

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 Software ERP-NA, Inc.		12/22/2006	CORPORATION:
RECEIVING PARTY DATA			
Name:	Exact Software ERP-NA, LLC		
Street Address:	300 Brickstone Square		
City:	Andover		
State/Country:	MASSACHUSETTS		
Postal Code:	01810		
Entity Type:	LIMITED LIABILITY COMPANY:		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2476124	OFFICEBOSS	
CORRESPONDENCE DATA			
Fax Number:	(617)646-8646		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	617-646-8000		
Email:	drwtrademarks@wolfgreenfield.com		
Correspondent Name:	DOUGLAS R. WOLF		
Address Line 1:	600 ATLANTIC AVENUE		
Address Line 4:	BOSTON, MASSACHUSETTS 02210-2206		
ATTORNEY DOCKET NUMBER:	E0399.20011US00/DRW		
NAME OF SUBMITTER:	Douglas R. Wolf		
Signature:	/drw/		
Date:	01/17/2008		

CH \$40.00 2476124

Total Attachments: 4

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Delaware

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The First State

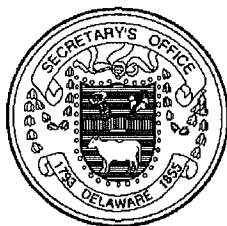
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "EXACT SOFTWARE ERP-NA, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "EXACT SOFTWARE ERP-NA, INC." TO "EXACT SOFTWARE ERP-NA, LLC", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF DECEMBER, A.D. 2006, AT 2:20 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2006, AT 12 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

3794018 8100V

061181309



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5315721

DATE: 12-28-06

TRADEMARK
REEL: 003698 FRAME: 0651

Delaware

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The First State

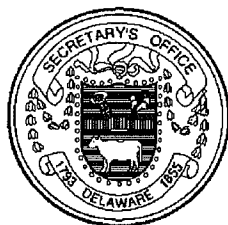
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "EXACT SOFTWARE ERP-NA, LLC" FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF DECEMBER, A.D. 2006, AT 2:20 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2006, AT 12 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

3794018 8100V

061181309



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5315721

DATE: 12-28-06

TRADEMARK
REEL: 003698 FRAME: 0652

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A CORPORATION TO A
LIMITED LIABILITY COMPANY PURSUANT TO
SECTION 18-214 OF THE LIMITED LIABILITY ACT

- 1.) The jurisdiction where the Corporation first formed is Delaware.
- 2.) The jurisdiction immediately prior to filing this Certificate is Delaware.
- 3.) The date the corporation first formed is May 20, 2004.
- 4.) The name of the Corporation immediately prior to filing this Certificate is
Exact Software ERP-NA, Inc.
- 5.) The name of the Limited Liability Company as set forth in the Certificate of
Formation is Exact Software ERP-NA, LLC.
- 6.) This filing is to be effective as of midnight on December 31, 2006

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the
22nd day of December, A.D. 2006

By: Beth A. Maloney
Authorized Person

Name: Beth A. Maloney
Print or Type

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:12 PM 12/22/2006
FILED 02:20 PM 12/22/2006
SRV 061181309 - 3794018 FILE

TRADEMARK
REEL: 003698 FRAME: 0653

STATE of DELAWARE
LIMITED LIABILITY COMPANY
CERTIFICATE of FORMATION

• First: The name of the limited liability company is Exact Software ERP-NA, LLC

• Second: The address of its registered office in the State of Delaware is 615 South Dupont Hwy in the City of Dover, DE
Zip Code 19901

The name of its Registered agent at such address is Capitol Services, Inc.

• Third: (Insert any other matters the members determine to include herein.)

This filing is to be effective as of midnight on December 31, 2006

In Witness Whereof, the undersigned have executed this Certificate of Formation
this 22nd day of December, 2006.

By: BAMaloney
Authorized Person(s)

Name: Beth A. Maloney
Typed or Printed

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:12 PM 12/22/2006
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