



101897045

Tab settings

To the Honorable Commissioner of Patents and Trademarks Attached original documents or copy thereof.

1. Name of conveying party(ies):

JBA Holdings Limited

11/14/01

- Individual(s)
- General Partnership
- Corporation-State
- Other Private Company - England and Wales

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Association
- Limited Partnership
- Merger
- Change of Name

Execution Date: Nov. 13, 2000

2. Name and address of receiving party(ies):

Name: Geac Enterprise Solutions Holdings Limited

Internal Address: SEE ATTACHED SCHEDULE

Street Address:

City: State: ZIP:

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other Private Company - England and Wales

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

NONE

B. Trademark Registration No.(s)

2164275

2346761

Additional numbers Yes No

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

Name: Joshua R. Bressler

Internal Address: Sullivan & Cromwell

Street Address: 125 Broad St.

City: New York State: NY ZIP: 10004

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41): \$ \$65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

11/19/2001 6TOM11 00000038 2164275

DO NOT USE THIS SPACE

01 FC:481
02 FC:482

40.00 OP
25.00 OP

9. Statement and signature.

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.

Joshua R. Bressler

Name of Person Signing

Joshua R. Bressler

Signature

11-14-01

Date

Total number of pages including cover sheet, attachments, and

14 TRADEMARK

SCHEDULE

2. Name and address of receiving party:

c/o Geac Computer Corporation Limited
Attn: Ruth Klein, Esq., Assistant General Counsel
11 Allstate Parkway, Suite 300
Markham, Ontario, Canada L3R 9T8



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1939640

The Registrar of Companies for England and Wales hereby certifies that
JBA HOLDINGS LIMITED

having by special resolution changed its name, is now incorporated

under the name of

GEAC ENTERPRISE SOLUTIONS HOLDINGS LIMITED

Given at Companies House, Cardiff, the 13th November 2000



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



C O M P A N I E S H O U S E

TRADEMARK

REEL: 002396 FRAME: 0241



THE COMPANIES ACT 1985

Company No. 1939640

The Registrar of Companies for England and Wales hereby certifies that

JBA HOLDINGS LIMITED (originally called HARNCROFT LIMITED, changed its name on 16th October 1985 to JBA (WESTERN) LIMITED, which was changed on 30th November 1987 to JBA INTERNATIONAL plc, which was changed on 6th June 1994 to JBA HOLDINGS PLC, each change having been made by special resolution) was incorporated under the Companies Act 1985 as a limited company on 15th August 1985.

The Registrar further certifies that according to the documents on the file of the company, on 30th November 1987 the said company re-registered under the Companies Act 1985 as a public company, then re-registered on 16th February 2000 under the companies Act 1985 as a private company as JBA HOLDINGS LIMITED. *****

Given at Companies House, Cardiff the 21st June 2000

RICHARD J EVANS

for the Registrar of Companies



Companies House

for the registrar

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

JBA HOLDINGS LIMITED

(Amended by Special Resolution in writing passed on the 1st day of October 1987 and by Special Resolutions passed on 23 June 1994 and on 7 February 2000)

- 1.¹ The name of the Company is "JBA Holdings Limited".
- 2.² The Company is to be a private company.
3. The Registered Office of the Company will be situate in England and Wales.
- 4.³ The objects for which the Company is established are:
 - 4.1 To carry on business as a general commercial company and to carry on any trade or business whatsoever.
 - 4.2 To acquire by purchase, lease, concession, grant, licence or otherwise such business, options, rights, privileges, lands, buildings, leases, underleases, stocks, shares, debenture stock, bonds, obligations, securities, reversionary interests, annuities, policies of assurance and other property and rights and interests in the property as the Company shall deem fit and generally to hold, manage, develop, lease, sell or dispose of the same; and to vary any of the investments of the Company to act as trustees of any deeds constituting or securing any debentures, debenture stock or other securities or obligations; to enter into, assist or participate in financial, commercial, mercantile, industrial or other transactions, undertakings and businesses of every description and to establish, carry on, develop and extend the same or sell, dispose of or otherwise turn the same to account and to co-ordinate the policy and administration of any companies of which this Company is a member or which are in any manner controlled by or connected with the Company and to carry on all or any of the businesses of capitalists, trustees, financiers, financial

On 16 October 1985 the name of the Company was changed from Harncroft Limited to JBA (Western) Limited. On 30 November 1987 the Company was re-registered as a public limited company with the name JBA International Plc. On 6 June 1994 the name of the Company was changed to JBA Holdings Plc. On 10th February 2000 the Company was re-registered as a private company with the name JBA Holdings Limited.

Amended by Special Resolution passed on 7 February 2000.

Amended by Special Resolution passed on 23 June 1994 and by Special Resolution passed on 7 February 2000.

arrangements, company promoters, bill discounters, insurance brokers and agents, mortgage brokers, rent and debt collectors, stock and share brokers and dealers and commission and general agents, merchants and traders.

- 4.3 To carry on business as suppliers of consultancy, management and accountancy services and systems to professional and commercial organisations and firms and to carry on business as hirers, letters, consultants, advisors and dealers in computers and electronic, mechanical, word processing, photocopying, communicating, processing and printing, laser printing, optical character recognition and all other equipment and to provide all manner of services and advice in relation to computers and such equipment and all appliances and systems for the recording, processing and analysis of data for scientific, engineering, legal, accountancy, commercial and other purposes and to carry on business as marketing consultants and publicity, advertising, promotion, public relations and sales promotion agents and consultants, designing and consulting engineers, artists, photographers, designer, illustrators, draughtsmen, display specialists and contractors, office organisers and business advisors.
- 4.4 To buy, sell, manufacture, repair, alter, improve, manipulate, prepare for market, let on hire, and generally deal in all kinds of plant, machinery, apparatus, tools, utensils, materials, produce, substances, articles and things for purpose of any of the businesses specified herein, or likely to be required by customers or other persons having, or about to have, dealings with the Company.
- 4.5 To carry on any trade or business whatsoever which can in the opinion of the Directors be conveniently or advantageously carried on by the Company in connection with or as ancillary to the general business of the Company.
- 4.6 To issue and allot securities of the company for cash or in payment or part payment for any real or personal property purchased or otherwise acquired by the company or any services rendered to the company or as security for any obligation or amount (even if less than the nominal amount of such securities) or for any other purpose, and to give any remuneration or other compensation or reward for services rendered or to be rendered in placing or procuring subscriptions of, or otherwise assisting in the issue of, any securities of the company or in or about the formation of the company or the conduct or course of its business.
- 4.7 To build, construct, maintain, alter, enlarge, pull down and remove or replace any buildings, shops, factories, offices, works, machinery, engines and to clear sites for the same or to join with any person, firm or company in doing any of the things aforesaid and to work, manage and control the same or join with others in so doing.
- 4.8 To enter into contracts, agreements and arrangements with any other company for the carrying out by such other company on behalf of the Company of any of the objects for which the Company is formed.
- 4.9 To acquire, undertake and carry on the whole or any part of the business, property and liabilities of any person firm or company carrying on any

business which the Company is authorised to carry on or possess, or which may seem to the Company capable of being conveniently carried on or calculated directly or indirectly to enhance the value of or render profitably any of the Company's property or rights, or any property suitable for the purposes of the Company.

- 4.10 To enter into any arrangements with any Government or authorities, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them, and to obtain from any such Government or authority any rights, privileges and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- 4.11 To apply for, or join in applying for, purchase or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, registered designs, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licenses or privileges in respect of the same, and to expend money in experimenting and testing and making researches, and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- 4.12 To enter into partnership or into any arrangement for sharing profits, union or interests, co-operation, joint venture, reciprocal concession, or otherwise with any company, firm or person, or with any employees of the Company, including in such case if thought fit the conferring of a participation in the management or its directorate, or with any company, firm or person carrying on or engaged in any business or transaction capable of being conducted so as directly or indirectly to benefit the Company, and to give to any such company, firm or person special rights or privileges in connection with or control over this Company, and in particular the right to nominate one or more Directors of this Company, and to lend money to, guarantee the contracts of, or otherwise assist any such company, firm or person and to take or otherwise acquire shares or securities of any such company, and to sell, hold, re-issue, with or without guarantee, or otherwise deal with the same.
- 4.13 To subsidise, assist and guarantee the payment of money by or the performance of any contract, engagement or obligation by any persons, firms or companies and to act as agents for the collection, receipt or payment of money and generally to act as agents for and render services to customers and others.
- 4.14 Either with or without the Company receiving any consideration or advantage, direct or indirect, from giving any such guarantee, to guarantee by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital or by both such methods or by any other means whatsoever the performance of the obligations and the payment of any moneys (including but not limited to capital or principal, premiums, dividends or interest, commissions, charges, discount and any cost or expenses relating thereto whether on any stocks, shares or

securities or in any manner whatsoever) by any Company, firm or person including but not limited to any Company which is for the time being the Company's holding company as defined by Section 154 of the Companies Act, 1948 or a subsidiary of the Company or of the Company's holding company as so defined or any company, firm or person who is for the time being a member or otherwise has any interest in the Company or is associated with the Company in any business or venture or any other person, firm or company whatsoever.

- 4.15 To promote any company for the purpose of acquiring all or any of the property and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
- 4.16 To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation, registration and advertising of or raising money for the Company, and the issue of its capital, or for contributing to or assisting any person, firm or company either issuing or purchasing with a view to issue all or any part of the Company's capital in connection with the advertising or offering the same for sale or subscription, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or debenture stock.
- 4.17 To remunerate any person, firm or company rendering services to the Company whether by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise.
- 4.18 Generally to purchase, take on lease or exchange, hire, or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.
- 4.19 To receive money on deposit upon such terms as the Company may approve.
- 4.20 To invest and deal with the moneys of the Company in such manner as may from time to time be determined.
- 4.21 To lend money with or without security, but not to carry on the business of a registered money lender.
- 4.22 To borrow or raise or secure the payment of money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise charged upon all or any of the Company's property (both present and future), including its uncalled capital, and to purchase, redeem or pay off any such securities.
- 4.23 To remunerate any person, firm or company for services rendered or to be rendered, in placing, or assisting to place, or guaranteeing the placing or procuring the underwriting of any of the shares, debentures, or debenture stock or other securities or obligations of the Company or of any company in which this Company may be interested or propose to be interested, or in or about the conduct of the business of the Company, whether by cash payment or by the

allotment of shares, or securities of the Company credited as paid up in full or in part, or otherwise.

- 4.24 To subscribe for either absolutely or conditionally or otherwise acquire and hold shares, stocks, debenture stock or other securities or obligations of any other company having objects altogether or in part similar to those of this Company.
- 4.25 To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of lading, warrants, debentures and other negotiable and transferable instruments.
- 4.26 To sell, lease, exchange, let on hire, or dispose of any real or personal property or the undertaking of the Company, or any part or parts therefor, for such consideration as the Company may think fit, and, in particular, for shares whether fully or partly paid-up, debentures or securities of any other company, whether or not having objects altogether, or in part, similar to those of the Company, and to hold and retain any shares, debentures or securities so acquired, and to improve, manage, develop, sell, exchange, lease, mortgage, dispose of or turn to account or otherwise deal with all or any part of the property or rights of the Company.
- 4.27 To adopt such means of making known the activities of the Company as may seem expedient, and in particular by advertising in the Press, by circulars, by purchase of works of art or interest or any other thing likely to give publicity to the Company and the exhibition of all or any thereof, by publication of books and periodicals, and by granting prizes, rewards and donations.
- 4.28 To support or subscribe to any charitable or public object and any institution, society or club which may be for the benefit of the Company or its Directors, officers or employees, or the Directors, officers and employees of its predecessors in business, or of any subsidiary, allied or associated company, or which may be connected with any town or place where the Company carries on business to give pensions, gratuities, or charitable aid to any person (including any Directors or former Directors) who may have served the company or its predecessors in business, or any subsidiary, allied or associated company or to the wives, children or other relatives or dependents of such persons; to make payments towards insurance or purchase and maintain any type of insurance and to form and contribute to provident pension and benefit funds for the benefit of the Directors or officers of or persons employed by the Company, or of or by its predecessors in business or of or by any subsidiary, allied or associated company, and to subsidise or assist any association of employers or employees or any trade association.
- 4.29 To establish and contribute to any scheme for the purchase or subscription by trustees of shares in the Company to be held for the benefit of the Company's employees, and to lend money to the Company's employees to enable them to purchase or subscribe for shares in the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with employees or any of them.

- 4.30 To obtain any Provisional Order or Act of Parliament, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect or for effecting any modifications of the Company's constitution or for any other purposes which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- 4.31 To establish, grant and take up agencies in any part of the world, and to do all such other things as the Company may deem conducive to the carrying on of the Company's business, either as principals, or agents and to remunerate any persons in connection with the establishment or grant of such agencies upon such terms and conditions as the Company may think fit.
- 4.32 To do all or any of the above things in any part of the world and as principals, agents, contractors, trustees, or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others and to procure the Company to be registered or recognised in any foreign country or place.
- 4.33 To distribute any of the property of the Company in specie among the shareholders.
- 4.34 To amalgamate with any other company having objects altogether or in part similar to those of this Company.
- 4.35 To cease carrying on or to wind up any business or activity of the company, and to cancel any registration of and to wind up or procure the dissolution of the company in any state or territory.
- 4.36 To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "company" in this clause shall be deemed to include any person or partnership or other body of persons whether domiciled in the United Kingdom or elsewhere, and words denoting the singular number only shall include the plural number and vice versa, and so that the objects specified in each paragraph of this Clause, shall, except where otherwise expressed in such paragraph, be regarded as independent objects, and in no ways limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

5. The liability of the members is limited.
- 6⁴. The Share Capital of the Company is £100 (One hundred pounds) divided up into One hundred shares of £1 (One pound) each.

-
- ⁴
1. By a Resolution passed on 5 August 1987 the Share Capital of the Company was increased to £100,000 (One hundred thousand pounds) by the creation of 99,900 Ordinary Shares of £1 each.
 2. By a Resolution passed on 1 February 1988 each of the Ordinary Shares of £1 each in the Company was subdivided into ten Ordinary Shares of 10p each.
 3. By a Resolution passed on 26 May 1988 the Share Capital of the Company was increased to £700,000 by the creation of 6,000,000 Cumulative Convertible Redeemable Participating Preference Shares of 10p each.
 4. By a Resolution passed on 5 January 1989 the Ordinary Shares of 10p each were sub-divided into Ordinary Shares of 5p each and the Share Capital of the Company was increased to £800,000 by the creation of 2,000,000 Ordinary Shares of 5p each.
 5. By a Resolution passed on 25 September 1989 the Share Capital was increased to £1,550,000 by the creation of 500,000 Ordinary Shares of 10p each.
 6. By a Resolution passed on 14 December 1990 the Share Capital was increased to £2,000,000 by the creation of 5,000,000 Cumulative Redeemable Preference Shares of 10p each.
 7. By a Resolution passed on 16 April 1992 the Share Capital was increased to £2,500,000 by the creation of 9,000,000 Ordinary Shares of 5p each.
 8. By a Resolution passed on 23 June 1994 the Share Capital was increased to £5,000,000 by the creation of 50,000,000 Ordinary Shares of 5p each.

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

JBA HOLDINGS LIMITED**(adopted by Special Resolution passed on 7 February 2000)****PRELIMINARY**

1.
 - (1) The regulations contained in Table A in the schedule to the Companies (Tables A to F) Regulations 1985 (hereinafter called "Table A") shall apply to the Company save in so far as they are varied or excluded by or are inconsistent with these articles.
 - (2) Regulation 1 of Table A shall apply to the Company as if references in it to "these regulations" included references to these articles; and these articles shall also be interpreted as if the Interpretation Act 1978 applied to them in the same manner as, and to the same extent to which, it applies to Table A.
 - (3) In these articles -
 - (a) references to a power are to a power of any kind, whether administrative, discretionary or otherwise; and
 - (b) references to the seal are to the common seal (if any) of the Company and an official seal (if any) kept by the Company by virtue of Section 40 of the Act, or either of them as the case may require.
2. Regulations 24, 54, 57, 64, 94 to 97 (inclusive), and 118 in Table A shall not apply to the Company.

ALLOTMENT OF SHARES

3. Subject to the provisions of the Act and these articles, the unissued shares in the Company shall be at the disposal of the directors, who may issue, offer, allot, grant options over or otherwise dispose of them to such persons and on such terms, subject to such rights or restrictions, as the directors think fit.
4. Sections 89(1) and 90(1) to (6) (inclusive) of the Act, in their application to allotments by the Company of equity securities, are hereby excluded.

SHARE CERTIFICATES

5. Regulation 6 in Table A shall apply to the Company as if the words "shall be sealed with the seal and" were omitted.

TRANSFER OF SHARES

6. Regulation 23 in Table A shall apply to the Company as if the instrument of transfer of any share shown in the memorandum of association to have been taken by a subscriber to it need not be executed by or on behalf of the transferee, even where the share is not fully paid.
7. Notwithstanding anything contained in these Articles, the Directors shall not decline to register any transfer of shares, nor may they suspend registration thereof where such transfer is executed by any bank or institution to whom such shares have been charged by way of security, or by any nominee of such bank or institution, pursuant to the power of sale under such security, and a certificate by any official of such bank or institution that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts.¹

NOTICE OF GENERAL MEETINGS

8. Notice of every general meeting shall be given to all members (other than any who, under the provisions of these articles or any restrictions attached to any shares, are not entitled to receive such notice) and to the auditors. The last sentence of Regulation 38 in Table A shall not apply to the Company.

PROCEEDINGS AT GENERAL MEETINGS

9. Where the Company has only one member, Regulation 40 in Table A shall apply to the Company as if the reference to two persons were a reference to one, and the word "each" were omitted.

VOTES OF THE MEMBERS

10. Subject to any rights or restrictions attached to any shares, on a show of hands every member who is present in person or by proxy or (being a corporation) by a duly authorised representative shall have one vote (provided that if he is present in more than one capacity he shall not have more than one vote on a show of hands), and on a poll every member shall have one vote for every share of which he is the holder.

DELIVERY OF PROXIES

11. Regulation 62 in Table A shall apply to the Company as if, after the words "in a manner so permitted", there were inserted the words "or in such other manner as the directors may determine".

DIRECTORS

12. Unless otherwise determined by ordinary resolution the number of directors (other than alternate directors) shall not be subject to any maximum but, except where the Company has only one member, shall not be less than two.

¹ As amended by special resolution dated 17 February 2000.

APPOINTMENT RETIREMENT AND REMOVAL OF DIRECTORS

13. Regulations 73 to 80 (inclusive) and the last sentence of Regulation 84 in Table A shall not apply to the Company.
14. A member or members holding a majority in nominal value of the issued shares in the Company may appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director, and may remove from office any director however appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members concerned or, in the case of a corporate member, by its duly authorised representative, and delivered to the office or tendered at a meeting of the directors or a general meeting of the Company.
15. The directors may appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director.
16. The Company may by ordinary resolution appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director and, without prejudice to the provisions of the Act, may by ordinary resolution remove a director from office.
17. The removal of a director under these articles shall be without prejudice to any claim the director may have for breach of any contract of service between him and the Company.
18. No person shall be disqualified from being or becoming a director by reason of his attaining or having attained the age of 70 or any other age, nor shall it be necessary by reason of his age to give special notice under the Act of any resolution appointing, reappointing or approving the appointment of a director.

PROCEEDINGS OF DIRECTORS

19. A director who has duly declared his interest (so far as he is required to do so) may vote at a meeting of the directors or of a committee of the directors on any resolution concerning a matter in which he is interested, directly or indirectly. If he does, his vote shall be counted; and whether or not he does, his presence at the meeting shall be taken into account in calculating the quorum.
20. Where the Company has only one member and only one director, that director may exercise all the powers conferred on the directors by Regulation 70 in Table A or otherwise by virtue of these articles, notwithstanding any restriction in Regulation 89 (as to the quorum for the transaction of the business of the directors) or Regulation 90 (as to the purposes for which a sole continuing director may act).
21. A meeting of the directors may consist of a conference between directors some or all of whom are in different places provided that each director who participates in the meeting is able:
 - (A) to hear the other participating directors addressing the meeting; and
 - (B) if he so wishes, to address each of the other participating directors simultaneously,

whether directly, by conference telephone or by any other form of communication equipment (whether in use when this article is adopted or developed subsequently) or by a combination of such methods. A quorum shall be deemed to be present if those conditions are satisfied in respect of at least the number and designation of directors required to form quorum. A meeting held in this way shall be deemed to take place at the place where the largest group of directors is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates at the start of the meeting.

DIVIDENDS

22. Regulation 106 in Table A shall apply to the Company as if, after the words "to the order of", there were inserted the words "or to".

INDEMNITY

23. Subject to the provisions of the Act, but without prejudice to any indemnity to which a director may otherwise be entitled -

- (a) every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability, loss or expenditure incurred by him in defending any proceedings, whether civil or criminal, which relate to anything done or omitted to be done or alleged to have been done or omitted to be done by him as an officer or auditor of the Company and in which judgment is given in his favour or in which he is acquitted, or incurred in connection with any application in which relief is granted to him by the court from liability in respect of any such act or omission or from liability to pay any amount in respect of shares acquired by a nominee of the Company; and
- (b) the directors may purchase and maintain insurance at the expense of the Company for the benefit of any director or other officer or auditor of the Company against any liability which may attach to him or loss or expenditure which he may incur in relation to anything done or omitted to be done or alleged to have been done or omitted to be done as a director, officer or auditor.

GEAC ENTERPRISE SOLUTIONS HOLDINGS LIMITED

November 14, 2001

Commissioner of Patents and Trademarks
Washington, DC 20231

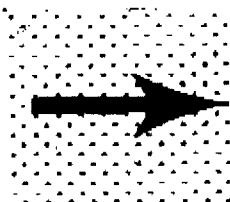
Re: Appointment of Domestic Representative for the Trademark Applications and Registrations identified on Schedule A attached hereto

Dear Sir or Madam:

Pursuant to Trademark Manual of Examining Procedure Section 501.04, Geac Enterprise Solutions Holdings Limited hereby designates the following person at the address immediately below as its domestic representative, upon whom notices or process concerning the trademark applications and/or registrations set forth on Schedule A attached hereto may be served:

Wayne C. Matus, Esq.
LeBoeuf, Lamb, Greene & MacRae, L.L.P.
125 West 55th Street
New York, NY 10019-5389
Tel: (212) 424-8000
Fax: (212) 424-8500

**SIGN
HERE**



Sincerely,

Name:
Title:

AMRITLAL JETHWA
DIRECTOR & COMPANY SECRETARY

C/O GEAC COMPUTER CORPORATION LIMITED
• 11 ALLSTATE PARKWAY, SUITE 300 • MARKHAM, ONTARIO L3R 9T5
PHONE: 905-475-0525 • FAX: 905-642-1963

TRADEMARK
REEL: 002396 FRAME: 0253

**Geac Enterprise Solutions Holdings Limited
Schedule A**

Trademark Registration No.:

2164275

2346761

TOTAL P.02
T-338 P.030/031 F-881

GEAC ENTERPRISE SOLUTIONS HOLDINGS LIMITED

November 14, 2001

Commissioner of Patents and Trademarks
Washington, DC 20231

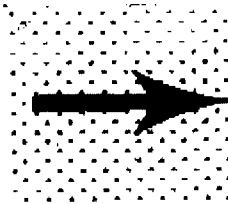
Re: Appointment of Domestic Representative for the Trademark Applications and Registrations identified on Schedule A attached hereto

Dear Sir or Madam:

Pursuant to Trademark Manual of Examining Procedure Section 501.04, Geac Enterprise Solutions Holdings Limited hereby designates the following person at the address immediately below as its domestic representative, upon whom notices or process concerning the trademark applications and/or registrations set forth on Schedule A attached hereto may be served:

Wayne C. Matus, Esq.
LeBoeuf, Lamb, Greene & MacRae, L.L.P.
125 West 55th Street
New York, NY 10019-5389
Tel: (212) 424-8000
Fax: (212) 424-8500

**SIGN
HERE**



Sincerely,

Name:
Title:

AMRITLAL JETHWA

DIRECTOR & COMPANY SECRETARY

C/O GEAC COMPUTER CORPORATION LIMITED
• 11 ALLSTATE PARKWAY, SUITE 300 • MARKHAM, ONTARIO L3R 9T8
PHONE: 905-475-0525 • FAX: 905-642-1961

TRADEMARK
REEL: 002396 FRAME: 0255

November 14, 2001

**Geac Enterprise Solutions Holdings Limited
Schedule A**

Trademark Registration No.:

2164275

2346761