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06-25-1999



U.S. DEPARTMENT OF COMMERCE

Form PTO-1594

5-93

OMB No. 0651-0011 (e)

06-14-1999

U.S. Patent & TMO/TM Mail Rpt Dt #61

101078174

Patent and Trademark Office

To the Hon. Commissioner of Patents and Trademarks: Please record the attached copy of the Articles of Merger attached as A.

MP 26-14-99

1. Name of conveying party(ies):

USSI, Inc.

- Individual  Association
- General Partnership  Limited Partnership
- Corporation-State
- Other \_\_\_\_\_

Additional name(s) of conveying party(ies) attached?  Yes  No

3. Nature of conveyance:

- Assignment  Merger
- Security Agreement  Change of Name
- Other \_\_\_\_\_

Execution Date: February 1, 1999

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

Name: ACI Worldwide Inc.

Internal Address: Attn: Trademark Counsel

Street Address: 330 South 108<sup>th</sup> Ave.

City: Omaha State: NE ZIP: 68154

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State Nebraska
- 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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

See Schedule attached as B.

Additional numbers attached?  Yes  No

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

Name: Maureen R. Smith

Internal Address: Baker & McKenzie

Suite 3500

Street Address: 130 East Randolph Drive

City: Chicago State: IL ZIP: 60601

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41): .....\$ 115.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

02-0400

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.

Maureen R. Smith  
Name of Person Signing

Maureen R. Smith  
Signature

June 11, 1999  
Date

Total number of pages including cover sheet, attachments, and document: 9

06/25/1999 BNGUYEN 00000091 020400 1424280

01 FC:481 40.00 CH  
02 FC:482 75.00 CH

CHIDOC01:183428.1

TRADEMARK  
REEL: 001918 FRAME: 0366

**ATTACHMENT B**

**SCHEDULE**

<b><u>Trademark</u></b>	<b><u>Reg. No.</u></b>
ACTION 2000	1,424,280
ACTION 2000	1,500,327
TRANS24	1,971,126
USSI	2,167,580

FEB 01 1999

STATE OF NEBRASKA  
SECRETARY'S OFFICE  
Received, filed and recorded on  
file roll no. 993  
at page 926  
Secretary of State  
By 20pm JNS/aj 11231

**ARTICLES OF MERGER  
OF  
ACI WORLDWIDE INC.  
AND  
USSI, INC.**

Pursuant to the provisions of Section 21-20,132 of the Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

**Article I.**

The names of the merging corporations and the states under the laws of which they are organized are:

ACI Worldwide Inc., a Nebraska corporation  
USSI, Inc., a Nebraska corporation

**Article II.**

The undersigned merging corporations have adopted the plan of merger annexed hereto as Exhibit "A" (the "Plan of Merger").

**Article III.**

As to each of the undersigned merging corporations, the total number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on the Plan of Merger are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Entitled to Vote as a Class</u>	
		<u>Designation of Class</u>	<u>Number of Shares</u>
ACI Worldwide Inc.	100	Common Stock	100
USSI, Inc.	1,100,451.89	Common Stock	1,100,451.89

**Article IV.**

As to each of the undersigned merging corporations, the total number of shares voted for and against the Plan of Merger, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against the Plan of Merger, respectively, are as follows:

<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Class</u>	<u>Number of Shares Entitled to Vote as a Class</u>	
				<u>Voted For</u>	<u>Voted Against</u>
ACI Worldwide Inc.	100	0	Common Stock	100	0
USSI, Inc.	1,100,451.89	0	Common Stock	1,100,451.89	0

The number of shares of each class which voted for the Plan of Merger was sufficient for approval by that voting group.

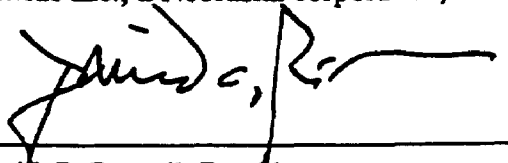
**Article V.**

The effective date of this merger shall be February 1, 1999.

Dated as of the 25<sup>th</sup> day of January 1999.

ACI Worldwide Inc., a Nebraska corporation,

USSI, Inc., a Nebraska corporation,

By:   
 \_\_\_\_\_  
 David C. Russell, President

By:   
 \_\_\_\_\_  
 Mark R. Vipond, President

## PLAN OF MERGER

THIS PLAN OF MERGER, dated as of the 25<sup>th</sup> day of January 1999, by and between ACI Worldwide Inc., a Nebraska corporation ("ACI"), and USSI, Inc., a Nebraska corporation ("USSI"). ACI and USSI are hereinafter collectively referred to as the "Parties."

WHEREAS, the Parties hereto desire to enter into an agreement providing for the merger of USSI with and into ACI; and

WHEREAS, the capital stock of each of the Parties is as follows:

<u>Name of Party</u>	<u>No. of Authorized Shares</u>	<u>No. of Shares Issued and Outstanding</u>	<u>No. of Treasury Shares</u>
ACI	10,000,000 Common 1,000,000 Preferred	100 Common	0
USSI	10,000,000	1,100,451.89	0

NOW, THEREFORE, in consideration of the premises and the mutual covenants contained herein and other valuable consideration, the receipt and adequacy of which are hereby acknowledged, the parties do hereby covenant and agree as follows:

A. The Merger. At the Effective Time of the Merger (as such term is hereinafter defined), in accordance with the provisions of applicable law and the terms of this Plan of Merger, USSI will be merged with and into ACI with ACI surviving the Merger as the Surviving Corporation.

B. Effective Time of the Merger. The Merger shall not become effective until, subject to the terms and conditions of this Plan of Merger, February 1, 1999, and when the following actions shall have in all respects been completed:

1. This Plan of Merger shall have been approved by the directors and stockholders of each of the Parties in accordance with the requirements of the laws of the states under which each Party is organized; and

2. Articles of Merger (which shall be satisfactory in form to counsel for the Parties) or certified copies of this Plan of Merger shall have been executed and verified and filed in the office of the Secretary of State of the State of Nebraska.

The date and time when the Merger shall become effective as aforesaid is herein referred to as "Effective Time of the Merger."

EXHIBIT     A

**C. Certificates of Incorporation, By-Laws, Directors, and Officers.**

1. The Articles of Incorporation of ACI as in effect immediately prior to the Effective Time of the Merger shall be the Articles of Incorporation of ACI from and after the Effective Time of the Merger until further amended in accordance with the laws of the State of Nebraska.

2. The Bylaws of ACI as in effect immediately prior to the Effective Time of the Merger shall be the Bylaws of ACI from and after the Effective Time of the Merger until further amended in accordance with the laws of the State of Nebraska, the Articles of Incorporation and the Bylaws of ACI.

3. The directors and officers of ACI from and after the Effective Time of the Merger shall be as set forth below, and each shall hold his respective office or offices from and after the Effective Time of the Merger until his successor shall have been elected and qualified or as otherwise provided in the Bylaws of ACI.

**Directors**

William E. Fisher  
Gregory J. Duman

**Officers**

President	David C. Russell
Secretary	David P. Stokes
Treasurer	Gregory J. Duman

**D. Manner and Basis of Converting Securities.**

1. At the Effective Time of the Merger of USSI with and into ACI:

a. All shares of common stock of USSI that shall be outstanding immediately prior to the Effective Time of the Merger shall, by virtue of the Merger, be canceled.

b. Any shares of common stock of USSI held in the treasury of USSI prior to the Effective Time of the Merger shall be canceled.

2. From and after the Effective Time of the Merger, the holders of certificates representing shares of common stock of USSI shall cease to have any rights with respect to such certificates.

3. Each share of the common stock, \$.10 par value per share, of ACI issued and outstanding before the Effective Time of the Merger shall remain issued and outstanding and shall not be affected by the Merger.

E. Surrender and Exchange of Certificates Representing the Common Stock of USSI . As soon as practicable after the Effective Time of the Merger and after the surrender to ACI, at the principal place of business of ACI, or such other place as ACI may designate, of all certificates that immediately prior to the Effective Time of the Merger represented outstanding shares of the common stock of USSI (the "Closing").

F. Certain Effects of the Merger. The separate existence and the corporate organization of USSI shall cease at the Effective Time of the Merger except insofar as it may be continued by law, and thereupon USSI and ACI shall be a single corporation, sometimes hereinafter referred to as the "Surviving Corporation." At the Effective Time of the Merger, the Surviving Corporation shall thereupon and thereafter possess all rights, privileges, powers and franchises, both public and private in nature, and all the property, real, personal and mixed, and all debts due on whatever account, including, subscriptions for shares, and all other things in action or belonging to USSI shall be vested in the Surviving Corporation, and all property, rights, privileges, powers and franchises, and every other interest shall be thereafter the property of the Surviving Corporation. All rights of creditors and all liens upon any property of USSI shall be preserved unimpaired, and all debts, liabilities, and duties of USSI shall attach to the Surviving Corporation and may be enforced against it to the same extent as if those debts, liabilities, and duties had been incurred or contracted by it.

IN WITNESS WHEREOF, each of the Parties have caused this Plan of Merger to be executed as of the date first written above.

ACI Worldwide Inc., a Nebraska corporation,

By:   
David C. Russell, President

USSI, Inc., a Nebraska corporation,

By:   
Mark R. Vipond, President



**ATTACHMENT A**

**RECORDED: 06/14/1999**

**TRADEMARK  
REEL: 001918 FRAME: 0374**