

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM333214

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Exact Holding North America, Inc.		01/02/2015	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Exact North America LLC		
Street Address:	8800 Lyra Drive, Suite 220		
City:	Columbus		
State/Country:	OHIO		
Postal Code:	43240		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3211208	JOBBOSS	
CORRESPONDENCE DATA			
Fax Number:	9782228466		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	614-410-2732		
Email:	shenia.miracle@exact.com		
Correspondent Name:	Exact Holding North America, Inc.		
Address Line 1:	8800 Lyra Drive, Suite 220		
Address Line 4:	Columbus, OHIO 43240		
ATTORNEY DOCKET NUMBER:	HOLDING INC. TO EXACT NOR		
NAME OF SUBMITTER:	Shenia Miracle		
SIGNATURE:	/Shenia Miracle/		
DATE SIGNED:	02/25/2015		
Total Attachments: 6			
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ANNEX B

TRADEMARK ASSIGNMENT

This Trademark Assignment (this "Trademark Assignment") is made and entered into as of January 2, 2015, by and between Exact Software North America, LLC, a Delaware limited liability company, Exact Holding North America, Inc., a Delaware corporation, Exact Software ERP-NA, LLC, a Delaware limited liability company, formerly known as Exact Software ERP-NA, Inc. and converted to an LLC as shown in Schedule B attached herewith (the "Certificate of Conversion") on the one hand (each, an "Assignor" and collectively, "Assignors") and Exact North America LLC, a Delaware limited liability company, on the other hand ("Assignee", and collectively with Assignor, the "Parties").

WHEREAS, pursuant to Intellectual Property Assignment Agreement entered into on the same date hereof (the "Assignment Agreement"), by and among Assignors and Assignee, Assignors have assigned to Assignee all rights, title and interest in, to the trademarks listed on the attached Schedule 1, and all goodwill of any business associated and connected therewith or symbolized thereby (collectively referred to as the "Trademarks"); and

WHEREAS, Parties wish to record the acquisition of the Trademarks in the U.S. Patent and Trademark Office and corresponding international trademark offices.

NOW, THEREFORE, for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignors, as beneficial owners, do hereby sell, assign, transfer, and convey to Assignee all of their rights, title and interest in and to (i) the Trademarks set forth in Schedule 1 hereto, together with the goodwill of the business symbolized thereby; (ii) all renewals and extensions of any such application, registration and filing; (iii) all licenses for the use of the Trademarks; (iv) all income, royalties, damages, claims, and payments now or hereafter due or payable under and with respect thereto, including, without limitation, damages, claims, and payments for past and future infringements thereof; (v) all rights to sue for past, present, and future infringements of the foregoing, including the right to settle suits involving claims and demands for royalties owing; (vi) all rights corresponding to any of the foregoing throughout the world; and (vii) the right to assign the rights conveyed herein, the same to be held and enjoyed by Assignee for its own use and benefit, and for the benefit of its successors, assigns, and legal representatives.

Assignors do further consent to the recordation of this Trademark Assignment by Assignee with the Commissioner of Patents and Trademarks and corresponding international trademark offices.

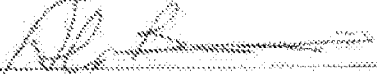
This Trademark Assignment is subject to all the terms and conditions of the Assignment Agreement. The Parties intend that this Trademark Assignment is to memorialize the transactions contemplated in the Assignment Agreement and its terms shall not modify the applicable terms and conditions of the Assignment Agreement, which govern the Parties' rights and interests in the Trademarks.

IN WITNESS WHEREOF, Assignors have caused this Trademark Assignment to be duly executed and delivered as of the date first written above.


ASSIGNORS:

Exact Software North America, LLC,
a Delaware limited liability company

By: Exact Holding North America, Inc., its sole member

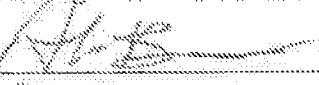
By: 
Name: Alex Braverman
Title: Treasurer

Exact Holding North America, Inc.,
a Delaware corporation

By: 
Name: Alex Braverman
Title: Treasurer

Exact Software ERP-NA, LLC,
a Delaware limited liability company

By: Exact Holding North America, Inc., its sole member

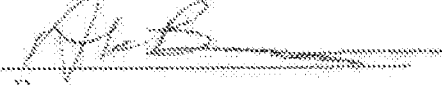
By: 
Name: Alex Braverman
Title: Treasurer

ASSIGNEE:

Exact North America LLC,
a Delaware limited liability company

By: Exact Software North America, LLC, its sole member

By: Exact Holding North America, Inc., its sole member

By: 
Name: Alex Braverman
Title: Treasurer

{Signature Page to Trademark Assignment}

Delaware

PAGE 1

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: 005465 FRAME: 0860

Delaware

PAGE 2

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: 005465 FRAME: 0861

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: B. A. Maloney
(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
FILED 02:20 PM 12/22/2006
SRV 061181303 -- 3794018 FILE