



To the Honorable Commissioner of Patents & Trademarks 102447026 and original documents or copy thereof.	
1. Name of conveying party(ies): 3037951 Nova Scotia Company <div style="text-align: right; font-size: 2em; font-family: cursive; margin-right: 50px;">5.12.03</div> <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation - Canada <input type="checkbox"/> Other _____ Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes x No	2. Name and address of receiving party(ies): Name: <u>Interealty Corp.</u> Internal Address: _____ Street Address: <u>1951 Kidwell Drive</u> <u>Vienna</u> <u>VA</u> <u>22182</u> City: _____ State: _____ ZIP: _____ <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation <u>Colorado</u> <input type="checkbox"/> Other _____ If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from Assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No
3. Nature of conveyance: <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ Execution Date: <u>March 31, 2000</u>	4. Application number(s) or registration number(s): A. Trademark Application No.(s) <u>75-983,203</u> B. Trademark registration No.(s)
Additional numbers attached? <input type="checkbox"/> Yes X No	
5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Susan Barbieri Montgomery, Esq.</u> Internal Address: <u>Foley Hoag LLP</u> Street Address: <u>155 Seaport Boulevard</u> City: <u>Boston</u> State: <u>MA</u> ZIP: <u>02210</u>	6. Total number of applications and registrations involved: <u>1 application</u> 7. Total fee (37 CFR 3.41): \$40.00 <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account 8. Deposit account number: <u>06-1446</u> (Attach duplicate copy of this page if paying by deposit account)
DO NOT USE THIS SPACE	
9. Statement and signature. <i>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.</i> <div style="display: flex; justify-content: space-between;"> <div style="width: 30%;"> <u>Susan Barbieri Montgomery</u> Name of Person Signing </div> <div style="width: 30%; text-align: center;"> Signature </div> <div style="width: 30%; text-align: right;"> <u>April 24, 2003</u> Date </div> </div> <div style="text-align: right; margin-top: 10px;"> Total number of pages comprising cover sheet: 1 </div>	

OFFICE OF PUBLIC RECORDS
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FINANCE SECTION

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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 Intercaly 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 therunto duly authorized.

INTEREALTY CORP

By: 

Name: S. R. Isenberg

Title: Vice President, General Counsel

3037951 NOVA SCOTIA COMPANY

By: 

Name: S. R. Isenberg

Title: General Counsel


SCHEDULE 4.10a

to the

Purchase Agreement

Assigned Intellectual Property

1. Trademarks

<u>Country</u>	<u>Registration or Application Number</u>	<u>Mark</u>	<u>International Class Number</u>	<u>Nature of Interest</u>
Canada	Reg. TMA408,840	OB-1	N/A	Owned by Seller*
United States	Appln. (Not Assigned)	MLXCHANGE	9, 42	Owned by Seller
United States	Reg. 1,974,034		9	Owned by Seller*
United States	Appln. (Not Assigned)	MLXCHANGE	9, 42	Owned by Seller
United States	Common Law Mark	NORTHSTAR	9	Owned by Seller
United States	Common Law Mark	SYSTEM 4	9	Owned by Seller

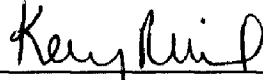
* A change of name from GTE Professional Services Incorporated to GTE Enterprise Initiatives Incorporated is being recorded.

2. Patents

~~No patents or patent applications~~

Certificate of Mailing

I, Kerry Richard, do hereby certify that the foregoing documents are being deposited with the United States Postal Service as First Class Mail, postage prepaid, in an envelope addressed to the U.S. Department of Commerce, Patent & Trademark Office, Attn.: Assignment Division, Washington, D. C. 20231, on this 6th date of May, 2003.



Kerry Richard, IP File Clerk

Recordation Form Cover Sheet, Deposit Account Order Form,
And Assignment

Nature of Conveyance: Assignment

Receiving Party: Interealty Corp.