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Second Quarterly Report

(Ended December 31, 2001)

Highlights:

- Sales contracts of \$1.46 million for Q2'02 were 47% higher than the same quarter last year and 34% higher than the prior quarter. Year to date sales contracts of \$2.56 million for Q2'02 were 4% higher than the prior year. Sales contracts represent service contracts signed in the period for which service was enabled in the period.
- Operating revenues for Q2'02 were \$1.24 million, an increase of 40% from the same quarter last year and up 2% from the immediately preceding quarter. On a year to date basis, operating revenues have increased 52% over fiscal 2001 levels. Operating revenues represent the recognized portion of sales contracts (monitoring revenue) and licensing and other trade revenue for financial statement purposes.
- Deferred revenue on the balance sheet has increased from \$6.21 million at June 30, 2001 to \$6.47 million at December 31, 2001. Deferred revenue represents the unrecognized portion of sales contracts, which will be included in operating revenues in future financial statements over the life of the contracts.
- The Company reported a net loss in Q2'02 of \$1.48 million (\$0.07 per share), a 28% increase compared to the net loss of \$1.16 million (\$0.06 per share) for the same quarter of the previous year. For the six months to December 31, 2001, the net loss was up 12% to \$2.66 million from the same period last year.
- Cash used for operating activities was \$0.41 million for Q2'02 versus \$1.16 million for the immediately preceding quarter and \$0.15 million for the second quarter of fiscal 2001. For the year to date, cash used in operations was \$1.57 million for Q2'02, an increase from \$1.14 million in Q2'01.
- The Company maintains a strong balance sheet at December 31, 2001 with cash and short-term investments of \$14.66 million (\$0.74 per share) and no long-term debt.
- Dell Computer Corporation continued to be one of the Company's most productive resellers, accounting for 37% of sales contracts during the quarter (30% for Q1'02 and 22% for Q2'01).
- During the quarter, the Company purchased 551,000 common shares under its normal course issuer bid at an average price of \$0.40 per share.

Financial Highlights

Consolidated Operational Data (000s)

	The Three Months Ended December 31,			Six Months Ended December 31,		
	2001	2000	Change	2001	2000	Change
Sales Contracts	\$ 1,462	\$ 998	46.5%	\$ 2,555	\$ 2,456	4.0%
Monitoring Revenue	\$ 1,237	\$ 884	40.0%	\$ 2,447	\$ 1,609	52.1%
Loss for the period	\$ 1,479	\$ 1,160	27.5%	\$ 2,657	\$ 2,365	12.4%
- Per share	\$ 0.07	\$ 0.06	29.5%	\$ 0.13	\$ 0.12	13.3%
Cash used for operating activities	\$ 411	\$ 154	166.8%	\$ 1,573	\$ 1,136	38.4%
- Per share	\$ (0.02)	\$ (0.01)	171.0%	\$ (0.08)	\$ (0.06)	39.5%
Weighted average shares outstanding	19,985	20,299	-1.5%	20,137	20,297	-0.8%

Consolidated Balance Sheet Data (000s)

	December 2001	June 2001	Change
Cash and short-term investments	\$ 14,661	\$ 16,778	-12.6%
Deferred revenue	\$ 6,468	\$ 6,215	4.1%
Working Capital	\$ 11,052	\$ 14,058	-21.4%
Liquidity ratio	3.3 : 1	4.2 : 1	N/A

Sales Contracts:

Sales contracts of \$1.46 million for Q2'02 (\$2.56 million for the year to date) increased 47% over the same quarter last year (4% over the prior year to date) and 34% over the immediately preceding quarter. The poor economic environment continues to be a challenge; however, management is encouraged that sales contracts have improved to place Absolute on track for meeting its growth forecast for fiscal 2002.

During Q2'02, the Company enjoyed its first successes with its new managed service AbsoluteTrack, signing sales contracts of \$0.19 million. The market response has been promising for the new service, as has support from Dell who signed on as a reseller of the new service through both its Custom Factory Integration and Software and Peripherals Groups. This service demonstrates the extensibility of the Computrace technology platform, and is expected to make a significant contribution the Company's growth objectives.

In addition to expanding the Dell relationship, Absolute has been able to establish a reselling relationship with IBM, under which IBM has begun to offer the ComputracePlus service to its small and medium sized business customer base.

The Company's partnership with Dell accounted for 37% of sales contracts this quarter, up from 30% in the first quarter of fiscal 2002. Direct sales contributed 51% to sales contracts this quarter, up from 47% in the preceding quarter, while other resellers were at 12%, down from 23% in the preceding quarter.

Development and Operations:

Following the launch of AbsoluteTrack in October, the development team has focused on enhancing the service, migrating customers to Absolute's new customer centre, designing the new security suite, as well as integrating the new customer relationship management system.

As was expected with a new service, the development team continued to enhance the functionality of AbsoluteTrack during the quarter, improving reports and the usability of the new customer centre. As well, a maintenance release has been scoped based on live experience with the new service and feedback from customers.

The launch of AbsoluteTrack required the creation of a new customer centre on the Company's website to support the additional product features and reporting functionality. During the quarter, customers have been migrated from the old centre to the new centre on a scheduled basis. Enhancements to the new customer centre will continue in the coming quarters.

The development team has directed increased efforts towards defining the scope and architectural design of Absolute's security suite. The security suite will enable Absolute's next generation of services using the Computrace technology platform. The security suite will offer data protection services such as ongoing encryption management and data deletion or encryption on lost or stolen computers through a single web console. These data protection services complement Absolute's existing loss control (ComputracePlus) and asset tracking (AbsoluteTrack) services and will provide organizations with a comprehensive out-sourced computer security package.

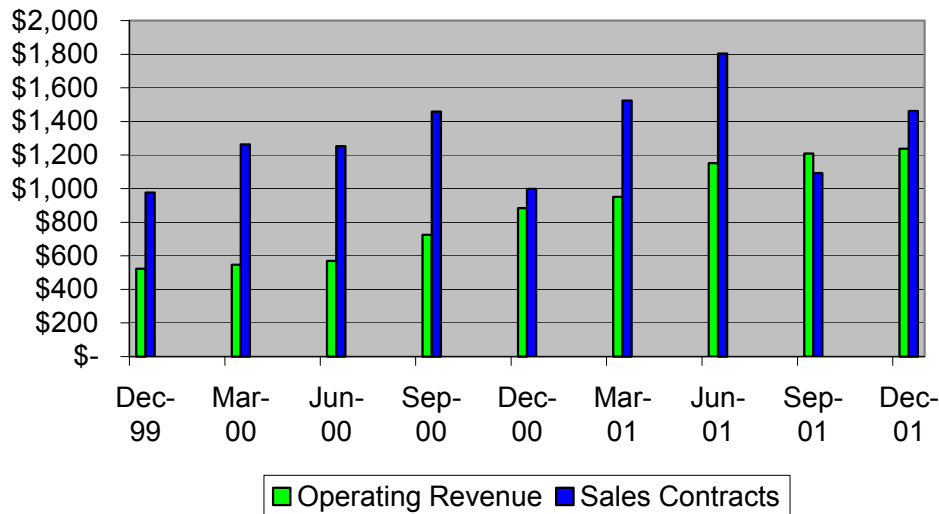
Absolute continues to upgrade and optimize its back-end operations. Extensive work has gone into streamlining the delivery process and order management system. These systems will be tied into the new customer relationship management system, which will allow the Company to integrate future service offerings into its operations more efficiently.

Financial:

Operating revenue of \$1.24 million for the three months ended December 31, 2001 represents a 40% increase over the \$0.88 million in the corresponding quarter of fiscal 2001. Approximately 80% of the growth is due to increases in monitoring revenue, while the remainder relates to licenses, installation and other operating service/product revenues.

A sales contract is recognized as monitoring revenue on a straight-line basis over the life of the contract (generally one to three years). Consequently, the impact of changes in sales contracts will be smoothed over time, and growth in monitoring revenue is directly related to the inter-relationship between the cumulative growth in sales contracts and changes in the average contract terms.

Quarterly Operating Revenue and Sales Contracts (\$000s)

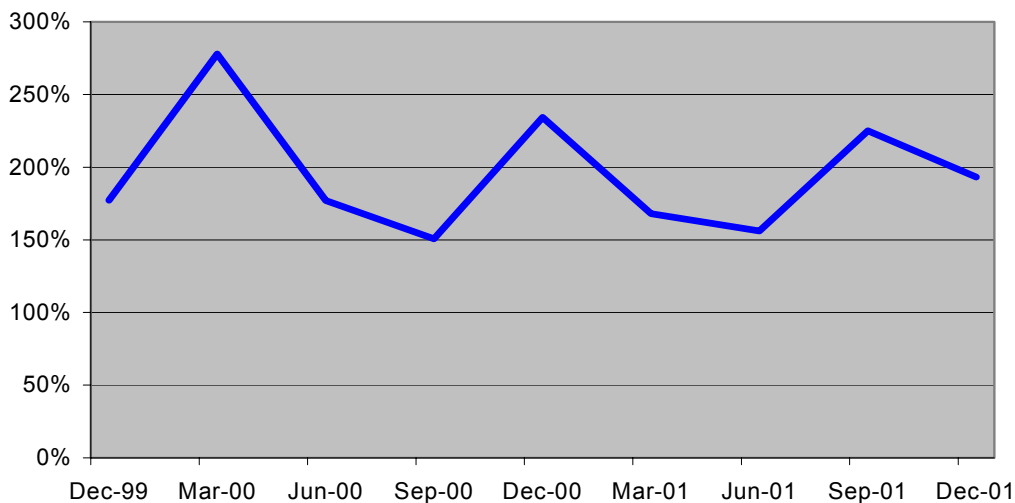


The gross margin of 63% for Q2'02 represents an improvement over the 57% margin achieved in the same quarter of the prior year. On a year to date basis the gross margin also improved to 66% in fiscal 2002 from 58% in fiscal 2001. However, as predicted in the September 2001 quarterly report, the gross margin did decline from 70% in Q1'02 primarily due to post-launch efforts on enhancing AbsoluteTrack. Improvements in the gross margin over prior year periods are principally due to the growth in operating revenue. The gross margin, in part, will be affected by the amount of maintenance work on existing services versus research and development work on new services undertaken by the development team during the reporting period. In the coming quarters the gross margin is expected to be within the range of the last several quarters.

The increase in sales contracts for the current period has improved the expense to sales contract ratio, lowering it to 193% from 234% for the corresponding quarter last year. While still not at the level achieved in recent quarters, the future effect of the Company's cost cutting efforts undertaken during the quarter, combined with increases in sales contracts, should help to improve the ratio over the next several quarters.

Selling and marketing costs have increased from \$2.16 million in the first half of fiscal 2001 (\$1.08 million in Q2'01) to \$2.34 million in the first half of fiscal 2002 (\$1.32 million in Q2'02). The increase results from severance associated with quarter end cost reduction activities, partially offset by a lower commission expense. In addition, marketing costs associated with the launch of AbsoluteTrack and higher trade show attendance also contributed to the increase in costs.

Cost of Goods Sold and Operating Expenses as a Percent of Sales Contracts



Research and development (R&D) costs of \$1.15 million for the first half of fiscal 2002 are \$0.33 million higher than the comparable period last year. Similarly for Q2'02, R&D costs of \$0.54 million are \$0.11 million higher than Q2'01. The cost increases are a result of higher staffing levels in the development team and higher consulting expenses associated with the development of new services. The development team has increased from 13 at December 31, 2000 to 19 at December 31, 2001.

General and administrative (G&A) costs of \$0.97 million for the first six months of fiscal 2002 have increased 10% from \$0.88 million for the same period last year. For the quarter, G&A costs increased by 16% from \$0.44 million in Q2'01 to \$0.51 million in Q2'02. G&A costs have, in large part, increased due to a reduction in costs allocated to R&D and higher amortization expense as a result of the investment in new accounting and customer relationship management systems, offset by a decline in recruiting and other professional costs. Amortization expense was \$0.15 million for the year and \$0.09 million for the quarter respectively versus \$0.09 million for the year and \$0.05 million for the quarter in fiscal 2001.

The Company's reported net loss of \$1.48 million for Q2'02 represents an increase of 28% over the corresponding quarter last year, and a 26% increase over the first quarter of fiscal 2002. Relative to Q1'02, approximately half of the increase in the loss is directly related to severance pay associated with cost cutting activities at the end of the quarter. On a year to date basis, the net loss of \$2.66 million for fiscal 2002 is 12% higher than the corresponding period last year. An increase in staff levels and related infrastructure costs are largely accountable for the increased loss over the prior year.

As at December 31, 2001, the Company's Balance Sheet reflects cash and short-term investment balances of \$14.66 million (\$0.74 per share) and no debt other than trade payables and deferred revenue. Absolute's working capital position remains strong at \$11.05 million (\$0.56 per share), down from \$14.06 million (\$0.69 per share) at June 30, 2001. Accordingly, Absolute is well-positioned to meet its ongoing obligations as they come due, and has the financial resources to carry out its sales and marketing efforts and to continue to develop new services based on its proprietary technology platform. Last quarter the Company reported that one of its bond investments was now rated BBB+ (investment grade) instead of A and, as a result, was outside of the Company's policy of holding A rated instruments. The bond in question is still rated BBB+ and management is continuing to monitor the situation but has elected not to sell the bond at this time due to its short-term maturity (June 2002).

Deferred revenue balances have increased from \$6.21 million at June 30, 2001 to \$6.47 million at December 31, 2001. The increase represents the amount by which new sales contracts booked (\$1.46 million) exceed operating revenue recognized (\$1.24 million), combined with a \$0.04 million increase from foreign exchange on USD contracts. The average sales contract term has remained relatively constant at 28 months for Q2'02 versus 27 months for Q2'01. While pricing practices have remained consistent between the two quarters, the average term for any given quarter is expected to fluctuate.

Corporate Developments:

Senior management reviewed staffing and expenditure levels during the quarter and, as a result, reduced staff primarily at the management level. While management has attempted to be prudent in adding staff, it was determined that changes could be made to the management structure of the company and not materially impact operations. As a result, the Company's Bellevue, Washington office will be closed down. Absolute will continue to have US regional sales representation in Atlanta, Boston, Chicago, Dallas and Los Angeles.

In addition, some change of staff in the sales organization has occurred over the last several quarters either through performance-related dismissals or attrition. Where appropriate, staff has been replaced and management is pleased to have two experienced Regional Sales Directors with extensive Dell experience join the Absolute team. These individuals will help with our continuing effort to improve penetration within the Dell organization.

Absolute's current head office lease will expire during the fourth quarter of fiscal 2002. A new office lease has been entered into at a new location that will allow the Company to re-consolidate all Vancouver staff onto one floor from three presently.

Outlook:

The second quarter of fiscal 2002 was quite eventful for Absolute. Sales contracts rebounded from the level achieved in the first quarter and the Company is reaffirming its forecast of 5% to 15% growth in sales contracts for fiscal 2002. The Company also recorded its first sales of AbsoluteTrack, the new asset tracking and inventory management service launched during the quarter. Management is pleased with the level of interest AbsoluteTrack is generating and looks forward to meaningful sales growth for this service. The development team is focused on enhancing the Company's existing services as well as adding to them with new data security services. The sales team has been upgraded with experienced new hires and is well positioned to help deliver sales growth for Absolute. Lastly, the Company took steps to reduce costs and restructure the management team.

Absolute is continuing to pursue its strategy of adding distribution capabilities through a variety of industry partners and developing additional services to be delivered through the technology platform. Recent arrangements with IBM and the St. Paul insurance company are part of the effort to expand the Company's channel network. In addition, Absolute continues to pursue expanding its relationship with Dell. New data security services development is progressing, and Absolute is in discussions with a technology partner to license its encryption technology which will be managed through the Company's technology platform as a service.

Regards,



John Livingston
CEO and President
Absolute Software Corp.

Forward-Looking Statements

This report contains forward-looking statements that involve risks and uncertainties. These forward-looking statements relate to, among other things, plans and timing for the introduction or enhancement of our services and products, and other expectations, intentions and plans contained in this report that are not historical fact. When used in this report, the words "plan," "expect," "believe," and similar expressions generally identify forward-looking statements. These statements reflect our current expectations. They are subject to a number of risks and uncertainties, including, but not limited to, changes in technology and general market conditions. In light of the many risks and uncertainties you should understand that we cannot assure you that the forward-looking statements contained in this report will be realized.

Computrace is a registered trademark of Absolute Software Corp. Other product or company names are the registered trademarks or trademarks of their respective owners. Computrace US Patents #5,715,174, #5,764,892, #5,802,280, #6,244,758 and UK Patent #GB2338101.

The Canadian Venture Exchange has neither approved nor disapproved of the information contained in this news release

Financial Statements:

ABSOLUTE SOFTWARE CORPORATION CONSOLIDATED STATEMENTS OF OPERATIONS AND DEFICIT (Expressed in Canadian Dollars)

	The Three Months Ended December 31,		The Six Months Ended December 31,	
	2001 (unaudited)	2000 (unaudited)	2001 (unaudited)	2000 (unaudited)
Income:				
Monitoring	\$ 1,167,089	\$ 883,890	\$ 2,344,691	\$ 1,608,855
Installation, licence & other fees	70,233	-	102,149	-
	1,237,322	883,890	2,446,840	1,608,855
Cost of goods sold:				
Monitoring, support and recovery	221,755	205,281	446,529	373,805
Technical support and product maintenance	235,541	177,477	377,207	298,300
	457,296	382,758	823,736	672,105
Gross margin	780,026	501,132	1,623,104	936,750
Expenses:				
Selling and marketing	1,318,684	1,082,350	2,339,032	2,156,115
Research and development	539,877	432,365	1,152,891	822,613
General and administrative	508,023	439,275	967,810	882,964
	2,366,584	1,953,990	4,459,733	3,861,692
Loss from operations	1,586,558	1,452,858	2,836,629	2,924,942
Interest and other income (expense)	140,639	279,701	357,380	570,133
Interest expense and bank charges	(3,711)	(9,320)	(11,409)	(14,547)
Foreign exchange gains and (losses)	(29,629)	22,613	(166,435)	4,653
Loss for the period	1,479,259	1,159,864	2,657,093	2,364,703
Deficit, beginning of period	27,102,204	22,003,287	25,924,370	20,798,448
Deficit, end of period	\$ 28,581,463	\$ 23,163,151	\$ 28,581,463	\$ 23,163,151
Basic loss per common share (Note 4)	\$ (0.07)	\$ (0.06)	\$ (0.13)	\$ (0.12)
Diluted loss per common share (Note 4)	\$ (0.07)	\$ (0.06)	\$ (0.13)	\$ (0.12)
Weighted number of shares outstanding	19,984,979	20,298,740	20,137,085	20,296,886

ABSOLUTE SOFTWARE CORPORATION CONSOLIDATED BALANCE SHEETS (Expressed in Canadian Dollars)

	As at	
	December 31, 2001 (unaudited)	June 30, 2001 (audited)
Assets		
Current Assets:		
Cash and cash equivalents	\$ 8,566,215	\$ 6,615,998
Short-term investments	6,094,780	10,162,264
Accounts receivable	1,051,885	1,553,753
Investment tax credits receivable	-	30,000
Prepaid expenses and deposits	54,388	108,038
	15,767,268	18,470,053
Loans to employees	1,027,356	986,878
Capital assets	846,440	721,314
	\$ 17,641,064	\$ 20,178,245
Liabilities and Shareholders' Equity		
Current Liabilities:		
Accounts payable and accrued liabilities	\$ 893,302	\$ 752,911
Current portion of deferred revenue	3,822,116	3,659,425
	4,715,418	4,412,336
Long-term portion of deferred revenue	2,645,940	2,555,330
	7,361,358	6,967,666
Shareholders' equity		
Common shares (Note 2(i))	\$ 38,273,350	
Common shares repurchased and not cancelled, at cost (Note 2(iii))	(86,835)	
Contributed surplus on common shares (Note 2(iii))	38,861,169	39,134,949
Deficit	(28,581,463)	(25,924,370)
	10,279,706	13,210,579
	\$ 17,641,064	\$ 20,178,245

ABSOLUTE SOFTWARE CORPORATION
CONSOLIDATED CASH FLOW STATEMENTS
(Expressed in Canadian Dollars)

	The Three Months Ended		The Six Months Ended	
	December 31,	2000	2001	2000
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Cash flows from operating activities:				
Loss for the period	\$ (1,479,259)	\$ (1,159,864)	\$ (2,657,093)	\$ (2,364,704)
Items not involving cash:				
Amortization	86,985	45,170	145,225	94,326
Common shares issued for services	-	29,174	-	29,174
Interest and exchange on loans to employees	(8,389)	(17,590)	(40,478)	(30,156)
Changes in non-cash operating working capital:				
Accounts receivable	296,111	1,105,923	501,868	583,804
Prepaid expenses and deposits	36,208	1,180	53,650	5,037
Investment tax credit receivable	-	(80,000)	30,000	(80,000)
Accounts payable and accrued liabilities	368,468	(182,635)	140,391	(276,499)
Deferred revenue	288,614	104,490	253,301	902,700
Net cash used for operating activities	(411,262)	(154,152)	(1,573,136)	(1,136,318)
Cash flows from investing activities:				
Capital assets purchased	(194,859)	(81,628)	(270,351)	(192,530)
Short-term investments	(25,525)	-	4,067,484	-
Net cash used for investing activities	(220,384)	(81,628)	3,797,133	(192,530)
Cash flows from financing activities:				
Common shares repurchased and cancelled, average cost	(819,244)	-	(861,599)	-
Common shares repurchased and not cancelled, at cost	(42,565)	-	(86,835)	-
Contributed surplus on cancelled common shares	644,005	-	674,654	-
Common shares issued for cash, net of share issue costs	-	-	-	2,638
Net cash provided (used) by financing activities	(217,804)	-	(273,780)	2,638
Decrease in cash and cash equivalents	(849,450)	(235,780)	1,950,217	(1,326,210)
Cash and cash equivalents, beginning of period	9,415,665	19,191,693	6,615,998	20,282,123
Cash and cash equivalents, end of period	\$ 8,566,215	\$ 18,955,913	\$ 8,566,215	\$ 18,955,913

ABSOLUTE SOFTWARE CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)

For the Six Months Ended December 31, 2001

1. Significant accounting policies

The Company has followed the same accounting policies and methods of application in the preparation of these interim consolidated financial statements as were used in the audited consolidated financial statements for the year ended June 30, 2001, except for the change to the treasury stock method in place of the imputed earnings approach in determining diluted earnings per share adopted on a retroactive basis effective July 1, 2001 (see Note 4).

2. Share Capital

	Issued Common Shares:	Number of Shares	Amount
Balance at June 30, 2001		20,326,033	\$ 39,134,949
Common shares repurchased and cancelled to December 31, 2001		(447,500)	(861,599)
Balance at December 31, 2001		19,878,533	\$ 38,273,350

(ii) Normal course issuer bid: During the six months ended December 31, 2001, the Company repurchased 663,000 of its common shares at an average of \$0.41 per share in accordance with the normal course issuer bid approved on June 18, 2001. Of the 663,000 common shares, 447,500 were cancelled by December 31, 2001, with the remainder cancelled January 16, 2002. Shares repurchased and pending cancellation are shown at cost of \$86,685 as a reduction to shareholders equity. Upon cancellation, share capital is reduced at the imputed per share value and the difference credited to contributed surplus.

Contributed surplus

	Repurchased and Cancelled	Pending Cancellation*
Number of common shares repurchased at December 31, 2001	447,500	215,500
Imputed value of common shares repurchased	\$ 861,599	\$ 414,915
Less: common shares repurchased at cost	186,945	86,835
Contributed surplus	\$ 674,654	\$ 328,080

* Contributed surplus to be created upon cancellation of uncanceled shares repurchased at December 31, 2001.

3. Segmented Disclosures

The Company carries on business in the computer security monitoring industry and all sales are made in this segment. Business is conducted in the United States, Canada and internationally through resellers in South Africa and the United Kingdom.

Segmented Revenues for the Period Ended December 31, 2001 (\$000's):

	United States			Canada			International			Total
	3 Mo.	6 Mo.	3 Mo.	6 Mo.	3 Mo.	6 Mo.	3 Mo.	6 Mo.		
Monitoring revenue	\$ 893	\$ 1,972	\$ 145	\$ 317	\$ 29	\$ 56	\$ 1,167	\$ 2,345	6 Mo.	
Installation services, licensing and other	70	102	-	-	-	-	70	102	6 Mo.	
	\$ 1,063	\$ 2,074	\$ 145	\$ 317	\$ 29	\$ 56	\$ 1,237	\$ 2,447	6 Mo.	

Segmented Revenues for the Period Ended December, 2000:

	United States			Canada			International			Total
	3 Mo.	6 Mo.	3 Mo.	6 Mo.	3 Mo.	6 Mo.	3 Mo.	6 Mo.		
Monitoring revenue	\$ 745	\$ 1,370	\$ 139	\$ 239	\$ -	\$ -	\$ 884	\$ 1,609	6 Mo.	
Installation services, licensing and other	-	-	-	-	-	-	-	-	6 Mo.	
	\$ 745	\$ 1,370	\$ 139	\$ 239	\$ -	\$ -	\$ 884	\$ 1,609	6 Mo.	

Earnings Per Share

Effective July 1, 2001, the Company adopted the treasury stock method of determining earnings per share.

Under this method, basic earnings per share are based on the weighted average number of common shares outstanding during the period, while diluted earnings per share are based on the weighted average number of common shares and dilutive stock options and warrants outstanding at the beginning of or granted during the period.

As the Company recorded a loss for the three and six month period ended December 31, 2000 and 2001, there is no difference between the basic and diluted earnings per share. At December 31, 2001 there were 192,500 (71,000 at September 30, 2000) potentially dilutive stock options and warrants outstanding.

Common shares repurchased and pending cancellation at December 31, 2001 have been excluded from the weighted average number of shares for both basic and diluted earnings per share.

CORPORATE INFORMATION

Board of Directors:

Christian Cotichini
Vancouver, BC

Terry Libin
Calgary, AB

John Livingston
Vancouver, BC

Peter Scott
Vancouver, BC

Ian Reid
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Trust Agent:
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Auditors:
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Trading Symbol: ABT

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Michael Anfield
Vice President, Recovery Services

Robert Chase
Director of Finance & Corporate Controller

Don Hughes
Director, Channel Sales

Fred McConnell
Director of Development

Mark St. Quintin
Director, Product Development

Leo Raffin
Corporate Secretary

Sales Directors

Robert Chow
Director of Sales, Central

Ed Dry
Director of Sales, West

Grant Kendall
Director of Sales, Canada

Lon Mackey
Director of Sales, East

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