

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2004

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Geographic Data Technology, Inc.		12/16/2004	CORPORATION: MICHIGAN

RECEIVING PARTY DATA

Name:	Tele Atlas North America, Inc.
Street Address:	11 Lafayette Street
City:	Lebanon
State/Country:	NEW HAMPSHIRE
Postal Code:	03766
Entity Type:	CORPORATION: CALIFORNIA

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Registration Number:	2781144	COMMUNITY UPDATE
Registration Number:	2919289	INTELLIGENCE BEHIND THE MAP
Registration Number:	2630860	GDT
Registration Number:	2542969	MATCHMAKER
Registration Number:	2634546	GDT GEOGRAPHIC DATA TECHNOLOGY
Serial Number:	76464994	GDT GEOGRAPHIC DATA TECHNOLOGY CANADA
Registration Number:	2648651	DYNAMAP

CORRESPONDENCE DATA

Fax Number: (202)585-8080
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 202-585-8000
 Email: dmay@nixonpeabody.com
 Correspondent Name: David L. May

CH \$190.00 2781144

Address Line 1: 401 9th Street, N.W.
Address Line 2: Suite 900
Address Line 4: Washington, DISTRICT OF COLUMBIA 20004

NAME OF SUBMITTER:	David L. May
Signature:	/david l. may/
Date:	03/07/2005

Total Attachments: 11

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AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (the "Agreement of Merger"), dated as of December 16, 2004, is by and between Tele Atlas North America, Inc., a California corporation (the "Corporation"), and Geographic Data Technology, Inc., a Michigan corporation ("GDT"). The Corporation and GDT are sometimes referred to together herein as the "Constituent Entities."

WHEREAS, GDT is a wholly-owned subsidiary of the Corporation; and

WHEREAS, the Board of Directors of the Corporation and the Board of Directors of GDT have each determined that it is advisable and in the best interest of the Constituent Entities that GDT merge with and into the Corporation upon the terms and conditions set forth herein and in accordance with the applicable provisions of the California Corporations Code and the Michigan Business Corporation Act (the "Merger Statutes").

NOW, THEREFORE, the parties hereby agree as follows:

ARTICLE 1. THE MERGER.

Section 1.1. The Merger. In accordance with the provisions of this Agreement of Merger and the Merger Statutes, on the Effective Date (as herein defined), GDT shall be merged with and into the Corporation, the separate existence of GDT shall thereupon cease, and the Corporation shall continue to exist and shall be the surviving corporation (sometimes referred to herein as the "Surviving Corporation") in the merger (the "Merger").

Section 1.2. Effective Date of the Merger. The Merger shall become effective on the latest to occur of (the "Effective Date") (i) the date of filing and acceptance of the California Certificate of Merger, in substantially the form of Exhibit A attached hereto, with and by the Secretary of State of the State of California, as required by law, (ii) the date of filing and acceptance of the Michigan Certificate of Merger, in substantially the form of Exhibit B attached hereto, with and by the Michigan Department of Labor and Economic Growth Bureau of Commercial Services, as required by law and (iii) December 31, 2004.

Section 1.3. Effect of the Merger on Outstanding Stock. Upon the effectiveness of the Merger, the outstanding capital stock of GDT shall be cancelled. Upon the effectiveness of the Merger, the outstanding capital stock of the Corporation shall remain unchanged.

Section 1.4. Effect of the Merger, Generally. The Merger shall have the effects provided in this Agreement of Merger and the applicable provisions of the Merger Statutes.

ARTICLE 2. THE SURVIVING CORPORATION.

Section 2.1. Name. Upon the effectiveness of the Merger, the name of the Surviving Corporation shall be the name of the Corporation, Tele Atlas North America, Inc.

Section 2.2. Purposes. Upon the effectiveness of the Merger, the purposes of the Surviving Corporation shall be the purposes of the Corporation as set forth in its Restated Articles of Incorporation.

Section 2.3. Certificate of Incorporation. Upon the effectiveness of the Merger, the Certificate of Incorporation of the Surviving Corporation shall be the Restated Articles of Incorporation of the Corporation.

Section 2.4. By-Laws. Upon the effectiveness of the Merger, the By-Laws of the Surviving Corporation shall be the By-Laws of the Corporation.

Section 2.5. Directors and Officers. Upon the effectiveness of the Merger, the directors and officers of the Surviving Corporation shall be the directors and officers of the Corporation, each to hold office in accordance with the Corporation's Restated Articles of Incorporation.

ARTICLE 3. GENERAL.

Section 3.1. Abandonment. At any time before the effectiveness of the Merger, this Agreement of Merger may be terminated and the Merger may be abandoned for any reason whatsoever by the Board of Directors of the Corporation or the Board of Directors of GDT.

Section 3.2. Governing Law. This Agreement of Merger shall in all respects be construed, interpreted, and enforced in accordance with and governed by the laws of the State of California and the State of Michigan.

Section 3.3. Successors and Assigns. This Agreement of Merger, and all provisions hereof, shall be binding upon and inure to the benefit of the respective successors and assigns of the parties hereto.


Section 3.4. Amendment. This Agreement of Merger may be amended or modified only by a writing signed by each of the Corporation and GDT.

Section 3.5. Counterparts. This Agreement of Merger may be executed in any number of counterparts, including facsimile counterparts, each of which shall be an original, and all of which together shall constitute one and the same instrument.

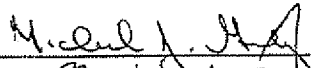
[Signature page follows.]

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

TELE ATLAS NORTH AMERICA, INC.

By: 
Name: George Fink
Title: CEO

GEOGRAPHIC DATA TECHNOLOGY, INC.

By: 
Name: Michael Goring
Title: COO

[Signature Page to Merger Agreement]

Exhibit A
California Certificate of Merger



SECRETARY OF STATE

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of



DEC 31 2004

Kevin Shelley
Secretary of State

A0621875

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

CERTIFICATE OF OWNERSHIP

DEC 31 2004

MERGING

KEVIN SHELLEY, Secretary of State

GEOGRAPHIC DATA TECHNOLOGY, INC.

(a Michigan corporation)

INTO

TELE ATLAS NORTH AMERICA, INC.

(a California corporation)

To the Secretary of State
State of California

Pursuant to the provisions of the General Corporation Law of the State of California, the undersigned officers of the parent corporation hereinafter named do hereby certify as follows:

FIRST: The name of the parent corporation, which is a business corporation of the State of California, and which is to be the surviving corporation under the merger herein certified, is Tele Atlas North America, Inc.

SECOND: The name of the subsidiary corporation, which is a business corporation of the State of Michigan, and which is to be the terminating corporation under the merger herein certified, is Geographic Data Technology, Inc.

THIRD: Tele Atlas North America, Inc. owns all (100%) of the outstanding shares of each class of stock of Geographic Data Technology, Inc.

FOURTH: The laws of the State of Michigan permit the merger of a corporation of its jurisdiction with a corporation of another jurisdiction.

FIFTH: The following is a copy of the resolution to merge Geographic Data Technology, Inc. into Tele Atlas North America, Inc. as adopted and approved by the Board of Directors of Tele Atlas North America, Inc.:

RESOLVED, that the Company merge Geographic Data Technology, Inc., its wholly-owned subsidiary corporation, into itself and assume all its obligations pursuant to Section 1110, California Corporations Code.

SIXTH: The merger shall be effective on the 31st day of December, 2004.

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C T CORP. UCC

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Each of the undersigned does hereby declare under the penalty of perjury under the laws of the State of California that he signed the foregoing certificate in the official capacity set forth beneath his signature, and that the statements set forth in said certificate are true of his own knowledge.

Executed on this 16th day of December, 2004.

By: [Signature]
Name: George Fink
Title: CEO

By: [Signature]
Name: Hardy Morgan
Title: Secretary



Exhibit B
Michigan Certificate of Merger

ADJUSTED PURSUANT TO
TELEPHONE AUTHORIZATION

906/CD-551 (Rev. 12/03)

MICHIGAN DEPARTMENT OF LABOR & ECONOMIC GROWTH
BUREAU OF COMMERCIAL SERVICES
(FOR BUREAU USE ONLY)

FILED
DEC 21 2004
Administrator
BUREAU OF COMMERCIAL SERVICES

Date Received: DEC 17 2004

This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

Name: Kristen Betzger
CT Corporation System 6262350 SO

Address: 101 Federal Street
City: Boston State: MA Zip Code: 02110

EFFECTIVE DATE: 12/31/04
Expiration date for new assumed names: December 31.
Expiration date for transferred assumed names appear in Item 6

Document will be returned to the name and address you enter above. If left blank document will be mailed to the registered office.

CERTIFICATE OF MERGER
For use by Parent and Subsidiary Profit Corporations
(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972, the undersigned corporation executes the following Certificate:

1. a. The name of each constituent corporation and its identification number is:

Tele Atlas North America, Inc. 642-372

Geographic Data Technology, Inc. 416-97A

b. The name of the surviving corporation and its identification number is:

Tele Atlas North America, Inc. 642-372

c. For each subsidiary corporation, state:

Name of corporation	Number of outstanding shares in each class	Number of shares owned by the parent corporation in each class
Geographic Data Technology, Inc.	1,000 Common Shares, \$.01 par value	1,000 Common Shares, \$.01 par value

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- 2. The merger is permitted by the state or country under whose law it is incorporated and each foreign corporation has complied with that law in effecting the merger.
- 3. (Delete if not applicable)
~~The consent to the merger by the shareholders of the subsidiary corporation was obtained pursuant to its Articles of Incorporation. (Such consent is necessary if the Articles of Incorporation require approval of the merger by the vote of the holders of more than the percentage of the shares owned by the parent corporation.)~~
- 4. (Delete if not applicable)
 The consent to the merger by the shareholders of the parent corporation was obtained. (Such consent is necessary if its Articles of Incorporation require shareholder approval of the merger, the plan of merger amends its Articles of Incorporation, or a subsidiary is to be the surviving corporation.)
- 5. (Complete only if an effective date is desired other than the date of filing)
 The merger shall be effective on the 31st day of December, 2004.

Signed this 16th day of December, 2004

TELE ATLAS NORTH AMERICA, INC.
(Name of parent corporation)

By *[Signature]*
(Signature of an authorized officer or agent)

George FINK
(Type or Print Name)