

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT																										
NATURE OF CONVEYANCE:	MERGER																										
EFFECTIVE DATE:	10/22/2010																										
CONVEYING PARTY DATA																											
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<p>Fax Number: (414)297-4900 <i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i></p> <p>Phone: 414 297-5723 Email: ptomailmilwaukee@foley.com, jrodriguez@foley.com Correspondent Name: Foley & Lardner LLP & Richard J. McKenna Address Line 1: 777 East Wisconsin Avenue Address Line 4: Milwaukee, WISCONSIN 53202</p>																											
ATTORNEY DOCKET NUMBER:	044741-0138																										

OP \$90.00 2187825

NAME OF SUBMITTER:	Richard J. McKenna
Signature:	/R.J. McKenna/
Date:	03/29/2012
Total Attachments: 8 source=Articles of Merger - Outcome Concept Systems Inc w National Research Corporation (WA)#page1.tif source=Articles of Merger - Outcome Concept Systems Inc w National Research Corporation (WA)#page2.tif source=Articles of Merger - Outcome Concept Systems Inc w National Research Corporation (WA)#page3.tif source=Articles of Merger - Outcome Concept Systems Inc w National Research Corporation (WA)#page4.tif source=Articles of Merger - Outcome Concept Systems Inc w National Research Corporation (WA)#page5.tif source=Articles of Merger - Outcome Concept Systems Inc w National Research Corporation (WA)#page6.tif source=Articles of Merger - Outcome Concept Systems Inc w National Research Corporation (WA)#page7.tif source=Articles of Merger - Outcome Concept Systems Inc w National Research Corporation (WA)#page8.tif	

UNITED STATES OF AMERICA

The State of  Washington

Secretary of State

CERTIFICATE OF MERGER

I, Sam Reed, Secretary of State of the State of Washington and custodian of its seal, hereby certify that documents meeting statutory requirements have been filed and processed with the Secretary of State merging the listed "Merging Entities" into:

NATIONAL RESEARCH CORPORATION

WI Profit Corporation

UBI: 000-000-000

Filing Date: October 22, 2010

Merging Entities:

601-598-079

OUTCOME CONCEPT SYSTEMS, INC.



Given under my hand and the Seal of the State
of Washington at Olympia, the State Capital

Sam Reed, Secretary of State

TRADEMARK

REEL: 004748 FRAME: 0189

FILED
SECRETARY OF STATE

OCT 22 2010

STATE OF WASHINGTON

ARTICLES OF MERGER

**MERGING
OUTCOME CONCEPT SYSTEMS, INC.**
(a Washington corporation)
**WITH AND INTO
NATIONAL RESEARCH CORPORATION**
(a Wisconsin corporation)

Pursuant to Section 23B.11.040 of the Washington Business Corporation Act (the "WBCA"), the undersigned surviving parent corporation executes and submits for filing the following Articles of Merger:

ARTICLE I

National Research Corporation ("NRC") owns at least 90% of the outstanding shares of common stock of Outcome Concept Systems, Inc. ("OCS").

ARTICLE II

On October 22, 2010 (the "Effective Date"), the boards of directors of NRC and OCS duly approved the plan of merger (the "Plan of Merger") attached hereto as Exhibit A.

ARTICLE III

Pursuant to Section 23B.11.040 of the WBCA, approval of the Plan of Merger by the shareholders of NRC, the parent corporation, and OCS, the merging subsidiary corporation, was not required.

ARTICLE IV

NRC, the surviving parent corporation, was the sole shareholder of OCS on the Effective Date and therefore no notice of the merger was delivered to the shareholders of OCS.

ARTICLE V

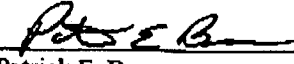
NRC has not amended its Articles of Incorporation as part of the merger.

ARTICLE VI

These Articles of Merger shall be effective, and the merger of OCS with and into NRC shall take effect, as of 11:59 p.m., Central Time, on October 22, 2010.

IN WITNESS WHEREOF, the undersigned corporation has duly executed and delivered these Articles of Merger as of October 22 2010.

NATIONAL RESEARCH CORPORATION

By: 
Patrick E. Beans
Vice President, Treasurer, Chief
Financial Officer and Secretary

This document was drafted by, and a copy hereof should be returned to, Joshua A. Agen of Foley & Lardner LLP, 777 East Wisconsin Avenue, Milwaukee, Wisconsin 53202.

Exhibit A

PLAN OF MERGER

THIS PLAN OF MERGER ("Plan of Merger"), dated as of October 22, 2010, is entered into by and between National Research Corporation, a Wisconsin corporation ("Parent"), and Outcome Concept Systems, Inc., a Washington corporation ("OCS").

WITNESSETH

WHEREAS, all of the issued and outstanding shares of stock of OCS ("OCS Stock") are owned of record and beneficially by Parent.

WHEREAS, OCS and Parent are entering into this Plan of Merger, which contemplates the merger ("Merger") of OCS with and into Parent upon the terms and conditions provided herein, and pursuant to Section 180.1104 and Section 180.1107 of the Wisconsin Business Corporation Law (the "WBCL") and Section 23B.11.040 and Section 23B.11.070 of the Washington Business Corporation Act (the "WBCA"), in a transaction intended to be a tax free merger for federal income tax purposes.

WHEREAS, the Board of Directors of OCS (the "OCS Board") and the Board of Directors of Parent (the "Parent Board") deem it to be in the best interests of OCS and Parent that OCS be merged with and into Parent, with Parent being the surviving entity of the Merger, and the OCS Board and the Parent Board have approved this Plan of Merger and have authorized its execution and delivery.

NOW, THEREFORE, in consideration of the premises and the agreements herein contained and in accordance with the WBCL and the WBCA, the parties hereto adopt and agree to the following agreements, terms and conditions relating to the Merger and the mode of carrying the same into effect:

ARTICLE 1

The Merger

1.01 The Merger. Upon the terms and subject to the conditions of this Plan of Merger, at the Effective Time (as defined below) in accordance with the WBCL and the WBCA, OCS shall be merged with and into Parent. Following the Merger, the separate corporate existence of OCS shall cease and Parent shall continue as the surviving business entity. Parent as the surviving business entity after the Merger hereinafter sometimes is referred to as the "Surviving Corporation."

1.02 Effective Time of Merger. The Merger shall become effective as of 11:59 p.m., Central Time, on October 22, 2010 (the "Effective Time").

1.03 Effects of the Merger.

(a) At the Effective Time, the effect of the Merger shall be as provided in the applicable provisions of the WBCL and the WBCA. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time all the property, rights, privileges, powers and franchises of OCS shall vest in the Surviving Corporation, and all liabilities and duties of OCS shall become the liabilities and duties of the Surviving Corporation.

(b) If, at any time after the Effective Time, the Surviving Corporation shall consider or be advised that any deeds, bills of sale, assignments, assurances or any other actions or things are necessary or desirable to vest, perfect or confirm of record or otherwise in the Surviving Corporation its right, title or interest in, to or under any of the rights, properties or assets of either of OCS acquired or to be acquired by the Surviving Corporation as a result of, or in connection with, the Merger or otherwise to carry out the Plan of Merger, the officers and directors of the Surviving Corporation shall be authorized to execute and deliver, in the name and on behalf of OCS, all such deeds, bills of sale, assignments and assurances and to take and do, in the name and on behalf of each of such entities or otherwise, all such other actions and things as may be necessary or desirable to vest, perfect or confirm any and all right, title and interest in, to and under such rights, properties or assets in the Surviving Corporation.

1.04 Articles of Incorporation; By-laws; Directors and Officers.

(a) At the Effective Time, the Articles of Incorporation of Parent, as in effect immediately before the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation until thereafter amended as provided by law and the Bylaws of Parent.

(b) At the Effective Time, the By-laws of Parent, as in effect immediately prior to the Effective Time, shall be the By-laws of the Surviving Corporation until thereafter amended as provided by law and such By-laws.

(c) The directors and officers of Parent immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation, in each case until their successors are duly elected or appointed and qualified or until their earlier death, resignation or removal, subject to the terms of Parent's By-laws and any applicable employment or other agreements.

ARTICLE 2

Effect of the Merger on OCS Stock and Parent Stock

2.01 Effect on OCS Stock. As of the Effective Time, by virtue of the Merger and without any action on the part of Parent as the sole holder of shares of OCS Stock, all shares of OCS Stock issued and outstanding or held in the treasury, if any, immediately prior to the Effective Time shall no longer be issued or outstanding and shall automatically be cancelled or retired and shall cease to exist, and each holder of a certificate representing any such shares shall cease to have any rights with respect thereto.

2.02 No Effect on Parent Stock. The common stock of Parent outstanding immediately prior to the Effective Time shall not be affected in any manner by virtue of the Merger.

[Signature page follows]

IN WITNESS WHEREOF, OCS and Parent have executed this Plan of Merger as of the date and year first above written.

NATIONAL RESEARCH CORPORATION,
a Wisconsin corporation

By: Patrick E. Beans
Patrick E. Beans
Vice President, Treasurer, Chief Financial
Officer and Secretary

OUTCOME CONCEPT SYSTEMS, INC.,
a Washington corporation

By: Patrick E. Beans
Patrick E. Beans
Vice President, Treasurer, Chief Financial
Officer and Secretary