

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT																										
NATURE OF CONVEYANCE:	MERGER																										
EFFECTIVE DATE:	01/01/2012																										
CONVEYING PARTY DATA																											
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CORRESPONDENCE DATA																											
<p>Fax Number: 9142880023</p> <p><i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i></p> <p>Email: tmdocket@leasonellis.com</p> <p>Correspondent Name: Karin Segall c/o Leason Ellis LLP</p> <p>Address Line 1: One Barker Avenue - Fifth floor</p> <p>Address Line 4: White Plains, NEW YORK 10601</p>																											
ATTORNEY DOCKET NUMBER:	05806/303207-US0																										
DOMESTIC REPRESENTATIVE																											

OP \$65.00 2563523

Name: Karin Segall
Address Line 1: One Barker Avenue - Fifth Floor
Address Line 4: White Plains, NEW YORK 10601

NAME OF SUBMITTER:	Karin Segall
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Signature:	/karinsegall/
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Date:	10/15/2012
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Total Attachments: 5
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MERGER AGREEMENT

between

Temenos Headquarters SA, a corporation having its registered office at rue de l'Ecole-de-Chimie 2, 1205 Geneva, duly represented by Guy Dubois, Director and Chairman of the Board, Ariel Boussiba, Director and Secretary of the Board, and Martin de Groot, Director.

(the "Acquiring Company")

and

T-jBASE SA, a corporation having its registered office c/o Temenos Headquarters SA, rue de l'Ecole-de-Chimie 2, 1205 Geneva, duly represented by Guy Dubois, Director and Chairman of the Board, Ariel Boussiba, Director and Secretary of the Board, and Martin de Groot, Director.

(the "Transferring Company")

.....

WHEREAS, the Acquiring Company is a Swiss corporation with its registered office in Geneva. Its share capital amounts to CHF 100'000.-, divided into 1'000 registered shares with restricted transferability with a par value of CHF 100.- each, fully paid in.

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WHEREAS, all shares issued by the respective Parties are fully owned by Temenos Group AG, a Swiss corporation with its registered office in 1205 Geneva, rue de l'Ecole-de-Chimie 2.

WHEREAS, the Parties wish to merge in one single corporation by means of a merger by absorption according to Article 3 para.1 lit. a of the Swiss Merger Act of 3 October 2003 ("LFus").

WHEREAS, the Parties fulfill the conditions of a simplified merger according to Article 23 para. 1 lit. b LFus and can therefore benefit from the simplified procedure provided by Article 24 para.1 LFus.

WHEREAS, the following agreements are signed today between the Acquiring company and other corporations fully owned by Temenos Group AG (hereinafter the "**Parallel Agreements**"):

1. (Brother-Sister) merger agreement between Acquiring Company and T-TFR SA, Geneva;
2. (Brother-Sister) merger agreement between Acquiring Company and Vol-de-Nuit SA, Geneva.

WHEREAS, the present merger as well as the Parallel Agreements shall be effective retroactively as of January 1, 2012.

Article 1 – Merger

The Parties agree to transfer all assets and liabilities of the Transferring Company to the Acquiring Company by way of merger (hereinafter the “**Merger**”) according to the terms and conditions set out in the present agreement (hereinafter referred to as the “**Agreement**”).

Article 2 – Retroactivity

Internally, the Parties merge with retroactive effect as at January 1, 2012. All activities of the Transferring Company conducted since January 1, 2012 shall be deemed to have been carried out for the account and risk of the Acquiring Company. The Acquiring Company hereby declares to know and to accept all changes in the assets and liabilities of the Transferring Company that have occurred since the date of the establishment of the balance sheet upon which the Merger is based.

Article 3 – Balance Sheet

¹ The Merger will be executed on the basis of the audited balance sheet of the Transferring Company as at December 31, 2011 (the “**Balance Sheet**”) (**Appendix 1**). The Balance Sheet shows assets of an amount of CHF 4'467'830.- and liabilities of an amount of CHF 7'775'974.-, i.e. a surplus of liabilities of an amount of CHF 3'308'144.-.

² This Balance Sheet has been audited by PricewaterhouseCoopers SA, Geneva, as auditor of the Transferring Company.

³ According to the confirmation of PricewaterhouseCoopers SA, Geneva, as licensed audit expert, claims in the amount of the overindebtedness, existing within both the Transferring Company and the Acquiring Company, have been subordinated. The conditions provided for in Article 6 para. 1 LFus are thus fulfilled (**Appendix 2**).

⁴ The Transferring Company declares that no important changes have occurred with regard to its assets and liabilities since the establishment of the Balance Sheet.

Article 4 – Transfer of Assets and Liabilities / “Universal Succession”

With the registration of the Merger in the Geneva Commercial Register, all assets and liabilities of the Transferring Company shall automatically pass to the Acquiring Company (“universal succession”).

Article 5 – Compensation of the Holder of the Transferring Company

There will be no increase of the share capital of the Acquiring Company in connection with the Merger, nor will there be any compensation of the shareholder of the Transferring Company, given that Temenos Group AG owns the entire share capital of both Parties (merger of sister companies). The expiring participation rights of the Transferring Company are fully compensated by the transfer of the assets of the Transferring Company to the Acquiring Company.

Article 6 – Special Benefits

No special benefits have been granted to directors or officers in the course of the present Merger.

Article 7 – Dissolving without Liquidation

¹ The Transferring Company shall be dissolved without liquidation in compliance with this Agreement.

² Its registration with the Geneva Commercial Register shall be cancelled.

Article 8 – Securing of Claims

¹ The Acquiring Company shall provide security for creditors' claims of the companies involved in the Merger if they request it within three months following the legal effectiveness of the Merger.

² According to the confirmation of a licensed audit expert, there are no claims known or expected that could not be paid out of freely disposable assets of the companies involved in the Merger. Publication in the Swiss Official Commercial Gazette can thus be waived (Article 25 para. 2 LFus).

Article 9 – Resolution

¹ All board members of the respective Parties confirm approving the Agreement by affixing their signatures. A separate board resolution is therefore superfluous.

² According to the simplified procedure provided for in Article 24 para.1 LFus, the present agreement does not need the approval by the general meeting of shareholders of the companies involved.

Article 10 – Costs

The Acquiring Company shall bear the costs of the Merger with the Transferring Company.

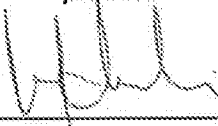
Article 11 – Governing Law / Jurisdiction

¹ This Agreement shall be governed exclusively by Swiss law.

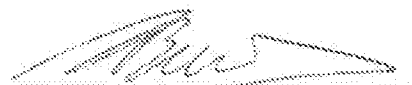
² The competent courts of the registered office of the Acquiring Company have exclusive jurisdiction.

Geneva, 22 June 2012

The Acquiring Company:
Temenos Headquarters SA



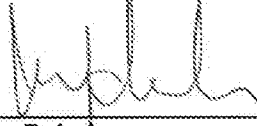
Guy Dubois
Director, Chairman of the Board



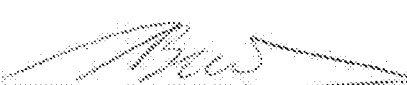
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Martin de Groot
Director

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Director

APPENDICES:

- Appendix 1: Audited balance sheet of T-jBASE SA as per December 31, 2011 (Balance Sheet)
- Appendix 2: Audit Attestation according to Article 6 para. 2 LFus