

PATENT ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNMENT
CONVEYING PARTY DATA	
Name	Execution Date
Performance Analytics Inc.	10/29/2010
RECEIVING PARTY DATA	
Name:	Dennis McGinn
Street Address:	259 Coleridge Avenue
City:	Palo Alto
State/Country:	CALIFORNIA
Postal Code:	94301
PROPERTY NUMBERS Total: 2	
Property Type	Number
Patent Number:	7340400
Patent Number:	7949541
CORRESPONDENCE DATA	
Fax Number:	(202)719-7049
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Email:	sfelder@wileyrein.com
Correspondent Name:	Scott A. Felder
Address Line 1:	1776 K Street NW
Address Line 2:	ATTN: Patent Administration
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20006
ATTORNEY DOCKET NUMBER:	81911-0003
NAME OF SUBMITTER:	Scott A. Felder

Total Attachments: 9
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PERFORMANCE ANALYTICS, INC.

**ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS**

Pursuant to applicable provisions of Section 307(b) of the California Corporations Code (the "Code"), the undersigned, constituting all the members of the board of directors (the "Board") of Performance Analytics Inc., a California corporation (the "Company"), hereby adopt the following resolutions:

APPROVAL OF DISSOLUTION OF THE COMPANY

WHEREAS, the Board believes it is in the best interests of the Company and its shareholders to wind up and dissolve the Company effective immediately, in accordance with applicable law.

NOW, THEREFORE, BE IT RESOLVED: That the Plan of Dissolution in substantially the form attached hereto as Exhibit A (the "**Plan of Dissolution**") is hereby approved, adopted and confirmed in all respects.

RESOLVED FURTHER: That the voluntary winding up, liquidation and dissolution of the Company in accordance with the provisions of Chapter 19 of the Code, is hereby approved, adopted and confirmed in all respects.

RESOLVED FURTHER: The officers and directors of the Company are hereby authorized and directed to obtain the vote or written consent of the shareholders of the Company to (i) wind up and dissolve the Company and (ii) approve the Plan of Dissolution.

RESOLVED FURTHER: That the officers of the Company are hereby authorized and directed, upon receiving the requisite shareholder vote under the Code and the Articles of Incorporation of the Company (the "**Articles**") for the dissolution of the Company, to file Form ELEC STK, Certificate of Election to Wind Up and Dissolve, if required by the applicable provisions of Section 1901 of the Code.

RESOLVED FURTHER: That the officers of the Company are hereby authorized and directed, upon receiving the requisite shareholder vote under the Code and the Articles for the dissolution of the Company, to file Form 966, Corporate Dissolution or Liquidation, as required by the applicable provisions of the Internal Revenue Code.

[Signature Page to Action by Written Consent of the Board]

RESOLVED FURTHER: That the officers of the Company be, and each hereby is, authorized, directed and empowered to sell or otherwise liquidate any and all of the assets of the Company which in their judgment should be sold or liquidated to facilitate the winding up and dissolution of the Company.

RESOLVED FURTHER: That, upon receiving the requisite shareholder vote under the Code and the Articles for the dissolution of the Company and determining that all known liabilities of the Company have been paid or adequately provided for, the officers shall distribute all the remaining corporate assets, if any, to the shareholders of the Company according to their respective rights and preferences.

RESOLVED FURTHER: That, after the Company has been wound up, its known debts and liabilities paid or adequately provided for and its known assets distributed, the officers are authorized and directed to sign and verify a Certificate of Dissolution under and in conformity with the provisions of Section 1905 of the Code and to cause such Certificate of Dissolution to be filed with the Secretary of State of the State of California.

RESOLVED FURTHER: That the officers of the Company are hereby authorized and directed, upon receiving the requisite shareholder vote under the Code and the Articles for the dissolution of the Company, to prepare and file such other documents and take such other action as is necessary or advisable in connection with the winding up and dissolution of the Company.

OMNIBUS RESOLUTIONS

RESOLVED: That any of the appropriate officers of the Company be, and each of them hereby is, authorized (i) to prepare, execute, deliver and perform, as the case may be, such agreements, amendments, applications, approvals, certificates, communications, consents, demands, directions, documents, further assurances, instruments, notices, orders, requests, resolutions, supplements or undertakings, (ii) to pay or cause to be paid on behalf of the Company any related costs and expenses and (iii) to take such other actions, in the name and on behalf of the Company, as each such officer, in his discretion, shall deem necessary or advisable to complete and effect the foregoing transactions or to carry out the intent and purposes of the foregoing resolutions and the transactions contemplated thereby, the preparation, execution, delivery and performance of any such agreements, amendments, applications, approvals, certificates, communications, consents, demands, directions, documents, further assurances, instruments, notices, orders, requests, resolutions, supplements or undertakings, the payment of any such costs or expenses and the performance of any such other acts shall be conclusive evidence of the approval of the Board thereof and all matters relating thereto.

RESOLVED FURTHER: That all actions heretofore taken by the officers and directors of the Company with respect to the foregoing transactions and all other matters contemplated by the foregoing resolutions are hereby approved, adopted, ratified and confirmed.

This action by unanimous written consent shall be effective as of the date the Company receives the unanimous consent of the Company's directors. This action by unanimous written consent may be executed in any number of counterparts, each of which shall constitute an original and all of which together shall constitute one action. Any copy, facsimile or other reliable reproduction of this action by written consent may be substituted or used in lieu of the original writing for any and all purposes for which the original writing could be used. This action by unanimous written consent shall be filed with the minutes of the proceedings of the board of directors of the Company.

David Burwen

Date: _____

William Krouse

Date: _____

Dean Morton

Date: _____

Richard Woo

Date: _____

Exhibit A

Plan of Dissolution

This Plan of Dissolution (the "**Plan**") is intended to accomplish the complete wind-up and dissolution of Performance Analytics, Inc., a California corporation (the "**Company**"), in accordance with the California General Corporations Code (the "**California Corporations Code**") and Sections 331 and 336 of the Internal Revenue Code of 1986, as amended (the "**Code**"), as follows:

1. The Board of Directors of the Company (the "**Board**") adopted and the shareholders of the Company approved this Plan on October 21, 2010 (the "**Adoption Date**").

2. After the Adoption Date, the Company shall not engage in any business activities except to the extent necessary to (i) preserve the value of its assets, (ii) wind up its business affairs and (iii) distribute its assets in accordance with this Plan.

3. The Company shall establish and set aside cash and/or property to satisfy claims against the Company and un-matured or contingent liabilities and obligations of the Company, including, without limitation, tax obligations and all expenses of the sale of the Company's property and assets, of the collection and defense of the Company's property and assets, and the liquidation and dissolution provided for in this Plan.

4. From and after the Adoption Date, the Company shall complete the following corporate actions: (a) attempt to liquidate the Company's remaining assets, (b) settle and pay all known claims, including any known contingent, conditional and un-matured contractual claims, (c) make provisions which will be reasonably likely to be sufficient to provide compensation for pending claims that are the subject of a pending action, suit or proceeding, (d) make provisions which will be reasonably likely to be sufficient to provide compensation for claims which are unknown to the Company or have not arisen but are likely to arise or become known after the date of dissolution, and (e) distribute the remainder of dissolution proceeds and/or assets of the Company, if any, to the shareholders of the Company.

5. Any distributions to the shareholders pursuant to this Plan shall be in complete redemption and cancellation of all of the outstanding capital stock of the Company. As a condition to receipt of any distribution to the Company's shareholders the shareholders may be required to (i) surrender its certificate evidencing the capital stock to the Company or its agents for recording of such distributions thereon, or (ii) furnish the Company with evidence satisfactory to the Board of the loss, theft or destruction of their certificates evidencing the capital stock, together with such surety bond or other security or indemnity as may be required by and satisfactory to the Board ("**Satisfactory Evidence and Indemnity**"). The Company will finally close its stock transfer books and discontinue recording transfers of capital stock on the earliest to occur of (i) the record date fixed by the Board for the final liquidating distribution, (ii) the close of business on the date on which the remaining assets of the Company are transferred to the shareholders or (iii) the date on which the Company files its Certificate of Dissolution under the California Corporations Code (following any post-dissolution continuation period thereunder), and thereafter certificates representing capital stock will not be assignable or transferable on the books of the Company except by will, intestate succession, or operation of law.

6. After the Adoption Date, The officers of the Company shall file the certificate evidencing the election to wind up and dissolve as required by Section 1901 of the California Corporations Code, if applicable, and to take such further action as may be necessary or convenient to wind up and dissolve the Company.

7. The officers of the Company, upon a vote for dissolution of the Company by the shareholders, complete and file a Form 966, Corporate Dissolution or Liquidation, as required by the applicable provisions of the Internal Revenue Code.

8. Forthwith upon commencement of proceedings to wind-up, the officers of the Company shall be authorized and directed to mail or cause to be mailed to all known creditors and claimants whose addresses appear on the records of the Company, written notice of the commencement of proceedings to wind-up and dissolve the Company.

9. Upon providing for the payment of the Company's debts and liabilities and the distribution of remaining assets, the officers of the Company shall file with the Secretary of State of the State of California a certificate of dissolution (the "**Certificate of Dissolution**") in accordance with the California Corporations Code.

10. Certain outstanding Performance Analytics Inc. Credit Card debts have been personally guaranteed by Dennis McGinn. In lieu of unpaid past compensation, the Board hereby transfers all Patent rights owned by the Company to Mr. McGinn which he intends to liquidate for the benefit of reducing or eliminating his secured debt.

11. The Company shall continue to indemnify its officers, directors, employees, agents and representatives in accordance with its Articles of Incorporation and Bylaws and any contractual arrangements, for the actions taken in connection with this Plan and the winding up of the affairs of the Company.

12. The Board may modify, amend or abandon this Plan and the transactions contemplated hereby at its sole discretion.

13. The officers of the Company are authorized to do and perform or cause the Company to do and perform, any and all acts, and to make, execute, deliver or adopt any and all agreements, resolutions, conveyances, certificates and other documents of every kind which are deemed necessary, appropriate or desirable to implement this Plan and the actions set forth herein, including, without limiting the foregoing, all filings or acts required by any state or federal law or regulation to wind up the affairs of the Company.

RESOLVED FURTHER: That all actions heretofore taken by the officers and directors of the Company with respect to the foregoing transactions and all other matters contemplated by the foregoing resolutions are hereby approved, adopted, ratified and confirmed.

This action by unanimous written consent shall be effective as of the date the Company receives the unanimous consent of the Company's directors. This action by unanimous written consent may be executed in any number of counterparts, each of which shall constitute an original and all of which together shall constitute one action. Any copy, facsimile or other reliable reproduction of this action by written consent may be substituted or used in lieu of the original writing for any and all purposes for which the original writing could be used. This action by unanimous written consent shall be filed with the minutes of the proceedings of the board of directors of the Company.



David Burwen

Date: 10-29-10

William Krouse

Date:

Dean Morton

Date:

Richard Woo

Date:

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David Burwen

Date: _____



William Krouse

Date: 10/27/10

Dean Morton

Date: _____

Richard Woo

Date: _____

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David Burwen

Date: _____

William Krouse

Date: _____



Dean Morton

Date: 10/27/2010

Richard Woo

Date: _____

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David Burwen Date: _____

William Krouse Date: _____

Dean Morton Date: _____

Richard Woo
Richard Woo Date: 10/29/10