

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089
		2009
		This Form is Open to Public Inspection

Part I	Annual Report Identification Information		
For calendar plan year 2009 or fiscal plan year beginning <u>01/01/2009</u> and ending <u>12/31/2009</u>			
A This return/report is for:	☐ a multiemployer plan;	☐ a multiple-employer plan; or	
	☒ a single-employer plan;	☐ a DFE (specify) ____	
B This return/report is:	☐ the first return/report;	☐ the final return/report;	
	☐ an amended return/report;	☐ a short plan year return/report (less than 12 months).	
C If the plan is a collectively-bargained plan, check here.	☐		
D Check box if filing under:	☒ Form 5558;	☐ automatic extension;	☐ the DFVC program;
	☐ special extension (enter description)		

Part II	Basic Plan Information —enter all requested information		
1a Name of plan <u>ACTIVANT SOLUTIONS INC SAVINGS AND INVESTMENT PLAN</u>	1b Three-digit plan number (PN) ►	<u>002</u>	
	1c Effective date of plan	<u>01/01/1977</u>	
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>ACTIVANT SOLUTIONS, INC</u> <u>804 LAS CIMAS PARKWAY SUITE 200</u> <u>AUSTIN, TX 78746-5179</u>	2b Employer Identification Number (EIN) <u>94-2160013</u>	2c Sponsor's telephone number <u>512-328-2300</u>	2d Business code (see instructions) <u>541512</u>

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/13/2010</u>	<u>STEPHEN NASH</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2009)
v.092307.1

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") ADMINISTRATIVE COMMITTEE 804 LAS CIMAS PARKWAY SUITE 200 AUSTIN, TX 78746-5179	3b Administrator's EIN 74-1880779 3c Administrator's telephone number 512-328-2300
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	2356
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	1678
b Retired or separated participants receiving benefits.....	6b	6
c Other retired or separated participants entitled to future benefits.....	6c	576
d Subtotal. Add lines 6a , 6b , and 6c	6d	2260
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	1
f Total. Add lines 6d and 6e	6f	2261
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	1972
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	33

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:

3J 3H 2S 2K 2J 2G 2F 2E

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1) ☒ **R** (Retirement Plan Information)
 (2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
 (3) ☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- (1) ☒ **H** (Financial Information)
 (2) ☐ **I** (Financial Information – Small Plan)
 (3) ☐ **A** (Insurance Information)
 (4) ☒ **C** (Service Provider Information)
 (5) ☐ **D** (DFE/Participating Plan Information)
 (6) ☐ **G** (Financial Transaction Schedules)

<div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

<div>A Name of plan</div> <div>ACTIVANT SOLUTIONS INC SAVINGS AND INVESTMENT PLAN</div>	<div>B Three-digit plan number (PN)</div> <div>▶</div> <div>002</div>
<div>C Plan sponsor's name as shown on line 2a of Form 5500</div> <div>ACTIVANT SOLUTIONS, INC</div>	<div>D Employer Identification Number (EIN)</div> <div>94-2160013</div>

Part I

Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation	
FIDELITY INV INSTITUTIONAL OPER CO	P O BOX 770001 CINCINNATI, OH 45277-0018
04-2647786	

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

STRATEGIC ADVISORS INC

P O BOX 770001
CINCINNATI, OH 45277-0018

04-2654524

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	ADVISOR	116	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

FIDELITY INV INSTITUTIONAL OPER CO

P O BOX 770001
CINCINNATI, OH 45277-0018

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 65 64	RECORDKEEPER	18961	Yes ☒ No ☐	Yes ☐ No ☒		Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INV INSTITUTIONAL OPER CO	60 60 60 60	

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
T. ROWE PRICE DIVIDEND GROWTH-TRP 52-1184650	RATE OF 0.15% OF AVERAGE DAILY BALANCE OF ASSETS.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INV INSTITUTIONAL OPER CO	60 60 60 60	

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
RS PARTNERS A-BOSTON FINANCIAL 04-2526037	RATE OF 0.55% OF AVERAGE DAILY BALANCE OF ASSETS.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INV INSTITUTIONAL OPER CO	60 60 60 60	

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
RAINIER SM/MID CAP-US BANCORP 39-0281260	RATE OF 0.35% OF AVERAGE DAILY BALANCE OF ASSETS.

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INV INSTITUTIONAL OPER CO	60 60 60 60	

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MSIF SMALL CO GROWTH P-MORGAN STAN 13-3799749	RATE OF 0.35% OF AVERAGE DAILY BALANCE OF ASSETS.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INV INSTITUTIONAL OPER CO	60 60 60 60	

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
LEGG MASON CM VALUE FI-BOSTON FIN 04-2526037	RATE OF 0.35% OF AVERAGE DAILY BALANCE OF ASSETS.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INV INSTITUTIONAL OPER CO	60 60 60 60	

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
GS MID CAP VALUE A-GOLDMAN SACHS CO 13-5108880	RATE OF 0.35% OF AVERAGE DAILY BALANCE OF ASSETS.

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INV INSTITUTIONAL OPER CO	60 60 60 60	
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
EATON LG CAP VALUE A-PNC GLOBAL 04-2871943	RATE OF 0.35% OF AVERAGE DAILY BALANCE OF ASSETS.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INV INSTITUTIONAL OPER CO	60 60 60 60	
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
DWS STRATEGIC VAL A-DWS INV 02-0432775	RATE OF 0.35% OF AVERAGE DAILY BALANCE OF ASSETS.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INV INSTITUTIONAL OPER CO	60 60 60 60	
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
COHEN & STEERS REALTY-BOSTON FIN 04-2526037	RATE OF 0.4% OF AVERAGE DAILY BALANCE OF ASSETS.	

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INV INSTITUTIONAL OPER CO	60 60 60 60	

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
ABF LARGE CAP VALUE INV-SSB&T 04-1867445	RATE OF 0.35% OF AVERAGE DAILY BALANCE OF ASSETS.	

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009		
A Name of plan ACTIVANT SOLUTIONS INC SAVINGS AND INVESTMENT PLAN	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 ACTIVANT SOLUTIONS, INC	D Employer Identification Number (EIN) 94-2160013	

Part I	Asset and Liability Statement
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1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	66	
(2) Participant contributions	1b(2)	1081	
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	29308237	25406616
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	3653768	4264193
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	76080289	104812851
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	109043441	134483660

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k		

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	109043441	134483660
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	1993049	
(B) Participants	2a(1)(B)	8825656	
(C) Others (including rollovers)	2a(1)(C)	218198	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		11036903

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	179271	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	250573	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		429844

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1582413	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1582413

(3) Rents	2b(3)		
-----------------	-------	--	--

(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		22250852
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		35300012

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	9839812	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		9839812
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	19981	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		19981
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		9859793

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		25440219
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: ALEXANDER & LIEVENS PC

(2) EIN: 74-2943125

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

- 4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		1000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		X	

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If yes, enter the amount of any plan assets that reverted to the employer this year ☐ Yes ☒ No Amount:

- 5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)

5b(2) EIN(s)

5b(3) PN(s)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning <u>01/01/2009</u> and ending <u>12/31/2009</u>		
A Name of plan <u>ACTIVANT SOLUTIONS INC SAVINGS AND INVESTMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>	
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ACTIVANT SOLUTIONS, INC</u>	D Employer Identification Number (EIN) <u>94-2160013</u>	

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....

1	
----------	--

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):
EIN(s): 04-6568107

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....

3	<u>0</u>
----------	----------

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
----------------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?..... ☐ Yes ☐ No ☐ N/A
If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____
If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year

6a	
b Enter the amount contributed by the employer to the plan for this plan year	6b
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ☐ Yes ☐ No ☐ N/A

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?..... ☐ Yes ☐ No ☐ N/A

Part III	Amendments
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box..... ☐ Increase ☐ Decrease ☐ Both ☐ No

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?..... ☐ Yes ☐ No

11 **a** Does the ESOP hold any preferred stock? ☐ Yes ☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ☐ Yes ☐ No

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ☐ Yes ☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

- 19** If the total number of participants is 1,000 or more, complete items (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

ACTIVANT SOLUTIONS INC.
SAVINGS AND INVESTMENT PLAN

ANNUAL FINANCIAL STATEMENTS
DECEMBER 31, 2009 AND 2008

ACTIVANT SOLUTIONS INC.
SAVINGS AND INVESTMENT PLAN

DECEMBER 31, 2009 AND 2008

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INDEPENDENT AUDITORS' REPORT

To the Participants and
Administrative Committee of the
Activant Solutions Inc. Savings and Investment Plan

We were engaged to audit the financial statements of Activant Solutions Inc. Savings and Investment Plan as of December 31, 2009 and 2008, and for the year ended December 31, 2009, and the supplemental schedule as of and for the year ended December 31, 2009, as listed in the accompanying index. These financial statements and schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note H, which was certified by Fidelity Management Trust Company, the custodian, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan administrator that the custodian holds the Plan's investment assets and execute investment transactions. The Plan administrator has obtained a certification from the custodian as of and for the years ended December 31, 2009 and 2008, that the information provided to the Plan administrator by the custodian is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and schedules taken as a whole. The form and content of the information included in the financial statements and schedules, other than that derived from the information certified by the custodian, have been audited in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.


September 30, 2010

ACTIVANT SOLUTIONS INC. SAVINGS AND INVESTMENT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

AS OF DECEMBER 31, 2009 AND 2008

	<u>2009</u>	<u>2008</u>
ASSETS		
Investments, at fair value		
Money market fund	\$ 25,406,616	\$ 29,308,237
Mutual funds	104,812,851	76,080,289
Participant loans	4,264,193	3,653,768
Total investments	<u>134,483,660</u>	<u>109,042,294</u>
Receivables		
Employer contributions receivable	-	66
Participant contributions receivable	-	1,081
Total receivables	<u>-</u>	<u>1,147</u>
TOTAL ASSETS	<u>134,483,660</u>	<u>109,043,441</u>
LIABILITIES	<u>-</u>	<u>-</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 134,483,660</u></u>	<u><u>\$ 109,043,441</u></u>

The accompanying notes are an integral part of these financial statements.

ACTIVANT SOLUTIONS INC. SAVINGS AND INVESTMENT PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEAR ENDED DECEMBER 31, 2009

ADDITIONS:

Dividends and interest investment income	\$ 2,012,256
Net realized and unrealized appreciation or (depreciation) in fair value of investments	22,250,853
Contributions	
Employer contributions	1,993,049
Participant contributions	8,825,656
Participant rollover contributions	218,198
TOTAL ADDITIONS	<hr/> 35,300,012
DEDUCTIONS:	
Benefits paid to participants	9,839,812
Administration fees	19,981
TOTAL DEDUCTIONS	<hr/> 9,859,793
NET INCREASE	25,440,219
NET ASSETS AVAILABLE FOR BENEFITS, Beginning of year	<hr/> 109,043,441
NET ASSETS AVAILABLE FOR BENEFITS, End of year	<hr/> <hr/> \$ 134,483,660

The accompanying notes are an integral part of these financial statements.

ACTIVANT SOLUTIONS INC. SAVINGS AND INVESTMENT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2009 AND 2008

NOTE A - DESCRIPTION OF THE PLAN:

The following description of the Activant Solutions Inc. Savings and Investment Plan provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General. The Activant Solutions Inc. Savings and Investment Plan (the Plan) is a defined contribution plan that became effective January 1, 1977, and is maintained for the benefit of employees of Activant Solutions Inc. and its wholly owned subsidiaries (collectively referred to as the "Company"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). Fidelity Management Trust Company ("Fidelity") serves as the independent Plan Trustee. The Administrative Committee serves as the Plan administrator for the Plan.

Eligibility. Every employee of the Company is eligible to participate in the Plan except for employees covered by a collective bargaining agreement, employees who are nonresident aliens with no U.S.-source compensation, leased employees, individuals who are treated by the Company as independent contractors or non-common law employees, employees of a participating employer who are excluded from participation in the Plan by the participating employer, and certain employees eligible to participate in any other Company-sponsored qualified retirement plan. Eligible employees other than temporary employees become participants in the Plan as of the first day they perform an Hour of Service for the Company. An Hour of Service is any hour an employee is paid or entitled to payment for duties performed for the Company. An individual who is classified by the Company as a temporary employee becomes a participant in the Plan upon the earlier of the anniversary of the individual's date of hire or the last day of the Plan year commencing after his date of hire if the individual completes 1,000 Hours of Service.

Employee Before-Tax Contributions. Participants may contribute to the Plan through payroll deductions from 0% to 25% of annual compensation, as defined by the Plan. Participants who have attained age 50 may make "catch-up contributions" to the Plan. As of January 1, 2009, Participants may elect to have their deferral election percentage be automatically increased every Plan year by any specified percentage from 1% to 10%.

Each Participant hired or rehired on or after January 1, 2009 will be deemed to have elected to defer 3% of his or her compensation as an Employee Before-Tax Contribution. The Participant may cancel or change the deemed election within thirty days of hire or rehire. The deemed deferral election percentage will automatically increase 1% each Plan year until it reaches the

ACTIVANT SOLUTIONS INC. SAVINGS AND INVESTMENT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2009 AND 2008

maximum deferral election percentage allowed, as defined by the Plan, unless changed or cancelled by the Participant.

Participant Rollover Contributions. Participants are allowed to make rollover contributions of amounts received from other tax-qualified employer-sponsored retirement plans.

Employer Matching Contributions. Each pay period, the Company may, in its discretion, contribute to the Plan for each participant who makes a Before-Tax Contribution for the pay period an Employer Matching Contribution in an amount equal to 50% of the Before-Tax Contribution made by the participant up to 6% of the participant's compensation for the pay period. The Company made Employer Matching Contributions to the Plan of \$1,993,049 for 2009.

In addition to any pay period Employer Matching Contributions, the Company may, in its discretion, make an additional annual Employer Matching Contribution at the end of any plan year on behalf of eligible participants. To be eligible for this discretionary Employer Matching Contribution, a participant must either (1) have completed 1,000 hours of service during the plan year and be employed on the last day of the plan year, or (2) have terminated employment during the plan year either on or after the participant's normal retirement age or on account of death or total and permanent disability. The Company did not declare or fund an additional discretionary year-end Employer Matching Contribution for 2009.

In addition to the pay period Employer Matching Contribution and the discretionary year-end Employer Matching Contribution, the Company may, in its discretion, make an additional catch-up Employer Matching Contribution at the end of the plan year on behalf of eligible participants employed on the last day of the plan year. The amount of this discretionary catch-up Employer Matching Contribution will equal the difference, if any, between (1) 50% of the total Before-Tax Contributions made by the participant during the plan year (up to 6% of the participant's compensation for the plan year) and (2) the total pay period Employer Matching Contributions made by the Company. The Company did not declare or fund an additional discretionary catch-up Employer Matching Contribution for 2009.

The sum of the Employer Matching Contributions for a plan year may not exceed \$3,000 for any participant.

Employer Profit Sharing Contributions. In addition to the above Employer Matching Contributions, the Company may, in its discretion, make an Employer Discretionary Contribution on behalf of eligible participants. The Employer Discretionary Contribution, if any, will be allocated to each eligible participant based on the ratio of such participant's compensation to all

ACTIVANT SOLUTIONS INC. SAVINGS AND INVESTMENT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2009 AND 2008

eligible participants' compensation. To be eligible for this Employer Discretionary Contribution, a participant must either (1) have been employed by the Company on the last day of the plan year, or (2) have terminated employment during the plan year on or after the participant's normal retirement age or on account of death or total and permanent disability. The Company did not declare or fund an Employer Discretionary Contribution for 2009.

Vesting. Participants are immediately and fully vested in their Employee Before-Tax and Participant Rollover Contributions and earnings thereon. Each Participant who is employed by the Company as of January 1, 2009, or initially hired or rehired by the Company on or after January 1, 2009, will be 100% vested in his or her Employer Contribution Account at all times. Participants who are not employed by the Company as of January 1, 2009 or hired or rehired by the Company as of January 1, 2009 will have a vested interest in his or her Employer Contribution Account in accordance with the following vesting schedule:

<u>Years of Vesting Service Completed</u>	<u>Percentage Vested</u>
Fewer than 1 year	0%
1 year	20%
2 years	40%
3 years	60%
4 years	80%
5 years or more	100%

A Year of Vesting Service is a plan year in which a participant completes at least 1,000 Hours of Service. Amounts not vested at the time a participant terminates service are forfeited and used to reduce employer contributions in the current or a subsequent year. Participants who terminate service due to retirement after age 60, death, or total disability become fully vested in their account balances. Forfeitures used to reduce Employer Matching Contributions in 2009 were \$43,898.

Participant Accounts. Individual accounts are maintained for each participant. Participants may direct the investment of their account balances among investment options offered by the Plan and managed by Fidelity Investments. Each participant's account is credited with contributions in accordance with the participant's investment instructions. Interest and dividends earned by the investments are credited to the accounts based on unit shares held in the account, and the accounts are adjusted daily for appreciation or depreciation in the market value of the mutual fund shares.

ACTIVANT SOLUTIONS INC. SAVINGS AND INVESTMENT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2009 AND 2008

Payment of Benefits. Upon termination of employment, a participant will receive the value of the vested interest in his or her account in a lump-sum distribution as soon as administratively feasible upon written consent to the distribution. For a participant whose account balance does not exceed \$1,000, the Plan may distribute the account balance without the participant's written consent. The Plan does not permit distributions prior to termination of service except for participants who have attained age 59½, become disabled, or for hardship withdrawals for the purchase of a principal residence, the payment of medical expenses, payment of post-secondary education, or payment for the cost of preventing eviction from or foreclosure on the mortgage of a principal residence. The amount of the hardship withdrawal may not exceed the amount of the financial need.

Forfeiture Accounts. At December 31, 2009 and 2008, forfeited nonvested accounts totaled \$19,696 and \$33,627 respectively. These accounts may be used to pay certain Plan expenses or may reduce future employer contributions. Forfeitures used to reduce employer contributions and allocated to participants for 2009 were \$43,898. Forfeitures were not used to pay plan expenses for 2009.

Loans. Participants may borrow from their fund accounts the lesser of \$50,000 or 50% of their vested account balance. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates. Principal and interest are repaid ratably through payroll deductions over a period not to exceed five years, except in the case of a loan used to acquire a principal residence. Interest earnings on loans are allocated to the participant's account.

Expenses of the Plan. Certain expenses incurred in the administration and operation of the Plan are paid by the Plan and are allocated to Participants' accounts. Expenses incurred by the Plan for the year ended December 31, 2008 were \$19,981. The Company pays certain other expenses incurred in the administration and operation of the Plan.

Amendment and Termination. The Company intends to continue the Plan indefinitely but reserves the right to change or discontinue the Plan at its discretion. If the Plan is terminated, all participants will become fully vested in their account balances.

ACTIVANT SOLUTIONS INC. SAVINGS AND INVESTMENT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2009 AND 2008

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

Basis of Accounting. The financial statements of the Plan are prepared on the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America.

Investment Valuation and Income Recognition. Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note G for a further discussion of fair value measurements.

Purchases and sales of investments are reflected on a trade-date basis. Interest income is accrued when earned. Dividend income is recorded on the ex-dividend date. Capital gain distributions are included in dividend income. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Payment of Benefits. Benefits are recorded when paid.

Use of Estimates. The preparation of financial statements in conformity with generally accepted accounting principles requires the Plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Risks and Uncertainties. The Plan provides for various investment options in any combination of mutual funds offered by the Plan. Investment securities are exposed to various risks, such as interest rate, market fluctuations, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits and the statements of changes in net assets available for benefits.

Recent Accounting Pronouncements. In June 2009, the Financial Accounting Standards Board (FASB) issued Accounting Standards Codification (ASC) 105-10, *The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles* (formerly Statement of Financial Accounting Standards (SFAS) No. 168). FASB ASC 105-10 replaces SFAS 162, *The Hierarchy of Generally Accepted Accounting Principles*, and establishes the FASB ASC as the source of authoritative accounting principles recognized by the FASB to be applied by non-governmental entities in the preparation of financial statements in conformity with U.S. generally accepted accounting principles (GAAP). Companies were required to begin

ACTIVANT SOLUTIONS INC. SAVINGS AND INVESTMENT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2009 AND 2008

using the ASC for periods ending after September 15, 2009. The adoption of the ASC does not impact the Plan's financial statements except for references made to the authoritative accounting literature in the footnotes.

In April 2009, the FASB issued ASC 820-10-65-4, *Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly*. The ASC reaffirmed that fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions. It also emphasized the need to use judgment in determining if a formerly active market has become inactive and in determining fair values when the market has become inactive. The guidance also expanded disclosures and required that major categories for debt and equity securities in the fair value hierarchy table be determined on the basis of the nature and risks of the investments. This guidance was effective for periods ending after June 15, 2009. The adoption did not have a material impact on the Plan's financial statements.

In May 2009, the FASB issued ASC 855, *Subsequent Events*, which established general standards of accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued or available to be issued. The new requirements became effective in 2009 and did not have a material impact on the Plan's financial statements.

In September 2009, the FASB amended ASC 820, *Fair Value Measurements and Disclosures* to permit a practical expedient for measuring the fair values of Plan investments using the net asset value per share of the investment if the net asset value of the investment is calculated in a manner consistent with the measurement principles of ASC 946, *Financial Services – Investment Companies*. This guidance also required additional disclosures of the attributes of these investments. The guidance was effective for periods ending after December 15, 2009. The adoption did not have a material impact on the Plan's financial statements.

In January 2010, the FASB released accounting guidance that amended ASC 820 that requires new fair value measurement classification disclosures and clarifies existing disclosures. The guidance requires disclosures about transfers into and out of Levels 1 and 2 of the fair value hierarchy, and separate disclosures about purchases, sales, issuances and settlements relating to Level 3 measurements. It also clarifies the existing fair value disclosures regarding valuation techniques, inputs used in those valuation models and at what level of detail fair value disclosures should be provided. The guidance is effective for annual reporting periods beginning after December 15, 2009. Adoption of this guidance is not expected to have a material effect on the Plan's net assets available for benefits or its changes in net assets available for benefits.

ACTIVANT SOLUTIONS INC. SAVINGS AND INVESTMENT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2009 AND 2008

NOTE C - FEDERAL INCOME TAXES:

The Plan obtained its latest determination letter from the Internal Revenue Service in August 2006, in which the Internal Revenue Service stated that the Plan document was in compliance with the requirements of the Internal Revenue Code. The Plan has been amended and restated since receiving the determination letter. The Plan administrator believes the Plan, as amended and restated, is designed and operated in compliance with the Internal Revenue Code.

NOTE D - PARTICIPANT-DIRECTED INVESTMENTS:

The Plan permits participants to invest their account balance and contributions in investment accounts offered by Fidelity. Allocations may be made in any percentage and may be changed by the participant at any time by directly contacting Fidelity.

NOTE E – RELATED PARTY TRANSACTIONS:

Certain Plan investments are invested in mutual funds managed by Fidelity. Fidelity is the Trustee of the Plan and custodian of plan assets. Therefore, these transactions qualify as party-in-interest transactions. Transactions in such investments are exempt from the prohibited transaction rules.

NOTE F – SUBSEQUENT EVENTS:

The Plan's management evaluated subsequent events occurring after December 31, 2009 (the financial statement date) through September 30, 2010, the date the financial statements were available to be issued. Management determined there were no subsequent events requiring disclosures.

ACTIVANT SOLUTIONS INC. SAVINGS AND INVESTMENT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2009 AND 2008

NOTE G - FAIR VALUE MEASUREMENTS:

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefits. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

		Fair Value Measurements Using:		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	Fair Value			
<u>December 31, 2009</u>				
Money market funds	\$ 25,406,616	\$ 25,406,616	\$ -	\$ -
Mutual funds	104,812,851	104,812,851	-	-
Participant loans	4,264,193	-	-	4,264,193
Total	<u>\$ 134,483,660</u>	<u>\$ 130,219,467</u>	<u>\$ -</u>	<u>\$ 4,264,193</u>
<u>December 31, 2008</u>				
Money market funds	\$ 29,308,237	\$ 29,308,237	\$ -	\$ -
Mutual funds	76,080,289	76,080,289	-	-
Participant loans	3,653,768	-	-	3,653,768
Total	<u>\$ 109,042,294</u>	<u>\$ 105,388,526</u>	<u>\$ -</u>	<u>\$ 3,653,768</u>

ACTIVANT SOLUTIONS INC. SAVINGS AND INVESTMENT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2009 AND 2008

NOTE G - FAIR VALUE MEASUREMENTS (continued):

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 inputs consist of observable inputs other than quoted prices for identical assets, and Level 3 inputs have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. Level 3 inputs were used only when Level 1 or Level 2 inputs were not available.

Level 1 Fair Value Measurements

Money market funds are valued based on the short-term cash component as of the measurement date.

Mutual funds are valued at the net asset value (NAV) of shares held in the Plan at year end.

Level 3 Fair Value Measurements

Participant loans are valued at their outstanding balances, which approximate fair value and are classified as Level 3 investments. The following table provides further details of the Level 3 fair value measurements.

Participant Loans	December 31, 2009	December 31, 2008
Beginning balance	\$ 3,653,768	\$ 3,241,388
Issuances and settlements, net	610,425	412,380
Ending balance	<u>\$ 4,264,193</u>	<u>\$ 3,653,768</u>

ACTIVANT SOLUTIONS INC. SAVINGS AND INVESTMENT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2009 AND 2008

NOTE H - INFORMATION PREPARED AND CERTIFIED BY CUSTODIAN:

The following information included in the accompanying financial statements and supplemental schedule was obtained from data that was prepared and certified as complete and accurate by the Trustee, Fidelity Management Trust Company, as of December 31, 2009 and 2008 and for the year ended December 31, 2009.

	December 31, 2009	December 31, 2008
Investments at Fair Value:		
ABF Large Cap Value Fund	\$ 2,158,052	\$ 1,731,776
TRP Diversified Growth	333,024	-
Morgan Stanley Small Company Growth	3,383,784	2,119,284
Cohen & Steers Realty Income Fund	2,288,060	1,478,139
Rainier Small Mid Cap Equity Fund	4,215,199	3,451,318
LM Capital Management Value Fund	-	193,387
DWS Strategic Value Fund A	-	416,593
Goldman Sachs Mid Cap Value Fund	1,576,212	1,046,305
RS Partners Fund A	2,316,675	1,432,491
Eaton Large Cap Value A	563,161	-
Fidelity Contrafund	7,460,598	5,466,162
Fidelity Growth Company Fund	14,902,352	10,341,601
Fidelity Balanced Fund	15,310,111	12,435,669
Fidelity Low-Priced Stock Fund	4,091,601	2,599,581
Fidelity Diversified International Fund	13,183,045	9,754,895
Fidelity Export and Multinational Fund	4,090,468	2,811,472
Fidelity Freedom Income Fund	523,262	479,115
Fidelity Freedom 2000 Fund	234,341	179,236
Fidelity Freedom 2010 Fund	914,766	720,271
Fidelity Freedom 2020 Fund	3,950,840	2,571,812
Fidelity Freedom 2030 Fund	4,369,701	3,068,396
Fidelity Freedom 2040 Fund	1,793,962	1,275,389
Fidelity Freedom 2005 Fund	47,563	57,953
Fidelity Freedom 2015 Fund	949,728	806,550
Fidelity Freedom 2025 Fund	2,716,451	1,818,825
Fidelity Freedom 2035 Fund	1,524,939	797,603

ACTIVANT SOLUTIONS INC. SAVINGS AND INVESTMENT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2009 AND 2008

NOTE H - INFORMATION PREPARED AND CERTIFIED BY CUSTODIAN (continued):

	December 31, 2009	December 31, 2008
Investments at Fair Value:		
Fidelity Freedom 2045 Fund	\$ 209,563	\$ 98,444
Fidelity Freedom 2050 Fund	366,776	195,824
Fidelity Retirement Money Market Portfolio	25,406,616	29,308,237
Spartan U.S. Equity Index Fund	5,379,488	3,829,682
Fidelity U.S. Bond Index Fund	5,959,129	4,902,516
Participant Loans	4,264,193	3,653,768

The following information included in the accompanying financial statements was obtained from data that was prepared and certified as complete and accurate by Fidelity for the year ended December 31, 2009.

	Year Ended December 31, 2009
Investment Income	\$ 2,012,256
Net realized and unrealized appreciation (depreciation) in fair value of investments	22,250,853
Benefits paid to participants	9,839,812
Administration fees	19,981

ACTIVANT SOLUTIONS INC. SAVINGS AND INVESTMENT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2009 AND 2008

NOTE I - INVESTMENTS:

The Plan's investments are held by Fidelity. The following schedule shows investments as of December 31, 2009 and 2008 that represent 5% or more of the Plan's net assets. Each of the investment funds reported below is participant-directed.

Investments at Fair Value:	December 31, 2009	December 31, 2008
Fidelity Contrafund	\$ 7,460,598	\$ 5,466,162
Fidelity Growth Company Fund	14,902,352	10,341,601
Fidelity Balanced Fund	15,310,111	12,435,669
Fidelity Diversified International Fund	13,183,045	9,754,895
Fidelity Retirement Money Market Fund	25,406,616	29,308,237

NOTE J - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500:

The net assets available for benefits per the financial statements at December 31, 2009 and 2008 agree to the amounts reported in the Form 5500, Annual Return/Report of Employee Benefit Plan filed for the year. There are no reconciling items.

ACTIVANT SOLUTIONS INC. SAVINGS AND INVESTMENT PLAN

SCHEDULE H, LINE 4i-SCHEDULE OF ASSETS (HELD AT END OF YEAR).

AS OF DECEMBER 31, 2009

Activant Solutions Inc. Savings and Investment Plan
 Taxpayer Identification Number 94-2160013
 Plan Number 002

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par or maturity value	(e) Current Value
	ABF Large Cap Value Fund	mutual fund shares	\$ 2,158,052
	TRP Diversified Growth	mutual fund shares	333,024
	Morgan Stanley Small Company Growth	mutual fund shares	3,383,784
	Cohen & Steers Realty Income Fund	mutual fund shares	2,288,060
	Rainier Small Mid Cap Equity Fund	mutual fund shares	4,215,199
	Goldman Sachs Mid Cap Value Fund	mutual fund shares	1,576,212
	RS Partners Fund A	mutual fund shares	2,316,675
	Eaton Large Cap Value A	mutual fund shares	563,161
*	Fidelity Contrafund	mutual fund shares	7,460,598
*	Fidelity Growth Company Fund	mutual fund shares	14,902,352
*	Fidelity Balanced Fund	mutual fund shares	15,310,111
*	Fidelity Low-Priced Stock Fund	mutual fund shares	4,091,601
*	Fidelity Diversified International Fund	mutual fund shares	13,183,045
*	Fidelity Export and Multinational Fund	mutual fund shares	4,090,468
*	Fidelity Freedom Income Fund	mutual fund shares	523,262
*	Fidelity Freedom 2000 Fund	mutual fund shares	234,341
*	Fidelity Freedom 2010 Fund	mutual fund shares	914,766
*	Fidelity Freedom 2020 Fund	mutual fund shares	3,950,840
*	Fidelity Freedom 2030 Fund	mutual fund shares	4,369,701
*	Fidelity Freedom 2040 Fund	mutual fund shares	1,793,962
*	Fidelity Freedom 2005 Fund	mutual fund shares	47,563
*	Fidelity Freedom 2015 Fund	mutual fund shares	949,728
*	Fidelity Freedom 2025 Fund	mutual fund shares	2,716,451
*	Fidelity Freedom 2035 Fund	mutual fund shares	1,524,939
*	Fidelity Freedom 2045 Fund	mutual fund shares	209,563
*	Fidelity Freedom 2050 Fund	mutual fund shares	366,776

ACTIVANT SOLUTIONS INC. SAVINGS AND INVESTMENT PLAN

SCHEDULE H, LINE 4i-SCHEDULE OF ASSETS (HELD AT END OF YEAR).

AS OF DECEMBER 31, 2009

Activant Solutions Inc. Savings and Investment Plan
 Taxpayer Identification Number 94-2160013
 Plan Number 002

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral, par or maturity value	(e) Current Value
*	Fidelity Retirement Money Market Portfolio	mutual fund shares	25,406,616
*	Spartan U.S. Equity Index Fund	mutual fund shares	5,379,488
*	Fidelity U.S. Bond Index Fund	mutual fund shares	5,959,129
*	Participant Loans	interest rates 4.25% to 10.5%	4,264,193
TOTAL			<u>\$ 134,483,660</u>

* denotes party-in-interest to the Plan as defined by ERISA.

STATEMENT 1

SCHEDULE H, PAGE 4, LINE 4I

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

ACTIVANT SOLUTIONS INC. SAVINGS AND INVESTMENT 94-2160013 002

PARTY IN INTEREST	IDENTIFICATION	DESCRIPTION	COST	CURRENT AMOUNT
X	PARTICIPANT LOANS	4.25% TO 10.5%		\$ 4,264,193.
X	FIDELITY RET MONEY M	MONEY MARKET FUND		25,406,616.
	ABF LARGE CAP VALUE	MUTUAL FUND SHARES		2,158,052.
	COHEN&STEERS REALTY	MUTUAL FUND SHARES		2,288,060.
	EATON LARGE CAP VAL	MUTUAL FUND SHARES		563,161.
X	FIDELITY BALANCED FD	MUTUAL FUND SHARES		15,310,111.
X	FIDELITY CONTRAFUND	MUTUAL FUND SHARES		7,460,598.
X	FIDELITY DIVERSIFIED	MUTUAL FUND SHARES		13,183,045.
X	FIDELITY EXPORT & MU	MUTUAL FUND SHARES		4,090,468.
X	FIDELITY FREEDOM INC	MUTUAL FUND SHARES		523,262.
X	FIDELITY FREEDOM2000	MUTUAL FUND SHARES		234,341.
X	FIDELITY FREEDOM2005	MUTUAL FUND SHARES		47,563.
X	FIDELITY FREEDOM2010	MUTUAL FUND SHARES		914,766.
X	FIDELITY FREEDOM2015	MUTUAL FUND SHARES		949,728.
X	FIDELITY FREEDOM2020	MUTUAL FUND SHARES		3,950,840.
X	FIDELITY FREEDOM2025	MUTUAL FUND SHARES		2,716,451.
X	FIDELITY FREEDOM2030	MUTUAL FUND SHARES		4,369,701.
X	FIDELITY FREEDOM2035	MUTUAL FUND SHARES		1,524,939.
X	FIDELITY FREEDOM2040	MUTUAL FUND SHARES		1,793,962.
X	FIDELITY FREEDOM2045	MUTUAL FUND SHARES		209,563.
X	FIDELITY FREEDOM2050	MUTUAL FUND SHARES		366,776.
X	FIDELITY GROWTH COMP	MUTUAL FUND SHARES		14,902,352.
X	FIDELITY LOWPRICED S	MUTUAL FUND SHARES		4,091,601.
X	FIDELITY US BOND IND	MUTUAL FUND SHARES		5,959,129.
	GS MIDCAP VALUE FUND	MUTUAL FUND SHARES		1,576,212.
	MS SMALL COMPANY GRO	MUTUAL FUND SHARES		3,383,784.
	RAINIER SMALL MIDCAP	MUTUAL FUND SHARES		4,215,199.
	RS PARTNERS FUND	MUTUAL FUND SHARES		2,316,675.
X	SPARTAN US EQUITY IN	MUTUAL FUND SHARES		5,379,488.
	TRP DIVERSIFIED GRTH	MUTUAL FUND SHARES		333,024.