

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

Tab settings ⇌ ⇌ ⇌ ▼ ▼ ▼ ▼ ▼ ▼ ▼

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

1. Name of conveying party(ies):

Faspac Systems, Inc.

- 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 _____
- Merger
- Change of Name

Execution Date: 06/13/03

2. Name and address of receiving party(ies)

Name: Prophet21, Inc.

Internal

Address: _____

Street Address: 19 West College Avenue

City: Yardley State: PA Zip: 19067

- 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) _____

B. Trademark Registration No.(s) 2558429 2538174

Additional number(s) attached Yes No

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

Name: Cara A. Boyle, Esq.

Internal Address: Morgan, Lewis & Bockius LLP

Attn.: TMSU

Street Address: 1111 Pennsylvania Avenue, N.W.

City: Washington State: DC Zip: 20004

6. Total number of applications and registrations involved: _____

2

7. Total fee (37 CFR 3.41).....\$ 65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

13-4520

DO NOT USE THIS SPACE

9. Signature.

Cara A. Boyle
Name of Person Signing


Signature

July 3, 2003
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

CH \$65.00 134520 2558429

EXECUTION COPY**TRADEMARK ASSIGNMENT**

FASPAC SYSTEMS, INC., a corporation incorporated under the laws of the State of California, having its principal place of business at 7590 Fay Avenue, Suite 301, La Jolla, CA 92037 (hereafter "Assignor"), is the owner of the service marks, trademarks, and trade names listed on Schedule A attached hereto, together with all registrations and/or applications therefor and any renewals thereof (the "Trademarks").

WHEREAS, PROPHET21, INC., a corporation incorporated under the laws of the State of Delaware, having its principal place of business at 19 West College Avenue, Yardley, PA 19067 (hereafter "Assignee"), pursuant to the Asset Purchase Agreement, dated as of June 13, 2003, by and between Assignor and Assignee (the "Agreement"), desires to acquire the entire right, title and interest in and to the Trademarks.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, pursuant to the Agreement, Assignor hereby irrevocably conveys, sells, assigns and transfers to Assignee, its successors and assigns, all worldwide right, title and interest, legal and equitable, in and to the Trademarks, together with all of the goodwill of the business symbolized by said Trademarks. The assignment of the Trademarks granted herein includes all rights of action accrued, accruing and to accrue under and by virtue of the Trademarks, including all right to sue or otherwise recover for past, present and future infringement and to receive all damages, payments, costs and fees associated therewith. Upon the request of Assignee, Assignor shall execute and deliver any and all instruments and documents and take such further actions as may be necessary or reasonably requested by Assignee to document the aforesaid assignment and transfer, and to enable Assignee to secure, register, maintain, enforce and otherwise fully protect its rights in and to the Trademarks.

[SIGNATURES ON FOLLOWING PAGE]

IN WITNESS WHEREOF, Faspac Systems, Inc., by its duly authorized officer,
does hereby set its hand and seal as of this 13th day of June, 2003.

FASPAC SYSTEMS, INC.

By: Margaret A. Jackson
Name: Margaret A. Jackson
Title: President

STATE OF CALIFORNIA

COUNTY San Diego

The foregoing instrument was acknowledged before me
this 13th day of June, 2003, by

Nimisha Amin
Notary Public



SCHEDULE A

1. "Faspac" – Registration No. 2558429, registered on April 9, 2002
2. "Uniquity" – Registration No. 2538174, registered on February 12, 2002