

PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT																
NATURE OF CONVEYANCE:	MERGER																
EFFECTIVE DATE:	03/31/2007																
CONVEYING PARTY DATA																	
<table border="1"><thead><tr><th>Name</th><th>Execution Date</th></tr></thead><tbody><tr><td>Andrew Trossman</td><td>01/23/2003</td></tr><tr><td>Gabriel Iszlai</td><td>01/23/2003</td></tr><tr><td>Mircea Mihaescu</td><td>01/23/2003</td></tr><tr><td>Michael Scarth</td><td>01/23/2003</td></tr><tr><td>Paul D. Vytas</td><td>01/23/2003</td></tr><tr><td>Michael Li</td><td>01/23/2003</td></tr><tr><td>Duncan Hill</td><td>01/23/2003</td></tr></tbody></table>		Name	Execution Date	Andrew Trossman	01/23/2003	Gabriel Iszlai	01/23/2003	Mircea Mihaescu	01/23/2003	Michael Scarth	01/23/2003	Paul D. Vytas	01/23/2003	Michael Li	01/23/2003	Duncan Hill	01/23/2003
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Duncan Hill	01/23/2003																
RECEIVING PARTY DATA																	
Name:	INTERNATIONAL BUSINESS MACHINES CORPORATION																
Street Address:	NEW ORCHARD ROAD																
City:	ARMONK,																
State/Country:	NEW YORK																
Postal Code:	10504																
PROPERTY NUMBERS Total: 1																	
<table border="1"><thead><tr><th>Property Type</th><th>Number</th></tr></thead><tbody><tr><td>Application Number:</td><td>10357352</td></tr></tbody></table>		Property Type	Number	Application Number:	10357352												
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CORRESPONDENCE DATA																	
Fax Number:	(512)823-1036																
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>																	
Phone:	512-823-0494																
Email:	acostam@us.ibm.com																
Correspondent Name:	Jeffrey S. LaBaw																
Address Line 1:	11400 Burnet Road																
Address Line 2:	Intellectual Property Law																
Address Line 4:	Austin, TEXAS 78758																

PATENT

500381503

REEL: 019999 FRAME: 0277

CH \$40.00 10357352

ATTORNEY DOCKET NUMBER:

CA920030108US1

NAME OF SUBMITTER:

Jeffrey S. LaBaw

Total Attachments: 8

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U.S. ASSIGNMENT
NEW DES/PAT APPLICATION
INDIVIDUAL(S) TO CO/IND

I/We, Andrew TROSSMAN at 967 Avenue Road, Toronto, Ontario M5P 2K9 Canada;
Gabriel ISZLAI at 1006-5460 Yonge Street, Toronto, Ontario M2N 6K7 Canada;
Mircea MIHAESCU at 29 Owl Ridge Drive, Richmond Hill, Ontario L4S 1P7 Canada;
Michael SCARTH at 127 Boulton Avenue, Toronto, Ontario M4J 1B2 Canada;
Paul D. VYTAS at 86 Norseman Street, Toronto, Ontario M8Z 2P8 Canada;
Michael LI at 42 Green Ash Crescent, Richmond Hill, Ontario L4B 3S1 Canada; and
Duncan HILL at 707-2895 Derry Road E., Mississauga, Ontario L4T 1A6 Canada
(name and address of assignor(s))

in consideration of One Dollar (\$1.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, do hereby sell and assign to

THINKDYNAMICS INC.
at 20 Eglinton Avenue West, Suite 600
Toronto, Ontario M4R 1K8 Canada
(name and address of assignee)

hereinafter called the assignee, the entire right, title and interest in and to the invention entitled
METHOD AND SYSTEM FOR MANAGING RESOURCES IN A DATA CENTER


as disclosed in the United States patent application executed concurrently herewith, and in and to said United States patent application, and in and to any division, continuation or continuation-in-part of said application, and in and to any and all Letters Patent and reissues and extensions thereof, in and for the United States, Canada, and all other countries, the same to be held and enjoyed by the said assignee, its successors, assigns, or legal representatives to the full ends of the terms for which all Letters Patent therefor may be granted, as fully and entirely as the same would have been held and enjoyed by me/us if this assignment and sale had not been made.

SIGNED at Think Dynamics - 20 Eglinton Ave. West - Ste 600
this 23 day of January 2008.

Date : JAN. 23. 2008
Witness : NARC HARRISON
Address : 49 RICHMOND HILL, ON
L4E 4C8


(signature of assignor)
ANDREW TROSSMAN

Date : Jan 23, 2003
Witness : Marc Harrison
Address : 77 Richvalley Cres.
Richmond Hill, ON
L4E 4C8



(signature of assignor)
GABRIEL ISZLAI

Date : Jan 23, 2003
Witness : Marc Harrison
Address : 77 Richvalley Cres.
Richmond Hill, ON
L4E 4C8



(signature of assignor)
MIRCEA MIHAESCU

Date : Jan 23, 2003
Witness : Marc Harrison
Address : 77 Richvalley Cres.
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(signature of assignor)
MICHAEL SCARTH

Date : Jan 23, 2003
Witness : Marc Harrison
Address : 77 Richvalley Cres.
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(signature of assignor)
PAUL D. VYTAS

Date : Jan 23, 2003
Witness : Marc Harrison
Address : 77 Richvalley Cres.
Richmond Hill, ON
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(signature of assignor)
MICHAEL LI

Date : Jan 23, 2003
Witness : Marc Harrison
Address : 77 Richvalley Cres.
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L4E 4C8



(signature of assignor)
DUNCAN HILL

STATE OF DELAWARE CERTIFICATE OF DISSOLUTION

The corporation organized and existing under the General Corporation Law of the State of Delaware.

DOES HEREBY CERTIFY AS FOLLOWS:

The dissolution of said Think Dynamics, Inc

has been duly authorized by the Board of Directors and Stockholders in accordance with subsections (a) and (b) of Section 275 of the General Corporation Law of the State of Delaware.

The date the dissolution was authorized is March 27, 2007.

The following is a list of the names and addresses of the directors of the said corporation:

NAME	ADDRESS
<u>David L Johnson</u>	<u>New Orchard Rd Armonk NY 10504</u>
<u>Archie Colburn</u>	<u>New Orchard Rd Armonk NY 10504</u>
<u>George Kotlerz</u>	<u>11301 Burnet Rd, Austin TX 78758</u>

The following is a list of the names and addresses of the officers of the said corporation:

NAME	OFFICE	ADDRESS
<u>David L Johnson</u>	<u>President</u>	<u>New Orchard Rd Armonk NY 10504</u>
<u>Archie Colburn</u>	<u>VP, CFO, Treasurer</u>	<u>New Orchard Rd Armonk NY 10504</u>
<u>George Kotlerz</u>	<u>VP, Secretary</u>	<u>11301 Burnet Rd Austin TX 78758</u>

By: Archie Colburn
Authorized Officer

Name: Archie Colburn
Print or Type

Title: VP, CFO, Treasurer, Director

AGREEMENT AND PLAN OF LIQUIDATION

THIS AGREEMENT AND PLAN OF LIQUIDATION ("this Agreement") is made as of March 15, 2007, between International Business Machines Corporation, a New York corporation ("IBM"), and Think Dynamics, Inc., a Delaware Corporation ("TDI")

WHEREAS:

A. IBM is a corporation duly organized and existing under the laws of the State of New York and, on the date hereof, has authority to issue 4,687,500,000 shares of common stock of which 1,505,528,922 shares were issued and outstanding as of February 9, 2007; and

B. TDI is a corporation duly organized and existing under the laws of the State of Delaware and, on the date hereof, has 100 shares of common stock issued and outstanding and owned by IBM, and

C. IBM and TDI, seeking to combine their businesses, entered into a Stock Purchase Agreement whereby TDI became a 100% owned subsidiary of IBM, and

D. IBM wishes to approve, authorize, and consent to the voluntary liquidation and dissolution of TDI in accordance with the General Corporation Law of the State of Delaware.

NOW, THEREFORE, the parties hereto hereby agree as follows:

LIQUIDATION

1. LIQUIDATION

1.1 CESSATION OF BUSINESS

After close of business on March 15, 2007, TDI shall not perform business activities other than those required for the winding up of its affairs, preserving the value of its assets, and distributing its assets in accordance with this Agreement and applicable law.

1.2 DISSOLUTION; EFFECTIVE DATE

Upon the terms and subject to the conditions hereof, a Certificate of Dissolution for TDI shall be filed with the Secretary of State of the State of Delaware as promptly as possible after the date set forth in Section 1.1 or such earlier date as all business activity has ceased (such filing date, the "Effective Date").

1.3 CONTINUATION OF CORPORATION

In accordance with the laws of the State of Delaware, TDI shall be continued after the Effective Date for such period of time, and for such purposes, as set forth in such laws. For purposes of clarification, the parties acknowledge that as of the date hereof, the laws of the State of Delaware provide for companies to be continued after dissolution for the term of 3 years from dissolution or for such longer period as the appropriate court may direct.

1.4 TAX TREATMENT

The parties hereto acknowledge and agree that the Liquidation is intended to be a tax-free liquidation under Section 332 of the Internal Revenue Code and the regulations promulgated thereunder.

2 DISTRIBUTION AND SALE OF ASSETS

2.1 DISTRIBUTION OF ASSETS

IBM hereby resolves that after payment of TDI's debts, if any, or provision is made therefore, the officers of TDI shall distribute all of the remaining property of TDI in complete cancellation or redemption of all of its issued and outstanding capital stock, such distribution to be made as promptly as practicable.

2.2 DISTRIBUTIONS

The distributions contemplated by this Agreement include, but are not limited to, the following:

- Cash – March 31, 2007;
- Intellectual property, including but not limited to licenses, copyrights, patents, trademarks, trade names, assignable contracts, and similar property – March 31, 2007;
- All other assets – March 31, 2007

3 GENERAL

3.1 AMENDMENT

At any time prior to the Effective Date, this Agreement may be amended or modified in writing by the Board of Directors of TDI and an authorized representative of IBM.

3.2 GOVERNING LAW

This Agreement shall be governed by and construed and enforced in accordance with the laws of the State of New York, without regard to conflicts or choice of law rules or principles, and, so far as applicable, the dissolution provisions of the Delaware General Corporation Law.

3.3 COUNTERPARTS

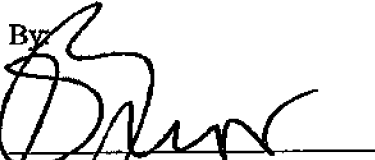
In order to facilitate the filing and recording of this Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original.

IN WITNESS WHEREOF, the parties hereto have entered into and signed this Agreement as of the date and year first written.

International Business Machines Corporation

Think Dynamics, Inc.

By:



Name: A. Bonzani

Title: Assistant Secretary

By:



Name: A. W. Colburn

Title: Vice President, CFO and
Treasurer

THINK DYNAMICS, INC.
Consent of Directors in Lieu of Meeting

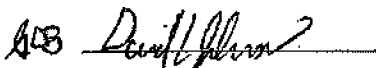
We, the undersigned, constituting all of the members of the Board of Directors of Think Dynamics, Inc. a Delaware corporation ("the Corporation"), acting without a meeting pursuant to Sec. 141(f) of the General Corporation Law of Delaware, do hereby consent to the following actions without a meeting:

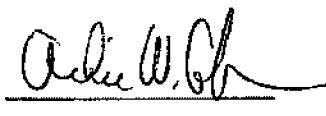
RESOLVED, that the Corporation hereby recommends to the sole shareholder, International Business Machines Corporation, the liquidation and dissolution of the Corporation, pursuant to an Agreement and Plan of Liquidation, a copy of which is attached hereto as Exhibit 1; and it is

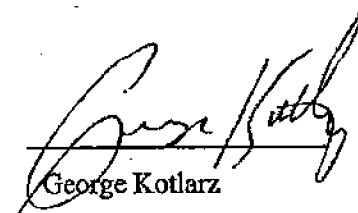
FURTHER RESOLVED, that each of the officers of the Corporation be and each of them hereby is, authorized in the name and on behalf of the Corporation, to execute and deliver all documents required to effect the actions contemplated in the Agreement and Plan of Liquidation, and, subject to shareholder approval, the Certificate of Dissolution, and to do or cause to be done all acts necessary to carry out the intent of the foregoing resolutions.

This Consent may be executed in counterparts and facsimile signatures shall have the same effect as original signatures.

IN WITNESS WHEREOF, the undersigned have executed this Consent as of the 26th day of March, 2007.


David L. Johnson


Archie W. Colburn


George Kotlarz

INTERNATIONAL BUSINESS MACHINES CORPORATION

*Consent of Sole Shareholder of Think Dynamics, Inc.
in Lieu of Meeting*

We, the undersigned, being the sole shareholder of Think Dynamics, Inc., a corporation organized and existing under the laws of Delaware, DO HEREBY CONSENT, in writing to the winding up of its affairs, pursuant to an agreement and plan of liquidation and the dissolution of said corporation.

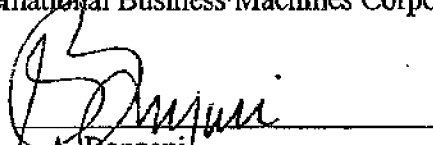
We do further hereby direct the officers and directors of said corporation to take such further action as may be necessary or proper to wind up the affairs of the corporation and to dissolve it.

IN WITNESS WHEREOF, this Consent has been executed by the undersigned effective as of March 27, 2007.

SOLE SHAREHOLDER

International Business Machines Corporation

By:



A. Bonzani

Assistant Secretary