

Pickup Todd M
Form SC 13G/A
February 14, 2011

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 2)***

Epicor Software Corporation

(Name of Issuer)

Common Stock

(Title of Class of Securities)

29426L108

(CUSIP Number)

December 31, 2010

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 29426L108

1 NAMES OF REPORTING PERSONS

Todd Martin Pickup

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

NUMBER OF 5,300,000 (1)

SHARED VOTING POWER

SHARES BENEFICIALLY **6**

OWNED BY 399,400 (2)

SOLE DISPOSITIVE POWER

EACH REPORTING **7**

PERSON 5,300,000 (1)

SHARED DISPOSITIVE POWER

WITH:

8

399,400 (2)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

5,699,400 (3)

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.0%(4)

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) Consists of (i) 100,000 shares owned directly by Todd Martin Pickup; and (ii) 5,200,000 shares owned directly by Vintage Trust II, over all of which shares Todd Martin Pickup has sole investment and voting power.

(2) Consists of 10,400 shares owned directly by Vintage Trust, 39,000 shares owned directly by Pickup Grandchildren s Trust, 325,000 shares owned directly by Plus Four Equity Partners, L.P., and 25,000 shares owned directly by Pickup Living Trust, over all of which shares Todd Martin Pickup shares investment and voting power.

(3) Consists of the sum of all shares referenced in footnotes (1) and (2) above.

(4) The percentages used herein and in the rest of this Amendment No. 2 to Schedule 13G are calculated based upon 63,362,038 shares of Common Stock outstanding as of November 1, 2010, as reported in the Company's quarterly report on Form 10-Q filed on November 8, 2010.

CUSIP No. 29426L108

1 NAMES OF REPORTING PERSONS
VINTAGE TRUST II

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Nevada

5 SOLE VOTING POWER
NUMBER OF 5,200,000

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 5,200,000

8 SHARED DISPOSITIVE POWER
WITH: 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
5,200,000

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.2%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

CUSIP No. 29426L108

This Amendment No. 2 to Schedule 13G amends the Schedule 13G originally filed with the Securities and Exchange Commission (the SEC) on March 9, 2009, as amended by Amendment No. 1 thereto, filed with the SEC on February 12, 2010 (the Schedule 13G).

Item 2.

The description contained herein amends and restates in its entirety Item 2 in the Schedule 13G.

(a) Name of Person Filing:

This Amendment No. 2 to Schedule 13G is being jointly filed by Todd Martin Pickup and Vintage Trust II (the Trust) with respect to the Common Stock of the Company (the Common Stock). Todd Martin Pickup is the Trustee of the Trust, and may be deemed to be the beneficial owner of the shares of the Common Stock owned by the Trust.

(b) Address or principal business office or, if none, residence:

The address of the principal business office of the Trust is 9505 Hillwood Drive, Suite 100, Las Vegas, Nevada 89134. The address of the principal business office of Todd Martin Pickup is 2532 Dupont Drive, Irvine, California 92612.

(c) Citizenship:

The Trust is a trust organized under the laws of the State of Nevada. Todd Martin Pickup is a U.S. citizen.

(d) Title of Class of Securities:

Common Stock

(e) CUSIP No.:

29426L108

Item 4. Ownership.

The description contained herein amends and restates in its entirety Item 4 in the Schedule 13G.

A. Todd Martin Pickup

(a) Amount beneficially owned: 5,699,400

(b) Percent of class: 9.0%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 5,300,000

(ii) Shared power to vote or to direct the vote: 399,400

(iii) Sole power to dispose or to direct the disposition of: 5,300,000

(iv) Shared power to dispose or to direct the disposition of: 399,400

B. Vintage Trust II

(a) Amount beneficially owned: 5,200,000

(b) Percent of class: 8.2%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 5,200,000

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(ii) Shared power to vote or to direct the vote: 0

(iii) Sole power to dispose or to direct the disposition of: 5,200,000

(iv) Shared power to dispose or to direct the disposition of: 0

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2011

/s/ Todd Martin Pickup
TODD MARTIN PICKUP

VINTAGE TRUST II

By: /s/ Todd Martin Pickup
Todd Martin Pickup
Trustee

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned acknowledge and agree that the foregoing statement on Amendment No. 2 to Schedule 13G with respect to the Common Stock is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Amendment No. 2 to Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. Additionally, the undersigned acknowledge and agree to the inclusion of this Agreement as an Exhibit to this Amendment No. 2 to Schedule 13G. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the other, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

Dated: February 14, 2011

/s/ Todd Martin Pickup
TODD MARTIN PICKUP

VINTAGE TRUST II

By: /s/ Todd Martin Pickup
Todd Martin Pickup
Trustee