

11-19-2001

ET

Docket No.:

017977/0003



Tab settings

101897471

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

1. Name of conveying party(ies):

Geac Public Safety, Inc.

11-15-01

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State Delaware
☐ Other

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

3. Nature of conveyance:

- ☐ Assignment ☐ Merger
☐ Security Agreement ☐ Change of Name
☒ Other Certificate of Dissolution

Execution Date: Apr. 30, 1998

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

Name: Geac Computers, Inc.

Internal Address: SEE ATTACHED SCHEDULE

Street Address:

City: State: ZIP:

- ☐ Individual(s) citizenship
☐ Association
☐ General Partnership
☐ Limited Partnership
☒ Corporation-State Missouri
☐ Other

If assignee is not domiciled in the United States, a domestic designation is ☒ Yes ☐ No

(Designations must be a separate document from Additional name(s) & address(es) ☐ Yes ☒ No

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

A. Trademark Application No.(s)

NONE

B. Trademark Registration No.(s)

2330562

Additional numbers

☐ Yes ☒ No

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

Name: Josh 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:

1

7. Total fee (37 CFR 3.41): \$ \$40.00

- ☒ Enclosed
☐ Authorized to be charged to deposit account

8. Deposit account number:

11/16/2001 6TON11 00000121 2330562
01 FC:481

40.00 DP

DO NOT USE THIS SPACE

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

Signature

Date

Total number of pages including cover sheet, attachments, and

TRADEMARK

REEL: 002396 FRAME: 0463

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

State of Delaware

Office of the Secretary of State

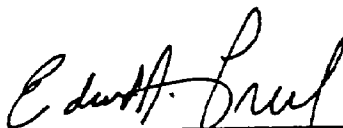
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF DISSOLUTION OF "GEAC PUBLIC SAFETY INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF APRIL, A.D. 1998, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



2314162 8100

981165634



Edward J. Freel, Secretary of State

AUTHENTICATION: 9055953

DATE: 04-30-98

TRADEMARK
REEL: 002396 FRAME: 0465

CERTIFICATE OF DISSOLUTION

OF

GEAC PUBLIC SAFETY INC.

I, William G. Nelson, the President, of GEAC PUBLIC SAFETY INC. with the requirements of the General Corporation Law of the State of Delaware and in order to obtain the dissolution of this corporation as provided by said law, DO HEREBY CERTIFY AS FOLLOWS:

The registered office of said corporation in the State of Delaware is at 1209 Orange Street in the City of Wilmington, in the County of New Castle, and the registered agent in charge thereof, upon whom process against this corporation may be served is The Corporation Trust Company.

The dissolution of said corporation was duly authorized by the Sole Director and Sole Stockholder on April 30, 1998, in accordance with the provisions of Section 275 (a) & (b) of the General Corporation Law of the State of Delaware.

The following is a list of the names and addresses of the directors of the said corporation.

<u>NAME</u>	<u>ADDRESS</u>
William G. Nelson	11 Allstate Parkway Suite 300, Markham, Ontario L3R 9T8

The following is a list of the names and residence addresses of the officers of the corporation:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
William G. Nelson	President	11 Allstate Parkway Suite 300, Markham, Ontario L3R 9T8
Shelley R. Isenberg	Secretary	11 Allstate Parkway Suite 300, Markham, Ontario L3R 9T8

David G.B. Scott Treasurer 11 Allstate Parkway
Suite 300,
Markham, Ontario L3R 9T8

Kathryn Smith Assistant Treasurer Box 5152
9 Technology Drive
Westborough, MA 01581-5152

The dissolution is effective on April 30, 1998.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed by

William G. Nelson, its President this 29 day of April, 1998.

GEAC PUBLIC SAFETY INC.

By: William G. Nelson
William G. Nelson, President

297657-1

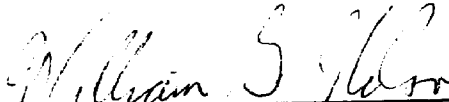
GEAC PUBLIC SAFETY, INC.

CONSENT OF SOLE DIRECTOR

Pursuant to Section 141(f) of the Delaware General Corporation Law and the By-Laws of GEAC PUBLIC SAFETY, INC., a Delaware Corporation (the "Corporation"), the undersigned, being the Sole Director of the Corporation, does hereby consent to the adoption of the following resolution without the necessity of a meeting of the Board of Directors:

RESOLVED: That upon approval of the Sole Stockholder, this Corporation be dissolved in accordance with Section 275 of the Delaware General Corporation Law; and that the officers and directors of this Corporation be, and they hereby are, duly authorized and directed to file a Certificate of Dissolution of the Corporation with the Delaware Secretary of State.

The Secretary is hereby directed to place this original document of Consent with the records of the meetings of the Directors of this Corporation.


William G. Nelson
Sole Director

Dated: April 30, 1998

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GEAC PUBLIC SAFETY, INC.

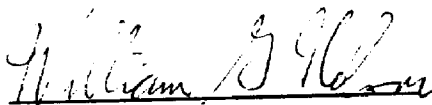
CONSENT OF SOLE STOCKHOLDER

Pursuant to Section 228 of the Delaware General Corporation Law and the By-Laws of GEAC PUBLIC SAFETY, INC., a Delaware Corporation (the "Corporation"), the undersigned, being the Sole Stockholder of the Corporation, does hereby consent to the adoption of the following resolution without the necessity of a meeting:

RESOLVED: That this Corporation be dissolved in accordance with Section 275 of the Delaware General Corporation Law; and that the officers and directors of this Corporation be, and they hereby are, duly authorized and directed to file a Certificate of Dissolution of the Corporation with the Delaware Secretary of State.

The Secretary is hereby directed to place this original document of Consent with records of the meetings of the Stockholders of this Corporation.

GEAC COMPUTERS, INC.

BY: 
William G. Nelson, President

Dated: April 30, 1998

60145-1

PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION

1. Purpose of Plan. The purpose of this Plan of Complete Liquidation and Dissolution (the "Plan") is to effect a complete liquidation and dissolution of GEAC PUBLIC SAFETY, INC., a corporation duly organized and existing under the laws of the State of Delaware (the "Company"), in complete redemption of all of the Company's issued and outstanding stock in accordance with the Plan and in accordance with the provisions of Section 332 of the Internal Revenue Code of 1986.

2. Period of Plan. The Plan shall commence on adoption by the sole stockholder as provided in Paragraph 9 and shall continue until completion of all acts contemplated hereunder or upon an affirmative vote of the Board of Directors to rescind or otherwise terminate the Plan, whichever is first to occur, but in no event later than twelve months from the date of adoption of such plan.

3. Reserve of Assets to Meet Claims. In order to carry out the Plan, the President and Treasurer of the Company shall pay or make adequate provisions for the payment of all debts, taxes, expenses, liabilities and obligations of the Company of every kind and nature, including the establishment of a liquidating trust if appropriate.

4. Distribution to the Stockholders. Any assets of the Company remaining after payment, or due provisions for payment, of the Company's debts, expenses, liabilities, and obligations shall be distributed ratably in cash or property to the sole stockholder in complete liquidation of the Company under the Plan. Such liquidation shall be made in one or more distributions as determined by the President of the Company, and shall be in exchange and full

payment for and in cancellation of the certificates representing shares of stock in the Company, as hereinafter provided in paragraph 5.

5. Cancellation of Outstanding Shares. Whenever all of the assets of the Company of every nature shall have been paid out and/or distributed as hereinabove provided, the sole stockholder shall forthwith surrender all certificates representing shares of stock in the Company for complete cancellation and redemption, and the Company shall cause such certificates to be duly cancelled.

6. Dissolution. The appropriate officers of the Company shall proceed with the voluntary dissolution of the Company in accordance with Section 275 of the Delaware General Corporation Law and other applicable laws of the State of Delaware. The date of authorization of the dissolution of the Company, for purposes of Section 275 of the Delaware General Corporation Laws, shall be the date that the Certificate of Dissolution is filed by the appropriate officers of the Company with the Delaware Secretary of State.

7. Authorization to Execute and File Documents. The President, Treasurer and Secretary of the Company are authorized and empowered to execute and/or file with the state and federal authorities all documents which they deem necessary or advisable to effectuate the Plan, including but not limited to filing a Certificate of Dissolution with the Delaware Secretary of State and filing information returns on United States Treasury Department Forms 966 and 1099, together with all appropriate income tax returns and the information required by the applicable regulations.

8. Authorization of Necessary Acts. The President, Treasurer, and Secretary of the Company is authorized and empowered to do any and all other things in its name and behalf which the officer or officers so acting deem necessary or advisable in order to effectuate the Plan. Each such officer shall be held harmless by the Company for any action under the Plan taken in good faith, and any expense or liability so incurred by either of them shall be that of the Company.

9. Adoption of Plan. The Plan shall be adopted by the Company when adopted by the affirmative vote of the sole stockholder pursuant to Section 228 of the Delaware General Corporation Law and other applicable laws of the State of Delaware.

283154-1

* * * * *

GEAC COMPUTERS, INC.

November 13, 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 Computers, Inc. 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. Marus, 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

Sincerely,



Name: **Shelley R. Isenberg**
Title: **Vice President
General Counsel**

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: 0473

**Geac Computers, Inc.
Schedule A**

Trademark Registration No.(s):

2330562