

08-04-1999

SHEET



TO THE ASSISTANT COMMISSIONER OF

: attached original documents or copy thereof.

101108892

1. Name of conveying party:

Manzanita Software Systems

- Individual
- Association
- General Partnership
- Limited Partnership
- Corporation - California
- Other:

Additional names of conveying party attached?

Yes  No

2. Name and address of receiving party(ies):

Name: Sage Software, Inc.  
 Address: 56 Technology Drive  
 City: Irvine State: California ZIP: 92618

- Individual
- Association
- General Partnership
- Limited Partnership
- Corporation - California
- Other:

*MEO  
8/2/99*

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No

(Designations must be a separate document from Assignment) Additional names and addresses attached?

Yes  No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other:

Execution Dates: 1. April 26, 1999  
2. May 4, 1999

4. Registration numbers:

- a. Federal Trademark Registration Nos.:
- 1. 1,340,318
  - 2. 1,916,184
  - 3. 2,013,105
  - 4. 1,361,542
  - 5. 1,837,277
  - 6. 1,928,067

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Lori L. Yamato  
 KNOBBE, MARTENS, OLSON & BEAR, LLP  
 Customer No. 20,995  
 Internal Address: Sixteenth Floor  
 Street Address: 620 Newport Center Drive  
 City: Newport Beach State: CA ZIP: 92660  
 Attorney's Docket No.: STATO.079LIC

7. Total fee (37 CFR 3.41): \$165.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 11-1410

Please charge this account for any additional fees which may be required, or credit any overpayment to this account.

6. Total number of applications and registrations involved: 6

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct, and any attached copy is a true copy of the original document.

Lori L. Yamato  
Name of Person Signing

*Lori L. Yamato*  
Signature

*July 28, 1999*  
Date

Total number of pages including cover sheet, attachments and document: 6

Mail documents to be recorded with required cover sheet information to:

08/03/1999 DNGUYEN 00000416 1340318

Commissioner of Patents and Trademarks  
Box Assignments  
Washington, D.C. 20231

01 FC:481 Y-1289.DOC:gl/072899  
02 FC:482

40.00 OP  
125.00 OP

TRADEMARK ASSIGNMENT

This Trademark Assignment (hereinafter referred to as "Assignment") is effective as of the 26<sup>th</sup> day of April, 1999, by and between Manzanita Software Systems, a California corporation having a place of business at 8211 Sierra College Blvd., Roseville, CA 95661 (hereinafter referred to as "ASSIGNOR"), and Sage Software, Inc., a California corporation having a place of business at 56 Technology Drive, Irvine, California 92618 (hereinafter referred to as "ASSIGNEE").

WHEREAS, ASSIGNOR has adopted, used, is using, and is, to the best of its knowledge and belief, the owner of the trademarks listed in Schedule A, attached hereto and incorporated herein by this reference, and all other rights appurtenant thereto, including, but not limited to, all common law rights, trade name rights, causes of action, and the right to recover for past infringement (hereinafter collectively referred to as "Trademarks") worldwide;

WHEREAS, ASSIGNOR has acquired goodwill associated with and symbolized by said Trademarks and has not abandoned the same;

WHEREAS, ASSIGNOR is the owner of the federal and state trademark registrations relating to the Trademarks listed in Schedule B, attached hereto and incorporated herein by reference (hereinafter collectively referred to as "Registrations");

WHEREAS, ASSIGNEE is desirous of acquiring all rights, title, and interest in and to the Trademarks and Registrations worldwide and any other registered or unregistered trademarks owned or used by ASSIGNOR or any of its licensees worldwide; and

WHEREAS, ASSIGNOR is willing to assign to ASSIGNEE all rights, title, and interest as ASSIGNOR may possess in and to the Trademarks and Registrations worldwide and any other registered or unregistered trademarks owned or used by ASSIGNOR or any of its licensees worldwide;

NOW, THEREFORE, for good and adequate consideration, the receipt and sufficiency of which is hereby acknowledged, ASSIGNOR hereby assigns and sells to ASSIGNEE all rights, title, and interest as ASSIGNOR may possess in and to the following:

- (1) the Trademarks set forth in Schedule A;
- (2) the Registrations set forth in Schedule B; and
- (3) any other registered or unregistered trademarks owned or used anywhere in the world by ASSIGNOR or any of its licensees;

together with the goodwill symbolized by said Trademarks, Registrations, and other registered or unregistered trademarks owned or used anywhere in the world by ASSIGNOR or any of its licensees concurrent with the transfer of certain tangible assets as indicia of said goodwill.

Executed at Irvine, Calif., this 26<sup>th</sup> day of April, 1999.

Manzanita Software Systems  
a California corporation having a place of business at 8211 Sierra College Blvd., Roseville, CA 95661

By: J. R. Eckstaedt

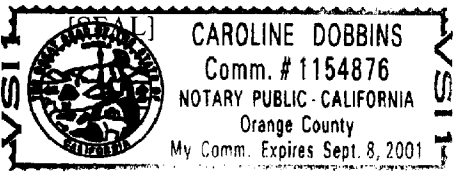
Name: James R. Eckstaedt

Title: Director & Chief Financial Officer

STATE OF Cal.)  
) ss.  
COUNTY OF Orange

On May 4, 1999, before me, Caroline Dobbins, personally appeared James R. Eckstald personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument, and acknowledged to me that he/~~she~~ executed the same in his/~~her~~ authorized capacity(ies), and that by his/~~her~~ signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.



Caroline Dobbins  
Signature

Executed at Irvine, California, this 4th day of May, 1999.

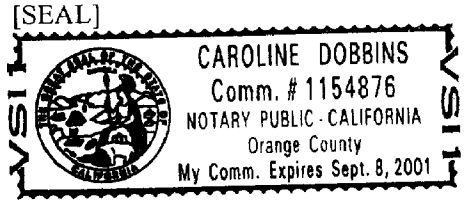
Sage Software, Inc.  
a California corporation having a place of business at 56 Technology Drive, Irvine, California 92618.

By: Matthew E. Cavanaugh  
Matthew Cavanaugh  
General Counsel and Assistant Secretary

STATE OF Cal.)  
) ss.  
COUNTY OF Orange

On 5/4/99, before me, Caroline Dobbins, personally appeared Matthew Cavanaugh personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument, and acknowledged to me that he executed the same in his authorized capacity(ies), and that by his signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.



Caroline Dobbins  
Signature

LLY-1213.DOC:gl  
042399

SCHEDULES TO TRADEMARK ASSIGNMENT

SCHEDULE A

Marks: MANZANITA SOFTWARE SYSTEMS  
MANZANITA SOFTWARE and Design  
BUSINESSWORKS  
THE BUSINESS ACCOUNTANT  
BUSINESSFORMS  
THE RIGHT FIRST CHOICE  
MANZANITA SOFTWARE

SCHEDULE B

Federal Trademark Registrations:

<u>MARK</u>	<u>REG. NO.</u>	<u>REG. DATE</u>	<u>INTL. CLASS</u>
MANZANITA SOFTWARE SYSTEMS	1,340,318	June 11, 1985	9
MANZANITA SOFTWARE and Design	1,916,184	September 5, 1995	9
BUSINESSWORKS	2,013,105	November 5, 1996	9
THE BUSINESS ACCOUNTANT	1,361,542	September 24, 1985	9
BUSINESSFORMS	1,837,277	May 17, 1994	9
THE RIGHT FIRST CHOICE	1,928,067	October 17, 1995	9

State Trademark Registration:

<u>STATE</u>	<u>MARK</u>	<u>REG. NO.</u>	<u>REG. DATE</u>	<u>CLASS</u>
CA	MANZANITA SOFTWARE	74,249	August 24, 1984	9

**ALL-PURPOSE ACKNOWLEDGMENT**

State of California

County of Orange } ss.

On 5/4/99 before me, Caroline Dobbins  
(DATE) (NOTARY)

personally appeared Matthew Cavanaugh  
SIGNER(S)

personally known to me - OR-  proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Caroline Dobbins  
NOTARY'S SIGNATURE

**OPTIONAL INFORMATION**

The information below is not required by law. However, it could prevent fraudulent attachment of this acknowledgment to an unauthorized document.

**CAPACITY CLAIMED BY SIGNER (PRINCIPAL)**

- INDIVIDUAL
- CORPORATE OFFICER

\_\_\_\_\_  
TITLE(S)

- PARTNER(S)
- ATTORNEY-IN-FACT
- TRUSTEE(S)
- GUARDIAN/CONSERVATOR
- OTHER: \_\_\_\_\_

**SIGNER IS REPRESENTING:**  
NAME OF PERSON(S) OR ENTITY(IES)

\_\_\_\_\_  
\_\_\_\_\_

**DESCRIPTION OF ATTACHED DOCUMENT**

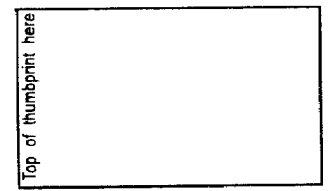
Trademark Assignment  
TITLE OR TYPE OF DOCUMENT

2  
NUMBER OF PAGES

5/4/99  
DATE OF DOCUMENT

\_\_\_\_\_  
OTHER

RIGHT THUMBPRINT  
OF  
SIGNER



**ALL-PURPOSE ACKNOWLEDGMENT**

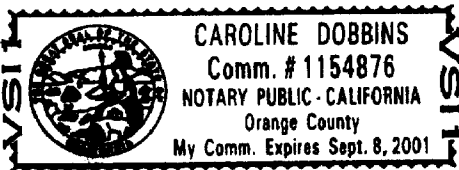
State of California

County of Orange } ss.

On 5/4/99 before me, Caroline Dobbins,  
(DATE) (NOTARY)

personally appeared James R. Eckstedt  
SIGNER(S)

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WITNESS my hand and official seal.

Caroline Dobbins  
NOTARY'S SIGNATURE

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TITLE(S) \_\_\_\_\_  
  
 PARTNER(S)  
 ATTORNEY-IN-FACT  
 TRUSTEE(S)  
 GUARDIAN/CONSERVATOR  
 OTHER: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**DESCRIPTION OF ATTACHED DOCUMENT**

Trade mark Assignment  
TITLE OR TYPE OF DOCUMENT  
  
1  
NUMBER OF PAGES  
  
4/26/99  
DATE OF DOCUMENT  
  
\_\_\_\_\_  
OTHER

**SIGNER IS REPRESENTING:**  
NAME OF PERSON(S) OR ENTITY(IES)

Sage Software

RIGHT THUMBPRINT  
OF  
SIGNER

