

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Grant of Security Interest		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Activant Wholesale Distribution Solutions Inc.		11/14/2008	CORPORATION: NEW JERSEY
RECEIVING PARTY DATA			
Name:	Deutsche Bank Trust Company Americas		
Street Address:	60 Wall Street		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10005		
Entity Type:	Collateral Agent:		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	2836448	WDSCONNECT	
Registration Number:	2987520	WDSREMOTE	
Registration Number:	2247555	PROPHET 21	
CORRESPONDENCE DATA			
Fax Number:	(212)354-8113		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	212-819-8200		
Email:	trademarkdocket@whitecase.com		
Correspondent Name:	Matthew Bart		
Address Line 1:	White & Case LLP		
Address Line 2:	1155 Avenue of the Americas		
Address Line 4:	New York, NEW YORK 10036		
ATTORNEY DOCKET NUMBER:	1111788-0098		
NAME OF SUBMITTER:	Matthew Bart		

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Signature:	/Matthew Bart/
Date:	12/01/2008
Total Attachments: 7 source=DB_Grant of Security Interest U S Trademarks_111408_AWDS#page1.tif source=DB_Grant of Security Interest U S Trademarks_111408_AWDS#page2.tif source=DB_Grant of Security Interest U S Trademarks_111408_AWDS#page3.tif source=DB_Grant of Security Interest U S Trademarks_111408_AWDS#page4.tif source=DB_Grant of Security Interest U S Trademarks_111408_AWDS#page5.tif source=DB_Grant of Security Interest U S Trademarks_111408_AWDS#page6.tif source=DB_Grant of Security Interest U S Trademarks_111408_AWDS#page7.tif	

**GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Activant Wholesale Distribution Solutions Inc., a New Jersey corporation (the "Grantor") with principal offices at 7683 Southfront Road, Livermore (Alameda County), California 94551, hereby grants to Deutsche Bank Trust Company Americas, as Collateral Agent, with principal offices at 60 Wall Street, New York, NY 10005, (the "Grantee"), a continuing security interest in (i) all of the Grantor's right, title and interest in, to and under to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the Intellectual Property Security Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of May 2, 2006 (as amended, modified, restated and/or supplemented from time to time, the "Security Agreement"). Upon the termination or release of security interests in collateral listed above and/or in the Marks set forth on Schedule A attached hereto, the Grantee shall execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Marks acquired under this Grant as required pursuant to the Security Agreement.

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to

the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

[Remainder of this page intentionally left blank; signature page follows]

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the 14th day of November, 2008.

ACTIVANT WHOLESALE DISTRIBUTION
SOLUTIONS INC.,
Grantor

By Kathleen M. Cusco
Name: Kathleen M. Cusco
Title: SUP & CFO

DEUTSCHE BANK TRUST COMPANY
AMERICAS,
as Collateral Agent and Grantee

By _____
Name:
Title:

By _____
Name:
Title:

DEUTSCHE BANK TRUST COMPANY
AMERICAS,
as Collateral Agent and Grantee

By Paul O'Leary
Name: Paul O'Leary
Title: Director

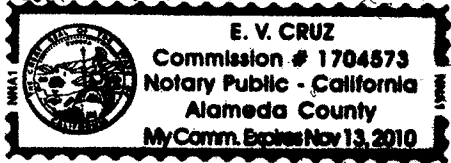
By Evelyn Thierry
Name: Evelyn Thierry
Title: Vice President

Activant IP Grant

TRADEMARK
REEL: 003895 FRAME: 0986

STATE OF California)
) ss.:
COUNTY OF Alameda)

On this 14th day of November, 2008, before me personally came Kathleen M. Cruise
who, being by me duly sworn, did state as follows: that [s]he is Chief Financial
Officer of Activant
Wholesale Distribution Solutions Inc., that [s]he is authorized to execute the foregoing Grant on
behalf of said Activant Wholesale
Distribution and that [s]he did so by authority of the [Board of Directors] of
Solutions Inc
said Activant Wholesale Distribution Solutions Inc



[Signature]
Notary Public

STATE OF New York)
) ss.:
COUNTY OF New York)

On this 1 day of December, 2008, before me personally came Paul O Leary / Evelyn Thierry who, being by me duly sworn, did state as follows: that [s]he is Director / Vice President of Deutsche Bank Trust Company Americas, that [s]he is authorized to execute the foregoing Grant on behalf of said Activant Wholesale Distribution Solutions Inc. and that [s]he did so by authority of the Board of Directors of said Activant Wholesale Distribution Solutions Inc.

Notary Public

Maureen E Thomas

MAUREEN E. THOMAS
Notary Public - State of New York
No. 01TH6098264
Qualified in Bronx County
Certified in New York County
My Commission Expires 9/08/2011

Activant IP Grant

TRADEMARK
REEL: 003895 FRAME: 0988

SCHEDULE A

<u>Mark</u>	<u>Serial/Reg. No.</u>	<u>Date of Reg./Applic.</u>
WDSCONNECT	2836448	4/27/2004
WDSREMOTE	2987520	8/23/2005
PROPHET 21	2247555	5/25/1999