

MAR 7-28-98

08-07-1998

RECORDED 2<sup>nd</sup> of 3

FORM PTO-1594  
1-31-92



100787204

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

TO THE HONORABLE COMMISSIONER OF PATENTS AND TRADEMARKS:

Please record the attached original documents or copy thereof.

ATTORNEY DOCKET NO.: 19093.3000

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

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.:  
74/714,089

B. Trademark Registration Nos.:  
1,898,664  
1,980,084  
2,080,828  
2,042,577  
1,900,415  
2,039,596  
2,039,888

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 Cardler Building  
127 Peachtree Street, N.E.  
Atlanta, Georgia 30303-1811  
(404) 688-0770

6. Total number of applications and registrations involved:

eight

TRADEMARK

REEL: 1765 FRAME: 0086

RECORDED 1998  
FEB 23 1998  
SERIAL 100787204

7. Total fee (37 CFR 3.41):  
[XX] Enclosed

\$215.00

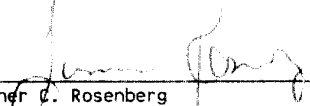
[ ] Authorized to be charged to Deposit Account.

\*\*\*\*\*  
The Commissioner is hereby authorized to charge any additional fees which may be required, or credit any overpayment, to Deposit Account No. 14-0629.  
\*\*\*\*\*

8. Deposit account number: 14-0629

(Attach duplicate copy of this form if paying by deposit account)

9. 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.

 1/18/98  
Sumner C. Rosenberg Date

Total Number of Pages Including Cover Sheet, Attachments, and Document: 4

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to:

Box ASSIGNMENT  
Assistant Commissioner for Patents  
Washington, D.C. 20231

on this 25<sup>th</sup> day of July, 1998.

 7-28-98  
Robert Davidson Date

## 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

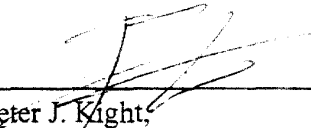
In consideration of the mutual agreements herein contained, the parties agree that each Subsidiary shall be merged with and into Services and that the terms and conditions of the merger, the mode of carrying the merger into effect, the manner of converting the shares of the Subsidiaries and certain other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

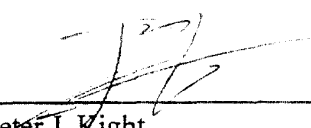
**Section 2. Effect of the Merger.** At the Effective Time, the Merger shall have the effects provided for herein and in §253 of the DGCL and §5/11.30 of the IBCA.

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

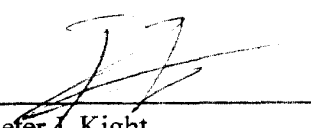
**CheckFree Services Corporation**  
a Delaware corporation

By:   
Peter J. Kight,  
President

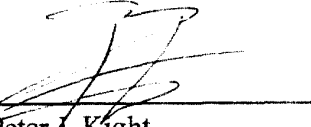
**CheckFree International, Inc.**  
a Delaware corporation

By:   
Peter J. Kight  
President

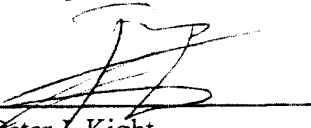
**Servantis Systems Holdings, Inc.**  
a Delaware corporation

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  
President

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