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COVER SHEET ONLY

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

Tab settings

To the Honorable Commission...

...and trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): The Dial Corp

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State, Other

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment, Security Agreement, Other, Merger, Change of Name

Execution Date: August 15, 1996

2. Name and address of receiving party(ies)

Name: Viad Corp

Internal Address:

Street Address: 1850 N. Central Avenue 85077-2212

City: Phoenix State: AZ ZIP: 85077

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State 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

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

A. Trademark Application No.(s)

75/130881 75/130883

B. Trademark Registration No.(s)

1,124,736 1,693,602 2,149,742 1,127,245 1,749,625 1,693,664 2,149,741

Additional numbers attached? Yes No

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

Name: Bernard L. Howard

Internal Address:

Street Address: 1850 N. Central Avenue

Mail Station #2212

City: Phoenix State: AZ ZIP: 85077-2212

6. Total number of applications and registrations involved: 9

7. Total fee (37 CFR 3.41) \$ 240.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

04-0975

(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.

Bernard L. Howard Name of Person Signing

[Signature] Signature

8/30/98 Date

Total number of pages including cover sheet, attachments, and document: 8

1124736 04-0975 20000001 04-0975 200.00 CH 200.00 CH

TRADEMARK REGISTRATION NO. 04-0975

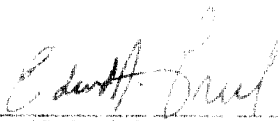
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"LEN INC.", A DELAWARE CORPORATION,

WITH AND INTO "THE DIAL CORP" UNDER THE NAME OF "VIAD CORP", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF AUGUST, A.D. 1996, AT 8:30 O'CLOCK A.M.




Edward J. Freel, Secretary of State

AUTHENTICATION

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8450774

971145743

TRADEMARK
05-05-97
REEL: 1731 FRAME: 0404

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

LEN INC.

INTO

THE DIAL CORP

The Dial Corp, a corporation organized and existing under the laws of the State of Delaware, pursuant to Sections 103 and 253 of the General Corporation Law of the State of Delaware, does hereby certify:

FIRST: That The Dial Corp (hereinafter the "Corporation") was incorporated on December 16, 1991 under the name "The New Dial Corp." pursuant to the General Corporation Law of the State of Delaware, the provisions of which permit the merger of a subsidiary corporation organized and existing under the laws of said State into a parent corporation organized and existing under the laws of said State.

SECOND: That this Corporation owns one hundred percent (100%) of the outstanding shares of stock of LEN Inc. (hereinafter "LEN"), a corporation incorporated on the 7th day of May, 1996 pursuant to the General Corporation Law of the State of Delaware.

THIRD: Effective as of August 15, 1996, the Corporation has distributed all of the outstanding capital stock of The Dial Corporation, a wholly owned subsidiary of the Corporation, to the stockholders of the Corporation.

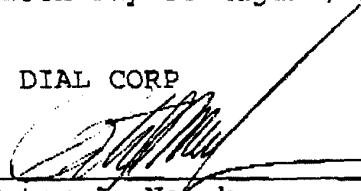
FOURTH: That this Corporation, by the following resolution of its Board of Directors, duly adopted by the Board at a meeting on the 30th day of May, 1996, determined to and does hereby merge LEN into itself:

RESOLVED, that conditioned upon effectiveness of the distribution of all of the outstanding capital stock of The Dial Corporation, a wholly owned subsidiary of the Corporation, to the stockholders of the Corporation, the Board of Directors approves the merger of LEN Inc., a wholly owned subsidiary of this Corporation, with and into this Corporation, in which this Corporation will be the surviving corporation and will assume all of the rights and obligations of LEN Inc. in accordance with Section 253 of the Delaware General Corporation Law (the "DGCL") and pursuant to which the name of this Corporation shall be changed to Viad Corp, and approves and adopts such merger; and that the officers of the Corporation, and each of them, are authorized to execute and file a certificate of ownership and merger in accordance with Section 253 of the DGCL.

IN WITNESS WHEREOF, said The Dial Corp has caused this Certificate to be signed by Peter J. Novak, its Vice President - General Counsel this 15th day of August, 1996.

THE DIAL CORP

BY


Peter J. Novak
Vice President-General Counsel

SCHEDULE A

REGISTRATIONS

Mark:	Reg. No.:	Reg. Date:
E DESIGN	1124736	09/04/79
FIBER-WALL	1127245	12/04/79
GABRIEL'S	1693664	06/09/92
PALM GROVE	1693602	06/09/92
PARC CLUB	1749625	01/26/93
VIAD	2149741	04/07/98
VIAD CORP	2149742	04/07/98

APPLICATIONS

Mark:	Ser. No.:	Filing Date:
VIAD	75/130881	07/08/96
VIAD CORP	75/130883	07/08/96