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01-14-2002



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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Geac Computer Corporation Limited
Individual(s) Association General Partnership Limited Partnership Corporation-State Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: Ableco Finance LLC Internal Address: Street Address: 425 Park Avenue City: NY State: NY Zip: 10022
Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Other
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other
Execution Date: October 16, 2001

4. Application number(s) or registration number(s): A. Trademark Application No.(s) See attached schedule A B. Trademark Registration No.(s) See attached schedule A
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Scott M. Kareff Internal Address: Schulte Roth & Zabel LLP Street Address: 919 Third Avenue City: NY State: NY Zip: 10022

6. Total number of applications and registrations involved: 1
7. Total fee (37 CFR 3.41) \$ 40.00 Enclosed Authorized to be charged to deposit account
8. Deposit account number: Schulte Roth & Zabel - 500675 (Attach duplicate copy of this page if paying by deposit account)

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. Scott M. Kareff Name of Person Signing Signature December 4, 2001 Date
Total number of pages including cover sheet, attachments, and document: 9

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

01/11/2002 DBYRNE 00000242 500675 1955458 01 FC:481 40.00 CH

TRADEMARK REEL: 002420 FRAME: 0738

SCHEDULE A TRADEMARKS

SEE ATTACHED PAGE

Mark	Application No.	Registration No.
GEAC		1,955,458

9141246.1

ASSIGNMENT FOR SECURITY(TRADEMARKS)

WHEREAS, GEAC COMPUTER CORPORATION LIMITED (the "Assignor") has made certain representations and warranties in the Security Agreement (as defined below) and related documents with respect to the trademarks and service marks listed on the annexed Schedule 1A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Assignor, has entered into a Security Agreement, dated October 16, 2001 (the "Security Agreement"), in favor of ABLECO FINANCE LLC, as agent for certain lenders (the "Assignee");

WHEREAS, pursuant to the Security Agreement, the Assignor has assigned to the Assignee and granted to the Assignee for the benefit of the lenders a continuing security interest in all right, title and interest of the Assignor in, to and under the Trademarks, together with, among other things, the good-will of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations (as defined in the Security Agreement);

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor does hereby pledge, convey, sell, assign, transfer and set over unto the Assignee and grants to the Assignee for the benefit of the lenders a continuing security interest in the Collateral to secure the prompt payment, performance and for the benefit of the lenders observance of the Secured Obligations.

The Assignor does hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, the Assignor has caused this Assignment for Security to be duly executed by its officer thereunto duly authorized as of October 16, 2001.

GEAC COMPUTER CORPORATION LIMITED

By:

H. Sugan.  
Name: Hema Angani  
Title: Authorized Officer.

CANADA )  
PROVINCE OF ONTARIO )  
TO WIT: )

**AFFIDAVIT OF CORPORATE SIGNING AUTHORITY**

CANADA )  
PROVINCE OF ONTARIO )  
TO WIT: )

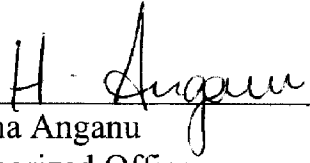
I, Hema Anganu, of the City of Toronto, in the Province of Ontario, **MAKE OATH AND SAY:**

1. I am an officer or director or duly authorized signatory of GEAC COMPUTER CORPORATION LIMITED, a Canadian corporation (the "Corporation"), named in the within or annexed instrument.
2. I am authorized by the Corporation to execute the within instrument.

SWORN BEFORE ME at the City of  
Toronto, in the Province of Ontario,  
this 16<sup>th</sup> day of October, 2001

  
\_\_\_\_\_  
Ruth Klein

A Notary Public in and for the  
Province of Ontario


  
\_\_\_\_\_  
Hema Anganu  
Authorized Officer

**AFFIDAVIT OF EXECUTION**

I Ruth Klein, of the City of Toronto in the province of Ontario, a Notary Public in and for the Province of Ontario, by Royal Authority duly appointed, make oath and say:

1. I was personally present and did see Hema Anganu, who is personally known to me to be the duly authorized signatory of GEAC COMPUTER CORPORATION LIMITED, a Canadian corporation (the "Corporation"), duly sign and execute the foregoing instrument for the purposes named therein.
2. That the instrument was executed at the City of Toronto, in the Province of Ontario, and that I am the subscribing witness thereto.
3. That I know the said Hema Anganu and she is in my belief of the full age of twenty-one years.

SWORN BEFORE ME at the City of )  
Toronto in the Province of Ontario, )  
this 16<sup>th</sup> day of October, 2001 )  
\_\_\_\_\_)  
Shelley R. Isenberg )  
A Notary Public in and for the )  
Province of Ontario )

  
\_\_\_\_\_  
Ruth Klein

SCHEDULE 1A TO ASSIGNMENT FOR SECURITY

(TRADEMARKS)

SEE ATTACHED PAGE

41246.1



<b>Mark</b>	<b>Application No.</b>	<b>Registration No.</b>
GEAC		1,955,458

9141246.1