

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Exact Holding North America, Inc.		09/29/2004	CORPORATION: OHIO

**RECEIVING PARTY DATA**

Name:	Exact Software ERP-NA, Inc.
Street Address:	300 Brickstone Square
City:	Andover
State/Country:	MASSACHUSETTS
Postal Code:	01810
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 7**

Property Type	Number	Word Mark
Registration Number:	2248518	ALLIANCE MANUFACTURING SOFTWARE
Registration Number:	1893964	JOBBOSS
Registration Number:	2665029	KEWILL ERP DIVISION
Registration Number:	2247662	MAX
Registration Number:	2476124	OFFICEBOSS
Registration Number:	2167794	SHOPBOSS
Registration Number:	2373740	VIEWBOSS

**CORRESPONDENCE DATA**

Fax Number: (617)646-8646  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 617-646-8000  
 Email: kyost@wolfgreenfield.com  
 Correspondent Name: Lisa W. Martin  
 Address Line 1: 600 Atlantic Avenue  
 Address Line 2: Wolf Greenfield

**CH \$190.00 2248518**

Address Line 4: Boston, MASSACHUSETTS 02210

NAME OF SUBMITTER:

Lisa Martin

Signature:

/lwm/

Date:

12/22/2004

Total Attachments: 2

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## ASSIGNMENT

WHEREAS, Exact Holding North America, Inc., a corporation of Ohio having an office and place of business at 333 East Center Street, Marion, Ohio 43302, is the owner of the following trademark Registrations:

### SCHEDULE OF TRADEMARKS

MARK	REG. NO.	REG. DATE
ALLIANCE MANUFACTURING SOFTWARE & Design	2,248,518	June 1, 1999
JOBBOSS & Design	1,893,964	May 16, 1995
KEWILL ERP DIVISION & Design	2,665,029	December 24, 2002
MAX	2,247,662	May 25, 1999
OFFICEBOSS	2,476,124	August 7, 2001
SHOPBOSS & Design	2,167,794	June 23, 1998
VIEWBOSS	2,373,740	August 1, 2000

WHEREAS, Exact Software ERP-NA, Inc., a corporation of Delaware, having an office and place of business at 300 Brickstone Square, Andover, Massachusetts 01810, is desirous of acquiring all worldwide rights, title, and interest to said marks and the registrations therefor;

WHEREAS, Exact Holding North America, Inc. agrees to assign all worldwide, rights, title, and interest in said marks and the registrations therefor.

NOW, THEREFORE, for one Dollar (\$1.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, said Exact Holding North America, Inc. without representations or warranties with respect to said trademarks or registrations or the title thereto does hereby assign unto the said Exact Software ERP-NA, Inc., all its rights, title and interest in and to the said marks and the registrations therefor, together with the goodwill of the business symbolized by said marks and the registrations therefor and including all rights to sue and recover for past infringement of said marks and the registrations therefor.

Exact Holding North America, Inc.

9/29/04  
Date

By: BAMaloney  
Name: Beth A. Maloney  
Title: Corp. Secretary

STATE OF  
COUNTY OF

: MA  
: Essex

Subscribed to and sworn before me this 12 day of September, 2004

SEAL

*William R. Langford*  
Notary Public  
My Commission Expires 8/23/2007

805045.1

RECORDED: 12/22/2004

TRADEMARK  
REEL: 002996 FRAME: 0480