

11-19-2001

Docket No.:

017977/0003

OMB No. 0651-0011 (exp 4/94)
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Tab settings

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

1. Name of conveying party(ies):
3037951 Nova Scotia Company

11-15-01

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other Company - Nova Scotia

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

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

Name: Interealty Corp.

Internal Address: _____

Street Address: 1951 Kidwell Drive

City: Vienna State: VA ZIP: 22182

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

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: Mar. 23, 2000

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

A. Trademark Application No.(s)
75834444
75856139

Additional numbers

B. Trademark Registration No.(s)
NONE

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 Street

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: _____

11/16/2001 6TON11 00000131 75834444

01 FC:481 40.00 OP
02 FC:482 25.00 OP

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 11-13-01
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and **TRADEMARK**

SALE AND ASSIGNMENT

SALE AND ASSIGNMENT, dated as of March 31, 2000 (this "*Sale and Assignment*") from 3037951 Nova Scotia Company, a company organized and existing under the laws of the Province of Nova Scotia ("*Seller*"), to Interealty Corp., a company organized and existing under the laws of Colorado ("*Purchaser*").

WITNESSETH:

WHEREAS capitalized terms used in this Sale and Assignment unless otherwise defined herein shall have the meaning ascribed thereto in the Agreement of January 21, 2000 between GTE Enterprises Initiatives Incorporated, as seller, and Geac Canada Limited, as purchaser, as amended and restated by an agreement dated February 11, 2000 relating to the purchase by Geac Canada Limited of all of the issued shares of Seller (the "Foundation Agreement");

WHEREAS, Seller has agreed to sell and assign the Acquired Assets of Seller to Purchaser which Acquired Assets are identified in the Foundation Agreement;

NOW, THEREFORE, in consideration of the foregoing and the respective representations, warranties, covenants, and agreements set forth herein and other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, and intending to be legally bound hereby, Seller and Purchaser hereby agree as follows:

SECTION 1. *Sale and Assignment.*

- (a) Seller does hereby sell, assign, transfer, and convey to Purchaser, its successors and assigns, forever, the entire right, title, and interest of Seller in, to and under the Assets listed in Schedules 4.10 (a) (Assigned Intellectual Property) and Schedule 6.5 (b) (i) (Tangible Assets) of the Foundation Agreement (collectively the "Sold Assets"), copies of which Schedules are attached hereto as Annex A and incorporated herein by reference.



IN WITNESS WHEREOF, Seller and Purchaser have caused this Sale and Assignment to be executed as of the date first written above by its officer's thereunto duly authorized.

INTERREALTY CORP.

By: 

Name: S. R. Isenberg

Title: Vice President, General Counsel

3037951 NOVA SCOTIA COMPANY

By: 

Name: S. R. Isenberg

Title: General Counsel