

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Open Text, LLC		07/07/2010	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	Open Text S.a.r.l.		
Street Address:	Avenue Monterey 40		
City:	2163 Luxembourg		
State/Country:	LUXEMBOURG		
Entity Type:	societe a responsabilite limitee (S.a.r.l.): LUXEMBOURG		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2623982	LEGALKEY	
CORRESPONDENCE DATA			
Fax Number:	7032737684		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	703-273-7680		
Email:	rshapiro@sasiplaw.com		
Correspondent Name:	Ronald E. Shapiro		
Address Line 1:	11350 Random Hills Road, Suite 740		
Address Line 4:	Fairfax, VIRGINIA 22030		
ATTORNEY DOCKET NUMBER:	CPA10652		
DOMESTIC REPRESENTATIVE			
Name:			
Address Line 1:			
Address Line 2:			

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Address Line 3:

Address Line 4:

NAME OF SUBMITTER:

Ronald E. Shapiro

Signature:

/Ronald E. Shapiro/

Date:

10/03/2013

Total Attachments: 3

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OPEN TEXT CORPORATION

OFFICER'S CERTIFICATE

I, the undersigned, being the duly appointed Chief Legal Officer and Corporate Secretary of OPEN TEXT CORPORATION, a validly existing corporation incorporated pursuant to the laws of Canada (the "**Corporation**"), hereby certify on behalf of the Corporation, having knowledge of the business and affairs of the Corporation solely in my capacity as Chief Legal Officer and Corporate Secretary of the Corporation with respect to the facts stated herein, as of the date hereof, that:

- (1) On October 2, 2006, the Corporation acquired 100% control over Hummingbird Ltd. ("**Hummingbird**"), a Canada corporation, and all of its subsidiaries, by way of an arrangement under section 192 of the *Canada Business Corporations Act* between 6575064 Canada Inc., a Canada corporation, which was a direct, wholly owned subsidiary of the Corporation, the Corporation and Hummingbird. As a result of the arrangement, Hummingbird became a direct, wholly-owned subsidiary of the Corporation. Attached hereto as Exhibit A is a true copy of the Certificate of Arrangement dated October 2, 2006.
- (2) As a result of the Hummingbird acquisition, the Corporation acquired 100% control of Legal Key Technologies Inc. ("**Legal Key**"), a New York corporation, and an indirect, wholly-owned subsidiary of Hummingbird.
- (3) Pursuant to internal reorganization plans, on July 31, 2007, Legal Key was merged into Hummingbird USA Inc. ("**Hummingbird USA**"), a Delaware corporation, and an indirect, wholly-owned subsidiary of the Corporation. Attached hereto as Exhibit B is a true copy of the Certificate of Merger of Legal Key with and into Hummingbird USA.
- (4) Pursuant to internal reorganization plans, on July 31, 2007, Hummingbird USA was subsequently merged into Open Text Inc. ("**OTI Illinois**"), an Illinois corporation, and an indirect, wholly-owned subsidiary of the Corporation. Attached hereto as Exhibit C is a true copy of the Certificate of Merger of Hummingbird USA with and into OTI Illinois.
- (5) Pursuant to the 2010 internal reorganization plan ("**2010 Reorganization Plan**") of the Corporation, approved by the Audit Committee of the Board of Directors of the Corporation on June 23, 2010, all of the assets of OTI Illinois were distributed as follows:

Canadian IP

- (a) Under Step 35B of the 2010 Reorganization Plan, on June 27, 2010, OTI Illinois contributed its Canadian registered intellectual property assets to Vignette Operating LLC ("**Vignette Operating**"), a limited liability company organized

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pursuant to the laws of the State of Delaware, and an indirect, wholly-owned subsidiary of the Corporation.

- (b) Under Step 47 of the 2010 Reorganization Plan, on June 28, 2010, Vignette Operating converted to Vignette Partnership, LP ("**Vignette Partnership**"), a limited liability partnership organized pursuant to the laws of the State of Delaware, and an indirect, wholly-owned subsidiary of the Corporation. Attached hereto as Exhibit D is a true copy of the Certificate of Conversion of Vignette Operating into Vignette Partnership.
- (c) Under Step 95C of the 2010 Reorganization Plan, on July 21, 2010, Vignette Partnership contributed all its Canadian registered intellectual property assets to Open Text ULC, an unlimited liability company organized pursuant to the laws of the Province of Nova Scotia, and an indirect, wholly-owned subsidiary of the Corporation.

Operating Assets

- (d) Under Step 38 of the 2010 Reorganization Plan, on June 25, 2010, OTI Illinois merged with and into Open Text, LLC ("**OT LLC**"), a limited liability company organized pursuant to the laws of the State of Delaware, and an indirect, wholly-owned subsidiary of the Corporation. OT LLC was the surviving company. Attached hereto as Exhibit E is a true copy of the Certificate and Articles of Merger between OTI Illinois and OT LLC.
- (e) Under Step 40 of the 2010 Reorganization Plan, on June 27, 2010, OT LLC contributed its non-intellectual property operating assets and related liabilities to Open Text USA Inc. ("**OT USA**"), a corporation organized pursuant to the laws of the State of Delaware, and an indirect, wholly-owned subsidiary of the Corporation.
- (f) Under Step 56 of the 2010 Reorganization Plan, on June 30, 2010, OT USA contributed all its non-intellectual property operating assets and related liabilities to Open Text Inc. ("**OTI Delaware**"), a corporation organized pursuant to the laws of the State of Delaware, and an indirect, wholly owned subsidiary of the Corporation.

International (excluding Canada) IP

- (g) Under Step 54 of the 2010 Reorganization Plan, on July 7, 2010, OT LLC contributed all its non-Canadian registered intellectual property assets to Open Text S.a.r.l., a private company limited by shares organized pursuant to the laws of Luxembourg, and an indirect, wholly-owned subsidiary of the Corporation.

- (h) Under Step 51C of the 2010 Reorganization Plan, on July 21, 2010, Open Text S.a.r.l. converted to Open Text SA, a public limited liability company organized pursuant to the laws of Luxembourg, and an indirect, wholly-owned subsidiary of the Corporation.
- (6) As a result of the steps outlined above, all non-intellectual property operating assets and related liabilities held by OTI Illinois (including non-intellectual property operating assets and related liabilities previously held by Legal Key) are currently held by OTI Delaware as of June 30, 2010. Attached as Exhibit F is a true copy of the certificate of incorporation of OTI Delaware. At all times since incorporation OTI Delaware has been an indirect, wholly owned subsidiary of the Corporation and its main operating company in the USA.
- (7) As a result of the steps above, all Canadian registered intellectual property assets of OTI Illinois (including all Canadian registered intellectual property assets previously held by Legal Key) are currently held by Open Text ULC.
- (8) As a result of the steps above, all non-Canadian registered intellectual property assets of OTI Illinois (including non-Canadian registered intellectual property assets previously held by Legal Key) are currently held by Open Text SA.

CERTIFIED by the undersigned this 22nd day of February, 2013.

OPEN TEXT CORPORATION

Per: _____

Gordon A. Davies
Chief Legal Officer and Corporate Secretary