

Barton Robert F.  
Form 4  
December 06, 2018

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Barton Robert F.

2. Issuer Name and Ticker or Trading Symbol  
American Assets Trust, Inc. [AAT]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
Executive Vice President & CFO

C/O AMERICAN ASSETS TRUST, INC., 11455 EL CAMINO REAL, SUITE 200

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

(Street)

SAN DIEGO, CA 92130

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock, par value \$0.01	12/06/2018		A <sup>(1)</sup>		39,329	A	\$ 0
Common Stock, par value \$0.01					100,577	I	

See Footnote (2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

number.

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Barton Robert F. C/O AMERICAN ASSETS TRUST, INC. 11455 EL CAMINO REAL, SUITE 200 SAN DIEGO, CA 92130			Executive Vice President & CFO	

## Signatures

/s/ Adam Wyll,  
Attorney-in-fact

12/06/2018

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Shares of restricted common stock issued pursuant to the American Assets Trust, Inc. and American Assets Trust, L.P. 2011 Equity Incentive Award Plan.

Represents shares held by the Robert and Katherine Barton Living Trust 2007 dated 4/21/2007, for which the Reporting Person is a trustee and beneficiary. The Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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\$28,136 \$8,380 \$53,273 \$1,196 \$90,985

The following schedule presents the Company's operations by geographic area for the years ended December 31, 2003, 2002 and 2001 (*in thousands*):

	<u>United States</u>	<u>United Kingdom</u>	<u>Australia and Asia</u>	<u>Canada</u>	<u>Other</u>	<u>Consolidated</u>
<b>Year Ended December 31, 2003:</b>						
Revenues	\$ 109,508	\$ 26,161	\$ 8,225	\$ 8,590	\$ 2,938	\$ 155,422
Operating income (loss)	(6,005)	7,290	1,686	5,854	600	9,425
Identifiable assets	63,176	20,772	12,010	3,352	2,913	102,223
<b>Year Ended December 31, 2002:</b>						
Revenues	\$ 99,782	\$ 24,753	\$ 9,078	\$ 7,407	\$ 2,447	\$ 143,467
Operating income (loss)	(20,220)	6,022	1,761	4,498	(684)	(8,623)
Identifiable assets	42,621	16,035	9,935	2,338	2,339	73,268
<b>Year Ended December 31, 2001:</b>						
Revenues	\$ 121,359	\$ 27,891	\$ 10,242	\$ 9,827	\$ 5,173	\$ 174,492
Operating income (loss)	(26,135)	(4,954)	420	6,058	(4,312)	(28,923)
Identifiable assets	56,800	14,771	8,697	4,024	2,479	86,771

Revenues are attributed to geographic areas based on the location of the Company's subsidiary that entered into the related contract.

**Note 17. Selected Quarterly Information (Unaudited)**

The following table sets forth selected unaudited quarterly information for the Company's four fiscal quarters in 2003 and 2002. The Company believes that all necessary adjustments (which, except as discussed below, consisted only of normal recurring adjustments) have been included in the amounts stated below to present fairly the results of such periods when read in conjunction with the annual financial statements and related notes (*in thousands, except per share data*):

	Year 2003 Quarter Ended			
	December 31	September 30	June 30	March 31
Total revenues	\$ 44,062	\$ 40,336	\$ 36,692	\$ 34,332
Gross profit	\$ 26,771	\$ 23,001	\$ 21,445	\$ 19,478
Operating income	\$ 3,715	\$ 1,844	\$ 1,184	\$ 2,682
Net income applicable to common stockholders	\$ 3,547	\$ 1,838	\$ 1,291	\$ 2,377
Earnings per share - diluted	\$ 0.07	\$ 0.04	\$ 0.03	\$ 0.06
Shares outstanding - diluted	51,613	50,748	48,367	46,025

Significant to the quarterly results of operations for the year ended December 31, 2003 are restructuring charges of \$937,000 incurred in the second and third quarter, a \$1,100,000 reduction in general and administrative expenses related to a decrease in the allowance for doubtful accounts and a \$241,000 fee paid to the holders of the preferred stock accounted for as a beneficial conversion option on the preferred stock incurred in the first quarter.

	Year 2002 Quarter Ended			
	December 31	September 30	June 30	March 31
Total revenues	\$ 36,723	\$ 33,953	\$ 36,807	\$ 35,984
Gross profit	\$ 21,696	\$ 18,299	\$ 20,368	\$ 18,728
Operating loss	\$ (3,335)	\$ (1,636)	\$ (707)	\$ (2,945)
Net loss	\$ (2,132)	\$ (1,418)	\$ (987)	\$ (2,727)
Net loss per share - diluted	\$ (0.05)	\$ (0.03)	\$ (0.02)	\$ (0.06)
Shares outstanding - diluted	44,293	44,071	43,781	43,180

Significant to the quarterly results of operations for the year ended December 31, 2002 are charges of \$600,000 included in cost of license fees to write-down certain prepaid software royalties incurred in the first quarter, charges of \$100,000 included in cost of license fees and restructuring charges of \$3,891,000, settlement charges of \$4,288,000, a \$1,000,000 reduction in general and administrative expenses related to the favorable settlement of international payroll tax issues and a \$1,200,000 income tax benefit related to adjustments for certain other international tax issues, all incurred in the fourth quarter of 2002.

**Note 18. Pending Acquisition of Scala**

In December 2003, the Company announced a public offer to acquire all issued and outstanding shares of Scala Business Solutions N.V. pursuant to the merger protocol signed on November 14, 2003. The transaction is made up of a cash price of US\$1.8230 per Scala share plus 0.1795 shares of Epicor's common stock. Epicor is currently preparing the required regulatory documents and expects to close the transaction in

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the second quarter of 2004. The Company expects the total cash outlay for this transaction to be approximately \$45.0 million, including transaction costs, plus 4.1 million shares of Epicor's common stock.

### **Note 19. Subsequent Event**

On February 18, 2004 the Company acquired all of the outstanding stock of the Quantum Group and Platsoft Limited ( Platsoft ), a privately held company and an affiliated company, each incorporated in the United Kingdom, in an all cash transaction for 640,000 British Pounds (approximately \$1.2 million USD based on current exchange rates) plus future consideration based on the performance of the business acquired for the next 5 years. Prior to the acquisition, Platsoft had been a value added reseller of the Company. The Company will record the acquisition as a purchase in the first quarter of 2004.

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**Item 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

None.

**Item 9A. CONTROLS AND PROCEDURES**

*(a) Evaluation of disclosure controls and procedures:*

The Company's management evaluated, with the participation of the Chief Executive Officer and the Chief Financial Officer, the effectiveness of the Company's disclosure controls and procedures as of the end of the period covered by this Annual Report on Form 10-K. Based on this evaluation, the Company's principal executive officer and principal financial officer have concluded that the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (the Exchange Act)) are effective to ensure that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms.

*(b) Changes in internal controls:*

There was no significant change in the Company's internal control over financial reporting that occurred during the period covered by this Annual Report on Form 10-K that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

**PART III**

**Item 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT**

The information required hereunder is incorporated by reference from the sections of the Company's Proxy Statement filed in connection with its April 27, 2004 Annual Meeting of Stockholders entitled "Proposal One: Election of Directors Nominees," "Proposal One: Election of Directors Other Executive Officers," "Executive Compensation and Other Matters" Section 16(a) Beneficial Ownership Reporting Compliance, "Board of Directors Meeting and Committees Code of Ethics," and the first paragraph under the section entitled "Board of Directors Meetings and Committees Audit Committee."

**Item 11. EXECUTIVE COMPENSATION**

The information required hereunder is incorporated by reference from the sections of the Company's Proxy Statement filed in connection with its April 27, 2004 Annual Meeting of Stockholders entitled "Board of Directors Meetings and Committees Compensation Committee Interlocks and Insider Participation" and from the section entitled "Executive Compensation" except for the portion of such section entitled "Section 16(a) Beneficial Ownership Reporting Compliance."

**Item 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

Explanation of Responses:

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The information required here under is incorporated by reference from the sections of the Company's Proxy Statement filed in connection with its April 27, 2004 Annual Meeting of Stockholders entitled "Security Ownership of Certain Beneficial Owners and Management."

### *Equity Compensation Plan Information*

The following table sets forth certain information, as of December 31, 2003, concerning shares of common stock authorized for issuance under the Company's existing equity compensation plans. The table does not include information with respect to shares subject to outstanding options granted under equity compensation plans assumed by the Company in connection with mergers with and acquisitions of the companies, which originally granted those options. Footnote (4) to the table sets forth the total number of shares of the Company's common stock issuable upon the exercise of those assumed options as of December 31, 2003, and the weighted average exercise price of those options. No additional options may be granted under those assumed plans.



Plan Category	Number of Securities		
	Number of Securities to be Issued upon Exercise of Outstanding Options (a)	Weighted Average Exercise Price of Outstanding Options (b)	Remaining Available for Future Issuance under Equity Compensation Plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by shareholders <sup>(1)</sup>	1,643,938	\$ 2.77	2,584,920 <sup>(3)</sup>
Equity compensation plans not approved by shareholders <sup>(2)</sup>	1,972,349	\$ 3.31	<sup>(5)</sup>
<b>Total</b>	<b>3,616,287</b>	<b>\$ 3.06</b>	<b>2,584,920</b>

<sup>(1)</sup> Consists of the Platinum Software Corporation Incentive Stock Option, Nonqualified Stock Option and Restricted Stock Purchase Plan 1990 (the 1990 Plan), 1994 Incentive Stock Option, Non-qualified Stock Option and Restricted Stock Purchase Plan (the 1994 Plan), 1999 Nonstatutory Stock Option Plan (the 1999 Plan) and 2002 Employee Stock Purchase Plan (the Purchase Plan).

<sup>(2)</sup> Consists of the 1993 Nonqualified Stock Option Plan, 1996 Nonqualified Stock Option Plan, 1997 Nonqualified Stock Option Plan, 1998 Nonqualified Stock Option Plan, 1999 Merger Transition Nonstatutory Stock Option Plan and the 2003 CFO Option Plan (hereinafter collectively referred to as the Non-Shareholder Approved Plans ).

<sup>(3)</sup> This number includes 892,012 shares of common stock reserved for issuance under the Purchase Plan, 83,159 shares available for issuance under the 1994 Plan, and 1,609,749 shares available for issuance under the 1999 Plan. It does not include shares under the 1990 Plan. No new options can be granted under the 1990 Plan. See Note 5.

<sup>(4)</sup> The table does not include information for equity compensation plans assumed by the Company in connection with mergers with and acquisitions of the companies that originally established those plans. As of December 31, 2003, a total of 46,751 shares of the Company's common stock were issuable upon exercise of outstanding options under those assumed plans. The weighted average exercise price of those outstanding options is \$9.92 per share. No additional options may be granted under those assumed plans.

<sup>(5)</sup> On March 18, 2003, the Compensation Committee of the Board of Directors approved an amendment to the Company's 1999 Nonstatutory Stock Option Plan to increase the authorized shares of common stock under the Plan by 4,000,000 to a total of 6,000,000 shares of common stock authorized under the 1999 Plan. In addition, the Board of Directors resolved that if the 4,000,000 share increase to the 1999 Plan was approved, the Board would cease making grants under the Non-Shareholder Approved Plans. Because the share increase to the 1999 Plan was approved, the Company will no longer make additional grants under those Non-Shareholder Approved Plans.

### 1993 Nonqualified Stock Option Plan

In July 1993, the Board of Directors approved the 1993 Nonqualified Stock Option Plan (the 1993 Plan). The 1993 Plan provides for the grant of nonqualified stock options to officers and other key employees, consultants, business associates and others with important business relationships with us at the fair market value of our common stock as of the date of grant. The plan administrator determines, on a grant-by-grant basis, when options granted under the 1993 Plan may be exercised. The 1993 Plan provides that vested options may be exercised for 3 months after termination of employment other than due to death or disability and for 1 year after termination of employment as a result of death or disability. The 1993 Plan permits options to be exercised with cash, check, certain other shares of our common stock, promissory notes, cancellation of indebtedness, waiver of compensation due or consideration received by us under cashless exercise programs. In the event that we merge with or into another corporation, or sell substantially all of our assets, the 1993 Plan provides that each outstanding option will fully vest and become

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exercisable unless provision is made in writing in connection with the transaction for options to be assumed or substituted for by the successor corporation. There are 321,703 shares of common stock reserved under the 1993 Plan and no more options may be granted under the 1993 Plan per note 5 above.

### **1996 Nonqualified Stock Option Plan**

In February 1996, the Board of Directors approved the 1996 Nonqualified Stock Option Plan (the 1996 Plan). The 1996 Plan provides for the grant of nonqualified stock options to non-executive officers and other key employees, consultants, business associates and others with important business relationships with us at the fair market value of our common stock as of the date of grant. The plan administrator determines, on a grant-by-grant basis, when options granted under the 1996 Plan may be exercised. The 1996 Plan permits options to be exercised with cash, check, certain other shares of our common stock, promissory notes, cancellation of indebtedness, waiver of compensation due or consideration received by us under cashless exercise programs. In the event of our change of control (including our merger with or into another corporation, or our sale of substantially all of our assets), the 1996 Plan provides that each optionee may exercise his or her option with respect to any or all of the shares subject to the option (including shares that were unvested prior to the change of control) and may, depending on the nature of the change of control, exchange the option for a cash payment determined by multiplying the number of vested shares by the excess of any per share merger consideration over the per share exercise price. There are 261,695 shares of common stock reserved under the 1996 Plan and no more options may be granted under the 1996 Plan per note 5 above.

### **1997 Nonqualified Stock Option Plan**

In July 1997, the Board of Directors approved the 1997 Nonqualified Stock Option Plan (the 1997 Plan). The 1997 Plan provides for the grant of nonqualified stock options to employees, consultants, business associates and others with important business relationships with us at the fair market value of our common stock as of the date of grant. The plan administrator determines, on a grant-by-grant basis, when options granted under the 1997 Plan may be exercised. The 1997 Plan permits options to be exercised with cash, check, certain other shares of our common stock, promissory notes, cancellation of indebtedness, waiver of compensation due or consideration received by us under cashless exercise programs. In the event of our change of control (including our merger with or into another corporation, or our sale of substantially all of our assets), the 1997 Plan provides that each optionee may exercise his or her option with respect to any or all of the shares subject to the option (including shares that were unvested prior to the change of control) and may, depending on the nature of the change of control, exchange the option for a cash payment determined by multiplying the number of vested shares by the excess of any per share merger consideration over the per share exercise price. There are 210,173 shares of common stock reserved under the 1997 Plan and no more options may be granted under the 1997 Plan per note 5 above.

### **1998 Nonqualified Stock Option Plan**

In April 1998, the Board of Directors approved the 1998 Nonqualified Stock Option Plan (the 1998 Plan). The Board of Directors subsequently amended the 1998 Plan in July 1998 to increase the number of authorized shares. The 1998 Plan provides for the grant of nonqualified stock options to officers and employees, members of our Board of Directors, consultants, business associates and others with important business relationships with us at the fair market value of our common stock as of the date of grant. The plan administrator determines, on a grant-by-grant basis, when options granted under the 1998 Plan may be exercised. The 1998 Plan permits options to be exercised with cash, check, certain other shares of our common stock, promissory notes, cancellation of indebtedness, waiver of compensation due or consideration received by us under cashless exercise programs. In the event of our change of control (including our merger with or into another corporation, or our sale of substantially all of our assets), the 1998 Plan provides that each optionee may exercise his or her option with respect to any or all of the shares subject to the option (including shares that were unvested prior to the change of control) and may, depending on the nature of the change of control, exchange the option for a cash payment determined by multiplying the number of vested shares by the excess of any per share merger consideration over the per share exercise price. There are 843,078 shares of common stock reserved under the 1998 Plan and no more options may be granted under the 1998 Plan per note 5 above.

### **1999 Merger Transition Nonstatutory Stock Option Plan**

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In February 1999, the Board of Directors approved the 1999 Merger Transition Nonqualified Stock Option Plan (the Transition Plan). The Transition Plan provides for the grant of nonqualified stock options to officers, employees, directors and consultants at the fair market value of our common stock as of the date of grant. However, option grants to individuals at the level of vice-president or higher are limited to former DataWorks employees as an essential inducement to their entering into an employment agreement with us. The plan administrator determines, on a grant-by-grant basis, when options granted under the Transition Plan may be exercised. The Transition Plan provides that vested options may generally be exercised for 3 months after

termination of employment and for 12 months after termination of employment as a result of death or disability. The Transition Plan generally permits options to be exercised with cash, check, certain other shares of our common stock, promissory notes, cancellation of indebtedness or consideration received by us under a "cashless exercise" program. In the event of our change in control (including our merger with or into another corporation, or our sale of substantially all of our assets), the Transition Plan provides that each outstanding option will fully vest and become exercisable. There are 85,700 shares of common stock reserved under the Transition Plan and no more options may be granted under the 1999 Plan per note 5 above.

### **2003 CFO Option Plan**

On May 20, 2003, the Board of Directors approved the 2003 CFO Option Plan (the "CFO Plan"). The CFO Plan provides for the one-time option grant of 250,000 shares of common stock to the Company's new CFO, Michael A. Piraino as an essential inducement for his accepting the CFO position with Epicor in May, 2003. The options are valued as of the date Mr. Piraino began his employment with the Company. Under the terms of the CFO Plan, 25% of the grant vests on the first anniversary date of the grant with the remaining 75% vesting quarterly over the next three year period such that the entire grant is vested in four years. The CFO Plan permits options to be exercised with cash, check, certain other shares of our common stock, waiver of compensation due or consideration received by us under "cashless exercise" programs. In the event of our change of control (including our merger with or into another corporation, or our sale of substantially all of our assets), the CFO Plan provides that Mr. Piraino may exercise his option with respect to any or all of the shares subject to the option (including shares that were unvested prior to the change of control) and may, depending on the nature of the change of control, exchange the option for a cash payment determined by multiplying the number of vested shares by the excess of any per share merger consideration over the per share exercise price. There are 250,000 shares of common stock reserved under the CFO Plan and no more options may be granted under the CFO Plan.

### **Item 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS**

The information required hereunder is incorporated by reference from the sections of the Company's Proxy Statement filed in connection with its April 27, 2004 Annual Meeting of Stockholders entitled "Certain Relationships and Related Transactions."

### **Item 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

The information required hereunder is incorporated by reference from the section of the Company's Proxy Statement filed in connection with its April 27, 2004 Annual Meeting of Stockholders entitled "Fees Billed by Deloitte & Touche LLP during Fiscal Years 2003 and 2002."

## **PART IV**

### **Item 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES AND REPORTS ON FORM 8-K**

(a) The following documents are filed as part of this Report on 10-K:

1. Financial Statements

See Index to Consolidated Financial Statements at Item 8 on page 48 of this Report.

2. Financial Statement Schedules

See Index to Consolidated Financial Statements at Item 8 on page 48 of this Report.

3. Exhibits

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### Index to Exhibits

Exhibit No.	Description	Location
2.1	Agreement and Plan of Reorganization and Merger dated as of June 27, 1997 among the Company, CSI Acquisition Corp., Clientele Software, Inc., Dale E. Yocum, Pamela Yocum, William L. Mulert. (Schedules not included pursuant to Rule 601(b)(2) of Reg. S-K)	(9)
2.2	Agreement and Plan of Reorganization dated as of November 4, 1997 by and among the Company, FS Acquisition Corp., FocusSoft, Inc., John Lococo, Michael Zimmerman and Joseph Brumleve. (Schedules not included pursuant to Rule 601(b)(2) of Reg. S-K).	(11)
2.3	Agreement and Plan of Reorganization by and among the Company, Zoo Acquisition Corp. and DataWorks Corporation, dated as of October 13, 1998, as amended as of October 30, 1998. (Schedules not included pursuant to Rule 601(b)(2) of Reg. S-K).	(14)
2.4	Merger Protocol by and between the Company and Scala Business Solutions N.V. dated as of November 14, 2003	
3.1	Second Restated Certificate of Incorporation of the Company.	(1)
3.2	Certificate of Amendment to Second Restated Certificate of Incorporation.	(10)
3.3	Amended and Restated Bylaws of the Company, as currently in effect.	(10)
3.6	Specimen Certificate of Common Stock.	(2)
3.7	Certificate of Designation of Rights, Preferences and Privileges of Series A Junior Participating Preferred Stock.	(4)
3.8	Certificate of Designation of Preferences of Series C Preferred Stock.	(6)
3.9	Certificate of Designation of Preferences of Series D Preferred Stock.	(37)
10.1*	Platinum Software Corporation Incentive Stock Option, Nonqualified Stock Option and Restricted Stock Purchase Plan 1990 (the 1990 Plan ).	(2)
10.2*	Form of Incentive Option Agreement pertaining to the 1990 Plan.	(2)
10.3*	Form of Nonqualified Stock Option Agreement pertaining to the 1990 Plan.	(2)
10.4*	Form of Restricted Share Agreement pertaining to the 1990 Plan.	(2)
10.5	Form of Indemnification Agreement for Officers and Directors of the Company.	(2)
10.6*	Platinum Software Corporation Employee Stock Purchase Plan, as amended.	(2)
10.10*	1993 Nonqualified Stock Option Plan.	(3)
10.11*	Form of Nonqualified Stock Option Agreement pertaining to the 1993 Nonqualified Stock Option Plan.	(3)
10.12*	1994 Incentive Stock Option, Non-qualified Stock Option and Restricted Stock Purchase Plan.	(31)
10.13*	Form of Non-qualified Stock Option Agreement pertaining to the 1994 Plan.	(31)
10.28	Stock Purchase Agreement dated September 22, 1994 between the Company and the Series B Preferred Stock Investors.	(6)
10.29	Registration Rights Agreement dated September 22, 1994 between the Company and the Series B Preferred Stock Investors.	(6)
10.30	Amendment to Stock Purchase Agreement dated May 26, 1995 between the Company and the Series C Preferred Stock Investors.	(6)
10.31	Amendment to Registration Rights Agreement dated May 26, 1995 between the Company and the Series C Preferred Stock Investors.	(6)
10.33*	Employment Offer letter with L. George Klaus dated February 7, 1996.	(7)

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10.34*	Restricted Stock Purchase Agreement between the Company and L. George Klaus dated as of February 7, 1996.	(7)
10.44*	1996 Nonqualified Stock Option Plan and Form of Nonqualified Option Agreement.	(12)
10.45*	Platinum Software Corporation Clientele Incentive Stock Plan.	(12)
10.47*	1997 Nonqualified Stock Option Plan.	(13)
10.48*	Amended and Restated 1998 Nonqualified Stock Option Plan.	(15)
10.49	Software Distribution License Agreement with FRx Software Corporation, as amended to date.	(15)
10.52*	DataWorks 1995 Equity Incentive Plan, as amended ( Equity Plan ).	(18)
10.54*	DataWorks 1995 Non-Employee Directors Stock Option Plan, as amended	(18)
10.55*	Sublease Agreement dated November 22, 1991 between DataWorks and Titan Corporation ( Sublease ).	(17)
10.56	First Amendment to Sublease dated December 1, 1994.	(17)



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10.57	Lease Agreement dated January 16, 1997 between DataWorks and Whiop Real Estate Limited Partnership.	(19)
10.58*	1995 Stock Option Plan, as amended of Interactive (the Interactive Option Plan ).	(20)
10.59	Form of Incentive Stock Option Plan under the Interactive Option Plan.	(21)
10.61	Lease between James S. Hekiman and William Finard, as Trustees of the Burlington Woods Office Trust No. 11 under a declaration of trust dated September 10, 1980 and Interactive dated September 23, 1991.	(21)
10.62*	1997 Nonstatutory Stock Plan of Interactive.	(22)
10.63	Single Tenant lease between ADI Research Partners, LP and DataWorks, dated as of August 14, 1998.	(23)
10.64	1999 Merger Transition Stock Option Plan.	(24)
10.65	Trademark License Agreement between the Company and Platinum Technology, Inc. dated as of January 14, 1999.	(24)
10.66	Value Added Reseller Agreement with Ardent Software.	(24)
10.67*	1999 Nonstatutory Stock Option Plan.	(25)
10.68	Bracknell Lease Agreement dated May 19, 1999.	(26)
10.70*	Nonstatutory Stock Option Agreement with Richard L. Roll dated November 16, 1999.	(27)
10.71*	Nonstatutory Stock Option Agreement with Richard L. Roll dated November 16, 1999.	(27)
10.72	Loan and Security Agreement by and among Epicor Software Corporation as borrower and Foothill Capital corporation as lender dated as of July 26, 2000.	(28)
10.73	Amendment to Loan and Security Agreement dated November 20, 2000.	(29)
10.74	Amendment to Loan and Security Agreement dated May 21, 2001.	(30)
10.75*	Amendment to Note Secured by Stock Pledge Agreement dated February 7, 2001 by and between the Company and L. George Klaus.	(38)
10.76*	Amendment to Unsecured Note dated February 7, 2001 by and between the Company and L. George Klaus.	(38)
10.77*	Management Retention Agreement dated as of December 17, 2001 by and between the Company and L. George Klaus.	(38)
10.78	Amendment to Loan and Security Agreement dated June 25, 2002.	(34)
10.79*	Epicor Software Corporation 2002 Employee Stock Purchase Plan.	(35)
10.80	Series D Preferred Stock Purchase Agreement dated as of February 11, 2003 by and among the Company and certain Purchasers.	(37)
10.81	Employment Offer Letter with Michael A. Piraino dated April 30, 2003	(39)
10.82	Lease Agreement dated October 14, 2003 between Epicor Software Corporation and Koll Center Irvine Number Two, L.L.C.	
21.1	Subsidiaries of the Company.	
23.1	Consent of Independent Auditors Deloitte & Touche LLP.	
24.1	Power of Attorney (included on the signature page of this Annual Report on Form 10-K).	
31.1	Certification by Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	
31.2	Certification by Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	
32.1	Certification by the Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	

\* Management contract or compensatory plan or arrangement.

(1) Incorporated by reference to the referenced exhibit number to the Company's Registration Statement on Form S-1, Reg. No. 33-57294.

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- (2) Incorporated by reference to the referenced exhibit number to the Company's Registration Statement on Form S-1, Reg. No. 33-51566.
- (3) Incorporated by reference to the referenced exhibit to the Company's Annual Report on Form 10-K for the year ended June 30, 1993.
- (4) Incorporated by reference to the Company's Registration Statement on Form 8-A, dated April 14, 1994.
- (5) Incorporated by reference to the referenced exhibit to the Company's Amended Registration Statement on Form 8-A, filed November 21, 2001, Reg. No. 000-20740.

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- (6) Incorporated by reference to the referenced exhibit to the Company's Annual Report on Form 10-K for the year ended June 30, 1995.
- (7) Incorporated by reference to the referenced exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 1996.
- (9) Incorporated by reference to the referenced exhibit to the Company's Current Report on Form 8-K dated June 30, 1997.
- (10) Incorporated by reference to the referenced exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended December 31, 1996.
- (11) Incorporated by reference to Exhibit 2.2 to the Company's Current Report on Form 8-K dated November 14, 1997.
- (12) Incorporated by reference to the referenced exhibit to the Company's Annual Report on Form 10-K for the year ended June 30, 1997.
- (13) Incorporated by reference to the referenced exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 1997.
- (14) Incorporated by reference to Exhibit 1 to the Company's Schedule 13D filed with the SEC on October 23, 1998, as amended.
- (15) Incorporated by reference to the referenced exhibit to the Company's Annual Report on Form 10-K for the year ended June 30, 1998, as amended.
- (16) Incorporated by reference to Company's Registration Statement on Form S-4, Reg. No. 333-67577.
- (17) Incorporated by reference to the DataWorks Registration Statement on Form S B-2 (No. 33-97022LA) or amendments thereto.
- (18) Incorporated by reference to the referenced exhibit to the DataWorks Annual Report on Form 10-K for its fiscal year ended December 31, 1997.
- (19) Incorporated by reference to the DataWorks Annual Report on Form 10-K for its fiscal year ended December 31, 1996.
- (20) Incorporated by reference to the Interactive Group, Inc. Annual Report on Form 10-K for its fiscal year ended December 31, 1996.
- (21) Incorporated by reference to the Interactive Group, Inc. Registration Statement on Form S-1 (Reg. No. 33-90816).
- (22) Incorporated by reference to the Interactive Group, Inc. Registration Statement on Form S-8 (Reg. No. 333-30259).
- (23) Incorporated by reference to the referenced exhibit to the Company's Transition Report on Form 10-K for the six months ended December 31, 1998.
- (24) Incorporated by reference to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 1999.

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- (25) Incorporated by reference to the Company's Registration Statement on Form S-8, Registration No. 333-85105.
- (26) Incorporated by reference to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 1999.
- (27) Incorporated by reference to the referenced exhibit to the Company's Annual Report on Form 10-K for the year ended December 31, 1999.

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- (28) Incorporated by reference to the referenced exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2000.
  - (29) Incorporated by reference to the referenced exhibit to the Company's Annual Report on Form 10-K for the year ended December 31, 2000.
  - (30) Incorporated by reference to the referenced exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2001.
  - (31) Incorporated by reference from the Company's Annual Report on Form 10-K for the year ended June 30, 1994.
  - (32) Incorporated by reference to the referenced exhibit to the Company's Amendment No. 1 to Annual Report on Form 10-K for the year ended December 31, 1999, filed March 31, 2000.
  - (33) Incorporated by reference to the referenced exhibit to the Company's Annual Report on Form 10-K for the year ended December 31, 2001.
  - (34) Incorporated by reference to the referenced exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2002.
  - (35) Incorporated by reference to the Company's Registration Statement on Form S-8, Reg. No. 333-97063.
  - (36) Incorporated by reference to the Company's Current Report on Form 8-K filed December 23, 2002.
  - (37) Incorporated by reference to the Company's Current Report on Form 8-K filed February 18, 2003.
  - (38) Incorporated by reference to the Company's Annual Report on Form 10-K for the year ended December 31, 2001.
  - (39) Incorporated by reference to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2003.
- (b) Reports on Form 8-K.

The Company furnished a Current Report on Form 8-K dated October 15, 2003 under Item 12 and a Current Report on Form 8-K dated October 22, 2003 under 12, attaching financial statements related to the fiscal quarter ended September 30, 2003 to the latter Form 8-K.

- (c) Exhibits.

The exhibits required by this Item are listed under Item 15(a).

- (d) Financial Statement Schedules

The financial statement schedules required by this Item are listed under Item 15(a).

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The following trademarks may be mentioned in the foregoing Annual Report on Form 10-K: *Epicor, e by Epicor, Vantage, Avanté, Vista, Clientele and Platinum*. *Epicor, e by Epicor, Vantage, Avanté, Vista, and Clientele* are trademarks or registered trademarks of the Company. *Platinum* is a registered trademark of Computer Associates International, Inc. All other product names are trademarks or registered trademarks of their respective companies.

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**EPICOR SOFTWARE CORPORATION**
**SCHEDULE II VALUATION AND QUALIFYING ACCOUNTS***(in thousands)***ALLOWANCE FOR DOUBTFUL ACCOUNTS**

	<b>Balance at Beginning of Period</b>	<b>Provision for Bad Debt</b>	<b>Amounts Written Off</b>	<b>Balance at End of Period</b>
For the Year Ended December 31, 2001	\$ 24,242	\$ 10,108	\$ (26,084)	\$ 8,266
For the Year Ended December 31, 2002	\$ 8,266	\$ 120	\$ (2,540)	\$ 5,846
For the Year Ended December 31, 2003	\$ 5,846	\$ (1,022)	\$ (832)	\$ 3,992

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**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized, in the City of Irvine, State of California, on March 15, 2004.

EPICOR SOFTWARE CORPORATION

By: */s/ L. George Klaus*

\_\_\_\_\_  
L. George Klaus

Chairman of the Board, President and

Chief Executive Officer

(Principal Executive Officer)

**POWER OF ATTORNEY**

We, the undersigned directors and officers of Epicor Software Corporation, do hereby constitute and appoint L. George Klaus our true and lawful attorney and agent, with full power of substitution to do any and all acts and things in our name and behalf in our capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorney and agent may deem necessary or advisable to enable said corporation to comply with the Securities Exchange Act of 1934, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Annual Report on Form 10-K, including specifically but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments) hereto; and we do hereby ratify and confirm all that said attorney and agent, shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<i>/s/ L. George Klaus</i> _____ L. George Klaus	Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer)	March 15, 2004
<i>/s/ Michael A. Piraino</i> _____ Michael A. Piraino	Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	March 15, 2004
<i>/s/ Robert H. Smith</i> _____ Robert H. Smith	Director	March 15, 2004



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<u>/s/ Harold D. Copperman</u>	Director	March 15, 2004
Harold D. Copperman		
<u>/s/ Donald R. Dixon</u>	Director	March 15, 2004
Donald R. Dixon		
<u>/s/ Thomas F. Kelly</u>	Director	March 15, 2004
Thomas F. Kelly		