

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	Conversion
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Cirrus System, Inc.		03/31/2003	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Cirrus System, LLC
Street Address:	2000 Purchase Street
City:	Purchase
State/Country:	NEW YORK
Postal Code:	10577-2509
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 6		
Property Type	Number	Word Mark
Registration Number:	1259615	CIRRUS
Registration Number:	1298026	CIRRUS
Registration Number:	2145696	CIRRUS DIRECTIONS
Registration Number:	2037346	EXPRES\$ LANE
Registration Number:	2118878	EXPRESS LANE
Registration Number:	2206793	YOU'VE GOT THE POWER

CORRESPONDENCE DATA	
Fax Number:	(914)249-4262
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	914 249 4707
Email:	marks@mastercard.com
Correspondent Name:	Colm J. Dobbyn
Address Line 1:	2000 Purchase Street
Address Line 4:	Purchase, NEW YORK 10577-2509

NAME OF SUBMITTER:	Crystal Howard
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CH \$165.00 1259615

Total Attachments: 2

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CERTIFICATE OF CONVERSION
of
CIRRUS SYSTEM, INC.
(a Delaware non-profit corporation)
into
CIRRUS SYSTEM, LLC
(a Delaware limited liability company)

**Pursuant to Section 266 of the Delaware General Corporation Law
and Section 18-214 of Delaware Limited Liability Company Act:**

1. The name of the corporation being converted is Cirrus System, Inc., a Delaware non-profit corporation (the "Company").
2. The original Certificate of Incorporation of the Company was filed on March ~~21~~, 2003. The original jurisdiction of the Company was the State of Delaware.
3. The name of the limited liability company into which the Company is herein being converted is Cirrus System, LLC.
4. The conversion is to be effective upon filing of this Certificate of Conversion with the Delaware Secretary of State.
5. The conversion of the business form of the Company from a non-profit corporation to a limited liability company has been approved by the directors and stockholder of the Company in accordance with the provisions of Section 266 of the Delaware General Corporation Law.

Dated this 31st day of March, 2003.

CIRRUS SYSTEM, INC.

By: _____

Name: Steven Sklar
Title: President

**CERTIFICATE OF FORMATION
OF
CIRRUS SYSTEM, LLC**

This Certificate of Formation of Cirrus System, LLC (the "Company") is made pursuant to Sections 18-201 *et seq.* of the Delaware Limited Liability Company Act (the "Act").

The undersigned does hereby certify that:

1. **NAME.** The name of the limited liability company is Cirrus System, LLC.
2. **REGISTERED OFFICE AND REGISTERED AGENT.** The address of the registered office of the limited liability company 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name of the limited liability company's registered agent at such address is The Corporation Trust Company.
3. **EXECUTION.** The undersigned has been authorized by the Company to execute and file this Certificate of Formation with the Secretary of State of Delaware.
4. **AUTHORITY.** The right and authority of any member of the Company to act for and bind the Company is governed by the separate written Limited Liability Company Agreement of the Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation on March 31, 2003, to be effective on the date of its filing with the Secretary of State of Delaware.

By: _____

Timothy H. Murphy