

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM775634

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Tier1CRM Inc.		08/05/2022	Company: CANADA
RECEIVING PARTY DATA			
Name:	Advent Software, Inc.		
Street Address:	600 Townsend Street		
City:	San Francisco		
State/Country:	CALIFORNIA		
Postal Code:	94103		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Serial Number:	88645314	TIER1 CLIENT CENTER	
Serial Number:	88645298	TIER1 DEALS	
Serial Number:	88645275	TIER1 EVENTS	
Serial Number:	88424976	TIER1 FINANCIAL SOLUTIONS	
Serial Number:	88645215	TIER1 SECURITY ENGINE	
Serial Number:	77505045	TIER1CRM	
CORRESPONDENCE DATA			
Fax Number:			
<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:	412-694-7289		
Email:	ipdocket@leechtishman.com		
Correspondent Name:	Michael Lazzara		
Address Line 1:	525 William Penn Pl		
Address Line 2:	28th Floor		
Address Line 4:	Pittsburgh, PENNSYLVANIA 15219		
ATTORNEY DOCKET NUMBER:	SSC-1000		
NAME OF SUBMITTER:	Michael D. Lazzara		
SIGNATURE:	/Michael D. Lazzara/		
DATE SIGNED:	12/21/2022		

CH \$165.00 88645314

Total Attachments: 13

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ASSET PURCHASE AGREEMENT
BY AND AMONG
ADVENT SOFTWARE, INC.,
SS&C TECHNOLOGIES CANADA CORP.,
TIER1CRM INC.,
AND
THE SELLER AFFILIATES NAMED HEREIN

August 5, 2022

ASSET PURCHASE AGREEMENT

THIS ASSET PURCHASE AGREEMENT (this “Agreement”) dated as of August 5, 2022, is entered into by and among Advent Software, Inc., a Delaware corporation (“US Buyer”), SS&C Technologies Canada Corp., a Nova Scotia unlimited company (“Canadian Buyer” and together with US Buyer, each a “Buyer” and collectively, “Buyers”), Tier1CRM Inc., a company formed under the laws of the Province of Ontario (“Seller”), Tier1CRM Corp., a Delaware corporation (“Tier1 DE”), Tier1 Compliance Inc., a company formed under the laws of the Province of Ontario (“Alessa”), Satuit Technologies Inc., a Florida corporation (“Satuit FL”) and Satuit Technologies (UK) Ltd., a company formed under the laws of the United Kingdom (“Satuit UK”, and together with Tier1 DE, Alessa and Satuit FL, the “Seller Affiliates”). Buyers and the Seller are sometimes collectively referred to herein as the “Parties”. Any capitalized terms not otherwise defined in a particular section shall have the meanings set forth in ARTICLE 11.

WHEREAS, Seller is engaged in the development, marketing and management of sell-side client relationship management (CRM) software solutions developed for and marketed to a wide variety of capital markets clients under the “Tier1CRM” brand (the “Business”); notwithstanding the foregoing, the Seller’s other operations not related to the Business, including its CRM software solutions developed for and marketed to buy-side clients under the “Satuit” brand, and its know your client (KYC), anti-money laundering (AML), compliance and fraud prevention software solutions developed for and marketed to a wide variety of clients under the “Alessa” brand, shall not be included in the definition of “Business”; and

WHEREAS, Seller wishes to sell to Buyers, and Buyers wish to purchase, substantially all the assets used or held for use in the Business, in exchange for cash, and the assumption by Buyers of certain specified liabilities relating to the Business, upon the terms and conditions of this Agreement.

NOW THEREFORE, in consideration of the mutual representations, warranties and covenants set forth below, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties hereby agree as follows:

ARTICLE 1

SALE AND PURCHASE OF ASSETS

1.1 Purchased Assets.

(a) Subject to the provisions of this Agreement and specifically Sections 1.1(b) and 1.2 below, at the Closing, Seller and Tier1 DE shall sell, convey, assign, transfer and deliver to US Buyer, and US Buyer shall purchase and acquire from Seller and Tier1 DE, free and clear of any Liens (other than Permitted Liens), all of Seller’s and Tier1 DE’s right, title and interest in and to the properties, assets and rights of Seller as set out in Schedule 1.1(a) (collectively, the “Purchased US Assets”).

(b) Subject to the provisions of this Agreement and specifically Sections 1.1(a) above and 1.2 below, at the Closing, Seller shall sell, convey, assign, transfer and deliver to Canadian Buyer, and Canadian Buyer shall purchase and acquire from Seller, free and clear of any

Liens (other than Permitted Liens), all of Seller's right, title and interest in and to all of Seller's properties, assets and rights, tangible and intangible, of every nature, kind and description, wherever located that are used or held for use in the Business as set out in Schedule 1.1(b) (collectively, the "Purchased Non-US Assets").

1.2 Excluded Assets. The Purchased Assets shall not include any assets, rights and properties of the Seller and Tier1 DE not included within the Purchased Assets, which shall be retained by the Seller (the "Excluded Assets"), including all of Seller's right, title and interest in and to the assets set out in Schedule 1.2 to the extent that a Buyer explicitly consents in writing prior to Closing to the list of such assets on Schedule 1.2 (which Schedule, for the avoidance of doubt, shall be considered a draft. The Parties will work in good faith to finalize the Schedule prior to Closing).

1.3 Liabilities.

(a) Assumed Liabilities.

(i) At the Closing, US Buyer shall assume and agree to pay, perform or discharge, or cause to be paid, performed or discharged, when due, only the following Liabilities, but excluding any such Liabilities to the extent they are Non-US Assumed Liabilities (as defined below), of Seller and Tier1 DE relating to the Purchased US Assets and the US Business (collectively, the "Assumed US Liabilities"): all payment and performance obligations under Acquired US Agreements, the benefits of which are assigned to US Buyer pursuant to this Agreement, provided that in the case of payment obligations, such Liabilities will be assumed to the extent, and only to the extent, such obligations are set forth on Schedule 1.3(a)(i) and/or accrue after the Closing Date and are in respect of goods and services or other value provided by the payee thereof to US Buyer in its operation of the US Business.

(ii) At the Closing, Canadian Buyer shall assume and agree to pay, perform or discharge, or cause to be paid, performed or discharged, when due, only the following Liabilities, but excluding any such Liabilities to the extent they are Assumed US Liabilities (as defined below), of Seller relating to the Purchased Non-US Assets and the Non-US Business (collectively, the "Assumed Non-US Liabilities"):

(A) all payment and performance obligations under Acquired Non-US Agreements, the benefits of which are assigned to Canadian Buyer pursuant to this Agreement, provided that in the case of payment obligations, such Liabilities will be assumed to the extent, and only to the extent, such obligations are set forth on Schedule 1.3(a)(ii)(A) and/or accrue after the Closing Date and are in respect of goods and services or other value provided by the payee thereof to Canadian Buyer in its operation of the Non-US Business;

(B) Liabilities for (1) accrued and unpaid annual bonuses in respect of the Transferred Employees and (2) accrued vacation for Transferred Employees to be employed by the Canadian Buyer, but only to the extent such accrued bonuses and accrued vacation are included as liabilities in the Net Working Capital Amount; and

IN WITNESS WHEREOF, the Parties hereto have executed this Agreement, as an instrument under seal, as of the date first written above.

CANADIAN BUYER:

SS&C TECHNOLOGIES CANADA CORP.

By: 
349DFF9EB23E465...

Name: Patrick Pedonti
Title: Director, Senior Vice President

US BUYER:

ADVENT SOFTWARE, INC.

By: 
349DFF9EB23E465...

Name: Patrick Pedonti
Title: Director, Vice President & Treasurer

IN WITNESS WHEREOF, the Parties hereto have executed this Agreement, as an instrument under seal, as of the date first written above.

CANADIAN BUYER:

SS&C TECHNOLOGIES CANADA CORP.

By: _____
Name: Patrick Pedonti
Title: Director & Senior Vice-President

US BUYER:

ADVENT SOFTWARE, INC.

By: _____
Name: Patrick Pedonti
Title: Director, Vice-President & Treasurer

SELLER:

TIER1CRM INC. DocuSigned by:

By:  _____
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Name: Jiro Okochi
Title: President

SELLER AFFILIATES:

TIER1CRM CORP. DocuSigned by:

By:  _____
C0842493C5D4491...
Name: Jiro Okochi
Title: President


TIER1 COMPLIANCE INC. DocuSigned by:

By:  _____
C0842493C5D4491...
Name: Jiro Okochi
Title: Chief Executive Officer

SATUIT TECHNOLOGIES, INC. DocuSigned by:

By:  _____
C0842493C5D4491...
Name: Jiro Okochi
Title: President

SATUIT TECHNOLOGIES (UK) LTD.

By: 
Name: Jiro Okochi
Title: Secretary

SCHEDULE 1.1(a)

Purchased US Assets

- All Seller Intellectual Property
- All goodwill relating to the US Business as a going concern or the Purchased US Assets and all other intangible assets relating to the US Business, including, without limitation, all telephone and facsimile numbers, websites and social media accounts used in the US Business
- All of the Transferred Products
- All of the Seller's rights, title and interests in the following Acquired US Agreements:
 - Master Subscription Agreement, dated December 4, 2020, by and between Seller and Alembic Global Advisors
 - Master Subscription Agreement, dated January 29, 2016, by and between Seller and Sanford C. Bernstein & Co., LLC (as amended by those certain amendments dated July 31, 2020 and December 16, 2021)
 - Global Framework for Supply of Products and Services - General Terms, dated February 17, 2014, by and between Seller and Barclays Services Corporation
 - Master Subscription Agreement and Statement of Work, dated January 31, 2018, by and between Seller and BITG LLC (Condor Trading LLC) (as amended by that certain amendment dated February 2, 2021)
 - Master Subscription Agreement, dated January 26, 2022, by and between Seller and Credicorp Capital LLC
 - Master Subscription Agreement, dated September 2, 2015, by and between Seller and Elevation LLC, as amended on September 5, 2019
 - Master Application Service Provider Agreement, dated April 27, 2015, by and between Seller and Fidelity Management and Research Company
 - Master Cloud Services Agreement, dated June 22, 2018, by and between Seller and Fifth Third Bank
 - Master Subscription Agreement, dated January 19, 2012, by and between Seller and Hilltop Securities (f/k/a First Southwest Company)
 - Master Subscription Agreement, dated September 29, 2017, by and between Seller and Jefferies LLC, as amended on October 8, 2020
 - Software Subscription Agreement, dated December 4, 2009, by and between Seller and Needham & Company, LLC
 - Master Subscription Agreement, dated December 31, 2020, by and between Seller and Nephron Research LLC
 - Master Subscription Agreement, dated December 1, 2021, by and between Seller and S3 Partners, LLC

- Master Subscription Agreement, dated March 1, 2018, by and between Seller and Susquehanna Financial Group, LLP, as amended on December 20, 2021
 - Master Subscription Agreement, dated January 9, 2018, by and between Seller and Perella Weinberg Partners Group LP, as amended on November 9, 2020
 - Master Subscription Agreement, dated September 29, 2020, by and between Seller and Wellesley Hills Financial
 - Software License Agreement, dated December 1, 2020, by and between Seller and Client Instant Access LLC
 - Master Collaboration Agreement dated October 8, 2018 by and between Seller and Dealogic LLC
 - Channel Partner Agreement, dated May 19, 2017, by and between Seller and FactSet Research Systems Inc.
 - Software and Services Agreement, dated October 16, 2019, by and between Seller and OpenFin Inc.
 - Master Content Distribution Agreement & Master Terms, dated June 16, 2016, by and between Seller and Thomson Financial LLC
 - Master Subcontractor Services Agreement, dated May 26, 2010, by and between Seller and Salesforce.com, Inc.
 - Platform Solution Reseller Agreement, dated March 30, 2011 by and between Seller and Salesforce.com, Inc, as amended on June 27, 2013 and April 29, 2014
 - Symphony Partner Program Agreement, dated January 1, 2018, by and between Seller and Symphony Communication Services, LLC
- To the extent legally assignable, all rights of Seller pursuant to any confidentiality and/or restrictive covenants agreements with current and former employees and consultants of the US Business
 - Copies of all personnel records relating to the Transferred US Employees that Seller is required by law to retain in its possession

Section 2.11(b)
Intellectual Property

(i) *Registered Intellectual Property*

1. Trademarks/Service Marks

Name	Country	Application/Registration No. & Date	Status/Classes	Action(s) Due
Tier1 Client Center	United States	Application No. 88/645,314 October 7, 2019	Allowed 09, 42	September 9, 2022 - Statement of Use September 9, 2022 - File ITU Extension
Tier1 Deals	United States	Application No. 88/645,298 October 7, 2019	Allowed 09, 42	September 9, 2022 - Statement of Use September 9, 2022 - File ITU Extension
Tier1 Events	United States	Application No. 88/645,275 October 7, 2019	Allowed 09, 42	September 9, 2022 - Statement of Use September 9, 2022 - File ITU Extension
Tier1 Financial Solutions	United States	Application No. 88/424,976 May 10, 2019	Allowed 09, 42	September 30, 2022 - File ITU Extension September 30, 2022 - Statement of Use
Tier1 Security Engine	United States	Application No. 88/645,215 October 7, 2019	Allowed 09, 42	September 9, 2022 - Statement of Use September 9, 2022 - File ITU Extension
Tier1CRM	United States	Application No. 77/505,045 June 23, 2008 Registration No. 3,716,278 November 24, 2009	Registered 35, 42	November 24, 2029 - Renewal

Tier1 Financial Solutions	Canada	Application No. 1963326 May 16, 2019	Pending 09, 35, 42	N/A
Tier1CRM	Canada	Application No. 1,408,229 August 22, 2008 Registration No. TMA804,785 August 18, 2011	Registered 35, 38	August 18, 2026 - Renewal

2. Trade/Business Names

Name	Country (Province)	Business Identification Number (BIN)	Registration Date	Expiry Date	Status
Tier1 Financial Solutions	Canada (ON)	290852680	August 6, 2019	August 5, 2024	Active

3. Domain Names

Domain Name	TLD	Creation Date	Ownership Date	Expiration Date	Status
tier1crmext.com	.com	June 25, 2017	June 25, 2017	June 25, 2023	Active
aceprospector.com	.com	October 1, 2014	May 13, 2021	October 1, 2022	Active
financialsolutionscloud.com	.com	October 27, 2020	October 27, 2020	October 27, 2022	Active
assetmanagementcloud.com	.com	December 9, 2010	September 15, 2016	December 9, 2022	Active
capitalmarketscloud.com	.com	December 9, 2010	September 15, 2016	December 9, 2022	Active
fundmanagementcloud.com	.com	December 9, 2010	September 15, 2016	December 9, 2022	Active
fundwholesaling.com	.com	December 9, 2010	September 15, 2016	December 9, 2022	Active

investmentbankingcloud.com	.com	December 9, 2010	September 15, 2016	December 9, 2022	Active
investmentmanagementcloud.com	.com	December 9, 2010	September 15, 2016	December 9, 2022	Active
venturecapitalcloud.com	.com	December 9, 2010	September 15, 2016	December 9, 2022	Active
fundwholesalingcloud.com	.com	December 10, 2010	September 15, 2016	December 10, 2022	Active
tier1ai.ca	.ca	January 2, 2018	January 2, 2018	January 2, 2023	Active
tier1ai.com	.com	January 2, 2018	January 2, 2018	January 2, 2023	Active
tier1connect.ca	.ca	February 9, 2019	February 9, 2019	February 9, 2023	Active
tier1crm.com	.com	February 12, 2008	September 15, 2016	February 12, 2023	Active
tier1crm.net	.net	February 12, 2008	September 15, 2016	February 12, 2023	Active
tier1ledge.ca	.ca	February 15, 2019	February 15, 2019	February 15, 2023	Active
tier1ledge.com	.com	February 15, 2019	February 15, 2019	February 15, 2023	Active
tier1vantage.ca	.ca	February 19, 2019	February 19, 2019	February 19, 2023	Active
tier1view.ca	.ca	February 19, 2019	February 19, 2019	February 19, 2023	Active
tier1accelerate.com	.com	February 19, 2019	February 19, 2019	February 19, 2023	Active
tier1vantage.com	.com	February 19, 2019	February 19, 2019	February 19, 2023	Active
tier1view.com	.com	February 19, 2019	February 19, 2019	February 19, 2023	Active

tieronecrm.com	.com	February 19, 2008	September 15, 2016	February 19, 2023	Active
tier1clarity.com	.com	February 26, 2019	February 27, 2019	February 26, 2023	Active
tier1financialsolutions.com	.com	February 28, 2019	February 28, 2019	February 28, 2023	Active
acedatahub.com	.com	March 4, 2015	May 13, 2021	March 4, 2023	Active
tier1fin.com	.com	March 28, 2019	March 28, 2019	March 28, 2023	Active
tier1crm.ca	.ca	April 3, 2008	September 14, 2016	April 3, 2023	Active
tieronecrm.ca	.ca	April 3, 2008	September 15, 2016	April 3, 2023	Active
tier1ace.com	.com	April 3, 2008	September 15, 2016	April 3, 2023	Active
tieroneace.com	.com	April 3, 2008	September 15, 2016	April 3, 2023	Active
tier1fin.ca	.ca	May 16, 2019	May 16, 2019	May 16, 2023	Active
tier1financialsolutions.ca	.ca	May 16, 2019	May 16, 2019	May 16, 2023	Active
tieronefin.ca	.ca	May 16, 2019	May 16, 2019	May 16, 2023	Active
tieronefinancialsolutions.ca	.ca	May 16, 2019	May 16, 2019	May 16, 2023	Active
tieronefin.com	.com	May 16, 2019	May 16, 2019	May 16, 2023	Active
tieronefinancialsolutions.com	.com	May 16, 2019	May 16, 2019	May 16, 2023	Active
tier1fins.com	.com	May 27, 2019	May 27, 2019	May 27, 2023	Active

(ii) *Actions to be Taken within 90 days after the Closing Date*

1. Trademarks/Service Marks

Name	Action(s) Due
Tier1 Client Center	September 9, 2022 - Statement of Use September 9, 2022 - File ITU Extension
Tier1 Deals	September 9, 2022 - Statement of Use September 9, 2022 - File ITU Extension
Tier1 Events	September 9, 2022 - Statement of Use September 9, 2022 - File ITU Extension
Tier1 Financial Solutions	September 30, 2022 - File ITU Extension September 30, 2022 - Statement of Use
Tier1 Security Engine	September 9, 2022 - Statement of Use September 9, 2022 - File ITU Extension

(iii) *Proceedings Related to any Registered Intellectual Property*

Nil.

(iv) *Unregistered Intellectual Property*

1. Logos

