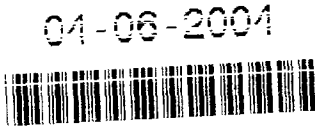


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To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Baan Process Solutions, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other _____

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other Dissolution

Execution date: March 27, 2003

2. Name and address of receiving party(ies):
Name: Invensys Systems, Inc. (formerly known as
Internal
Address: The Foxboro Company)
Street Address: 33 Commercial Street
City: Foxboro State: MA Zip: 02035

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation 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 registration number(s):

A. Trademark Application No.(s) _____
Additional number(s) attached Yes No

B. Trademark Registration No.(s) 2214964
 Yes No

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

Name: Alida Stanley
Internal Address: Weil, Gotshal & Manges, LLP

Street Address: 767 5th Avenue

City: New York State: NY Zip: 10153

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

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.

Phyllis Eremitaggio [Signature] April 1, 2004
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 6

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

04/06/2004 ECDDPER 00000037 230800 2214964
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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 11:35 AM 03/31/2003
030211237 - 2745391

**CERTIFICATE OF DISSOLUTION
OF
BAAN PROCESS SOLUTIONS, INC.**

The undersigned, Jay S. Ehle, President of Baan Process Solutions, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), in connection with the dissolution and liquidation of the Corporation, DOES HEREBY CERTIFY AS FOLLOWS:

- 1. The name of the corporation is Baan Process Solutions, Inc..
- 2. The dissolution of the Corporation was authorized on March 27th, 2003.

3. A Written Consent of the sole Stockholder of the Corporation, authorizing the dissolution of the Corporation in accordance with subsection (c) of Section 275 of the General Corporation Law of the State of Delaware, was executed as of March 27th, 2003 by the holder of all of the issued and outstanding capital stock of the Corporation entitled to vote.

4. The names and addresses of the directors and officers of the Corporation are as follows:

<u>Name</u>	<u>Address</u>	<u>Position</u>
Jay S. Ehle	33 Commercial Street Foxboro, Massachusetts 02035	Director, President, Treasurer & Secretary
Bruce W. Larson	33 Commercial Street Foxboro, Massachusetts 02035	Director

Pj/reorg/certificates/BaanProcessdiss

Patricia J. Turner

735 Post Road East
Westport, Connecticut 06880

Assistant Secretary

IN WITNESS WHEREOF, the undersigned has executed this Certificate of
Dissolution this 27th day of March 2003 and affirms, under penalty of perjury, that this
Certificate is the act and deed of the Corporation and that the facts stated therein are true.

BAAN PROCESS SOLUTIONS, INC.

By: Jay S. Ehle
Jay S. Ehle,
Its President

ATTEST:

By: Patricia J. Turner
Patricia J. Turner,
Its Assistant Secretary

WRITTEN CONSENT OF SOLE STOCKHOLDER
OF
BAAN PROCESS SOLUTIONS, INC.

Pursuant to Section 275(c) of
the General Corporation Law of
The State of Delaware

The undersigned, being the sole stockholder entitled to vote of Baan Process Solutions, Inc., a Delaware corporation (the "Corporation"), does hereby adopt the following resolutions by written consent to action pursuant to Sections 228 and 275(c) of the Delaware General Corporation Law:

RESOLVED, that Invensys Systems, Inc., being the sole stockholder of the Corporation entitled to vote, hereby elects to liquidate, wind up the affairs of and voluntarily dissolve the Corporation in accordance with the plan of complete liquidation and dissolution attached as Exhibit A to this Consent ("Plan of Complete Liquidation"); and be it further

RESOLVED, that the Plan of Complete Liquidation is hereby authorized and approved in all respects; and be it further

RESOLVED, that the proper officers of the Corporation are hereby authorized, empowered and directed (i) to prepare, sign, verify and deliver to the Secretary of State of the State of Delaware a Certificate of Dissolution pursuant to Section 275(d) of the General Corporation Law of the State of Delaware, and (ii) to prepare, sign and file with the Internal Revenue Service such documentation as may be required to ensure that the transactions

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contemplated by the Plan of Complete Liquidation qualify as a transaction described in Section 332 of the Internal Revenue Code of 1986, as amended; and be it further

RESOLVED, that the proper officers of the Corporation are hereby authorized, empowered and directed to execute, deliver and file all such other instruments and documents and to take such other action in the name and on behalf of the Corporation, under its corporate seal or otherwise, and to pay all such fees, taxes and expenses as in the judgment of the officer so acting may be necessary or advisable in order to carry out the intent and accomplish the purposes of the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned, being the sole stockholder of the Corporation entitled to vote, executed this Written Consent of Stockholder:

INVENSYS SYSTEMS, INC.

Date: March 27, 2003

By:

Jay S. Ehté
Jay S. Ehté,
Its Vice President

BAAN PROCESS SOLUTIONS, INC.**Plan of Complete Liquidation and Dissolution****1. Plan of Liquidation.**

This Plan of Complete Liquidation and Dissolution (the "Plan") provides for the complete liquidation and dissolution of Baan Process Solutions, Inc., a Delaware corporation (the "Corporation"), by providing for the distribution to its sole stockholder of its properties and assets of every description, real and personal. The liquidation and dissolution of the Corporation shall be effected in the manner provided in this Plan.

2. Payment of Liabilities. Adequate provision shall be made for the payment, satisfaction or discharge of all debts, liabilities and obligations of the Corporation.

3. Final Distribution.

After compliance with paragraph 2 hereof, the remaining assets of the Corporation shall be distributed to Invensys Systems, Inc., the sole stockholder of the Corporation, in complete liquidation, redemption and cancellation of, and in payment for, all of the outstanding shares of common stock of the Corporation. Invensys Systems, Inc. shall surrender its certificate or certificates representing such common stock, properly endorsed or accompanied by an executed stock power or other form of assignment, for cancellation upon receipt of the final distribution herein authorized.

4. Dissolution.

As soon as practicable following the final distribution provided in Paragraph 3 hereof, the officers of the Corporation shall proceed with the voluntary dissolution of the Corporation under the laws of the State of Delaware on such date as the officers in their sole discretion shall determine.

5. Authorization to Execute and File Documents.


Each of the officers of the Corporation is authorized, empowered and directed to execute and file all agreements, assignments, bills of sale, certificates, stock powers, deeds, conveyances and other documents which they may deem necessary or advisable in order to carry out the purpose and intent of this Plan, including a Certificate of Dissolution under the laws of the State of Delaware, and any required returns with federal, state and local tax officials.

6. Authorization of Necessary Acts.

Each of the officers of the Corporation is authorized, empowered and directed to do any and all other things in the name and on behalf of the Corporation which each of them may deem necessary or advisable in order to carry out the purposes and intent of this Plan, including, without limitation, the qualification of the transaction contemplated hereby as a transaction described in Section 332 of the Internal Revenue Code of 1986, as amended. Each of the officers of the Corporation shall be held harmless by the Corporation for any action taken by such officer in good faith under this Plan, and any expense or liability so incurred by them shall be that of the Corporation.

BAAN PROCESS SOLUTIONS, INC.

By:


Patricia J. Turner,
Its Assistant Secretary

TRADEMARKS
Baan Process Solutions, Inc. to Invensys Systems, Inc.

	TRADEMARK	REG NO.	APPLICATION DATE	REGISTRATION DATE
I.	IN.SITE	2214964/2214964	25 March 96	29 December 98

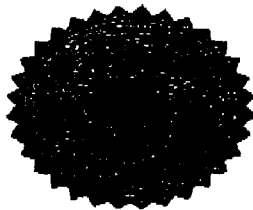
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, 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 "BAAN PROCESS SOLUTIONS, INC.", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF MARCH, A.D. 2003, AT 11:35 O'CLOCK A.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2745391 8100

AUTHENTICATION: 2341067

030211237

DATE: 03-31-03

RECORDED: 04/01/2004

TRADEMARK
REEL: 002942 FRAME: 0629