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To the Honorable Commissioner of Patents :

101336401

Original documents or copy thereof.

1. Name of conveying party(ies):
 REALIST, INC

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State of Pennsylvania
 Other _____
 Additional name(s) of conveying party(ies) attached? Yes No



2. Name and address of receiving party(ies):

Name: TRANSAMERICA INTELLITECH, INC.

Internal Address: _____

Street Address: 1860 Howe Avenue, Suite 455

City: Sacramento State: CA Zip: 95828

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State of Delaware
 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: January 27, 2000

4. Application number(s) or registration number(s):

A. Trademark Application No. (s) _____

B. Trademark registration No.(s)
1,724,438 2,052,298
1,993,766

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: J. Timothy Hobbs

Internal Address: Wiley, Rein & Fielding

Street Address: 1776 K Street, N.W.

City: Washington State: D.C. Zip: 20006

6. Total number of applications and registrations involved: 3

04/25/2000 TTON11 00000120 501129 1724438

01 FC:481 40.00 CH
 02 FC:482 50.00 CH

7. Total fee (37 CFR 3.41) \$ 90.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
501129
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and 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.

J. Timothy Hobbs [Signature]
 Name of Person Signing Signature

Date: 2/29/2000
 Total number of pages comprising cover sheet: _____

Do not detach this portion

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

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per documents to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000, Washington, D.C. 20503, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

TRADEMARK
REEL: 002059 FRAME: 0047

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Plan"), effective as of January 1, 2000, is entered into by and among Transamerica Intellitech, Inc., a Delaware corporation ("Intellitech" or the "Surviving Corporation"), and Realist, Inc., a Pennsylvania corporation ("Realist").

WITNESSETH:

WHEREAS, Realist is a corporation duly organized and existing under the laws of the Commonwealth of Pennsylvania and, as of the date hereof, the authorized capital stock of Realist consists of 3,040 shares of preferred stock, par value \$100.00 per share (the "Preferred Stock"), 1,380 shares of Class A voting common stock, par value \$1.00 per share (the "Class A Common Stock"), and 2,520 shares of Class B nonvoting common stock, par value \$1.00 per share (the "Class B Common Stock") (collectively, the "Realist Stock"), of which 978 shares of the Class A Common Stock are issued and outstanding, 1,734 shares of the Class B Common Stock are issued and outstanding, and no shares of the Preferred Stock are issued and outstanding;

WHEREAS, Intellitech owns all of the outstanding shares of Realist stock; and

WHEREAS, this Agreement and Plan of Merger was adopted as of January 1, 2000 by unanimous written consent of the members of the Board of Directors of Intellitech for the purpose of merging Realist, its wholly owned subsidiary corporation, into Intellitech.

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

ARTICLE I

1.1 **Merger:** Upon the terms and subject to the conditions set forth herein, Realist shall be merged with and into Intellitech (the "Merger"). The Merger will be effected by the filing of Articles of Merger relating to the Merger with the Secretary of the Commonwealth of Pennsylvania in accordance with the provisions of Section 1921 of the Business Corporation Law of the Commonwealth of Pennsylvania (the "Pennsylvania BCL") and a Certificate of Merger relating to the Merger with the Secretary of State of Delaware in accordance with the provisions of Section 253 of the General Corporation Law of the State of Delaware (the "Delaware GCL"). The "Effective Date" of the Merger shall be the date of filing of the later of such Articles or Certificate of Merger. The effect of the Merger shall be as provided in the Delaware GCL and the Pennsylvania BCL. The separate corporate existence of Realist shall cease upon the Effective Date and Intellitech, as the Surviving Corporation, shall thereafter, without further action, possess

all of the rights, privileges, immunities, franchises and property and be subject to all of the restrictions, debts, liabilities and duties of Realist.

ARTICLE II

2.1 Certificate of Incorporation of Surviving Corporation: From and after the Effective Date, and until further amended in accordance with the Delaware GCL, the Certificate of Incorporation of Intellitech shall be the Certificate of Incorporation of the Surviving Corporation.

2.2 Bylaws of Surviving Corporation: The Bylaws of Intellitech, as in effect immediately prior to the Effective Date, shall be the Bylaws of the Surviving Corporation until duly amended in accordance with such Bylaws and applicable law.

2.3 Officers and Directors of Surviving Corporation: The officers of Intellitech immediately prior to the Effective Date shall, after the Effective Date, be the officers of the Surviving Corporation and the directors of Intellitech shall, after the Effective Date, be the directors of the Surviving Corporation, in each case until their respective successors are duly appointed or elected and qualified, or until their earlier death, resignation or removal.

ARTICLE III

3.1 Effect on the Realist Stock: None of the issued shares of Realist Stock shall be converted in any manner, but each said share which is issued and outstanding immediately prior to the Effective Date and any shares of Realist Stock held as treasury stock shall be canceled and extinguished without any action by the holder thereof.

3.2 Effect on Intellitech Stock: Each share of common stock of Intellitech issued and outstanding immediately prior to the Effective Date shall remain an issued and outstanding share of common stock of the Surviving Corporation and shall not be affected by the Merger.

ARTICLE IV

4.1 Amendment; Counterparts: This Merger Agreement may only be amended, modified or supplemented in accordance with applicable law. This Merger Agreement may be executed in any number of counterparts.

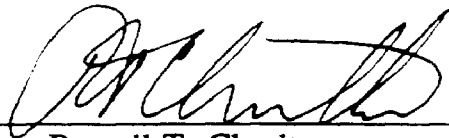
4.2 Governing Law: This Merger Agreement is made and executed pursuant to the provisions of the Delaware GCL and the Pennsylvania BCL.

4.3 Authority to Act: The Board of Directors and the proper officers of Realist and of Intellitech, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into

effect any of the provisions of this Agreement and Plan of Merger or of the merger herein provided for.

IN WITNESS WHEREOF, the parties hereto have caused this Merger Agreement to be executed in their respective corporate names by their respective officers thereunto duly authorized effective as of the day, month and year first above written.

TRANSAMERICA INTELLITECH, INC.,
a Delaware corporation

By: 

Russell T. Charlton
Chief Executive Officer

REALIST, INC., a Pennsylvania corporation

By: _____
Jonathan Green
Executive Vice President

Secretary's Certification

The undersigned, in my capacity as Secretary of Transamerica Intellitech, Inc., hereby certifies that this Agreement and Plan of Merger has been adopted by the board of directors of Transamerica Intellitech, Inc. without a vote of stockholders pursuant to Section 251(f) of the Delaware BCL and that the conditions specified in such subsection have been satisfied.

TRANSAMERICA INTELLITECH, INC.

By: _____
Gail M. Kane
Secretary

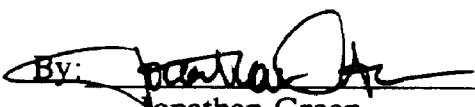
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Secretary

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