

04-03-2003

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(Rev. 03/01)  
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Tab settings



U.S. DEPARTMENT OF COMMERCE  
U.S. Patent and Trademark Office

102408251

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):  
 1) Butterworths Canada Ltd.  
 2) Quicklaw Inc.

33103

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-State      Canada  
 Other \_\_\_\_\_

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

2. Name and address of receiving party(ies)  
 Name: LexisNexis Canada Inc.  
 Internal \_\_\_\_\_  
 Address: \_\_\_\_\_

Street Address: 1 Gore Street  
 Kingston, Ontario  
 City K7L5J8, Canada      State \_\_\_\_\_      Zip \_\_\_\_\_

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

3. Nature of conveyance:  
 Assignment                       Merger  
 Security Agreement               Change of Name  
 Other \_\_\_\_\_

Execution Date: December 30, 2002

4. Application number(s) or registration number(s):  
 A. Trademark Application No.(s)  
 Additional number(s) attached

B. Trademark Registration No.(s)  
 Yes       No

5. Name and address of party to whom correspondence concerning document should be mailed:  
 Name: Louis K. Ebling  
 Internal Address: 2800 Chemed Center

Street Address: 255 East Fifth Street  
 City Cincinnati      State OH      Zip 45202

6. Total number of applications and registrations involved: ..... 13

7. Total fee (37 CFR 3.41) .....\$ 340.60  
 Enclosed  
 The fee is authorized to be charged to deposit account

8. Deposit account number: 50-0976  
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.  
 Louis K. Ebling  
 Name of Person Signing

March 26, 2003  
Date

Total number of pages including cover sheet, attachments, and document: 11

04/02/2003 COOPER 00000054 500976 2288335  
 01 FC:8521 40.00 CH  
 02 FC:8522 300.00 CH  
 567208

Mail documents to be recorded with required cover sheet information to:  
 Commissioner of Patent & Trademarks, Box Assignments  
 Washington, D.C. 20231

TRADEMARK  
 REEL: 002705 FRAME: 0086

QUICKNET	Reg. No. 2,288,335
QUICKLAW	Reg. No. 2,073,128
QUICKLIST	Reg. No. 2,387,070
QUICKCLIP	Reg. No. 2,339,444
QL QUICKLAW & Design	Reg. No. 2,436,078
QL	Reg. No. 2,461,904
QL SYSTEMS LIMITED	
& Design	Reg. No. 2,250,806
NETLETTER	Reg. No. 2,654,655
QUICKFIND & Design	Serial No. 76/365,160
QUICKFIND	Serial No. 76/365,153
QUICKSEARCH	Serial No. 74/718,075
QUICKTAX	Serial No. 74/718,072
LAW/NET	Serial No. 75/390,106

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5. (A)

The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (4) of the Business Corporations Act on the date set out below.

(A)

Les actionnaires de chaque compagnie qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176 (4) de la Loi sur les compagnies à la date mentionnée ci-dessous.

Check A or B	Cocher A ou B
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(B)

The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the Business Corporations Act on the date set out below.

The articles of amalgamation in substance contain the provisions of the articles of incorporation of

(B)

Les administrateurs de chaque compagnie qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la Loi sur les compagnies à la date mentionnée ci-dessous.

Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

**BUTTERWORTHS CANADA LTD.**

and are more particularly set out in these articles.

et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations <i>Dénomination sociale des compagnies qui fusionnent</i>	Ontario Corporation Number <i>Numéro de la compagnie en Ontario</i>	Date of Adoption/Approval <i>Date d'adoption ou d'approbation</i>
Butterworths Canada Ltd.	767319	December 30, 2002
Quicklaw Inc.	1534867	December 30, 2002

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.

*Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la compagnie.*

None.

7. The classes and any maximum number of shares that the corporation is authorized to issue:

*Catégories et nombre maximal, s'il y a lieu, d'actions que la compagnie est autorisée à émettre.*

The Corporation is authorized to issue an unlimited number of Class A shares and an unlimited number of Class B shares.

8. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:

*Droits, privilèges, restrictions et conditions, s'il y a lieu rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qu'il peut être émise en série:*

The rights, privileges, restrictions and conditions attaching to the Class A shares and to the Class B shares are as follows:

Subject to the requirements of the Business Corporations Act, 1982 as now enacted or as the same may from time to time be amended, re-enacted or replaced (the "Act"), the rights, privileges, restrictions and conditions attaching to the Class A shares and to the Class B shares are as follows:

1. Dividends

(a) The holders of the Class A shares, in priority to the Class B shares and all other shares ranking junior to the Class A shares, shall be entitled to receive and the Corporation shall pay thereon, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends, non-cumulative cash dividends at the rate of \$7.00 per share, per annum. Cheques of the Corporation payable at par at any branch of the Corporation's bankers in Canada shall be issued in respect of such dividends and payment thereof shall satisfy such dividends. The board of directors shall be entitled from time to time to declare part of the said dividends for any financial year notwithstanding that such dividends for such financial year shall not be declared in full. If within four months after the expiration of any financial year of the Corporation the board of directors in its discretion shall not have declared the said dividends or any part thereof on the Class A shares for such financial year, then the rights of the holders of the Class A shares to such dividends or to any undeclared part thereof for such financial year shall be forever extinguished. The holders of the Class A shares shall not be entitled to any dividends other than or in excess of the dividends hereinbefore provided for;

(b) Except with the consent in writing of the holders of all of the Class A shares outstanding, no dividend shall at any time be declared and paid on or declared and set apart for payment on the Class B shares or on any other shares of the Corporation ranking junior to the Class A shares for any financial year unless the non-cumulative cash dividends on the Class A shares then issued and outstanding in respect of such financial year shall have been declared and paid or set apart for payment at the date of such declaration and payment or setting apart of dividends on the Class B shares or on any other shares ranking junior to the Class A shares; and

(c) Subject to the prior rights of the holders of the Class A shares as set forth in sub-clauses (a) and (b) above and not otherwise, the board of directors may declare and cause to be paid dividends to the holders of the Class B shares from any assets at the time properly applicable to the payment of dividends.

2. Liquidation, Dissolution or Winding-Up

In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets of the Corporation among shareholders for the purpose of winding-up its affairs:

(i) the holders of the Class A shares shall be entitled to receive from the assets of the Corporation a sum equivalent to the aggregate Redemption Amount (as hereinafter defined) of all of the Class A shares held by them respectively before any amount shall be paid or any assets of the Corporation distributed to the holders of any Class B shares or shares of any other class ranking junior to the Class A shares. After payment to the holders of the Class A shares of the amount so payable to them as above provided they shall not be entitled to share in any further distribution of the assets of the Corporation; and

(ii) the holders of the Class B shares shall be entitled to receive the remaining assets of the Corporation.

3. Redemption

(a) The Corporation may, subject to the requirements of the Act, upon the giving of such notice, if any, and the following of such procedures as the directors may determine from time to time redeem at any time the whole or from time to time any part of the then outstanding Class A shares, either on a pro rata basis or otherwise, on payment of an amount for each share to be redeemed equal to \$100.00 plus all declared and unpaid non-cumulative cash dividends thereon, the whole constituting and being hereinafter referred to as the "Redemption Amount";

(b) On or after the date specified for redemption the Corporation shall pay or cause to be paid to or to the order of the registered holders of the Class A shares to be redeemed the Redemption Amount thereof on presentation and surrender at the registered office of the Corporation or any other place designated by the Corporation in the notice of redemption of the certificates representing the Class A shares called for redemption. Such Class A shares shall thereupon be redeemed. If less than all of the Class A shares represented by any certificate are redeemed, the holder shall be entitled to receive a new certificate for that number of Class A shares represented by the original certificate which are not redeemed. From and after the date specified for redemption, the holders of the Class A shares called for redemption shall cease to be entitled to dividends and shall not be entitled to exercise any of the rights of shareholders in respect thereof unless payment of the Redemption Amount shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of the holders shall remain unaffected.

4. Retraction

Any holder of Class A shares shall be entitled to require the Corporation to redeem, subject to the requirements of the Act, at any time or times all or any of the Class A shares registered in the name of such holder on the books of the Corporation by tendering to the Corporation at the registered office of the Corporation a share certificate or certificates representing the Class A shares which the registered holder desires to have the Corporation redeem together with a notice in writing specifying (i) that the registered holder desires to have the Class A shares represented by such certificate or certificates redeemed by the Corporation and (ii) the business day ("Retraction Date") on which the holder desires to have the Corporation redeem such Class A shares. The Retraction Date shall not be less than 30 days after the day on which the notice in writing is given to the Corporation without the consent of the Corporation. Upon receipt of a share certificate or certificates representing the Class A shares which the registered holder desires to have the Corporation redeem together with such notice, the Corporation shall on the Retraction Date redeem such Class A shares by paying to such registered holder the Redemption Amount for each such Class A share being redeemed. Such payment shall be made by a cheque payable at par at any branch of the Corporation's bankers for the time being in Canada. If less than all of the Class A shares represented by any certificate are redeemed, the holder shall be entitled to receive a new certificate for that number of Class A shares represented by the original certificate or certificates which are not redeemed. The said Class A shares shall be redeemed on the Retraction Date and from and after the Retraction Date the holder of such shares shall cease to be entitled to dividends and shall not be entitled to exercise any of the rights of holders of Class A shares in respect thereof unless payment of the Redemption Amount is not made on the Retraction Date, in which event the rights of the holder of the said Class A shares shall remain unaffected.

5. Voting Rights

(a) The holders of the Class A shares as such shall not be entitled to receive notice of or to attend any meeting of the shareholders of the Corporation, unless the meeting is called to consider any matter in respect of which the holders of the Class A shares would be entitled to vote separately as a class or for the purpose of authorizing the dissolution of the Corporation or the sale, lease or exchange of all or substantially all the property of the Corporation other than in the ordinary course of business of the Corporation under subsection 184(3) of the Act, in which case the holders of the Class A shares shall be entitled to receive notice of and to attend such meeting. The holders of the Class A shares as such shall not be entitled either to vote at any meeting of the shareholders of the Corporation or to sign a resolution in writing, except, subject as hereinafter provided, at a meeting called to consider, or a resolution in writing in respect of, any matter in respect of which the holders of the Class A shares would be entitled to vote separately as a class pursuant to the Act;

(b) The holders of the Class B shares shall be entitled to receive notice of and to attend any meeting of the shareholders of the Corporation and shall be entitled to one vote in respect of each Class B share held at such meetings, except a meeting of holders of a particular class of shares other than the Class B shares who are entitled to vote separately as a class at such meeting.



9. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows: *L'émission, le transfert ou la propriété d'actions est/est pas restreints. Les restrictions, s'il y a lieu, sont les suivantes:*

The transfer of shares of the Corporation shall be restricted in that no shareholder shall be entitled to transfer any share or shares without either:

- (a) the approval of the directors of the Corporation expressed by a resolution passed at a meeting of the board of directors or by an instrument or instruments in writing signed by a majority of the directors; or
- (b) the approval of the holders of at least a majority of the shares of the Corporation entitling the holders thereof to vote in all circumstances (other than a separate class vote of the holders of another class of shares of the Corporation) for the time being outstanding expressed by a resolution passed at a meeting of the holders of such shares or by an instrument or instruments in writing signed by the holders of a majority of such shares.

## 10. Other provisions, (if any):

*Autres dispositions s'il y a lieu:*

- 1. (a) The number of shareholders of the Corporation, exclusive of persons who are in the employment of the Corporation and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in that employment and have continued after the termination of that employment to be, shareholders of the Corporation, is limited to not more than fifty, two or more persons who are joint registered owners of one or more shares being counted as one shareholder; and
- (b) any invitation to the public to subscribe for securities of the Corporation is prohibited.

2. In addition to, and without limiting such other powers which the Corporation may by law possess, the directors of the Corporation may, without authorization of the shareholders, by authentic deed, in particular but without limitation, for the purpose of securing any bonds, debentures or debenture stock which it is by law entitled to issue, hypothec, mortgage, pledge, cede or transfer any property, movable or immovable, present or future, which it may own.

- 11. The statements required by subsection 178(2) of the Business Corporations Act are attached as Schedule "A". *Les déclarations exigées aux termes du paragraphe 178(2) de la Loi sur les compagnies constituent l'annexe "A".*
- 12. A copy of the amalgamation agreement or directors resolutions (as the case may be) is/are attached as Schedule "B". *Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe "B".*

These articles are signed in duplicate.

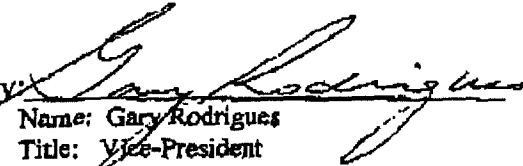
Les présents sont statuts signés en double exemplaire.

Names of the amalgamating corporations and signatures and descriptions of office of their proper officers.

Dénomination sociale des compagnies qui fusionnent, signature et fonction de leurs dirigeants régulièrement désignés.

BUTTERWORTHS CANADA LTD.

QUICKLAW INC.

By:   
Name: Gary Rodrigues  
Title: Vice-President

By: \_\_\_\_\_  
Name:  
Title:

FROM: QUICKLAW INC.

FAX NO.: 16135494875 410003439Z

16-01-03 13:52 P.16  
T-068 P.010/010 F-493

These articles are signed in duplicate.

Les présents sont statuts signés en double exemplaire.

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BUTTERWORTHS CANADA LTD.

QUICKLAW INC.

By: \_\_\_\_\_

Name: Gary Rodrigues  
Title: Vice-President

By: *Hugh Lawford* \_\_\_\_\_

Name: Hugh Lawford  
Title: President

02/98