



RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office
(40919-022)

102228420

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

1. Name of conveying party(ies):

Silicon Valley Bank

8-23-02

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

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

3. Nature of conveyance:

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

Execution Date: July 3, 2002

2. Name and address of receiving party(ies)

Name: Vista Software Solutions, Inc.

Internal Address: _____
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

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

8/22/02
Date

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

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

09/19/2002 BT0N11 00000205 130206 76397792

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

ASSIGNMENT OF SECURITY INTEREST IN TRADEMARKS

THIS ASSIGNMENT OF SECURITY INTEREST IN TRADEMARKS (the "Security Assignment") is dated the 13th day of August, 2002 and is effective as of the 3rd day of July 2002 (the "Effective Date") by and between Silicon Valley Bank ("Assignor") and Vista Software Solutions, Inc. ("Assignee").

WHEREAS, The Vista Technology Group, Ltd. granted a security interest to Assignor in certain intellectual property pursuant to an Accounts Receivable Financing Agreement (the "Financing Agreement") and an Intellectual Property Security Agreement (the "IP Agreement"), both dated August 30, 2001;

WHEREAS, the Assignor, pursuant to a Loan Document Purchase and Assignment Agreement dated July 3, 2002 (the "Assignment Agreement"), assigned, inter alia, all of its right, title and interest in each of the Financing Agreement and the IP Agreement to Assignee;

WHEREAS, Assignor and Assignee wish to herein memorialize said assignment.

NOW, THEREFORE, TO ALL WHOM IT MAY CONCERN, be it known that for and in consideration set forth in the Assignment Agreement 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 each of the Financing Agreement and the IP Agreement, thereby transferring a security interest in and to the Trademarks (as defined in the IP Agreement), including the Trademarks attached hereto as Schedule I;

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 effective as of the first date set forth above.

SILICON VALLEY BANK

By: 

Name: Bruce Helberg

Title: SVP

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

ATTEST:

CERTIFICATE OF ACKNOWLEDGEMENT

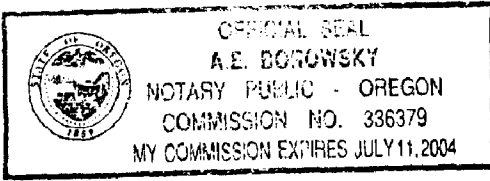
STATE OF Oregon
COUNTY OF Washington)SS.

I, A.E. Borowsky, a Notary Public in and for the County and State aforesaid, do hereby certify that Bruce Helberg, 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 SILICON VALLEY BANK, with authority to do so.

IN WITNESS WHEREOF, I have hereunto set my hand and Notarial Seal, this 13th day of August, 2002.

A.E. Borowsky
Notary Public

Commission Expires: July 11, 2004



A Partnership Including
Professional Corporations
227 West Monroe Street
Chicago, IL 60606-5096
312-372-2000
Facsimile 312-984-7700
www.mwe.com

Boston
Chicago
London
Los Angeles
Miami
Munich
New York
Orange County
Silicon Valley
Washington, D.C.

MCDERMOTT, WILL & EMERY

August 22, 2002

EV074703655US

Assistant Commissioner for Trademarks
Box: ASSIGNMENTS/FEE
2900 Crystal Drive
Arlington, VA 22202-3513

VIA EXPRESS MAIL

Re: Termination and Release of Security Interest
Our Reference No. 40919-022-200001

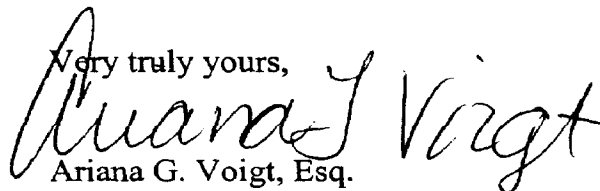
Dear Sir:

Enclosed please find the following:

1. A Recordation Form Cover Sheet;
2. Termination and Release of Security Interest, with accompanying schedule;
3. A return-addressed, postage-paid postcard for receiving the acknowledgment of receipt of these materials.

The recordation fee of \$215.00, should be charged to our Deposit Account No. 13-0206. Two copies of this letter are enclosed as authorization.

Please direct all correspondence and any telephone inquiries to the undersigned attorney for Applicant.

Very truly yours,

Ariana G. Voigt, Esq.

Enclosure

cc: Eric Halverson.

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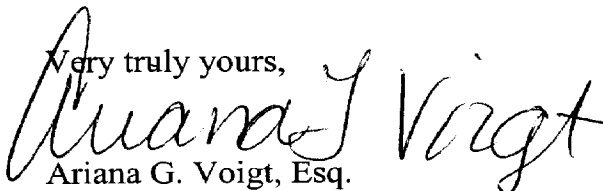
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Enclosure

cc: Eric Halverson.