

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	04/01/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Peopewise LLC		03/31/2005	Limited Liability Company: MINNESOTA

RECEIVING PARTY DATA

Name:	LEXISNEXIS PUBLIC RECORDS SERVICES INC>
Street Address:	110 S. 5th Street
Internal Address:	Suite 300
City:	Minneapolis
State/Country:	MINNESOTA
Postal Code:	55402
Entity Type:	CORPORATION: MINNESOTA

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	2259655	INSTACHECK
Registration Number:	2222895	PEOPLEWISE

CORRESPONDENCE DATA

Fax Number: (302)884-8300
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Email: trademarks@reilaw.com
 Correspondent Name: Reed Elsevier Intellectual Property
 Address Line 1: 1105 North Market Street
 Address Line 2: 5th Floor
 Address Line 4: Wilmington, DELAWARE 19801

NAME OF SUBMITTER:	RENEE SIMONTON
Signature:	/renee simonton/

TRADEMARK

Date:

04/11/2005

Total Attachments: 5

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**ARTICLES OF MERGER
OF
PEOPLEWISE, LLC,
A MINNESOTA LIMITED LIABILITY COMPANY
AND
LEXISNEXIS PUBLIC RECORDS DATA SERVICES INC.,
A MINNESOTA CORPORATION**

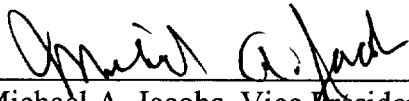
Pursuant to the provisions of the Minnesota Limited Liability Company Act (the "LLC Act") and the Minnesota Business Corporation Act (the "Act") the undersigned limited liability company and corporation submit the following for filing:

1. A Plan and Agreement of Merger has been duly adopted providing for the merger of **PEOPLEWISE, LLC**, a Minnesota limited liability company, and **LEXISNEXIS PUBLIC RECORDS DATA SERVICES INC.**, a Minnesota corporation, resulting in **LEXISNEXIS PUBLIC RECORDS DATA SERVICES INC.** being the survivor. The Plan and Agreement of Merger is set forth herein as Exhibit A.

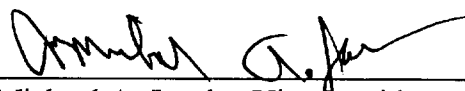
2. The Plan and Agreement of Merger has been approved by each constituent entity pursuant to Section 322b.73 of the LLC Act and Chapter 302A of the Act.

Date: March 31, 2005

PEOPLEWISE, LLC

By: 
 Michael A. Jacobs, Vice President,
 General Counsel and Secretary

**LEXISNEXIS PUBLIC RECORDS DATA
SERVICES INC.**

By: 
 Michael A. Jacobs, Vice President,
 General Counsel and Secretary

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER (this "Agreement") is made as of March 31, 2005, by and between **PEOPLEWISE, LLC**, a Minnesota limited liability company ("PeopleWise"), and **LEXISNEXIS PUBLIC RECORDS DATA SERVICES INC.**, a Minnesota corporation ("LNPRDS," and together with PeopleWise, the "Constituent Entities"), pursuant to which PeopleWise shall merge with and into LNPRDS.

RECITALS:

- A. The merger is intended to qualify as a non-taxable event pursuant to the Internal Revenue Code of 1986, as amended.
- B. PeopleWise is a limited liability company organized and existing under the laws of the State of Minnesota.
- C. LNPRDS is a corporation organized and existing under the laws of the State of Minnesota.
- D. The Constituent Entities have determined that it is advisable that PeopleWise should be merged with and into LNPRDS on the terms and conditions hereinafter set forth.

AGREEMENT:

NOW, THEREFORE, in consideration of the mutual covenants and agreements contained herein, the parties hereby agree as follows:

ARTICLE I

1.1 On the Effective Date (as defined in Section 1.2), PeopleWise shall be merged with and into LNPRDS (such merger being herein referred to as the "Merger"). Upon effectiveness of the Merger, the separate existence of PeopleWise shall cease and LNPRDS shall continue unaffected and unimpaired by the Merger, with all the rights, privileges, immunities and powers and subject to all the duties and liabilities of a corporation organized under the Minnesota Business Corporation Act (the "Act").

1.2 The Merger shall become effective on April 1, 2005, provided the appropriate documents have been filed with the Secretary of State of the State of Minnesota (the "Effective Date"). ✓

ARTICLE II

2.1 The Certificate of Incorporation of LNPRDS, as filed immediately prior to the Effective Date, shall be the Certificate of Incorporation of LNPRDS, as the surviving entity. Such

Certificate of Incorporation shall continue to be the Certificate of Incorporation of LNPRDS as the surviving entity until the same shall be further altered or amended.

2.2 The By-Laws of LNPRDS in effect immediately prior to the Effective Date shall continue to be the By-Laws of LNPRDS, as the surviving entity, until the same shall be further altered or amended.

2.3 The Board of Directors of LNPRDS on the Effective Date shall continue to be the Board of Directors of LNPRDS, as the surviving entity, until its successors shall be elected or appointed and shall have been duly qualified.

2.4 The principal office address of LNPRDS, as the surviving entity, is 100 South Fifth Street, Suite 300, Minneapolis, MN 55402.

2.5 The name of the surviving corporation in the merger shall be LexisNexis Public Records Data Services Inc.

ARTICLE III

3.1 Immediately upon the Effective Date, without limiting the force and effect of any applicable provisions of the Act with respect to the legal effect of the Merger, all the real and personal property, rights and interest, privileges, confidential information and all other legal rights and assets of every kind and description of PeopleWise, whether tangible or intangible, shall be automatically transferred to, vested in and devolve upon, LNPRDS without further act or deed; and all property, rights and every other interest of PeopleWise and LNPRDS shall be as effectively the property of LNPRDS as they theretofore were of PeopleWise and LNPRDS, respectively. PeopleWise and its officers hereby agree from time to time as and when requested by LNPRDS or by its successors or assigns to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further actions as PeopleWise may deem necessary or desirable in order to vest in, and confirm to, LNPRDS, title to and possession of any and all property of PeopleWise and otherwise to carry out all the intents and purposes hereof. The officers, members and shareholders of the Constituent Entities are hereby fully authorized in the name and on behalf of the Constituent Entities, respectively, to take any and all such actions.

3.2 Immediately upon the Effective Date, without limiting the force and effect of any applicable provisions of the Minnesota Limited Liability Company Act with respect to the legal effect of the Merger, all of the contracts and agreements to which PeopleWise is a party shall be automatically assumed by LNPRDS.

3.3 Each of the Constituent Entities hereby represents and warrants that it is not a party, jointly or severally, to any contract or agreement the terms of which would be violated or breached by it upon execution and consummation of this Agreement and that this Agreement is enforceable against each of the Constituent Entities in accordance with its terms.

3.4 LNPRDS shall be responsible and liable for all debts, liabilities and other obligations of each of the Constituent Entities; and any claim existing or action or proceeding pending by or against either of the Constituent Entities may be prosecuted to judgment as if the Merger had not taken place, or LNPRDS may be substituted in the place of PeopleWise, and neither the rights of creditors nor any liens upon the property of either the Constituent Entities shall be impaired by the Merger. LNPRDS shall execute and deliver any and all documents which may be required for it to assume or otherwise comply with outstanding obligations of PeopleWise.

ARTICLE IV

4.1 As of the Effective Date, all membership interests in PeopleWise shall be retired and cancelled.

4.2 As of the Effective Date, the authorized capitalization of LNPRDS shall consist of one thousand (1,000) shares of Common Stock, \$.01 par value per share, of which five hundred (500) shares are issued and outstanding. Each issued and outstanding share of Common Stock, \$.01 par value per share, of LNPRDS shall continue to represent one (1) share of Common Stock, \$.01 par value per share, of LNPRDS.

ARTICLE V

LNPRDS shall pay all expenses incurred in connection with the Merger.

ARTICLE VI

Each of the Constituent Entities shall take or cause to be taken all actions or do or cause to be done all things necessary, proper or advisable under the laws of the State of Minnesota to consummate and make effective the Merger, subject however to the appropriate consent of the sole member of PeopleWise and shareholder of LNPRDS in accordance with the requirements of the applicable provisions of the laws of the State of Minnesota.

ARTICLE VII


This Agreement shall be binding upon and inure to the benefit of the parties hereto and their respective successors in interest.

ARTICLE VIII

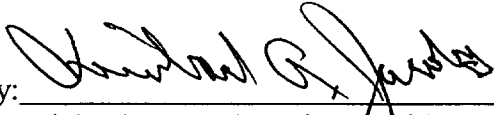
Notwithstanding anything herein to the contrary, this Agreement may be terminated and abandoned by the sole member of PeopleWise and shareholder of LNPRDS at any time prior to the date of filing the required Articles of Merger in the State of Minnesota.

IN WITNESS WHEREOF, the undersigned parties have executed this Plan and Agreement of Merger as of the date first above written.

PEOPLEWISE, LLC

By: 
Michael A. Jacobs, Vice President,
General Counsel and Secretary

**LEXISNEXIS PUBLIC RECORDS
DATA SERVICES INC.**

By: 
Michael A. Jacobs, Vice President,
General Counsel and Secretary

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STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

MAR 31 2005


Secretary of State