Commission Expires



SCHEDULE I TO TRADEMARK ASSIGNMENT

<u>MARK</u>	<u>Reg. No./Ser. No.</u>	<u>Expiration</u>
VISTAPLANNER XL	76/397792	
TRANSACTION AGENT	76/170556	
EVISTAB2B	2522158	12/25/11
THE PERFECT INVOICE	2453107	5/22/11
HAWKEYE DEDUCTION ELIMINATION SYSTEM	2384925	9/12/10
TACTICAL ACCOUNT PLANNING (TAP)	2331714	3/21/10
VISTA CPG (and Design)	2260547	7/13/09
THE VISTA TECHNOLOGY GROUP, LTD. (and Design)	2147065	3/31/08