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(Address)

(Address)

(City/State/Zip/Phone #)

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COVER LETTER

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TALLAHASSEE, FL

TO: New Filing Section
Division of Corporations

SUBJECT: SOFTBRANDS MANUFACTURING, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

PATRY HOYT
(Name of Person)
SOFTBRANDS MANUFACTURING, INC.
(Firm/Company)
TWO MERIDIAN CROSSINGS SUITE 800
(Address)
MINNEAPOLIS MN 55423
(City/State and Zip code)

For further information concerning this matter, please call:

Patry Hoyt at (612) 851-1462
(Name of Person) (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☒ \$87.50 Filing Fee, Certificate of Status & Certified Copy

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. SOFTBRANDS MANUFACTURING, INC.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. MINNESOTA 3. 41-14337794
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 01/12/1984 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. _____
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. TWO MERIDIAN CROSSINGS, SUITE 800
(Principal office address)
MINNEAPOLIS MN 55423
(Current mailing address)

8. SOFTWARE SALES & SERVICES
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

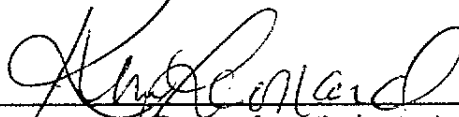
Name: CORPORATION SERVICE COMPANY

Office Address: 1201 HAYS STREET

TALLAHASSEE, Florida 32301
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: SEE ATTACHED

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHED

Address: _____

Vice President: _____

Address: _____

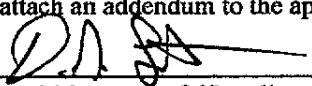
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 

(Signature of Director or Officer listed in number 12 of the application)

14. DAVID G LATZKE CFO & SVP

(Typed or printed name and capacity of person signing application)

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BUSINESS IN FLORIDA**

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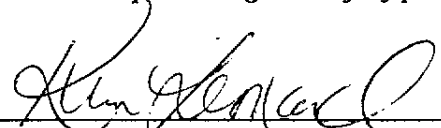
Name: CORPORATION SERVICE COMPANY

Office Address: 1201 HAYS STREET

TALLAHASSEE, Florida 32301
(City) (Zip code)

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(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: SEE ATTACHED

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHED

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. DD SA

(Signature of Director or Officer listed in number 12 of the application)

14. DAVID G LATZKE CFO & SVP

(Typed or printed name and capacity of person signing application)

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CLERK OF DISTRICT COURT
JULIA A. GIBSON

State of Minnesota

SECRETARY OF STATE

Certificate of Good Standing

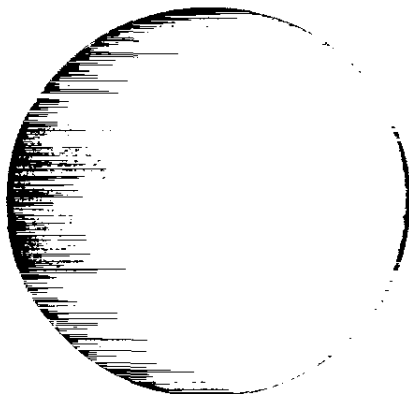
I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

Name: SoftBrands Manufacturing, Inc.

Date Formed: 01/12/1984

Chapter Governed By: 302A

This certificate has been issued on 02/23/06.



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STATE OF MINNESOTA
SEATTLE

Mary Kiffmeyer
Secretary of State.

The names and mailing addresses of the officers and directors of the corporation:

Title	Name	Mailing Address	City	State	ZIP Code
President	Randal B. Toffeland	SoftBrands, Inc. Two Meridian Crossings Suite 800	Minneapolis	MN	55423
Vice President	David G. Latzke	SoftBrands, Inc. Two Meridian Crossings Suite 800	Minneapolis	MN	55423
Secretary	David G. Latzke	SoftBrands, Inc. Two Meridian Crossings Suite 800	Minneapolis	MN	55423
Treasurer	David G. Latzke	SoftBrands, Inc. Two Meridian Crossings Suite 800	Minneapolis	MN	55423
Director	Dann V. Angeloff	The Angeloff Company 626 Wilshire Boulevard Suite 727	Los Angeles	CA	90017
Director	Jeffrey J. Vorholt	8601 Twilight Tear Lane	Cincinnati	OH	45249
Director	Elaine Wetmore	1470 Old Marble Falls Road	Round Mountain	TX	78663
Director	William Douglas Lewis	Leading The Way 1781 Peachtree Street	Atlanta	GA	30309
Director	John Hunt	ABRY Partners, LLC 111 Huntington Avenue 30 th Floor	Boston	MA	02199

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ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table provides information at November 15, 2005, about the ownership of our common stock by each person known to be beneficially own 5% or more of our common stock, by each of our directors, and by each of our executive officers. Because we are not subject to, and do not receive reports from significant stockholders under, Section 13(d) or Section 16(a) of the Securities Exchange Act of 1934 we cannot be certain that we are made aware of stockholders who acquire more than 5% of our common stock. Although we can review our list of registered holders in preparing this information, we believe that many of the significant holders of our common stock hold shares in nominee name. Accordingly, there may be a number of beneficial holders of more than 5% of our outstanding common stock that we cannot identify.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership (1)	Percent of Class
Capital Resource Partners IV, L.P. 85 Merrimac Street, Suite 200 Boston, Massachusetts 02114	10,241,778(2)	20.1
John Hunt and ABRY Mezzanine Investors L.P. 111 Huntington Avenue 30th Floor Boston, MA 02199	8,462,687(3)	17.1
Info-Quest SA 25 Pantou Street 17671 Kallithea, Athens, Greece	4,050,659(4)	10.1
Milberg Weiss Bershad & Schulman LLP One Pennsylvania Plaza 49th Floor New York, New York 10119	2,966,667(4)	7.4
George H. Ellis	1,404,554(5)	3.4
Dann V. Angeloff	334,589	*
W. Douglas Lewis	6,667	*
Jeffrey Vorholt	90,000	:
Elaine Wetmore	90,000	:
Randal B. Tofteland	880,000	2.0
David G. Latzke	700,894	1.7
All directors and named executive officers as a group (8 people) (6)	3,506,704	8.0

* Less than 1%

- (1) Includes for officers and directors shares that could be purchased within 60 days of November 15, 2005 upon the exercise of options by the following persons in the specified amounts: Mr. Ellis, 1,400,000 shares; Mr. Angeloff, 330,000 shares; Mr. Lewis, 6,667 shares; Mr. Vorholt, 90,000 shares; Ms. Wetmore, 90,000 shares; Mr. Tofteland, 880,000 shares; Mr. Latzke, 700,000 shares; and all officers and directors as a group, 3,496,667 shares consists of warrants to purchase 4,216,518 shares of common stock, 4,331,540 shares of Series E Convertible Preferred Stock, initially convertible into 4,331,540 shares of common stock, 3,000 shares of Series C Convertible Preferred Stock initially convertible into 1,492,537 shares of common stock, and options to purchase 201,183 shares of common stock. See the discussion under "Certain Transactions" below.
- (3) Consists of 15,000 shares of Series C Convertible Preferred Stock initially convertible into 7,462,687 shares of common stock and warrants to purchase 1,000,000 shares of common stock held by ABRY Mezzanine Investors L.P. Mr. Hunt, a director of the Company, is a partner in ABRY Partners, which is the managing member of the general partner of ABRY Mezzanine Investors L.P.
- (4) Based on the last available information. Such entities will be required, if they retain 5% beneficial ownership, to file a Schedule 13 G or before February 14, 2006, but have not yet filed.
- (5) Includes 1,377 shares held in trust or custodial or trust accounts for Mr. Ellis' spouse and children.
- (6) Does not include shares held by ABRY Mezzanine Investors L.P.

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SoftBrands, Inc.
Consolidated Balance Sheets
in thousands, except per share data
(unaudited)

	December 31, 2005	September 30, 2005
Assets		
Current assets		
Cash and cash equivalents	\$ 13,812	\$ 16,034
Accounts receivable, net	5,998	5,363
Prepaid expenses and other current assets	1,500	1,134
Total current assets	21,310	22,531
Furniture, fixtures and equipment, net	1,994	1,986
Restricted cash	654	648
Goodwill	23,532	22,947
Intangible assets, net	4,049	3,783
Other long-term assets		6
Total assets	\$ 51,539	\$ 51,901
Liabilities and Stockholders' Equity		
Current liabilities		
Current portion of long-term debt and capital leases	\$ 154	\$ 260
Accounts payable	1,257	2,240
Accrued expenses	4,232	5,707
Accrued restructuring costs	183	203
Deferred revenue	17,440	15,355
Other current liabilities	1,383	1,352
Total current liabilities	24,649	25,117
Other long-term liabilities	268	292
Total liabilities	24,917	25,409
Stockholders' equity		
Series A convertible Preferred Stock, \$0.01 par value; 300,000 shares authorized; no shares issued or outstanding		
Series B Convertible Preferred Stock, \$0.01 par value; 4,331,540 shares authorized, issued and outstanding; liquidation value of \$4,591	5,068	5,068
Series C Convertible Preferred Stock, \$0.01 par value, 20,027 shares authorized, 18,000 shares issued and outstanding liquidation value of \$18,000 plus unpaid dividends	15,065	15,065
Common Stock, \$0.01 par value; 110,000,000 shares authorized; 40,071,500 and 40,030,000 shares issued and outstanding; respectively		
\$18,000 plus unpaid dividends	400	400
Additional paid-in capital	173,553	173,756
Accumulated other comprehensive loss	(1,333)	(1,893)
Accumulated deficit	(166,131)	(165,904)
Total stockholders' equity	26,622	26,492
Total liabilities and stockholders' equity	\$ 51,539	\$ 51,901

STATUTORY COMPLIANCE MATRIX

STATUTORY COMPLIANCE MATRIX

	ENTITY NAME	COUNTRY	Mailing Address	City	State	Zip Code
	SoftBrands, Inc.	US	Two Meridian Crossings, Suite 800	Minneapolis	MN	55423
	SoftBrands Manufacturing, Inc.	US	Two Meridian Crossings, Suite 800	Minneapolis	MN	55423
	SoftBrands Hospitality, Inc.	US	Two Meridian Crossings, Suite 800	Minneapolis	MN	55423
	SoftBrands International, Inc.	US	Two Meridian Crossings, Suite 800	Minneapolis	MN	55423
	SoftBrands Licensing, Inc.	US	Two Meridian Crossings, Suite 800	Minneapolis	MN	55423
	SoftBrands Australia Pty Ltd	Australia	Level 25, 367 Collins Street	Melbourne	Victoria	3000
	SoftBrands Belgium B.V.B.A.	Belgium	Ikaros Business Park, Ikaroslaan 19	Zaventem	Belgium	1930
	SoftBrands International, Inc. - Belgium Branch	Belgium	Ikaros Business Park, Ikaroslaan 19	Zaventem	Belgium	1930
	SoftBrands Asia Ltd.	China	Tianjin Finance Building, 27th Floor #123, Wei Di Road	Hexi District	Tianjin	300074
	SoftBrands Middle East and North Africa Limited Liability Company	Egypt	3 Amman Square, 3rd Floor	Dokki	Egypt	
	SoftBrands S.A.R.L.	France	90 cours Vitton	Lyon	France	69006
	SoftBrands International, Inc. - France Branch	France	90 cours Vitton	Lyon	France	69006
	SoftBrands Research (India) Pvt. Ltd	India	302, 3rd Floor, Prestige Sigma, No. 3, Vittal Mallya Road	Bangalore	India	560 001
	SoftBrands Europe Ltd. - Ireland Branch (<i>office of UK</i>)	Ireland	2 Crofton Terrace, Dun Laighaire Co.	Dublin	Ireland	
	SoftBrands Singapore Pte Ltd - Japan Branch (<i>office of Singapore</i>)	Japan	10 Anson Road, #26-09 International Plaza	Singapore		79003
	SoftBrands Malaysia Sdn Bhd	Malaysia	341B Kelana Centre Point, 3 Jalan SS 7/19 Kelana Jaya	Petaling Jaya	Malaysia	47301
	SoftBrands de Mexico, S.A. de C.V.	Mexico	Car, Pichacho Ajusco NO. 130, Desp. 604, Col Jardines en la Montana	Mexico	Mexico	
	SoftBrands Suporte de Mexico, S.A. de C.V.	Mexico	Car, Pichacho Ajusco NO. 130, Desp. 604, Col Jardines en la Montana	Mexico	Mexico	
	SoftBrands Holdings B.V.	Netherlands	Fred. Roekstraat 123	Amsterdam	Netherlands	1076 EE
	SoftBrands Singapore Pte Ltd	Singapore	501 Orchard Road #14-03 Wheelock Place	Singapore		238880
	SoftBrands South Africa (PTY) Limited	South Africa	Midview Building, Thandani Park, Invicta Road	Johannesburg	South Afr	1685
	AremisSoft Hospitality (Schweiz) GmbH	Switzerland	Baarerstrasse 95	Zug	Switzerland	6301
	Winnlodge AG, Zug	Switzerland	Baarerstrasse 95	Zug	Switzerland	6301
	SoftBrands Europe Limited	UK	Fourth Shift House, 11 Worton Drive	Reading	Berkshire	RG2 0LX
	Fourth Shift Canada Limited	Canada	55 King Street West, Toronto Dominion Bank Tower	Toronto	Ontario	M5K 1N6

1. *Phragmites australis* (Cav.) Trin. ex Steud.

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STATUTORY COMPLIANCE MATRIX									
ENTITY NAME	COUNTRY	STAT AUDIT	DATE	TAX RETURN	NAME OF	Filed Accounts	Filed Accounts	Tax Returns	Tax Returns
Softbridge Inc.	US	YES	15-Jun	Consolidated	ACCTG. FIRM	2002	2003	2004	2005
Softbridge Manufacturing, Inc.	US	NO		Consolidated	PWC N/A	N/A	Yes	Yes	Yes
Softbridge Hospitality, Inc.	US	NO		Consolidated	PWC N/A	N/A	N/A	N/A	N/A
Softbridge International, Inc.	US	NO		Consolidated	PWC N/A	N/A	N/A	N/A	N/A
Softbridge Licensing, Inc.	US	NO		Consolidated	PWC N/A	N/A	N/A	N/A	N/A
Softbridge Australia Pty Ltd	Australia	YES	8 mos after Y/E	YES	Typical Weller Boucher	Yes	Yes	Yes	Yes
Softbridge Belgium B.V.B.A.	Belgium	YES	See Note 5	YES	PWC Brussels	Yes	Yes	Yes	Yes
Softbridge International, Inc. - Belgium Branch	Belgium	YES	30-Apr	YES	Tiend Accounting Firm	Yes	Yes	Yes	Yes
Softbridge Asia Ltd	China	YES	30-Apr	YES	E&V	Yes	Yes	Yes	Yes
Softbridge Middle East and North Africa Limited Liability Company	Egypt	YES	30-Apr	YES		No	No	No	No
Softbridge S.A.R.L.	France	YES	30-Apr	YES		No	No	No	No
Softbridge Interactive, Inc. - France Branch	France	YES	31-Oct	YES	Hema Kishnamurthy	Yes	Yes	Yes	Yes
Softbridge Katarah (India) Pvt. Ltd.	India	YES	9 mos after Y/E	YES	PWC Dublin	Yes	Yes	Yes	Yes
Softbridge Europe Ltd - Ireland Branch (office of UK)	Ireland	NO		YES	Ogawa CPA office	Yes	Yes	Yes	Yes
Softbridge Singapore Pte Ltd - Japan Branch (office of Singapore)	Japan	YES	8 mos after Y/E	YES	SCHNeoph WM Lam & Co	No	No	No	No
Softbridge Malaysia Sdn Bhd	Malaysia	YES	31-Mar	YES	Garcia Landas Asociados	Yes	Yes	Yes	Yes
Softbridge de Mexico S.A. de C.V.	Mexico	YES	31-Mar	YES	Garcia Landas Asociados	Yes	Yes	Yes	Yes
Softbridge Super de Mexico S.A. de C.V.	Mexico	YES	8 mos after Y/E	YES	ATC Trustee	Yes	Yes	Yes	Yes
Softbridge Holdings B.V.	Netherlands	NO but see Note 3	31-Jul	YES	Paul Wan & Co.	No	No	No	No
Softbridge Singapore Pte Ltd	Singapore	YES	2 mos after Y/E	YES	K.J. Whistler & Co.	Yes	Yes	Yes	Yes
Softbridge South Africa (PTY) Limited	South Africa	YES but see Note 4	31-Mar	YES	Ravilion Advantages	Yes	Yes	Yes	Yes
Armasoft Hospitality (Schweiz) GmbH	Switzerland	YES but see Note 4	31-Mar	YES	7	N/A	N/A	N/A	N/A
WinLogo AG, Zug	Switzerland	YES	12 mos after Y/E	YES	PWC Underage	Yes	Yes	Yes	Yes
Softbridge Europe Limited	UK	YES		YES					
To Be Liquidated									
Softbridge (HK) Ltd.	Hong Kong	YES	15-Aug	YES	Chang Leung Hui & Li	N/A	N/A	N/A	N/A
e-Star Solutions (Ireland) Co., Ltd. IOMORE	Thailand	YES	See Note 7	YES	N/A				
Softbridge Norway AS	Norway	YES	20-Feb	YES	PKE Norway	Yes	Yes	Yes	Yes
Fourth Shift Canada Limited	Canada	NO	30-Jun	YES	PWC Canada	N/A	N/A	N/A	N/A
Non-Softbridge Entities Which We Maintain									
Meta Systems (Holdings) Ltd. (formerly ABEM (UK) Plc)	UK	YES		YES	PWC Underage	No	No	No	No
Armasoft Belgium branch of Armasoft Inc.	Belgium	NO		YES	PWC Underage	Yes	Yes	Yes	Yes
MMMS Limited	UK	YES		YES	PWC Underage	No	No	No	No
Spence Computers Limited	UK	YES	8 mos after Y/E	YES	PWC Underage	No	No	No	No
Meta Systems Holdings B.V.	Netherlands	NO but see Note 3		YES	PWC Underage	No	No	No	No
Non-Softbridge Entities Which We Do Not Maintain									
Armasoft Hospitality (US) Inc.	US	Resignation pending							
Armasoft Hospitality (Malaysia) Sdn Bhd	Malaysia	Resignation pending							
Armasoft (France) A.I.M.S.	France	Resignation pending							
Armasoft Hospitality (Singapore) Pte Ltd	Singapore	Resignation pending							
Armasoft Australia Pty Ltd	Australia	Resignation pending							
Armasoft Hospitality (UK) Limited	UK	Resignation pending							
Armasoft (HK) Corporation Limited	Hong Kong	Resignation pending							
UK Global Manufacturing Systems (USA) Inc.	US	Resignation pending							
Online Applications	US	Resignation pending							
UK Global Manufacturing Systems	UK	Resignation pending							
Armasoft (Germany) GmbH	Germany	Resignation pending							
Grainier Limited (UK) Ltd	UK	Resignation pending							
Advanced Medical Computer Systems (UK) Ltd	UK	Resignation pending							
UK Global Software Engineering (UK) Ltd	UK	Resignation pending							
UK Global Construction Systems (UK) Ltd	UK	Resignation pending							
Britter Computer Systems Ltd	UK	Resignation pending							
Transnet Systems Ltd	UK	Resignation pending							
UK Global Human Resources (UK) Ltd	UK	Resignation pending							
UK Global Hospitality Systems (UK) Ltd	UK	Resignation pending							
UK Global Technology Ltd	UK	Resignation pending							
Armasoft (EEA) Ltd	Cyprus	Resignation pending							
Armasoft Bulgaria BEOB	Bulgaria	Resignation pending							
Armasoft (India) Pvt. Ltd.	India	Resignation pending							
Armasoft (China) Pte Ltd	China	Resignation pending							
Armasoft (Thailand) Pte Ltd	Thailand	Resignation pending							
Armasoft (Singapore) Pte Ltd	Singapore	Resignation pending							
UK Global Information Systems (India) Pvt. Ltd.	India	Resignation pending							
UK Global Manufacturing Systems	UK	Resignation pending							
Armasoft (Brazil) Ltd	Brazil	Resignation pending							
Armasoft (Argentina) Ltd	Argentina	Resignation pending							
Armasoft (Dubaï) Ltd	Dubaï	Resignation pending							
Armasoft (Oman) Ltd	Oman	Resignation pending							
Armasoft (Vietnam) Ltd	Vietnam	Resignation pending							
UK Global Manufacturing Systems (UK) Ltd	UK	Resignation pending							

Yes as long as we file the 2003 return by the end of June. Information has been sent to PWC to complete the return.

Yes until response from Dave / Dorsey says otherwise.

All UK documents will be addressed as part of the 2003 wrap up work in July 2004.

STATUTORY COMPLIANCE MATRIX

ENTITY NAME	CONTACTS	TAX	COMMENTS	Where's the but?
SoftBrands, Inc.	Haral Froehle	Guernsey/Whitaker		Dave Laizke
SoftBrands Manufacturing, Inc.				Dave Laizke
SoftBrands Hospitality, Inc.				Dave Laizke
SoftBrands International, Inc.				Dave Laizke
SoftBrands Licensing, Inc.				Dave Laizke
SoftBrands Australia Pty Ltd				Yang Yongqing
SoftBrands Belgium B.V. & A.				Pete Francis
SoftBrands International, Inc. - Belgium Branch				Pete Francis
SoftBrands India Pvt. Ltd.				Pete Francis
SoftBrands Japan Ltd.				Pete Francis
SoftBrands Wides East and North Africa Limited Liability Company				Pete Francis
SoftBrands S.A.R.L.				Pete Francis
SoftBrands International, Inc. - France Branch				Pete Francis
SoftBrands Research (India) Pvt. Ltd.				Pete Francis
SoftBrands Europe Ltd. - India Branch (Office of UK)				Pete Francis
SoftBrands Singapore Pte Ltd. - Japan Branch (Office of Singapore)				Pete Francis
SoftBrands Malaysia Sdn Bhd				Pete Francis
SoftBrands de Mexico, S.A. de C.V.				Pete Francis
SoftBrands Support de Mexico, S.A. de C.V.				Pete Francis
SoftBrands Holdings B.V.				Pete Francis
SoftBrands Singapore Pte Ltd				Pete Francis
SoftBrands South Africa (PTY) Limited				Pete Francis
ArenisSoft Hospitality (Schweiz) GmbH				Pete Francis
WinLodge AG Zug				Pete Francis
SoftBrands Europe Limited				Pete Francis
To Be Liquidated				
SoftBrands (HK) Ltd.				Yang Yongqing
De Star Solutions (Thailand) Co., Ltd. 10809E				Yang Yongqing
SoftBrands Norway AS				Bob Wright
Fourth Shift Canada Limited				Steve Cohen
Non-SoftBrands Entities Which We Maintain				
Mela Sydlams (Holdings) Ltd. (formerly AREM (US) Pte)				Dave Laizke - done by End of October
ArenisSoft Belgium branch of ArenisSoft INC.				Dave Laizke - done by End of October
HMTMS Limited				Dave Laizke - done by End of October
Sahana Computers Limited				Dave Laizke - done by End of October
MEVA Systems Holding B.V.				Dave Laizke
Non-SoftBrands Entities Which We Do Not Maintain				
ArenisSoft Hospitality (US) Inc.				
ArenisSoft Hospitality (AUS) Pty Ltd				
ArenisSoft Hospitality (France) A.H.M.S.				
ArenisSoft Hospitality (Singapore) Pte Ltd				
ArenisSoft Australia Pty Ltd				
MEVA Systems Hospitality (UK) Limited				
ArenisSoft (HK) Corporation Limited				
UK Global Manufacturing Systems (USA) Inc.				
Online Applications				
UK Global Manufacturing Systems				
ArenisSoft (Germany) GmbH				
Galaxy Limited (UK) Ltd				
Advanced Medical Computer Systems (US) Ltd				
UK Global Software Engineering (UK) Ltd				
UK Global Construction Systems (UK) Ltd				
Braker Computer Systems Ltd				
The Center Systems Ltd				
UK Global Human Resources (UK) Ltd				
UK Global Hospitality Systems (UK) Ltd				
UK Leisure Technology Ltd				
ArenisSoft (EE ME A) Ltd				
MEVA Solutions Bulgaria EOOD				
ArenisSoft (India) Pvt. Ltd.				
e-Chart India Pvt. Ltd.				
Software Systems (India) Pvt. Ltd.				
ArenisSoft Technologies (India) Pvt. Ltd.				
UK Global Information Systems (India) Pvt. Ltd.				
UK Global Manufacturing Systems				
Athena Business Consultants				
Dynast International Ltd				
ArenisSoft Overseas				
UK Branch (Meta Systems Holdings) Ltd				
UK Global Manufacturing Systems (UK) Ltd				