

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Sage Software, Inc.		10/29/2010	CORPORATION: VIRGINIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Tikit Limited		
<b>Street Address:</b>	12 Gough Square		
<b>City:</b>	London		
<b>State/Country:</b>	UNITED KINGDOM		
<b>Postal Code:</b>	EC4A 3DW		
<b>Entity Type:</b>	CORPORATION: UNITED KINGDOM		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	1826250	CARPE DIEM	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(215)568-6603		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	215-569-2700		
<b>Email:</b>	trademarks@klehr.com		
<b>Correspondent Name:</b>	Robert A. McKinley, Klehr Harrison		
<b>Address Line 1:</b>	1835 Market Street		
<b>Address Line 2:</b>	Suite 1400		
<b>Address Line 4:</b>	Philadelphia, PENNSYLVANIA 19103		
<b>ATTORNEY DOCKET NUMBER:</b>	PC-05374		
<b>DOMESTIC REPRESENTATIVE</b>			
<b>Name:</b>			
<b>Address Line 1:</b>			
<b>Address Line 2:</b>			

CH \$40.00 1826250

900176136

**TRADEMARK**  
 REEL: 004420 FRAME: 0401

Address Line 3:

Address Line 4:

NAME OF SUBMITTER:

Robert A. McKinley

Signature:

/Robert A. McKinley/

Date:

11/23/2010

**Total Attachments: 7**

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DATED

October 29, 2010

SAGE SOFTWARE, INC. (1)

- and -

TIKIT LIMITED (2)

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**DEED OF ASSIGNMENT**

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 **foxwilliams**  
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mail@foxwilliams.com | www.foxwilliams.com  
1869828v1

**TRADEMARK**  
**REEL: 004420 FRAME: 0403**

THIS DEED OF ASSIGNMENT is made October 29, 2010

**BETWEEN:**

- (1) **SAGE SOFTWARE, INC.** a company incorporated in the State of Virginia, United States of America whose principal place of business is at 56 Technology Drive, Irvine, California 92618, USA ("**Assignor**");
- (2) **TIKIT LIMITED** company number 02885516 a company incorporated in England and Wales whose registered office is at 12 Gough Square, London, England EC4A 3DW ("**Assignee**").

**RECITALS:**

- (A) The Assignor is the owner of certain intellectual property rights.
- (B) Pursuant to an agreement dated October 29, 2010 (the "**Agreement**"), the Assignor has agreed to sell and transfer the Registered Trade Marks and Copyrights to the Assignee (the "**Assigned Rights**").

**IT IS AGREED** as follows:

**1. DEFINITIONS**

1.1. Definitions

In this Deed of Assignment the following words and expressions have the following meaning:

**"Registered Trade Marks"** means the registered trade marks set out in Schedule 1

**"Copyrights"** means the registered copyrights set out in Schedule 2

1.2. Interpretation

In this Deed of Assignment (except where the context otherwise requires):

- 1.2.1. Words denoting the singular number only shall include the plural and vice versa.
- 1.2.2. clause headings are inserted for ease of reference only and shall not affect construction;
- 1.2.3. any reference to a recital, clause or schedule is to the relevant recital, clause or schedule to this Deed of Assignment and any reference to a paragraph is to the relevant paragraph in which it appears; and
- 1.2.4. any reference to "include" or "including" (or any similar term) is not to be construed as implying any limitation and general words introduced by the word "other" (or any similar term) shall not be given a restrictive meaning by reason of the fact that they are preceded by words indicating a particular class of acts, matters or things.

**2. ASSIGNMENT**

In consideration of the sum of £1.00 paid by the Assignee to the Assignor (the receipt and sufficiency of which is hereby acknowledged by the Assignor), the Assignor hereby assigns to the Assignee with full title guarantee, all of its right, title and interest in and to the Assigned Rights, together with the right to sue in respect of every act of the infringement of the Assigned Rights occurring prior to the date of the Agreement.

**3. FURTHER ASSURANCE**

The Assignor agrees that at the request and cost of the Assignee it will at all times after the date of this Deed of Assignment do all acts and execute all documents as may reasonably be necessary to secure the vesting in the Assignee of all rights assigned to the Assignee by this Deed of Assignment and to reasonably assist in the resolution of any queries from the Assignee concerning the Assigned Rights.

**4. GOVERNING LAW AND JURISDICTION**

This Deed of Assignment and any dispute or claim that arises in connection with it or its subject matter or formation (including any non-contractual disputes or claims) shall be governed by and construed in accordance with Delaware law.

## SCHEDULE 1

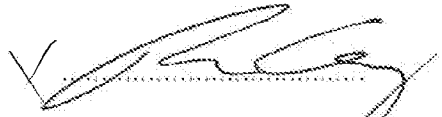
<b>The Mark</b>	<b>Territory</b>	<b>International Class</b>	<b>Registration Number</b>	<b>Renewal Due</b>
CARPE DIEM	United Kingdom	9	1556919	17 December 2010
CARPE DIEM	United Kingdom	16	1561502	4 February 2011
CARPE DIEM	Canada	9	TMA462500	30 August 2011
CARPE DIEM	USA	9	1826250	15 March 2014

**SCHEDULE 2**

<b>Copyright Description</b>	<b>Territory</b>	<b>Registration Number</b>	<b>Year</b>
Sage Carpe Diem .4.71 – CD Amin Main Form	USA	TX0006939862	2008
Sage Carpe Diem .4.71 – CD Entry	USA	TX0006939355	2008
Sage Carpe Diem .4.71 – CD Tracker	USA	TX0006939866	2008
Sage Carpe Diem .4.71 – CD Web	USA	TX0007037273	2008

EXECUTED AS A DEED by the parties on the date set out on the first page of this document

Signed as a deed by Brendan Quigley



On behalf of Sage Software, Inc.

in the presence of

Mike Pham

Witness Signature

Name: Mike Pham

Address: 56 Technology Drive  
Irvine, Ca. 92618

Position: Paralegal

Signed as a deed by .....

On behalf of Tikit Limited

in the presence of

.....  
Witness Signature

Name: .....

Address: .....

.....

.....

Position: .....



EXECUTED AS A DEED by the parties on the date set out on the first page of this document

Signed as a deed by \_\_\_\_\_

On behalf of Sage Software, Inc.

in the presence of

Witness Signature

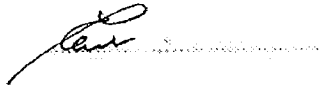
Name: \_\_\_\_\_

Address: \_\_\_\_\_

Position: \_\_\_\_\_

Signed as a deed by MICHAEL KENT

On behalf of Tikit Limited



in the presence of

Helen McCune

Witness Signature

Name: MICHAEL McCune

Address: 134 LUNGFELLOW RD

WORCESTER PARK

SURREY KT4 8BD

Position: HR MANAGER