

08-17-1998

RECORD 2nd of 3

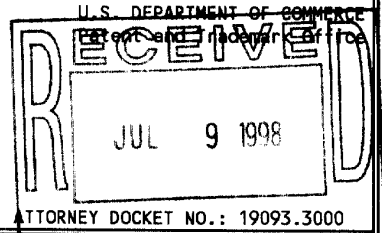
MRD 7-9-98

FORM PTO-1594
1-31-92



100801045

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY



TO THE HONORABLE COMMISSIONER OF PATENTS AND TRADEMARKS:

Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

SERVANTIS SYSTEMS HOLDINGS, INC.

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation -- State: Delaware
- Other

Additional names of conveying party(ies) attached?

YES NO

2. Name and address of receiving party(ies):

Name: CHECKFREE SERVICES CORPORATION

Internal Address:

Street Address: 8275 North High Street

City: Columbus

State: Ohio

Zip: 43225

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation -- State: Delaware
- Other

If Assignee is not domiciled in the United States, a domestic representative designation is attached:

YES NO

Additional name(s) and address(es) attached?

YES NO

07/17/1998 DMLUYEH 00000095 1898663

01 FD:481
02 FD:482

40.00 DP
25.00 BP

3. Nature of conveyance:

<input type="checkbox"/> Assignment	<input checked="" type="checkbox"/> Merger	<input type="checkbox"/> Other
<input type="checkbox"/> Security Agreement	<input type="checkbox"/> Change of Name	

Execution Date: February 19, 1998

4. Application number(s) or registration number(s):

A. Trademark Application No.:

B. Trademark Registration Nos.: 1,898,663 and 1,433,668

Additional numbers attached? YES NO

5. Name and address of party to whom correspondence concerning document should be mailed:

Sumner C. Rosenberg
NEEDLE & ROSENBERG, P.C.
Suite 1200, The Candler Building
127 Peachtree Street, N.E.
Atlanta, Georgia 30303-1811
(404) 688-0770

6. Total number of applications and registrations involved:

two

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger ("Merger Agreement") is dated as of February 19, 1998 by and between CheckFree Services Corporation, a Delaware corporation ("Services"), CheckFree International, Inc., a Delaware corporation, Servantis Systems Holdings, Inc., a Delaware corporation, Security APL, Inc., an Illinois corporation, and Bow Tie Systems, Inc., an Illinois corporation (collectively the "Subsidiaries" and individually a "Subsidiary").

RECITALS

- A. The Subsidiaries are the wholly owned subsidiaries of Services
- B. The respective Boards of Directors of Services and each Subsidiary have determined that it is advisable and in the best interests of each of such corporations that the Subsidiaries merge with and into Services upon the terms and subject to the conditions herein provided.
- C. The Board of Directors of Services has by resolution duly adopted and approved this Merger Agreement and directed that it be executed by the undersigned officer.
- D. The Board of Directors of each Subsidiary has by resolution duly adopted and approved this Merger Agreement and directed that it be executed by the undersigned officer.
- E. It is the intention of the parties that the merger be considered a tax-free plan of liquidation of the Subsidiaries pursuant to Section 332 of the Internal Revenue Code of 1986, as amended.

AGREEMENT


In consideration of the mutual agreements herein contained, the parties agree that each Subsidiary shall be merged with and into Services and that the terms and conditions of the merger, the mode of carrying the merger into effect, the manner of converting the shares of the Subsidiaries and certain other provisions relating thereto shall be as hereinafter set forth.

Section 1. Surviving Corporation. Subject to the terms and provisions of this Agreement, and in accordance with the Delaware General Corporation Law ("DGCL") and the Illinois Business Corporation Act ("IBCA"), at the Effective Time (as defined in Section 7 hereof) the Subsidiaries shall be merged with and into Services (the "Merger"). Services shall be the surviving corporation (hereinafter sometimes called the "Surviving Corporation") of the Merger and shall continue its corporate existence under the laws of the State of Delaware. At the Effective Time, the separate corporate existence of the Subsidiaries shall cease.

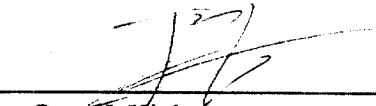
Section 2. Effect of the Merger. At the Effective Time, the Merger shall have the effects provided for herein and in §253 of the DGCL and §5/11.30 of the IBCA.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the day and year first above written.

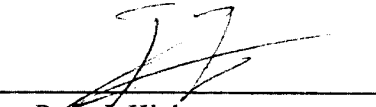
CheckFree Services Corporation
a Delaware corporation

By: 
Peter J. Kight,
President

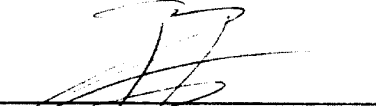
CheckFree International, Inc.
a Delaware corporation

By: 
Peter J. Kight
President


Servantis Systems Holdings, Inc.
a Delaware corporation

By: 
Peter J. Kight
President

Security APL, Inc.
an Illinois corporation

By: 
Peter J. Kight
President

Bow Tie Systems, Inc.
an Illinois corporation

By: 
Peter J. Kight
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