

Online Securities Processing Inc.
Form S-1/A
July 31, 2006

As filed with the Securities and Exchange Commission on July 31, 2006

Registration No. 333-135538

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

AMENDMENT NO. 1

TO

FORM S-1

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

SunGard Data Systems Inc.

(Exact name of registrant issuer as specified in its charter)

SEE TABLE OF ADDITIONAL REGISTRANTS

Delaware
(State or other jurisdiction
of incorporation)

7374
(Primary Standard Industrial
Classification Code Number)

51-0267091
(I.R.S. Employer
Identification Number)

680 East Swedesford Road Wayne, Pennsylvania 19087

(484)-582-2000

(Address, including zip code, and telephone number, including area code, of registrants principal executive offices)

Victoria E. Silbey, Esq.

General Counsel

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680 East Swedesford Road Wayne, Pennsylvania 19087

(484)-582-2000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

With a copy to:

Richard A. Fenyas, Esq.

Simpson Thacher & Bartlett LLP

425 Lexington Avenue

New York, New York 10017-3954

Tel: (212) 455-2000

Approximate date of commencement of proposed offer: As soon as practicable after this Registration Statement is declared effective.

If any of the securities being registered on this Form are being offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Proposed Maximum		
	Amount to be Registered	Aggregate Offering Price	Amount of Registration Fee
9 1/8% Senior Notes due 2013	(1)	(1)	(1)
Senior Floating Rate Notes 2013	(1)	(1)	(1)
10 1/4% Senior Subordinated Notes due 2015	(1)	(1)	(1)
Guarantees of 9 1/8% Senior Notes due 2013(2)	(1)	(1)	(1)
Guarantees of Senior Floating Rate Notes 2013(2)	(1)	(1)	(1)
Guarantees of 10 1/4% Senior Subordinated Notes due 2015(2)	(1)	(1)	(1)

(1) An indeterminate amount of securities are being registered hereby to be offered solely for market-making purposes by an affiliate of the registrant. Pursuant to Rule 457(q) under the Securities Act of 1933, as amended, no filing fee is required.

(2) See inside facing page for additional registrant guarantors.

The Registrants hereby amend this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrants shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

Table of Additional Registrant Guarantors

Exact Name of	Registrant Guarantor as	State or Other Jurisdiction of	I.R.S. Employer	Address, Including Zip Code and Telephone Number, Including Area Code, of Registrant Guarantor s
Specified in its Charter	Incorporation or Organization	Identification Number	Principal Executive Offices	
ASC Software Inc.	Delaware	48-1297075	545 Washington Blvd.	7 th Floor
Assent Software LLC	Delaware	77-0589377 (parent EIN)	Jersey City, NJ 07310	5 Marine View Plaza Hoboken, NJ 07030
Automated Securities Clearance LLC	Delaware	22-3701255	545 Washington Blvd.	7 th Floor
BancWare LLC	Delaware	04-2766162	Jersey City, NJ 07310	3 Post Office Square
Data Technology Services Inc.	Delaware	41-2128157	11 th Floor	Boston, MA 02109
Derivatech Risk Solutions Inc.	Delaware	48-1286297	680 E. Swedesford Rd. Wayne, PA 19087	1 S. Walker St. Suite 400 Chicago, IL 60606
Exeter Educational Management Systems, Inc.	Massachusetts	04-3123926	141 Portland St.	Cambridge, MA 02139
FDP LLC	Delaware	59-2138243	2000 South Dixie Highway, Suite 200 Miami, FL 33133	
Financial Data Planning Corp.	Delaware	59-1284646	2000 South Dixie Highway, Suite 200 Miami, FL 33133	
HTE UCS, Inc.	Florida	59-2486196	2005 W. Cypress Creed Road, Suite 100	Fort Lauderdale, FL 33309-1835
Inflow LLC	Delaware	84-1439489	680 E. Swedesford Rd. Wayne, PA 19087	
MBM Inc.	Delaware	23-3091216		

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MicroHedge LLC	Delaware	36-3721745	680 E. Swedesford Rd. Wayne, PA 19087 One South Wacker Dr. Suite 400 Chicago, IL 60606
Online Securities Processing Inc.	Delaware	77-0589377	680 E. Swedesford Rd. Wayne, PA 19087

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Exact Name of Registrant Guarantor as Specified in its Charter	State or Other Jurisdiction of Incorporation or Organization	I.R.S. Employer Identification Number	Address, Including Zip Code and Telephone Number, Including Area Code, of Registrant Guarantor s Principal Executive Offices
Plaid Brothers Software, Inc.	California	33-0171030	2 Venture Suite 550 Irvine, CA 92618
Portfolio Ventures Inc.	Delaware	51-0390634	1105 North Market Street Suite 1412 Wilmington, DE 19801
Prescient Markets Inc.	Delaware	26-0052193	445 Hamilton Avenue 2 nd Floor White Plains, NY 10601
SIS Europe Holdings Inc.	Delaware	41-1511643	1105 North Market Street Suite 1412 Wilmington, DE 19801
SRS Development Inc.	Delaware	23-2746281	1105 North Market Street Suite 1412 Wilmington, DE 19801
SunGard Advisor Technologies Inc.	California	68-0129857	2399 Gateway Oaks Drive Suite 200 Sacramento, CA 95833
SunGard Asia Pacific Inc.	Delaware	51-0370861	601 Walnut St. Suite 1010 Philadelphia, PA 19106
SunGard Asset Management Systems LLC	Delaware	23-2889386	40 General Warren Blvd. Suite 200 Malvern, PA 19355
SunGard Availability Services LP	Pennsylvania	23-2106195	680 E. Swedesford Rd. Wayne, PA 19087
SunGard Availability Services Ltd.	Delaware	23-3024711	680 E. Swedesford Rd. Wayne, PA 19087
SunGard Bi-Tech LLC	Delaware	23-2813553	890 Fortress St. Chico, CA 95973
SunGard Business Systems LLC	Delaware	59-1086117	104 Inverness Center Place Birmingham, AL 35242
SunGard Canada Holdings Inc.	Delaware	51-0389725	1105 North Market Street Suite 1412

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SunGard Computer Services LLC

Delaware

68-0499469

Wilmington, DE 19801

600 Laurel Road

Voorhees, NJ 08043

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Exact Name of Registrant Guarantor as Specified in its Charter	State or Other Jurisdiction of Incorporation or Organization	I.R.S. Employer Identification Number	Address, Including Zip Code and Telephone Number, Including Area Code, of Registrant Guarantor s Principal Executive Offices
SunGard Consulting Services Inc.	Delaware	87-0727844	10375 Richmond Suite 700
SunGard Corbel LLC	California	95-2845556	Houston, TX 77042 1660 Prudential Drive Jacksonville, FL 32207
SunGard CSA LLC	Delaware	20-4280640	680 E. Swedesford Rd. Wayne, PA 19087
SunGard Development Corporation	Delaware	23-2589002	1105 North Market Street Suite 1412 Wilmington, DE 19801
SunGard DIS Inc.	Delaware	23-2829670	1105 North Market Street Suite 1412 Wilmington, DE 19801
SunGard Energy Systems Inc.	Delaware	13-4081739	601 Walnut St. Suite 1010 Philadelphia, PA 19106
SunGard eProcess Intelligence LLC	Delaware	13-3217303	70 South Orange Avenue Livingston, NJ 07039
SunGard ERisk Inc.	Delaware	52-2318969	1500 Broadway 18 th Floor New York, NY 10036
SunGard Expert Solutions Inc.	Utah	87-0392667	90 S. 400 West Suite 400 Salt Lake City, UT 84101
SunGard Financial Systems LLC	Delaware	23-2585361	601 2 nd Avenue South Hopkins, MN 55343
SunGard Higher Education Advancement Inc.	Delaware	52-2197045	1000 Winter St. Suite 1200 Waltham, MA 02451
Sungard Higher Education Inc.	Delaware	23-2303679	4 Country View Road Malvern, PA 19355
SunGard Higher Education Managed Services Inc.	Delaware	23-2414968	2300 Maitland Center Parkway Suite 340

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SunGard HTE Inc.	Florida	59-2133858	Maitland, FL 32751 1000 Business Center Drive
SunGard Insurance Systems LLC	Delaware	23-2814630	Lake Mary, FL 32746 11560 Great Oaks Way Suite 200 Alpharetta, GA 30022

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SunGard Investment Products Inc.	Delaware	36-3917440	11 Salt Creek Lane
SunGard Investment Systems LLC	Delaware	23-2115509	Hinsdale, IL 60521 11 Salt Creek Lane
SunGard Investment Ventures LLC	Delaware	51-0297001	Hinsdale, IL 60521 1105 North Market Street Suite 1412
SunGard Kiodex Inc.	Delaware	13-4100480	Wilmington, DE 19801 628 Broadway Suite 501
SunGard NetWork Solutions Inc.	Delaware	23-2981034	New York, NY 10012 680 E. Swedesford Rd. Wayne, PA 19087
SunGard Pentamation Inc.	Pennsylvania	23-1717744	3 West Broad Street Suite 1
SunGard Reference Data Solutions Inc.	Delaware	72-1571745	Bethlehem, PA 18018 888 7 th Avenue, 12 th Floor New York, NY 10106
SunGard SAS Holdings Inc.	Delaware	26-0052190	680 E. Swedesford Rd. Wayne, PA 19087
SunGard Securities Finance LLC	Delaware	13-3799258	12B Manor Parkway Salem, NH 03079
SunGard Securities Finance International Inc.	Delaware	13-3809371	12B Manor Parkway Salem, NH 03079
SunGard Shareholder Systems LLC	Delaware	23-2025519	951 Mariners Island Blvd. 5 th Floor
SunGard Software, Inc.	Delaware	51-0287708	San Mateo, CA 94404 1105 North Market St. Suite 1412
SunGard Systems International Inc.	Pennsylvania	23-2490902	Wilmington, DE 19801 560 Lexington Avenue 9 th Floor

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SunGard Technology Services LLC	Delaware	23-2579118	New York, NY 10022 680 E. Swedesford Rd. Wayne, PA 19087
SunGard Trading Systems VAR LLC	Delaware	22-3819527	55 Broadway, 9 th Floor New York, NY 10006

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SunGard Treasury Systems Inc.	California	95-3440473	23975 Park Sorrento 4 th Floor Calabasas, CA 91302
SunGard Trust Systems LLC	Delaware	23-2139612	5510 77 Center Drive, Charlotte, NC 28217
SunGard Workflow Solutions LLC	Delaware	63-1019430	104 Inverness Place Birmingham, AL 35242
Systems & Computer Technology Corporation	Delaware	23-1701520	4 Country View Road Malvern, PA 19355
The GetPaid LLC	Delaware	22-2885721	300 Lanidex Plaza Parsippany, NJ 07054
Trust Tax Services of America, Inc.	Massachusetts	04-3144155	120 Stafford St. Worcester, MA 01603
Wall Street Concepts Inc.	New York	13-3977917	44 Wall Street 3 rd Floor New York, NY 10005
World Systems Inc.	Delaware	23-2994973	40 General Warren Blvd. Suite 200 Malvern, PA 19355

EXPLANATORY NOTE

The purpose of this Amendment No. 1 to Registration Statement on Form S-1 (the "Registration Statement") is solely to file certain exhibits to the Registration Statement as set forth below in Item 16(a) of Part II. No changes are being made to the prospectus that forms Part I of this Registration Statement.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 13. Other Expenses of Issuance and Distribution.

Each of the registration rights agreements relating to the securities of the Registrants being registered hereby provides that SunGard Data Systems Inc. will bear all expenses in connection with the performance of its obligations relating to the market-making activities of Goldman, Sachs & Co. and its affiliates. These expenses include printer expenses and accounting and legal fees in an approximate amount of \$75,000.

Item 14. Indemnification of Directors and Officers.

(a) SunGard Data Systems Inc., ASC Software Inc., Data Technology Services Inc., Derivatech Risk Solutions Inc., Financial Data Planning Corp., MBM Inc., Online Securities Processing Inc., Portfolio Ventures Inc., Prescient Markets Inc., SIS Europe Holdings Inc., SRS Development Inc., SunGard Asia Pacific Inc., SunGard Availability Services, Ltd., SunGard SunGard Canada Holdings Inc., SunGard Consulting Services Inc., SunGard Development Corporation, SunGard DIS Inc., SunGard Energy Systems Inc., SunGard Consulting Services Inc., SunGard ERisk Inc., SunGard Higher Education Advancement Inc., SunGard Higher Education Inc., SunGard Higher Education Managed Services Inc., SunGard Investment Products Inc., SunGard Kiindex Inc., SunGard NetWork Solutions Inc., SunGard Reference Data Solutions Inc., SunGard SAS Holdings Inc., SunGard Securities Finance International Inc., SunGard Software, Inc., Systems & Computer Technology Corporation and World Systems Inc. are each incorporated under the laws of Delaware.

Section 145 of the Delaware General Corporation Law (the "DGCL") grants each corporation organized thereunder the power to indemnify any person who is or was a director, officer, employee or agent of a corporation or enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the corporation, by reason of being or having been in any such capacity, if he acted in good faith in a manner reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

Section 102(b)(7) of the DGCL enables a corporation in its certificate of incorporation or an amendment thereto to eliminate or limit the personal liability of a director to the corporation or its stockholders of monetary damages for violations of the director's fiduciary duty of care, except (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the DGCL (providing for liability of directors for unlawful payment of dividends or unlawful stock purchases or redemptions) or (iv) for any transaction from which a director derived an improper personal benefit.

In accordance with these provisions, the articles of incorporation and/or the bylaws of SunGard Data Systems Inc. and each of SunGard Data Systems Inc.'s guarantors incorporated in Delaware and listed above provide for indemnification of any person who is, was or shall be a director, officer, employee or agent of the corporation, to the full extent permitted by the DGCL, as amended from time to time.

(b) Automated Securities Clearance LLC, BancWare LLC, The GetPaid LLC, Inflow LLC, MicroHedge LLC, SunGard Asset Management Systems LLC, SunGard Bi-Tech LLC, SunGard Business Systems LLC, SunGard CSA LLC, SunGard eProcess Intelligence LLC, SunGard Financial Systems LLC, SunGard Insurance Systems LLC, SunGard Investment Systems LLC, SunGard Investment Ventures LLC, SunGard Securities Finance LLC, SunGard Shareholder Systems LLC, SunGard Technology Services LLC, SunGard Trust Systems LLC and SunGard Workflow Solutions LLC are each limited liability companies organized under the laws of Delaware

Section 18-108 of the Delaware Limited Liability Company Act empowers a Delaware limited liability company to indemnify and hold harmless any member or manager of the limited liability company from and against any and all claims and demands whatsoever.

In accordance with this provisions, the Limited Liability Company Agreements of Automated Securities Clearance LLC, BancWare LLC, The GetPaid LLC, Inflow LLC, MicroHedge LLC, SunGard Asset Management Systems LLC, SunGard Bi-Tech LLC, SunGard Business Systems LLC, SunGard CSA LLC, SunGard Financial Systems LLC, SunGard Insurance Systems LLC, SunGard Investment Systems LLC, SunGard Investment Ventures LLC, SunGard Securities Finance LLC, SunGard Shareholder Systems LLC, SunGard Technology Services LLC, SunGard Trust Systems LLC and SunGard Workflow Solutions LLC state that the company shall indemnify, defend and hold harmless the member and any director, officer, partner, stockholder, controlling person or employee of the member, each member of the board of managers and any person serving at the request of the company from any liability, loss or damage incurred by the indemnified party by reason of any act performed or omitted to be performed by the indemnified party in connection with the business of the company including reasonable attorneys fees and costs and any amounts expended in the settlement of any such claims of liability, loss or damage; provided however, that if the liability, loss, damage or claim arises out of any action or inaction of an indemnified party, indemnification shall be available only if (a) either (i) the indemnified party, at the time of such action or inaction determined in good faith that its, his or her course of conduct was in, or not opposed to, the best interests of the company or (ii) in the case of inaction by the indemnified party, the indemnified party did not intend its, his or her inaction to be harmful or opposed to the best interests of the company and (b) the action or inaction did not constitute fraud, gross negligence or willful misconduct by the indemnified party.

(c) Plaid Brothers Software, Inc., SunGard Advisor Technologies Inc. and SunGard Treasury Systems Inc. are each incorporated under the laws of California.

Under Section 317 of the California General Corporation Law (CGCL), a corporation has the power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the corporation to procure a judgment in its favor) by reason of the fact that the person is or was an agent of the corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with the proceeding if that person acted in good faith and in a manner the person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of the person was unlawful.

Expenses incurred in defending any proceeding may be advanced by the corporation prior to the final disposition of the proceeding upon receipt of an undertaking by or on behalf of the agent to repay that amount if it shall be determined ultimately that the agent is not entitled to be indemnified as authorized under Section 317.

The articles of incorporation and/or the bylaws of each of the corporations provides that each corporation will indemnify any and all persons whom it has the power to indemnify from and against any and all of the expenses, liabilities or other matters referred to in the CGCL.

Each of the corporations may also purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in that capacity or arising out of the agent s status as such whether or not the corporation would have the power to indemnify the agent against that liability under the applicable law.

(d) SunGard Corbel LLC is a limited liability companies organized under the laws of California.

Under Section 17153 of the California Limited Liability Company Act, except for a breach of duty, the articles of organization or written operating agreement of a limited liability company may provide for indemnification of any person, including, without limitation, any manager, member, officer, employee or agent of the limited liability company, against judgments, settlements, penalties, fines or expenses of any kind incurred as a result of acting in that capacity. A limited liability company shall have the power to purchase and maintain insurance on behalf of any manager, member, officer, employee or agent of the limited liability company against any liability asserted against or incurred by the person in that capacity or arising out of the person's status as a manager, member, officer, employee or agent of the limited liability company.

The Limited Liability Company Agreement of SunGard Corbel LLC states that the company shall indemnify, defend and hold harmless the member and any director, officer, partner, stockholder, controlling person or employee of the member, each member of the board of managers and any person serving at the request of the company from any liability, loss or damage incurred by the indemnified party by reason of any act performed or omitted to be performed by the indemnified party in connection with the business of the company including reasonable attorneys fees and costs and any amounts expended in the settlement of any such claims of liability, loss or damage; provided however, that if the liability, loss, damage or claim arises out of any action or inaction of an indemnified party, indemnification shall be available only if (a) either (i) the indemnified party, at the time of such action or inaction determined in good faith that its, his or her course of conduct was in, or not opposed to, the best interests of the company or (ii) in the case of inaction by the indemnified party, the indemnified party did not intend its, his or her inaction to be harmful or opposed to the best interests of the company and (b) the action or inaction did not constitute fraud, gross negligence or willful misconduct by the indemnified party.

(e) HTE-UCS, Inc. and SunGard HTE Inc. are each incorporated under the laws of Florida.

Section 607.0850 of the Florida Business Corporation Act, as amended (FBCA), grants each corporation organized thereunder the authority to indemnify each of its directors and officers in connection with actions, suits and proceedings brought against such person if he or she acted in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal actions, had no reasonable cause to believe his or her conduct was unlawful. Unless pursuant to a determination by a court, the determination of whether a director, officer or employee has acted in accordance with the applicable standard of conduct must be made by (i) a majority vote of directors who were not parties to the proceeding or a committee consisting solely of two or more directors not parties to the proceeding, (ii) independent legal counsel selected by a majority vote of the directors who were not parties to the proceeding or by a committee of directors duly designated by the board of directors consisting solely of two or more directors not at the time parties to the proceeding (or selected by the full board if a quorum or committee cannot be obtained), or (iii) the affirmative vote of the majority of the corporation's shareholders who were not parties to the proceeding.

The FBCA further provides that the corporations may make any other or further indemnity by resolution, bylaw, agreement, vote of shareholders or disinterested directors or otherwise, except with respect to certain enumerated acts or omissions of such persons. Florida law prohibits indemnification or advancement of expenses if a judgment or other final adjudication establishes that the actions of a director, officer or employee constitute (i) a violation of criminal law, unless the person had reasonable cause to believe his or her conduct was lawful, (ii) a transaction from which such person derived an improper personal benefit, (iii) willful misconduct or conscious disregard for the best interests of the corporation in the case of a derivative action by a shareholder or (iv) in the case of a director, a circumstance under which a director would be liable for improper distributions under Section 607.0834 of the FBCA. The FBCA does not affect a director's responsibilities under any other law, such as federal securities laws.

The articles of incorporation and/or the by-laws of each of the corporations provides that each corporation will indemnify any and all persons whom it has the power to indemnify from and against any and all of the expenses, liabilities or other matters referred to in the FBCA.

(f) Exeter Education Management Systems Inc. and Trust Tax Services of America, Inc. are each incorporated under the laws of Massachusetts Chapter 156B, Section 67 of the Annotated Laws of Massachusetts (the Massachusetts Business Corporation Act) (MBCA) states that indemnification of directors, officers, employees and other agents of a corporation may be provided by it to whatever extent authorized by the articles of organization or a bylaw adopted by the stockholders or a vote adopted by the holders of a majority of the shares of stock entitled to vote on the election of directors. Except as the articles of organization or bylaws otherwise require, indemnification of any such persons who are not directors of the corporation may be provided by it to the extent authorized by the directors. Such indemnification may include payment by the corporation of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if he shall be adjudicated to be not entitled to indemnification.

No indemnification may be provided for any person with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interest of the corporation.

A corporation shall also have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or other agent of the corporation whether or not the corporation would have the power to indemnify him against such liability.

The articles of organization and/or the bylaws of each of the corporations provide that, to the fullest extent permitted by the MBCA, as amended from time to time, each corporation will indemnify any and all persons whom it has the power to indemnify from and against any and all of the expenses, liabilities or other matters referred to in the MBCA.

Each corporation, acting through its board of directors, has the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or other agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or other agent of another organization in which it has an interest, against any liability incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability.

(g) Wall Street Concepts Inc. is incorporated under the laws of New York.

The New York Business Corporation Law (BCL), Article 7, Sections 721-726 provide for the indemnification and advancement of expenses to officers and directors. Indemnification and advancement pursuant to the BCL are not exclusive of any other rights an officer or director may be entitled to, provided that no indemnification may be made to or on behalf of any director or officer if a judgment or other final adjudication adverse to the director or officer establishes that his acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that the director personally gained a financial profit or other advantage to which he or she was not legally entitled.

A corporation may indemnify an officer or director, in the case of third party actions, against judgments, fines, amounts paid in settlement and reasonable expenses and, in the case of derivative actions, against amounts paid in settlement and reasonable expenses, provided that the director or officer acted in good faith, for a purpose which he or she reasonably believed to be in the best interests of the corporation and, in the case of criminal actions, had no reasonable cause to believe his conduct was unlawful. A corporation may obtain indemnification insurance indemnifying itself and its directors and officers.

The bylaws of Wall Street Concepts Inc. provide that the corporation shall indemnify any person made, or threatened to be made, a party to an action or proceeding, whether civil or criminal, provided that no indemnification may be made to or on behalf of any director or officer if a judgment or other final adjudication adverse to the director or officer establishes that his acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or if he personally gained in fact a financial profit or other advantage to which he was not legally entitled.

(h) SunGard Pentamation Inc. and SunGard Systems International Inc. are each incorporated under the laws of Pennsylvania.

Under Section 1741 of the Pennsylvania Business Corporation Law of 1988 (the "PBCL"), subject to certain limitations, a corporation has the power to indemnify directors, officers and other parties under certain prescribed circumstances against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with a threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative, to which any of them is a party or threatened to be made a party by reason of his being a representative of the corporation or serving at the request of the corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal proceeding, had no reasonable cause to believe his conduct was unlawful.

Expenses incurred by parties in defending any action may be paid by the corporation in advance of the final disposition of such action or proceeding upon receipt of an undertaking by or on behalf of the party to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the corporation.

The bylaws of each of the corporations provides that each corporation may indemnify any person who is or was or shall be a director or officer of the corporation, and may indemnify any person who is or was or shall be an employee or agent of the corporation, to the fullest extent permitted by the PBCL, from time to time.

(i) SunGard Availability Services LP is a limited partnership governed by the laws of Pennsylvania.

Under Section 8508 of the Pennsylvania Revised Uniform Limited Partnership Act, a limited partnership may, and shall have the power to, indemnify and hold harmless any partner or other person from and against any and all claims and demands whatsoever, subject to such standards and restrictions as are set forth in the partnership agreement. Indemnification shall not be made in any case where the act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness. The certificate of limited partnership or partnership agreement may not provide for indemnification in the case of willful misconduct or recklessness.

Indemnification may be granted for any action taken and may be made whether or not the limited partnership would have the power to indemnify the person under any other provision of law except as provided in this section and whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the limited partnership. Expenses incurred by a partner or other person in defending any action or proceeding against which indemnification may be made pursuant to this section may be paid by the limited partnership in advance of the final disposition of such action or proceeding.

The Agreement of Limited Partnership of SunGard Availability Services LP states that the partnership shall indemnify and hold harmless the general partner, any member, manager, officer, director, shareholder, employee, or agent of the general partner, and any officer of the partnership against any loss or damage (including attorneys' and other professional fees) incurred by the indemnified party on behalf of the partnership or in furtherance of the partnership's interests, without relieving the indemnified party of liability for willful misconduct or recklessness. The satisfaction of any indemnification is limited to the partnership's assets and no partner shall have any liability on account thereof. This indemnification right includes the right to be paid or reimbursed by the indemnified party in advance of the disposition of any proceeding.

(j) SunGard Expert Solutions Inc. is incorporated under the laws of Utah.

Under Section 16-10a of the Utah Business Corporation Act, a corporation may indemnify an individual made a party to a proceeding because he is or was a director, against liability incurred in the proceeding if (i) his conduct was in good faith, (ii) he reasonably believed that his conduct was in, or not opposed to, the corporation's best interests and (iii) in the case of any criminal proceeding, he had no reasonable cause to believe his conduct was unlawful.

Unless limited by its articles of incorporation, a corporation shall indemnify a director who was successful, on the merits or otherwise, in the defense of any proceeding, or in the defense of any claim, issue or matter in the proceeding, to which he was a party because he is or was a director of the corporation, against reasonable expenses incurred by him in connection with the proceeding or claim with respect to which he has been successful. A corporation may pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding in advance of final disposition of the proceeding. If the court determines that the director is entitled to mandatory indemnification, the court shall order indemnification, in which case the court shall also order the corporation to pay the director's reasonable expenses incurred to obtain court-ordered indemnification.

A corporation may purchase and maintain liability insurance on behalf of such a person, whether or not the corporation would have power to indemnify him against the same liability under the applicable laws.

The bylaws of SunGard Expert Solutions Inc. state that the corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal action or proceeding, if he or she had no reasonable cause to believe his or her conduct was unlawful. To the extent such person has been successful, on the merits or otherwise, in the defense, such person shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by such person in connection therewith.

Any expenses incurred in defending a civil or criminal action, suit or other proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or other proceeding. The corporation shall have the power to purchase and maintain insurance on behalf of any such person whether or not the corporation would have the power to indemnify such person against liability under the provisions of the bylaws.

Item 16. Exhibits and Financial Statement Schedules.

(a) Exhibits

- 2.1 Agreement and Plan of Merger, dated as of March 27, 2005, between Solar Capital Corp. and SunGard Data Systems Inc. (incorporated herein by reference to the Exhibits filed with SunGard's Current Report on Form 8-K dated March 27, 2005 and filed March 28, 2005 (Commission File No. 1-12989)).
- 3.1 Amended and Restated Certificate of Incorporation of SunGard Data Systems Inc. (incorporated by reference to the Exhibits filed with SunGard Data Systems Inc.'s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2005 (Commission File No. 1-12989)).
- 3.2 Second Amended and Restated Bylaws of SunGard Data Systems Inc. (incorporated by reference to the Exhibits filed with SunGard Data Systems Inc.'s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2005 (Commission File No. 1-12989)).
- 3.3* Certificate of Incorporation of ASC Software Inc.
- 3.4* Bylaws of ASC Software Inc.
- 3.5* Certificate of Formation of Assent Software LLC
- 3.6* Limited Liability Company Agreement of Assent Software LLC
- 3.7* Certificate of Formation of Automated Securities Clearance LLC
- 3.8* Limited Liability Company Agreement of Automated Securities Clearance LLC
- 3.9* Certificate of Formation of BancWare LLC

- 3.10* Limited Liability Company Agreement of BancWare LLC
- 3.11* Certificate of Incorporation of Data Technology Services Inc.
- 3.12* By-laws of Data Technology Services Inc.
- 3.13* Certificate of Incorporation of Derivatech Risk Solutions Inc.
- 3.14* By-laws of Derivatech Risk Solutions Inc.
- 3.15* Articles of Organization of Exeter Educational Management Systems, Inc.
- 3.16* By-laws of Exeter Educational Management Systems, Inc.
- 3.17* Certificate of Formation of FDP LLC
- 3.18* Limited Liability Company Agreement of FDP LLC
- 3.19* Certificate of Incorporation of Financial Data Planning Corp.
- 3.20* By-laws of Financial Data Planning Corp.
- 3.21* Certificate of Formation of The GetPaid LLC
- 3.22* Limited Liability Company Agreement of The GetPaid LLC
- 3.23* Certificate of Incorporation of HTE UCS, Inc.
- 3.24* By-laws of HTE UCS, Inc.
- 3.25* Certificate of Formation of Inflow LLC
- 3.26* Limited Liability Company Agreement of Inflow LLC
- 3.27* Certificate of Incorporation of MBM Inc.
- 3.28* By-laws of MBM Inc.
- 3.29* Certificate of Formation of MicroHedge LLC
- 3.30* By-laws of MicroHedge LLC
- 3.31* Certificate of Incorporation of Online Securities Processing Inc.
- 3.32* By-laws of Online Securities Processing Inc.
- 3.33* Certificate of Incorporation of Plaid Brothers Software, Inc.
- 3.34* By-laws of Plaid Brothers Software, Inc.
- 3.35* Certificate of Incorporation of Portfolio Ventures Inc.
- 3.36* By-laws of Portfolio Ventures Inc.
- 3.37* Certificate of Incorporation of Prescient Markets Inc.
- 3.38* By-laws of Prescient Markets Inc.
- 3.39* Certificate of Incorporation of SIS Europe Holdings Inc.
- 3.40* By-laws of SIS Europe Holdings Inc.
- 3.41* Certificate of Incorporation of SRS Development Inc.
- 3.42* By-laws of SRS Development Inc.
- 3.43* Certificate of Incorporation of SunGard Advisor Technologies Inc.
- 3.44* By-laws of SunGard Advisor Technologies Inc.

3.45*	Certificate of Incorporation of SunGard Asia Pacific Inc.
3.46*	By-laws of SunGard Asia Pacific Inc.
3.47*	Certificate of Formation of SunGard Asset Management Systems LLC
3.48*	Limited Liability Company Agreement of Asset Management Systems LLC
3.49*	Certificate of Limited Partnership of SunGard Availability Services LP
3.50*	Limited Partnership Agreement of SunGard Availability Services LP
3.51*	Certificate of Incorporation of SunGard Availability Services Ltd.
3.52*	By-laws of SunGard Availability Services Ltd.
3.53*	Certificate of Formation of SunGard Bi-Tech LLC
3.54*	Limited Liability Company Agreement of SunGard Bi-Tech LLC
3.55****	Certificate of Incorporation of SunGard Higher Education Advancement Inc. (formerly known as SunGard BSR Inc.)
3.56****	By-laws of SunGard Higher Education Advancement Inc. (formerly known as SunGard BSR Inc.)
3.57*	Certificate of Formation of SunGard Business Systems LLC
3.58*	By-laws of SunGard Business Systems LLC
3.59*	Certificate of Incorporation of SunGard Canada Holdings Inc.
3.60*	By-laws of SunGard Canada Holdings Inc.
3.61****	Certificate of Incorporation of SunGard Higher Education Managed Services Inc. (formerly known as SunGard Collegis Inc.)
3.62****	By-laws of SunGard Higher Education Managed Services Inc. (formerly known as SunGard Collegis Inc.)
3.63*	Certificate of Formation of SunGard Computer Services LLC
3.64*	Limited Liability Company Agreement of SunGard Computer Services LLC
3.65*	Certificate of Incorporation of SunGard Consulting Services Inc.
3.66*	By-laws of SunGard Consulting Services Inc.
3.67*	Certificate of Formation Conversion of SunGard Corbel LLC
3.68*	Limited Liability Company Agreement of SunGard Corbel LLC
3.69*	Certificate of Formation of SunGard CSA LLC
3.70*	Limited Liability Company Agreement of SunGard CSA LLC
3.71*	Certificate of Incorporation of SunGard Development Corporation
3.72*	By-laws of SunGard Development Corporation
3.73*	Certificate of Incorporation of SunGard DIS Inc.
3.74*	By-laws of SunGard DIS Inc.
3.75*	Certificate of Incorporation of SunGard Energy Systems Inc.
3.76*	By-laws of SunGard Energy Systems Inc.
3.77****	Certificate of Formation of SunGard eProcess Intelligence LLC
3.78****	Limited Liability Company Agreement of SunGard eProcess Intelligence LLC
3.79*	Certificate of Incorporation of SunGard Expert Solutions Inc.

- 3.80* By-laws of SunGard Expert Solutions Inc.
- 3.81* Certificate of Incorporation of SunGard eRisk Inc.
- 3.82* By-laws of SunGard eRisk Inc.
- 3.83* Certificate of Formation of SunGard Financial Systems LLC
- 3.84* By-laws of SunGard Financial Systems LLC
- 3.85* Certificate of Incorporation of SunGard HTE Inc.
- 3.86* By-laws of SunGard HTE Inc.
- 3.87* Certificate of Formation of SunGard Insurance Systems LLC
- 3.88* Limited Liability Company Agreement of SunGard Insurance Systems LLC
- 3.89* Certificate of Incorporation of SunGard Investment Products Inc.
- 3.90* By-laws of SunGard Investment Products Inc.
- 3.91* Certificate of Formation of SunGard Investment Systems LLC
- 3.92* Limited Liability Company Agreement of SunGard Investment Systems LLC
- 3.93* Certificate of Formation of SunGard Investment Ventures LLC
- 3.94* Limited Liability Company Agreement of SunGard Investment Ventures LLC
- 3.95* Certificate of Incorporation of SunGard Kiindex Inc.
- 3.96* By-laws of SunGard Kiindex Inc.
- 3.97* Certificate of Incorporation of SunGard NetWork Solutions Inc.
- 3.98* By-laws of SunGard NetWork Solutions Inc.
- 3.99* Certificate of Incorporation of SunGard Pentamation Inc.
- 3.100* By-laws of SunGard Pentamation Inc.
- 3.101* Certificate of Incorporation of SunGard Reference Data Solutions Inc.
- 3.102* By-laws of SunGard Reference Data Solutions Inc.
- 3.103* Certificate of Incorporation of SunGard SAS Holdings Inc.
- 3.104* By-laws of SunGard SAS Holdings Inc.
- 3.105*** Certificate of Incorporation of SunGard Higher Education Inc. (formerly known as SunGard SCT Inc.)
- 3.106*** By-laws of SunGard Higher Education Inc. (formerly known as SunGard SCT Inc.)
- 3.107* Certificate of Formation of SunGard Securities Finance LLC
- 3.108* By-laws of SunGard Securities Finance LLC
- 3.109* Certificate of Incorporation of SunGard Securities Finance International Inc.
- 3.110* By-laws of SunGard Securities Finance International Inc.
- 3.111* Certificate of Formation of SunGard Shareholder Systems LLC
- 3.112* Limited Liability Company Agreement of SunGard Shareholder Systems LLC
- 3.113* Certificate of Incorporation of SunGard Software, Inc.
- 3.114* By-laws of SunGard Software, Inc.

- 3.115* Certificate of Incorporation of SunGard Systems International Inc.
- 3.116* By-laws of SunGard Systems International Inc.
- 3.117* Certificate of Formation of SunGard Technology Services LLC
- 3.118* Limited Liability Company Agreement of SunGard Technology Services LLC
- 3.119* Certificate of Formation of SunGard Trading Systems VAR LLC
- 3.120* Limited Liability Company Agreement of SunGard Trading Systems VAR LLC
- 3.121* Certificate of Incorporation of SunGard Treasury Systems Inc.
- 3.122* By-laws of SunGard Treasury Systems Inc.
- 3.123* Certificate of Formation of SunGard Trust Systems LLC
- 3.124* Limited Liability Company Agreement of SunGard Trust Systems LLC
- 3.125* Certificate of Formation of SunGard Workflow Solutions LLC
- 3.126* Limited Liability Company Agreement of SunGard Workflow Solutions LLC
- 3.127* Certificate of Incorporation of Systems & Computer Technology Corporation
- 3.128* By-laws of Systems & Computer Technology Corporation
- 3.129* Articles of Organization of Trust Tax Services of America, Inc.
- 3.130* By-laws of Trust Tax Services of America, Inc.
- 3.131* Certificate of Incorporation of Wall Street Concepts Inc.
- 3.132* By-laws of Wall Street Concepts Inc.
- 3.133* Certificate of Incorporation of World Systems Inc.
- 3.134* By-laws of World Systems Inc.

- 4.1 Indenture, dated as of January 15, 2004, between SunGard Data Systems Inc. and The Bank of New York, as trustee (incorporated by reference to the Exhibits filed with SunGard Data Systems Inc. s Annual Report on Form 10-K for the fiscal year ended December 31, 2003 (Commission file No. 1-12989)).
- 4.2 Indenture, dated as of August 11, 2005, among Solar Capital Corp., SunGard Data Systems Inc., Guarantors named therein and The Bank of New York, as Trustee, governing the 9 1/8% Senior Notes and Senior Floating Rate Notes (incorporated by reference to the Exhibits filed with SunGard Data Systems Inc. s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2005 (Commission file No. 1-12989)).
- 4.3 Indenture, dated as of August 11, 2005, among Solar Capital Corp., SunGard Data Systems Inc., Guarantors named therein and The Bank of New York, as Trustee, governing the 10 1/4% Senior Subordinated Notes (incorporated by reference to the Exhibits filed with SunGard Data Systems Inc. s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2005 (Commission file No. 1-12989)).
- 4.4 Registration Rights Agreement, dated as of January 15, 2004, between SunGard Data Systems Inc. and Citigroup Global Markets Inc. and J.P. Morgan Securities Inc., as representatives of the initial purchase (incorporated by reference to the Exhibits filed with SunGard Data Systems Inc. s Annual Report on Form 10-K for the fiscal year ended December 31, 2003 (Commission File No. 1-12989)).

- 4.5 Registration Rights Agreement, dated as of August 11, 2005, among Solar Capital Corp., SunGard Data Systems Inc., Guarantors named therein and Deutsche Bank Securities Inc., Citigroup Global Markets Inc. and J.P. Morgan Securities Inc., relating to the 9 1/8% Senior Notes and Senior Floating Rate Notes (incorporated by reference to the Exhibits filed with SunGard Data Systems Inc. s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2005 (Commission file No. 1-12989)).
- 4.6 Registration Rights Agreement, dated as of August 11, 2005, among Solar Capital Corp., SunGard Data Systems Inc., Guarantors named therein and Deutsche Bank Securities Inc., Citigroup Global Markets Inc. and J.P. Morgan Securities Inc., relating to the 10 1/4% Senior Subordinated Notes (incorporated by reference to the Exhibits filed with SunGard Data Systems Inc. s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2005 (Commission file No. 1-12989)).
- 5.1*** Opinion of Simpson Thacher & Bartlett LLP
- 5.2*** Opinion of Sheppard, Mullin, Richter & Hampton LLP
- 5.3*** Opinion of Blank Rome LLP
- 5.4*** Opinion of Ropes & Gray LLP
- 5.5*** Opinion of Snell & Wilmer L.L.P.
- 10.1 Lease, dated April 12, 1984, between SunGard and Broad and Noble Associates, Inc., relating to SunGard s facility at 401 North Broad Street, Philadelphia, Pennsylvania, and Amendments thereto, dated October 18, 1989, September 30, 1991 and November 19, 1992 (401 Lease) (incorporated by reference to the Exhibits filed with SunGard s Annual Report on Form 10-K for the fiscal year ended December 31, 1992 (Commission File No. 0-14232)).
- 10.2 Amendment to 401 Lease, dated October 9, 1995 (incorporated by reference to the Exhibits filed with SunGard s Annual Report on Form 10-K for the fiscal year ended December 31, 1995 (Commission File No. 0-14232)).
- 10.3 Amendment to 401 Lease, dated December 23, 1996 (incorporated by reference to the Exhibits filed with SunGard s Annual Report on Form 10-K for the fiscal year ended December 31, 1996 (Commission File No. 0-14232)).
- 10.4 Amendment to 401 Lease, dated March 1997 (incorporated by reference to the Exhibits filed with SunGard s Annual Report on Form 10-K for the fiscal year ended December 31, 1997 (Commission File No. 1-12989)).
- 10.5 Amendment to 401 Lease, dated December 18, 1997 (incorporated by reference to the Exhibits filed with SunGard s Annual Report on Form 10-K for the fiscal year ended December 31, 1997 (Commission File No. 1-12989)).
- 10.6 Amendment to 401 Lease, dated June 9, 1999 (incorporated by reference to the Exhibits filed with SunGard s Annual Report on Form 10-K for the fiscal year ended December 31, 1999 (Commission File No. 1-12989)).
- 10.7 Amendment to 401 Lease, dated June 29, 2000 (incorporated by reference to the Exhibits filed with SunGard s Annual Report on Form 10-K for the fiscal year ended December 31, 2000 (Commission File No. 1-12989)).
- 10.8 October 1999 Lease by and between Russo Family Limited Partnership and SunGard (as successor to Comdisco, Inc.); Amendment to Lease Agreement, dated November 15, 2001, by and between Russo Family Limited Partnership and SunGard; and Lease Assignment and Assumption Agreement, dated November 15, 2001, between Comdisco, Inc. and SunGard (each relating to SunGard s facility at 777 Central Boulevard, Carlstadt, New Jersey) (incorporated by reference to the Exhibits filed with SunGard s Annual Report on Form 10-K for the fiscal year ended December 31, 2001 (Commission File No. 1-12989)).

- 10.9 August 2002 Lease Agreement between 760 Washington Avenue, L.L.C. and SunGard relating to SunGard's facility at 760 Washington Avenue, Carlstadt, New Jersey (760 Washington Lease) (incorporated by reference to the Exhibits filed with SunGard's Annual Report on Form 10-K for the fiscal year ended December 31, 2002 (Commission File No. 1-12989)).
- 10.10 Amendment to 760 Washington Lease, dated May 16, 2003 (incorporated by reference to the Exhibits filed with SunGard's Annual Report on Form 10-K for the fiscal year ended December 31, 2003 (Commission File No. 1-12989)).
- 10.11 January 2005 Lease Agreement between 410 Commerce L.L.C. and SunGard relating to SunGard's facility at 410 Commerce Boulevard, Carlstadt, New Jersey (incorporated by reference to the Exhibits filed with SunGard's Annual Report on Form 10-K for the fiscal year ended December 31, 2004 (Commission File No. 1-12989)).
- 10.12 Credit Agreement, dated as of August 11, 2005, among Solar Capital Corp., the overseas borrowers party thereto, SunGard Holdco LLC, SunGard Data Systems Inc., JPMorgan Chase Bank, N.A., as Administrative Agent, Swing Line Lender and an L/C Issuer, each lender from time to time party thereto, Citigroup Global Markets Inc. and Deutsche Bank Securities Inc., as Co-Syndication Agents, and Barclays Bank PLC and The Royal Bank of Canada, as Co-Documentation Agents (incorporated by reference to the Exhibits filed with SunGard Data Systems Inc.'s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2005 (Commission File No. 1-12989)).
- 10.13 Guarantee Agreement, dated as of August 11, 2005, among SunGard Holdco LLC, SunGard Data Systems Inc., Solar Capital Corp., the subsidiaries of SunGard Data Systems Inc. identified therein and JPMorgan Chase Bank, N.A., as Administrative Agent (incorporated by reference to the Exhibits filed with SunGard Data Systems Inc.'s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2005 (Commission File No. 1-12989)).
- 10.14 Security Agreement, dated as of August 11, 2005, among SunGard Holdco LLC, SunGard Data Systems Inc., Solar Capital Corp., the Subsidiaries of SunGard Data Systems Inc. identified therein and JPMorgan Chase Bank, N.A., as Collateral Agent (incorporated by reference to the Exhibits filed with SunGard Data Systems Inc.'s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2005 (Commission File No. 1-12989)).
- 10.15 Intellectual Property Security Agreement, dated as of August 11, 2005, among SunGard Holdco LLC, SunGard Data Systems Inc., Solar Capital Corp., the Subsidiaries of SunGard Data Systems Inc. identified therein and JPMorgan Chase Bank, N.A., as Collateral Agent (incorporated by reference to the Exhibits filed with SunGard Data Systems Inc.'s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2005 (Commission File No. 1-12989)).
- 10.16 First Step Receivables Purchase Agreement, dated as of August 11, 2005, by and among Certain Subsidiaries of SunGard Data System Inc., as Sellers and SunGard Financing LLC (incorporated by reference to the Exhibits filed with SunGard Data Systems Inc.'s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2005 (Commission File No. 1-12989)).
- 10.17 Second Step Receivables Purchase Agreement, dated as of August 11, 2005, by and among SunGard Financing LLC as Transferor, and SunGard Funding II LLC, as the Transferee (incorporated by reference to the Exhibits filed with SunGard Data Systems Inc.'s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2005 (Commission File No. 1-12989)).
- 10.18 Insured Receivables Credit Agreement, dated as of August 11, 2005, among SunGard Funding LLC as the Borrower, the Persons Party thereto as Conduit Lenders, Committed Lenders and Funding Agents, Financial Guaranty Insurance Company as Insurer and JPMorgan Chase Bank, N.A., as Administrative Agent (incorporated by reference to the Exhibits filed with SunGard Data Systems Inc.'s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2005 (Commission File No. 1-12989)).

- 10.19 Amendment No. 1 to Insured Receivables Credit Agreement, dated as of December 21, 2005, (incorporated by reference to the Exhibits filed with SunGard's Current Report on Form 8-K dated December 21, 2005 and filed December 23, 2005 (Commission File No. 1-12989)).
- 10.20 Insured Receivables Facility Performance Undertaking, dated as of August 11, 2005, executed by SunGard Data Systems Inc. in favor of SunGard Financing LLC, together with its successors and assigns, including JPMorgan Chase Bank, N.A., as Administrative Agent on behalf of the Lenders and the Insurer (incorporated by reference to the Exhibits filed with SunGard Data Systems Inc.'s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2005 (Commission File No. 1-12989)).
- 10.21 Insured Receivables Facility Security Agreement, dated as of August 11, 2005, among SunGard Funding LLC, as Grantor and JPMorgan Chase Bank, N.A., as Collateral Agent (incorporated by reference to the Exhibits filed with SunGard Data Systems Inc.'s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2005 (Commission File No. 1-12989)).
- 10.22 Insured Receivables Facility Collection Agent Agreement, dated as of August 11, 2005, by and between SunGard Data Systems Inc., as Collection Agent, and SunGard Funding LLC (incorporated by reference to the Exhibits filed with SunGard Data Systems Inc.'s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2005 (Commission File No. 1-12989)).
- 10.23 Form of Change in Control Agreement including the 30-Day Clause between SunGard Data Systems Inc. and certain key executives of SunGard Data Systems Inc., effective December 15, 2004 (incorporated by reference to the Exhibits filed with SunGard's Current Report on Form 8-K dated December 14, 2004 and filed on December 20, 2004).
- 10.24 Form of Change in Control Agreement not including the 30-Day Clause between SunGard Data Systems Inc. and certain key executives of SunGard Data Systems Inc., effective December 15, 2004 (incorporated by reference to the Exhibits filed with SunGard's Current Report on Form 8-K dated December 14, 2004 and filed on December 20, 2004).
- 10.25 Form of Executive Employment Agreement, effective as of August 11, 2005, between SunGard Data Systems Inc. and certain executive officers of SunGard Data Systems Inc. (incorporated by reference to the Exhibits filed with SunGard Data Systems Inc.'s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2005 (Commission File No. 1-12989)).
- 10.26 Form of Executive Employment Agreement, effective as of August 11, 2005, between SunGard Data Systems Inc. and certain executive officers of SunGard Data Systems Inc. located in California, the United Kingdom and Switzerland (incorporated by reference to the Exhibits filed with SunGard Data Systems Inc.'s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2005 (Commission File No. 1-12989)).
- 10.27 Form of Executive Employment Agreement, effective as of August 11, 2005, between SunGard Data Systems Inc. and certain executive officers of SunGard Data Systems Inc. located in South Carolina and Alabama (incorporated by reference to the Exhibits filed with SunGard Data Systems Inc.'s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2005 (Commission File No. 1-12989)).
- 10.28 Form of Executive Employment Agreement, effective as of August 11, 2005, between SunGard Data Systems Inc. and certain executive officers of SunGard Data Systems Inc. employed by a subsidiary of SunGard Data Systems Inc. (incorporated by reference to the Exhibits filed with SunGard Data Systems Inc.'s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2005 (Commission File No. 1-12989)).

- 10.29 Form of Executive Employment Agreement, effective as of August 11, 2005, between SunGard Data Systems Inc. and certain executive officers of SunGard Data Systems Inc. located in California, the United Kingdom and Switzerland employed by a subsidiary of SunGard Data Systems Inc. (incorporated by reference to the Exhibits filed with SunGard Data Systems Inc. s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2005 (Commission File No. 1-12989)).
- 10.30 Form of Executive Employment Agreement, effective as of August 11, 2005, between SunGard Data Systems Inc. and certain executive officers of SunGard Data Systems Inc. located in South Carolina and Alabama employed by a subsidiary of SunGard Data Systems Inc. (incorporated by reference to the Exhibits filed with SunGard Data Systems Inc. s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2005 (Commission File No. 1-12989)).
- 10.31 Employment Agreement between Cristóbal Conde and SunGard Data Systems Inc., dated and effective as of August 11, 2005 (incorporated by reference to the Exhibits filed with SunGard Data Systems Inc. s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2005 (Commission File No. 1-12989)).
- 10.32 SunGard 2005 Management Incentive Plan (incorporated by reference to the Exhibits filed with SunGard s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2005 (Commission File No. 1-12989)).
- 10.33 Forms of Rollover Stock Option Award Agreements (incorporated by reference to the Exhibits filed with SunGard s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2005 (Commission File No. 1-12989)).
- 10.34 Forms of Time-Based Stock Option Award Agreements (incorporated by reference to the Exhibits filed with SunGard s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2005(Commission File No. 1-12989)).
- 10.35 Forms of Performance Based Stock Option Award Agreements (incorporated by reference to the Exhibits filed with SunGard s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2005 (Commission File No. 1-12989)).
- 10.36 Summary Description of SunGard s Annual Executive Incentive Compensation Program (incorporated by reference to the Exhibits filed with SunGard s Annual Report on Form 10-K for the fiscal year ended December 31, 2004 (Commission File No. 1-12989)).
- 10.37 Form of Indemnification Agreement entered into by SunGard with its directors and officers (incorporated by reference to the Exhibits filed with SunGard s Annual Report on Form 10-K for the fiscal year ended December 31, 1991 (Commission File No. 0-14232)).
- 10.38 Form of Indemnification Agreement between SunGard Capital Corporation, SunGard Capital Corporation II, SunGard Holding Corporation, SunGard HoldCo LLC, SunGard Data Systems Inc. and directors and certain executive officers of SunGard Data Systems Inc. (incorporated by reference to the Exhibits filed with SunGard s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2005 (Commission File No. 1-12989)).
- 10.39 Stockholders Agreement, dated as of August 10, 2005, by and among SunGard Capital Corp., SunGard Capital Corp. II, SunGard Holding Corp., SunGard Holdco LLC, Solar Capital Corp. and Certain Stockholders of SunGard Capital Corp. and SunGard Capital Corp. II (incorporated by reference to the Exhibits filed with SunGard s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2005 (Commission File No. 1-12989)).
- 10.40 Participation, Registration Rights and Coordination Agreement, dated as of August 10, 2005, by and among SunGard Capital Corp., SunGard Capital Corp. II, SunGard Holding Corp., SunGard Holdco LLC, Solar Capital Corp. and Certain Persons who will be Stockholders of SunGard Capital Corp. and SunGard Capital Corp. II (incorporated by reference to the Exhibits filed with SunGard s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2005 (Commission File No. 1-12989)).

- 10.41 Principal Investor Agreement, dated as of August 10, 2005, by and among SunGard Capital Corp., SunGard Capital Corp. II, SunGard Holding Corp., SunGard Holdco LLC, Solar Capital Corp. and the Principal Investors (incorporated by reference to the Exhibits filed with SunGard's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2005 (Commission File No. 1-12989)).
- 10.42 Management Agreement, dated as of August 11, 2005, by and among SunGard Data Systems Inc., SunGard Capital Corp., SunGard Capital Corp. II, SunGard Holding Corp., SunGard Holdco LLC, Bain Capital Partners, LLC, Blackstone Communications Advisors I L.L.C., Blackstone Management Partners IV L.L.C., Goldman Sachs & Co., Kohlberg Kravis Roberts & Co. L.P., Providence Equity Partners V Inc., Silver Lake Management Company, L.L.C. and TPG GenPar IV, L.P. (incorporated by reference to the Exhibits filed with SunGard's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2005 (Commission File No. 1-12989)).
- 10.43 Amendment to 401 Lease, dated March 31, 2006 (incorporated by reference to the Exhibits filed with SunGard's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2006 (Commission File No. 1-12989)).
- 10.44 2006 Compensation Schedule for Certain Named Executive Officers (incorporated by reference to the Exhibits filed with SunGard's Current Report on Form 8-K filed on May 22, 2006 (Commission File No. 001-12989)).
- 10.45 Summary Description of the Company's Annual Executive Incentive Compensation Program (incorporated by reference to the Exhibits filed with SunGard's Current Report on Form 8-K filed on May 22, 2006 (Commission File No. 001-12989)).
- 10.46 Agreement between James L. Mann and SunGard Data Systems Inc. dated August 16, 2002 (incorporated by reference to the Exhibits filed with SunGard's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2002 (Commission File No. 1-12989)), as amended by Amendment dated as of February 25, 2004 (incorporated by reference to the Exhibits filed with SunGard's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2004 (Commission File No. 1-12989)).
- 12.1 Computations of Ratio of Earnings to Fixed Charges (incorporated by reference to the Exhibits filed with SunGard's Annual Report on Form 10-K for the fiscal year ended December 31, 2005 (Commission File No. 1-12989) and to the Exhibits filed with SunGard's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2006 (Commission File No. 1-12989)).
- 21.1* List of Subsidiaries
- 23.1*** Consent of Simpson Thacher & Bartlett LLP (included as part of its opinion filed as Exhibit 5.1 hereto)
- 23.2*** Consent of Sheppard, Mullin, Richter & Hampton LLP (included as part of its opinion filed as Exhibit 5.2 hereto)
- 23.3*** Consent of Blank Rome LLP (included as part of its opinion filed as Exhibit 5.3 hereto)
- 23.4*** Consent of Ropes & Gray LLP (included as part of its opinion filed as Exhibit 5.4 hereto)
- 23.5*** Consent of Snell & Wilmer L.L.P. (included as part of its opinion filed as Exhibit 5.5 hereto)
- 23.6**** Consent of PricewaterhouseCoopers LLP
- 24 **** Powers of Attorney (included in signature pages of the initial filing of this Registration Statement)
- 25.1* Form T-1 Statement of Eligibility under the Trust Indenture Act of 1939 of The Bank of New York with respect to the Indenture governing the 9 1/8% Senior Notes and Senior Floating Rate Notes
- 25.2* Form T-1 Statement of Eligibility under the Trust Indenture Act of 1939 of The Bank of New York with respect to the Indenture governing the 10 1/4% Senior Subordinated Notes

* Incorporated by reference to the Registration Statement on Form S-4 of SunGard Data Systems Inc. (File No. 333-133383) filed on April 19, 2006.

** Incorporated by reference to the Amendment No. 1 to the Registration Statement on Form S-4/A of SunGard Data Systems Inc. (File No. 333-133383) filed on May 26, 2006.

*** Filed herewith.

**** Previously filed.

(b) Financial Statement Schedules

None.

Item 17. Undertakings.

(a) The undersigned registrant hereby undertakes:

(1) to file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) to reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amend) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement; and

(iii) to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

(2) that, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and

(3) to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for the purpose of determining liability of the registrant under the Securities Act to any purchaser in the initial distribution of the securities:

The undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;

(ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;

(iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and

(iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

(b) The undersigned registrant hereby undertakes to respond to requests for information that may be incorporated by reference into the prospectus pursuant to Item 11A or 12 of Form S-1, within one business day of receipt of such request, and to send the incorporated documents by first class mail or equally prompt means. This includes information contained in documents filed subsequent to the effective date of the registration statement through the date of responding to the request.

(c) The undersigned registrant hereby undertakes to supply by means of a post-effective amendment all information concerning a transaction, and the company being acquired involved therein, that was not the subject of and included in the registration statement when it became effective.

(d) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Wayne, Commonwealth of Pennsylvania, on July 31, 2006.

SUNGARD DATA SYSTEMS INC.

By: *
Name: Cristóbal Conde
Title: President and Chief Executive Officer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
* Cristóbal Conde	President, Chief Executive Officer and Director (Principal Executive Officer)	July 31, 2006
* Michael J. Ruane	Senior Vice President Finance and Chief Financial Officer (Principal Financial Officer)	July 31, 2006
* Karen M. Mullane	Vice President and Controller (Principal Accounting Officer)	July 31, 2006
* Chinh E. Chu	Director	July 31, 2006
* John Connaughton	Director	July 31, 2006
* James H. Greene	Chairman of the Board of Directors	July 31, 2006
* Glenn H. Hutchins	Director	July 31, 2006
* John Marren	Director	July 31, 2006
* Sanjeev Mehra	Director	July 31, 2006

*

Director

July 31, 2006

Julie Richardson

*By:

/s/ **LESLIE S. BRUSH**
Leslie S. Brush

Attorney-in-Fact

II-18

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Jersey City, State of New Jersey, on July 31, 2006.

ASC SOFTWARE INC.

By: *
Name: Patrick D. Lynch
Title: President

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
* Patrick D. Lynch	President (Principal Executive Officer)	July 31, 2006
* Stewart Hacker	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	July 31, 2006
* James E. Ashton III	Director	July 31, 2006
* Michael J. Ruane	Director	July 31, 2006
* Victoria E. Silbey	Director	July 31, 2006

*By: /s/ LESLIE S. BRUSH
Leslie S. Brush
Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Hoboken, State of New Jersey, on July 31, 2006.

ASSENT SOFTWARE LLC

By: *
Name: Michael J. Ruane

Title: President and Treasurer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
* Michael J. Ruane	President and Treasurer (Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer) and Director of Online Securities processing Inc., the Sole Member	July 31, 2006
* Karen M. Mullane	Director of the Sole Member	July 31, 2006
* Victoria E. Silbey	Director of the Sole Member	July 31, 2006

*By: /s/ **LESLIE S. BRUSH**
Leslie S. Brush
Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Jersey City, State of New Jersey, on July 31, 2006.

AUTOMATED SECURITIES CLEARANCE LLC

By: *
Name: Patrick D. Lynch
Title: President

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
* Patrick D. Lynch	President (Principal Executive Officer)	July 31, 2006
* Stewart Hacker	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	July 31, 2006
* James E. Ashton III	Manager	July 31, 2006
* Michael J. Ruane	Manager	July 31, 2006
* Victoria E. Silbey	Manager	July 31, 2006

*By: /s/ LESLIE S. BRUSH
Leslie S. Brush
Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Boston, Commonwealth of Massachusetts, on July 31, 2006.

BANCWARE LLC

By: *
Name: Terence F. Faherty
Title: President

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
* Terence F. Faherty	President (Principal Executive Officer)	July 31, 2006
* Gary P. Strickland	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	July 31, 2006
* James E. Ashton III	Manager	July 31, 2006
* Michael J. Ruane	Manager	July 31, 2006
* Victoria E. Silbey	Manager	July 31, 2006

*By: /s/ **LESLIE S. BRUSH**
Leslie S. Brush
Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Wayne, Commonwealth of Pennsylvania, on July 31, 2006.

DATA TECHNOLOGY SERVICES INC.

By: *
Name: Michael J. Ruane

Title: President and Treasurer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
* Michael J. Ruane	President, Treasurer and Director (Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer)	July 31, 2006
* Karen M. Mullane	Director	July 31, 2006
* Victoria E. Silbey	Director	July 31, 2006

*By: /s/ **LESLIE S. BRUSH**
Leslie S. Brush
Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Chicago, State of Illinois, on July 31, 2006.

DERIVATECH RISK SOLUTIONS INC.

By: *
Name: Emanuel Mond
Title: President

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
* Emanuel Mond	President (Principal Executive Officer)	July 31 2006
* Dean B. Gluyas	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	July 31, 2006
* Harold C. Finders	Director	July 31, 2006
* Michael J. Ruane	Director	July 31, 2006
* Victoria E. Silbey	Director	July 31, 2006

*By: /s/ LESLIE S. BRUSH
Leslie S. Brush
Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cambridge, Commonwealth of Massachusetts, on July 31, 2006.

EXETER EDUCATIONAL MANAGEMENT
SYSTEMS, INC.

By: *
Name: Brian J. Madocks

Title: President

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
* Brian J. Madocks	President (Principal Executive Officer)	July 31, 2006
* David D. Gathman	Chief Financial Officer and Treasurer (Principal Financial Officer and Principal Accounting Officer)	July 31, 2006
* Robert F. Clarke	Director	July 31, 2006
* Michael J. Ruane	Director	July 31, 2006
* Victoria E. Silbey	Director	July 31, 2006

*By: /s/ **LESLIE S. BRUSH**
Leslie S. Brush
Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Miami, State of Florida, on July 31, 2006.

FDP LLC

By: *
Name: Gregory S. Webber
Title: President

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
* Gregory S. Webber	President (Principal Executive Officer)	July 31, 2006
* Paula R. Jones	Senior Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	July 31, 2006
* T. Ray Davis	Manager	July 31, 2006
* Michael J. Ruane	Manager	July 31, 2006
* Victoria E. Silbey	Manager	July 31, 2006

*By: /s/ **LESLIE S. BRUSH**
Leslie S. Brush
Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Miami, State of Florida, on July 31, 2006.

FINANCIAL DATA PLANNING CORP.

By: *
Name: Gregory S. Webber
Title: President

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
* Gregory S. Webber	President (Principal Executive Officer)	July 31, 2006
* Paula R. Jones	Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	July 31, 2006
* T. Ray Davis	Director	July 31, 2006
* Michael J. Ruane	Director	July 31, 2006
* Victoria E. Silbey	Director	July 31, 2006

*By: /s/ **LESLIE S. BRUSH**
Leslie S. Brush
Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fort Lauderdale, State of Florida, on July 31, 2006.

HTE UCS, INC.

By: *
Name: Gilbert O. Santos
Title: President

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
* Gilbert O. Santos	President (Principal Executive Officer)	July 31, 2006
* Bruce E. Langston	Group Chief Financial Officer SunGard Public Sector Systems (Principal Financial Officer and Principal Accounting Officer)	July 31, 2006
* Robert F. Clarke	Director	July 31, 2006
* Michael J. Ruane	Director	July 31, 2006
* Victoria E. Silbey	Director	July 31, 2006

*By: /s/ LESLIE S. BRUSH
Leslie S. Brush
Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Wayne, Commonwealth of Pennsylvania, on July 31, 2006.

INFLOW LLC

By: *

Name: Theodore J. Gaasche
Title: Group President & Chief Executive Officer,
SunGard Availability Services

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
* Theodore J. Gaasche	Group President & Chief Executive Officer, SunGard Availability Services and Manager (Principal Executive Officer)	July 31, 2006
* Edward C. McKeever	Vice President and Controller (Principal Financial Officer and Principal Accounting Officer)	July 31, 2006
* Michael J. Ruane	Manager	July 31, 2006
* Victoria E. Silbey	Manager	July 31, 2006

*By: /s/ **LESLIE S. BRUSH**
Leslie S. Brush

Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Wayne, Commonwealth of Pennsylvania, on July 31, 2006.

MBM INC.

By: *
Name: Michael J. Ruane
Title: President and Treasurer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
* Michael J. Ruane	President, Treasurer and Director (Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer)	July 31, 2006
* Karen M. Mullane	Director	July 31, 2006
* Victoria E. Silbey	Director	July 31, 2006

*By: /s/ LESLIE S. BRUSH
Leslie S. Brush
Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Chicago, State of Illinois, on July 31, 2006.

MICROHEDGE LLC

By: *
Name: Peter C. Hauser
Title: President

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
*	President (Principal Executive Officer)	July 31, 2006
Peter C. Hauser		
*	Chief Financial Officer and Treasurer (Principal Financial Officer and Principal Accounting Officer)	July 31, 2006
Douglas L. LeFevre		
*	Manager	July 31, 2006
James E. Ashton III		
*	Manager	July 31, 2006
Michael J. Ruane		
*	Manager	July 31, 2006
Victoria E. Silbey		

*By: /s/ LESLIE S. BRUSH
Leslie S. Brush
Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Wayne, Commonwealth of Pennsylvania, on July 31, 2006.

ONLINE SECURITIES PROCESSING INC.

By: *
Name: Michael J. Ruane
Title: President and Treasurer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
* Michael J. Ruane	President, Treasurer and Director (Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer)	July 31, 2006
* Karen M. Mullane	Director	July 31, 2006
* Victoria E. Silbey	Director	July 31, 2006

*By: /s/ **LESLIE S. BRUSH**
Leslie S. Brush
Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Irvine, State of California, on July 31, 2006.

PLAID BROTHERS SOFTWARE, INC.

By: *
Name: Gerard M. Murphy
Title: President Brokerage and Clearance Solutions Group

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
* Gerard M. Murphy	President Brokerage and Clearance Solutions Group (Principal Executive Officer)	July 31, 2006
* Kenneth R. Buchanan	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	July 31, 2006
* Donald W. Birdwell	Director	July 31, 2006
* Michael J. Ruane	Director	July 31, 2006
* Victoria E. Silbey	Director	July 31, 2006

*By: /s/ **LESLIE S. BRUSH**
Leslie S. Brush
Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Wilmington, State of Delaware, on July 31, 2006.

PORTFOLIO VENTURES INC.

By: *
Name: Michael J. Ruane

Title: President and Treasurer

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
* Michael J. Ruane	President, Treasurer and Director (Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer)	July 31, 2006
* Karen M. Mullane	Director	July 31, 2006
* Victoria E. Silbey	Director	July 31, 2006

*By: /s/ **LESLIE S. BRUSH**
Leslie S. Brush
Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of White Plains, State of New York, on July 31, 2006.

PRESCIENT MARKETS INC.

By: *
Name: Kevin T. Rafferty
Title: President

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
* Kevin T. Rafferty	President (Principal Executive Officer)	July 31, 2006
* Gregory Vance	Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	July 31, 2006
* James E. Ashton III	Director	July 31, 2006
*		