

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	01/01/2014		
<b>CONVEYING PARTY DATA</b>			
	<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>
	Compushare, Inc.		01/01/2014
			<b>Entity Type</b>
			CORPORATION: CALIFORNIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	D+H USA Corporation		
<b>Street Address:</b>	605 Crescent Executive Court, Suite 600		
<b>Internal Address:</b>	Attn: Legal Dept.		
<b>City:</b>	Lake Mary		
<b>State/Country:</b>	FLORIDA		
<b>Postal Code:</b>	32746		
<b>Entity Type:</b>	CORPORATION: OREGON		
<b>PROPERTY NUMBERS Total: 4</b>			
	<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>
	Registration Number:	4156094	C3
	Registration Number:	3490991	RISK DIRECTOR
	Registration Number:	3650595	STYZER
	Registration Number:	2633058	COMPUSHARE
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	503-790-9238		
<b>Email:</b>	trademarks@harlandfs.com		
<b>Correspondent Name:</b>	Travis J. Benn		
<b>Address Line 1:</b>	400 SW Sixth Avenue, Suite 200		
<b>Address Line 2:</b>	Attn: Legal Dept.		
<b>Address Line 4:</b>	Portland, OREGON 97204		

OP \$115.00 4156094

TRADEMARK

ATTORNEY DOCKET NUMBER:	COMPUSHARE ASSIGNMENT
NAME OF SUBMITTER:	Travis J. Benn
Signature:	/Travis J. Benn/
Date:	01/14/2014

**Total Attachments: 9**

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Secretary of State  
Corporation Division  
255 Capitol Street NE, Suite 151  
Salem, OR 97310-1327

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D+H USA CORPORATION  
605 CRESCENT EXECUTIVE CT  
SUITE 600 ATTN LEGAL DEPT  
LAKE MARY FL 32746

### Acknowledgement Letter

The document you submitted was recorded as shown below. Please review and verify the information listed for accuracy.

<b>Document</b> ARTICLES OF MERGER	<b>Filed On</b> 12/20/2013	<b>Effective Date</b> 01/01/2014	
<b>Name of Survivor</b> HARLAND FINANCIAL SOLUTIONS, INC.	<b>Reg. No.</b> 127019-18	<b>Type</b> DOM BUS CORP	<b>Juris</b> OR
<b>Survivor New Name</b> D+H USA CORPORATION			
<b>Name(s) of Non Survivor(s)</b> COMPUSHARE, INC. D+H USA HOLDINGS CORPORATION	<b>Reg. No.</b>	<b>Type</b>	<b>Juris</b> CA DE

12709-18

ARTICLES OF MERGER

FILED

DEC 20 2013

ARTICLE 1  
Merging Business Entities

OREGON  
SECRETARY OF STATE

The merging business entities are Harland Financial Solutions, Inc., an Oregon corporation, Compushare, Inc., a California corporation, and D+H USA Holdings Corporation, a Delaware corporation.

ARTICLE 2  
Surviving Business Entity

The surviving business entity is Harland Financial Solutions, Inc., an Oregon corporation.

ARTICLE 3  
Plan of Merger

The plan of merger is attached as Exhibit A.

ARTICLE 4  
Approval

4.1 **Surviving Business Entity.** The plan of merger was approved by the shareholders of Harland Financial Solutions, Inc as follows:

Designation of Voting Group	Number of Outstanding Shares	Number of Votes Entitled to be Cast	Total Number of Votes Cast For	Total Number of Votes Cast Against
Common	101	101	101	0

4.2 **Nonsurviving Business Entities.**

(a) The plan of merger was approved by the shareholders of Compushare, Inc. as follows:

Designation of Voting Group	Number of Outstanding Shares	Number of Votes Entitled to be Cast	Total Number of Votes Cast For	Total Number of Votes Cast Against
Common	1,026,079	1,026,079	1,026,079	0

(b) The plan of merger was approved by the shareholders of D+H USA Holdings Corporation as follows:


Designation of Voting Group	Number of Outstanding Shares	Number of Votes Entitled to be Cast	Total Number of Votes Cast For	Total Number of Votes Cast Against
Common	3,500	3,500	3,500	0

**ARTICLE 5**  
**Effective time and date**

These articles of merger will become effective at 12:02 a.m. Eastern Standard Time on January 1, 2014.

Dated: December 20, 2013

HARLAND FINANCIAL SOLUTIONS, INC.,  
an Oregon corporation

By:   
Name: Gerard Schmid  
Title: Chief Executive Officer

Person to contact about this filing: JoDee Keegan  
Daytime phone number: 503-417-5472

**EXHIBIT A**  
**Plan of Merger**

(See attached)

1 - EXHIBIT A: PLAN OF MERGER

**TRADEMARK**  
**REEL: 005192 FRAME: 0571**

## PLAN OF MERGER

This Plan of Merger sets forth the terms and conditions under which Compushare, Inc., a California corporation (“**Compushare**”), and D+H USA Holdings Corporation, a Delaware corporation (“**D+H USA HC**”), will merge with and into Harland Financial Solutions, Inc., an Oregon corporation (“**Surviving Corporation**”).

### Section 1. DEFINITIONS

“**Effective Date**” means January 1, 2014.

“**Effective Time**” means the effective time of the merger which is 12:02 a.m. Eastern Standard Time on the Effective Date.

“**Nonsurviving Corporations**” means D+H USA HC and Compushare.

“**Parent Corporation**” means D+H USA Inc., a Delaware corporation.

### Section 2. MERGING CORPORATIONS

The merging corporations will be:

<u>Name</u>	<u>State of Organization</u>	<u>Type of Entity</u>
Harland Financial Solutions, Inc.	Oregon	Corporation
Compushare, Inc.	California	Corporation
D+H USA Holdings Corporation	Delaware	Corporation

### Section 3. SURVIVING CORPORATION

The surviving corporation will be Harland Financial Solutions, Inc., an Oregon corporation.

### Section 4. MATERIAL TERMS AND CONDITIONS

**4.1 Merger.** At the Effective Time, Compushare and D+H USA HC will merge with and into Surviving Corporation, and the separate existence of both Compushare and D+H USA HC will cease.

**4.2 Articles of Incorporation.** The articles of incorporation of Surviving Corporation before the Effective Time, as amended by the amendments set forth on Schedule 4.2, will continue to be the articles of incorporation of Surviving Corporation after the Effective Time. At the Effective Time, the name of the Surviving Corporation shall be changed to D+H USA Corporation, as set forth in the attached Amended and Restated Articles of Incorporation.

**4.3 Bylaws.** The bylaws of Surviving Corporation before the Effective Time will continue to be the bylaws of Surviving Corporation after the Effective Time.

**4.4 Directors.** The directors of Surviving Corporation before the Effective Time will continue to be the directors of Surviving Corporation after the Effective Time.

**4.5 Officers.** The officers of Surviving Corporation before the Effective Time will continue to be the officers of Surviving Corporation after the Effective Time.

**Section 5. CONVERSION OF SHARES**

**5.1 Compushare Conversion and Cancellation.** As of the Effective Time, one million twenty-six thousand seventy-nine (1,026,079) shares of common stock of Compushare will be converted into three (3) shares of common stock of Surviving Corporation.

**5.2 D+H USA HC Conversion and Cancellation.** As of the Effective Time, three thousand five hundred (3,500) shares of common stock of D+H USA HC will be converted into thirty (30) shares of common stock of Surviving Corporation.

**5.3 No Fractional Shares.** No fractional shares will result from the merger.

**Section 6. ABANDONMENT**

At any time before the Effective Time, this Plan of Merger may be abandoned by the board of directors of Surviving Corporation.


*[Signature page follows]*



Dated: December 20, 2013


**SURVIVING CORPORATION:**

Harland Financial Solutions, Inc.,  
an Oregon corporation

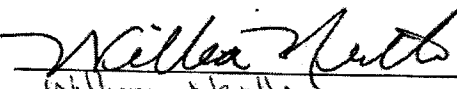
By:   
Name: Gerrard Schmid  
Title: Chief Executive Officer

**NONSURVIVING CORPORATIONS:**

Compushare, Inc.,  
a California corporation

By:   
Name: Gerrard Schmid  
Title: Executive Vice President

D+H USA Holdings Corporation,  
a Delaware corporation

By:   
Name: William Neville  
Title: President

**SCHEDULE 4.2**

**Articles of Incorporation**

The Articles of Incorporation of Harland Financial Solutions, Inc. are hereby amended and restated in their entirety as follows:

*(See attached Amended and Restated Articles of Incorporation)*

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
D+H USA CORPORATION**

Pursuant to ORS 60.451, these Amended and Restated Articles of Incorporation supersede the existing Restated Articles of Incorporation of Harland Financial Solutions, Inc. (the "Corporation")

**ARTICLE I  
Name**

The name of the Corporation is D+H USA Corporation, and its duration shall be perpetual.

**ARTICLE II  
Authorized Shares**

The aggregate number of shares which the Corporation shall have authority to issue is 1,000 shares of common stock with no par value.

**ARTICLE III  
Liability**

A director shall have no personal liability to the Corporation or its stockholders for monetary damages for conduct as a director except for:

1. Any breach of the director's duty of loyalty to the Corporation or its stockholders;
2. Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
3. Any unlawful distribution under Oregon law;
4. Any transaction from which the director derived an improper personal benefit; and
5. Any act or omission occurring prior to the date that this Article becomes effective.

**ARTICLE IV  
Indemnification**

1. **Indemnification.** The Corporation will indemnify an individual made a party to a proceeding because the individual is or was a director or officer of the Corporation against liability incurred in the proceeding to the fullest extent permitted by law.

2. **Advance for Expenses.** The Corporation will pay for or reimburse the reasonable expenses incurred by a director or officer of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding to the fullest extent permitted by law