



07-18-2000

U.S. Patent & TMO/c/TM Mail Rcpt Dt. #57

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08-24-2000



101440987

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks

original documents or copy thereof.

1. Name of conveying parties:  
OBJECTIVE RESOURCES GROUP, CORP. (a Texas corporation)  
901 S. Mopac Expressway  
Bldg. V  
Suite 220  
Austin, TX 78746

PRIMO SYSTEMS INC.  
2401 Fountainview  
Suite 628  
Houston, TX 77057

- Individual(s)
- General Partnership
- Corporation - Delaware
- Other \_\_\_\_\_
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached?  Yes  No

3. Nature of Conveyance:

- Assignment
- Security Agreement
- Other \_\_\_\_\_
- Merger
- Change of Name

Execution Date: December 31, 1999

2. Name and address of receiving party:

PRIMO SYSTEMS INC.  
2401 Fountainview  
Suite 628  
Houston, TX 77057

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation - Delaware
- Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designator is attached:  Yes  No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached?  Yes  No

4. Application number(s) or patent number(s) listed below

A. Trademark Application No.(s)  
see attached Schedule A

B. Trademark Registration No.(s)  
see attached Schedule A

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: GLENN A. GUNDERSEN  
DECHERT, PRICE & RHOADS  
4000 BELL ATLANTIC TOWER  
1717 ARCH STREET  
PHILADELPHIA, PA. 19103-2793  
TEL. NO. (215) 994-2183

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41) .....\$ 140.00

- Enclosed
- Authorized to be charged to deposit account  
(Including any underpayment)

8. Deposit account number: 04-0475

(Attach duplicate copy of this page if paying by deposit account)

08/24/2000 MTHA11 00000033 040475 75851644

DO NOT USE THIS SPACE

01 FC:481  
02 FC:482

Statement of Signatures  
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Glenn A. Gundersen  
Name of Person Signing

Glenn A. Gundersen  
Signature

7/18/02  
Date

Total number of pages including cover sheet, attachments, and document: 3

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patents & Trademarks, Box Assignments  
Washington, D.C. 20231

TRADEMARK  
REEL: 002124 FRAME: 0795

## SCHEDULE A

marks owned by Primo Systems Inc.

### *Applications*

| <u>Mark</u> | <u>Serial. No.</u> | <u>Filing. Date</u> |
|-------------|--------------------|---------------------|
| EPSILON     | 75-851,644         | November 17, 1999   |
| CURVEWORKS  | 75-586,158         | November 10, 1998   |
| NGWORKS     | 75-586,094         | November 10, 1998   |
| POWERWORKS  | 75-351,978         | September 4, 1997   |

### *Registrations*

| <u>Mark</u> | <u>Reg. No.</u> | <u>Reg. Date</u> |
|-------------|-----------------|------------------|
| RISK WORKS  | 2,166,186       | June 16, 1998    |



# The State of Texas

*SECRETARY OF STATE*

## CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Merger of

OBJECTIVE RESOURCES GROUP, CORP.

A Texas corporation

with

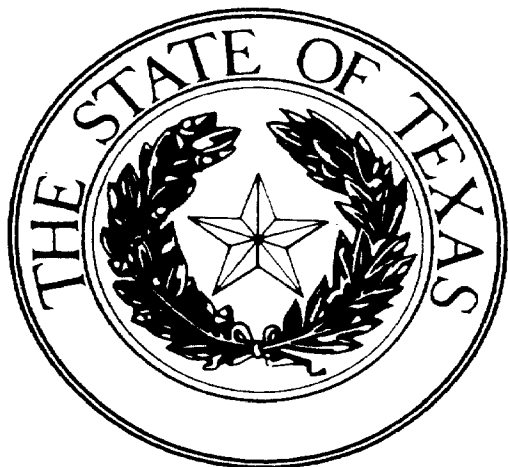
PRIMO SYSTEMS INC.

A Delaware corporation

have been received in this office and are found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Merger.

Filed            December 21, 1999

Effective       December 31, 1999 11:59 p.m.



*Elton Bomer*  
*Secretary of State*

TRADEMARK  
REEL: 002124 FRAME: 0797

**ARTICLES OF MERGER**  
**OF**  
**OBJECTIVE RESOURCES GROUP, CORP.**  
**A TEXAS CORPORATION**

FILED  
In the Office of the  
Secretary of State of Texas  
DEC 21 1999  
Corporations Section

**WITH AND INTO**  
**PRIMO SYSTEMS INC.**  
**A DELAWARE CORPORATION**

Pursuant to the provisions of Article 5.04 of the Texas Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purposes of merging them into one such corporation and do hereby certify as follow:

1. The name and state of incorporation of each of the constituent corporations is as follows:

| <u>Name of Corporation</u>       | <u>State of Incorporation</u> |
|----------------------------------|-------------------------------|
| Objective Resources Group, Corp. | Texas                         |
| Primo Systems Inc.               | Delaware                      |

2. An Agreement and Plan of Merger has been approved, certified, executed and acknowledged by each of the constituent corporations as required by the laws of the state under which each corporation was incorporated or organized, and by its constituent documents. Each of the undersigned corporations is governed by the laws of its respective state of incorporation. The Agreement and Plan of Merger is set forth as Exhibit A.

3. The name of the surviving corporation is Primo Systems Inc., a Delaware corporation, and the Certificate of Incorporation of Primo Systems Inc., a Delaware corporation, shall be the Certificate of Incorporation of the surviving corporation, with the exception that the name of the surviving corporation shall be SunGard Energy Systems Inc.

4. As to each of the undersigned corporations, the number of shares voting for and against the Agreement and Plan of Merger, respectively, are as follows:

| <u>Name of Corporation</u>                            | <u>Number of Shares Outstanding</u> |
|---|-------------------------------------|
| Objective Resources Group, Corp., a Texas corporation | 1,000                               |
| Primo Systems Inc., a Delaware corporation            | 1,000                               |

| <u>Name of Corporation</u>                            | Number of Shares       |                            |
|---|------------------------|----------------------------|
|   | <u>Total Voted For</u> | <u>Total Voted Against</u> |
| Objective Resources Group, Corp., a Texas corporation | 1,000                  | 0                          |
| Primo Systems Inc., a Delaware corporation            | 1,000                  | 0                          |

5. The surviving corporation, Primo Systems Inc., will be responsible for the payment of fees and franchise taxes of the merged corporation, and will be obligated to pay such fees and franchise taxes if the same are not timely paid.

6. The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation, the address of which is: 2401 Fountainview, Suite #628, Houston, TX 77057.

7. A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation to any stockholder of any continent corporation on request and without cost.

Dated: December 15, 1999

**PRIMO SYSTEMS INC.**

By:   
Mark Walker, President

**OBJECTIVE RESOURCES GROUP, CORP.**

By:   
Scott K. Olle, President

**AGREEMENT AND PLAN OF MERGER**

**Parties:**                   **OBJECTIVE RESOURCES GROUP, CORP.,**  
                                   a Texas corporation ("ORG"),  
                                   901 S. Mopac Expressway, Bldg. V, Suite #220  
                                   Austin, TX 78746

**PRIMO SYSTEMS INC.,**  
 a Delaware corporation ("Primo"),  
 2401 Fountainview, Suite #628  
 Houston, TX 77057

**Dated:**                    December 15, 1999

**Background:** ORG and Primo are sister corporations and are both subsidiaries of SunGard Investment Ventures, Inc., a Delaware corporation ("Sole Stockholder"). For various business and tax reasons, the Sole Stockholder and Board of Directors of ORG and Primo have each determined that it is in the best interests of each corporation that ORG be merged with and into Primo with Primo as the surviving corporation. The merger of ORG with and into Primo (the "Merger") will be effected on the terms stated in this Agreement and Plan of Merger (the "Agreement"). Accordingly, the Sole Stockholder and the Board of Directors of ORG and of Primo have each unanimously adopted resolutions approving the Merger and this Agreement in the manner required by the laws of their respective jurisdictions. Accordingly, Articles of Merger will be executed and filed with the Secretary of State of Texas and a Certificate of Merger will be executed and filed with the Secretary of State of Delaware.

**INTENDING TO BE LEGALLY BOUND,** ORG and Primo hereby adopt this Agreement and Plan of Merger, and agree that ORG shall be merged with and into Primo on the following terms:

1.     **Merger.** On the Effective Date (as defined below), ORG shall be merged with and into Primo in accordance with this Agreement and in compliance with the Texas Business Corporation Act and the Delaware General Corporation Law, and the Merger shall have the effect provided for under such laws. Primo (sometimes referred to below as the "Surviving Corporation") shall be the surviving corporation of the Merger and shall continue to exist and to be governed by the laws of the State of Delaware. The corporate existence and identity of Primo, with its purposes and powers, shall continue unaffected and unimpaired by the Merger, and Primo shall succeed to and be fully vested with the corporate existence and identity of both ORG and Primo. The separate corporate existence and identity of ORG shall cease upon the Effective Date, and ORG and Primo shall be a single Delaware corporation. On the Effective Date, all outstanding shares of capital stock of ORG shall be cancelled, and all outstanding shares of capital stock of Primo shall be unaffected by the Merger. The directors and officers of Primo on the Effective Date will continue as the directors and officers of the Surviving Corporation.

2. **Name and Registered Office of Surviving Corporation.** On the Effective Date, the name of the Surviving Corporation shall be SunGard Energy Systems Inc. with its registered agent being The Corporate Trust Company, 1209 Orange Street, Wilmington, DE 19801.

3. **Certificate of Incorporation.** Immediately after the Merger, the Certificate of Incorporation of the Surviving Corporation shall be the same as before the Merger, except that the Surviving Corporation's name shall be changed to SunGard Energy Systems Inc.

4. **Bylaws.** Immediately after the Merger, the bylaws of the Surviving Corporation shall be the same as before the Merger.

5. **Effective Date.** As used in this Agreement, "Effective Date" shall mean December 31, 1999 at 11:59 p.m. (E.S.T.).

6. **Termination.** This Agreement may be terminated or abandoned at any time before the Effective Date by any party hereto with the due approval of its Board of Directors.

7. **Counterparts.** This Agreement may be executed in any number of counterparts, each of which when so executed and delivered shall be an original hereof, and it shall not be necessary in making proof of this Agreement to produce or account for more than one counterpart hereof.

8. **Severability.** If any provision of this Agreement is construed to be invalid, illegal or unenforceable, then the remaining provisions hereof shall not be affected thereby and shall be enforceable without regard thereto.

9. **Section Headings.** Section headings in this Agreement are for convenience of reference only and do not constitute a part of this Agreement and shall not affect its interpretation.

**IN WITNESS WHEREOF,** the parties have caused this Agreement to be signed by their authorized officers and have caused this Agreement to be executed by their duly authorized officers on the day and year first above written.

**OBJECTIVE RESOURCES GROUP, CORP.**

By: \_\_\_\_\_

  
Scott K. Olle, President

**PRIMO SYSTEMS INC.**

By: \_\_\_\_\_

  
Mark Walker, President