

October 16, 2002

Sheryl L.R. Miller
Heller Ehrman White & McAuliffe LLP
333 Bush Street
San Francisco, CA 94104-2878

Re: Geac Computer Corporation Limited
No. 02-008

Dear Ms. Miller:

The Department acknowledges receipt of your letter, dated October 2, 2002, regarding the issuance of common shares of Geac Computer Corporation Limited ("Geac") in connection with the merger with Extensity, Inc. ("Extensity"). You have requested confirmation that the staff will recommend that the Commissioner take no action to enforce the registration provisions of the Arkansas Securities Act (the "Act") with respect to the proposed transaction. A brief summary of the facts surrounding these transactions, as more fully described in your letter, is set forth below.

Geac, Cage Acquisition, Inc., a Delaware corporation that is a subsidiary of Geac ("Geac Sub") and Extensity, a Delaware corporation, have entered into an Agreement and Plan of Merger ("Merger"). Under the agreement, Geac Sub will be merged into Extensity and Extensity will become a subsidiary of Geac. Consummation of the Merger requires the vote of the holders of the majority of the outstanding shares of common stock of Extensity. Each Extensity stockholder may elect to receive cash or Geac common stock for shares of Extensity. Geac is a Canadian corporation and its common shares are listed and traded on the Toronto Stock Exchange. Geac has filed with the Securities and Exchange Commission a joint proxy statement/prospectus on Form F-4 that, when declared effective, will be distributed to the stockholders of Extensity prior to their vote on the Merger.

It is your opinion that the issuance of the Geac shares in the Merger is exempt from the Arkansas Securities Act and Rules of the Arkansas Securities Commissioner pursuant to Rule 504.01(A)(12)(g), which exempts from registration any transaction incident to a class vote by security holders or members, pursuant to the certificate of incorporation or the applicable statute on a merger in consideration of the issuance of securities of another entity. It is also your opinion that the granting the Extensity stockholders the option to choose consideration in the form of cash instead of securities does not affect the availability of the exemption.

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Based upon the opinions and representations contained in your letter, the Department will recommend that the Commissioner take no action to enforce the registration provisions of the Act if the Merger is completed in the manner described in your letter. Please note that the position of the Department is based solely upon the representations in your letter and applies only to the transactions identified therein. Different facts or circumstances might, and often would, require a different response. The position expressed deals only with anticipated enforcement action by the Department and does not purport to be a legal opinion.

If you have any questions regarding this matter, please contact the undersigned.

Sincerely,
Ann McDougal
Deputy Commissioner