

## PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2006
CONVEYING PARTY DATA	
Name	Execution Date
Systems & Computer Technology Corporation	12/12/2006
RECEIVING PARTY DATA	
Name:	Sungard Higher Education Inc.
Street Address:	4 Country View Road
City:	Malvern
State/Country:	PENNSYLVANIA
Postal Code:	19355
PROPERTY NUMBERS Total: 1	
Property Type	Number
Patent Number:	6065002
CORRESPONDENCE DATA	
Fax Number:	(801)795-6845
Phone:	801-931-5475
Email:	hardman@austin-rapp.com
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>	
Correspondent Name:	Thomas M. Hardman
Address Line 1:	170 South Main Street, Suite 735
Address Line 4:	Salt Lake City, UTAH 84101
ATTORNEY DOCKET NUMBER:	3328.2.8
NAME OF SUBMITTER:	Thomas M. Hardman
Total Attachments: 6 source=3328.2.8_MergerAgreement#page1.tif source=3328.2.8_MergerAgreement#page2.tif source=3328.2.8_MergerAgreement#page3.tif source=3328.2.8_MergerAgreement#page4.tif source=3328.2.8_MergerAgreement#page5.tif source=3328.2.8_MergerAgreement#page6.tif	

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# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"SYSTEMS & COMPUTER TECHNOLOGY CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "SUNGARD HIGHER EDUCATION INC." UNDER THE NAME OF "SUNGARD HIGHER EDUCATION INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF DECEMBER, A.D. 2006, AT 12:38 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2006, AT 11:59 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

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*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 5324021

DATE: 01-03-07

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State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 01:51 PM 12/22/2006  
FILED 12:38 PM 12/22/2006  
SRV 061180383 - 2012124 FILE

**CERTIFICATE OF OWNERSHIP**

**MERGING**

**SYSTEMS & COMPUTER TECHNOLOGY CORPORATION**

**INTO**

**SUNGARD HIGHER EDUCATION INC.**

(Parent into subsidiary pursuant to Section 253 of the General Corporation Law of Delaware)

\*\*\*\*\*

**SYSTEMS & COMPUTER TECHNOLOGY CORPORATION**, a corporation organized and existing under the laws of the State of Delaware,

**DOES HEREBY CERTIFY:**

**FIRST:** That it was organized on the 4<sup>th</sup> day of November, 1968, pursuant to the General Corporation Law of the State of Delaware.

**SECOND:** That it owns 100% of the outstanding shares of the capital stock of **SUNGARD HIGHER EDUCATION INC.**, a corporation incorporated on the 29<sup>th</sup> day of June, 1983, pursuant to the General Corporation Law of the State of Delaware.

**THIRD:** That its Board of Directors and its Sole Stockholder, by the unanimous written consent of the members of the board and the sole stockholder, filed with the minutes of the Board on the 12<sup>th</sup> day of December, 2006, determined to merge the Corporation into **SUNGARD HIGHER EDUCATION INC.**, and did adopt the following resolutions:

**RESOLVED**, that the board of directors of the Systems & Computer Technology Corporation (the "Corporation") has recommended for various business and tax reasons and deemed it advisable and in the best interest of the Corporation and its sole stockholder that the Corporation be merged with and into SunGard Higher Education Inc., a Delaware corporation ("SGHE"), the Corporation's wholly owned subsidiary, that SGHE shall be the survivor of the merger (the "Merger") and further, shall assume all liabilities and obligations of the Corporation as a result thereof.

**FURTHER RESOLVED**, that the Merger together with the attached Agreement and Plan of Merger ("Agreement") are hereby approved, and that pursuant to the Agreement, the Merger shall be effective on December 31, 2006 at 11:59 PM EST (the "Effective Date").

**FURTHER RESOLVED**, that any officer of the Corporation is hereby authorized and directed to execute and deliver on behalf of the Corporation, all such documents and instruments, and to take all such further actions as he or she deems necessary or desirable to effectuate the Agreement and the Merger, and otherwise carry out the purposes and intent of these resolutions.

**FURTHER RESOLVED**, that any and all acts and deeds of the officers and/or directors of the Corporation previously taken or performed by or on behalf of the Corporation in connection with the entry into and the execution, acknowledgment or attestation of any arrangements, agreements, instruments or documents in connection with the Agreement

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and the Merger as contemplated by these resolutions, are hereby ratified, confirmed and approved.

**FOURTH:** That this merger has been approved by the holders of 100% of the outstanding shares of stock of this corporation by the unanimous written consent of the members of the board and the sole stockholder, filed with the minutes of the Board on the 62<sup>nd</sup> day of December, 2006.


**FIFTH** That **SUNGARD HIGHER EDUCATION INC.** survives the merger and agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of **SYSTEMS & COMPUTER TECHNOLOGY CORPORATION** as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation Law, and it irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is 680 East Swedesford Road, Wayne, PA 19087, Attention: General Counsel.

**SIXTH:** Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of **SUNGARD HIGHER EDUCATION INC.** at any time prior to the time that this merger filed with the Secretary of State becomes effective.

**SEVENTH** This Certificate of Ownership shall be effective at 11:59 PM EST on December 31, 2006.

**IN WITNESS WHEREOF**, said parent corporation has caused its corporate seal to be affixed and this Certificate to be signed by an authorized officer this 21<sup>st</sup> day of December, 2006.

**SYSTEMS & COMPUTER TECHNOLOGY  
CORPORATION**

By:   
Michael J. Ruane, Assistant Vice  
President

**AGREEMENT AND PLAN OF MERGER****Parties:**

**SYSTEMS & COMPUTER TECHNOLOGY CORPORATION,**  
a Delaware corporation ("SCT" or the "Merged Corporation")  
4 Country View Road  
Malvern, PA 19355

**SUNGARD HIGHER EDUCATION INC.,**  
a Delaware corporation ("SGHE" or the "Surviving Corporation")  
4 Country View Road  
Malvern, PA 19355

**Dated:**December 12, 2006

**Background:** SCT is the parent of SGHE and for various business and tax reasons, the Board of Directors of each of SCT and SGHE has determined that it is advisable and in the best interest of each corporation and their respective stockholders that SCT be merged with and into SGHE. The merger of SCT with and into SGHE (the "Merger") will be effected on the terms stated in this Agreement and Plan of Merger ("Agreement"). The Board of Directors and the stockholders of SCT and SGHE have each unanimously adopted resolutions approving this Agreement in the manner required by the laws of their respective jurisdictions. Accordingly, a Certificate of Merger will be filed with the Secretary of State of the State of Delaware.

**INTENDING TO BE LEGALLY BOUND,** SCT and SGHE hereby adopt this Agreement, and agree that SCT shall be merged with and into SGHE on the following terms:

1. **Merger.** On the Effective Date (as hereinafter defined), SCT shall be merged with and into SGHE and all property of SCT, real, personal and mixed, and all assets, rights, privileges, powers and all and every other interest (collectively, the "Property") shall vest in SGHE without any other instrument, and thereafter be as effectually the property of SGHE as it was of SCT, in compliance with the Delaware General Corporation Law, and SGHE shall become subject to all the debts and liabilities of SCT as if SGHE had itself incurred them, and further the Merger shall have the effect provided for under such laws. The title to any real estate vested by deed or otherwise under the laws of the State of Delaware, or any other jurisdiction, shall not revert or be in any way impaired by reason of the Merger. SGHE shall be the corporation surviving the Merger and shall continue to exist and to be governed by the laws of the State of Delaware. The corporate existence and identity of SGHE, with its purposes and powers, shall continue unaffected and unimpaired by the Merger, and SGHE shall succeed to and be fully vested with the corporate existence and identity of SCT. The separate corporate existence and identity of SCT shall cease upon the Effective Date, and SCT and SGHE shall be a single Delaware corporation. On the Effective Date, all outstanding shares of capital stock of SCT shall be cancelled without consideration, and all outstanding shares of capital stock of SGHE shall be unaffected by the Merger.

2. **Name and Registered Office of Surviving Corporation.** On the Effective Date, the name of the Surviving Corporation shall be SunGard Higher Education Inc. with its registered agent being The Corporation Trust Company, located at 1209 Orange Street, Wilmington, DE 19801.

3. **Certificate of Incorporation of Survivor.** Immediately after the Merger, the Certificate of Incorporation of the Surviving Corporation shall be the same as before the Merger.

4. **Bylaws.** Immediately after the Merger, the bylaws of the Surviving Corporation shall be the same as before the Merger.

5. **Directors and Officers.** Immediately after the Merger, the directors and officers of the

Surviving Corporation shall be the same as before the Merger.

6. **Effective Date.** As used in this Agreement, "Effective Date" shall mean December 31, 2006, 11:59 PM EST.

7. **Termination.** This Agreement may be terminated, abandoned or amended by the board of directors of either party hereto before the Effective Date without further stockholder action.

8. **Location and Copies of Agreement.** Copies of the executed Agreement shall be on file at 680 East Swedesford Road, Wayne, PA 19087 and copies will be furnished by the Surviving Corporation, upon written request and without cost, to any stockholder of any of the constituent corporations.

9. **Counterparts.** This Agreement may be executed in any number of counterparts, each of which when so executed and delivered shall be an original hereof, and it shall not be necessary in making proof of this Agreement to produce or account for more than one counterpart hereof.

10. **Severability.** If any provision of this Agreement is construed to be invalid, illegal or unenforceable, then the remaining provisions hereof shall not be affected thereby and shall be enforceable without regard thereto.

11. **Section Headings.** Section headings in this Agreement are for convenience of reference only and do not constitute a part of this Agreement and shall not affect its interpretation.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be signed by their authorized officers and have caused this Agreement to be executed by their duly authorized officers on the day and year first above written.

**SYSTEMS & COMPUTER TECHNOLOGY CORPORATION**

By: Michael J. Ruane  
Michael J. Ruane, Assistant Vice President

Attest: Leslie S. Brush  
Leslie S. Brush, Secretary

**SUNGARD HIGHER EDUCATION INC.**


By: Michael J. Ruane  
Michael J. Ruane, Assistant Vice President

Attest: Leslie S. Brush  
Leslie S. Brush, Secretary

**CERTIFICATE OF SECRETARY**

The undersigned, being the Secretary of both Systems & Computer Technology Corporation., a Delaware corporation, and SunGard Higher Education Inc., a Delaware corporation, does hereby certify that written consent has been given to the adoption of the foregoing Agreement and Plan of Merger by the holder of all of the outstanding stock of each corporation, in accordance with the provisions of Section [253] of the Delaware General Corporation Law.

Dated: December 12, 2006

  
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Leslie S. Brush, Secretary