

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

|                       |                |
|-----------------------|----------------|
| SUBMISSION TYPE:      | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | MERGER         |
| EFFECTIVE DATE:       | 12/23/2004     |

**CONVEYING PARTY DATA**

| Name                              | Formerly | Execution Date | Entity Type           |
|-----------------------------------|----------|----------------|-----------------------|
| Cendant Membership Services, Inc. |          | 12/23/2004     | CORPORATION: DELAWARE |

**RECEIVING PARTY DATA**

|                 |                                    |
|-----------------|------------------------------------|
| Name:           | Trilegiant Loyalty Solutions, Inc. |
| Street Address: | 7814 Carousel Lane                 |
| City:           | Richmond                           |
| State/Country:  | VIRGINIA                           |
| Postal Code:    | 23294                              |
| Entity Type:    | CORPORATION: DELAWARE              |

**PROPERTY NUMBERS Total: 1**

| Property Type  | Number   | Word Mark  |
|----------------|----------|------------|
| Serial Number: | 76194374 | EMPLOYALTY |

**CORRESPONDENCE DATA**

Fax Number: (973)496-4624  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 973-496-5139  
 Email: uspto.mail@cendant.com  
 Correspondent Name: Susan L. Crane  
 Address Line 1: 1 Sylvan Way  
 Address Line 4: Parsippany, NEW JERSEY 07054

|                    |                |
|--------------------|----------------|
| NAME OF SUBMITTER: | Susan L. Crane |
| Signature:         | /susanlcrane/  |
| Date:              | 03/17/2005     |

CH \$40.00 76194374

Total Attachments: 3

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# Delaware

PAGE 1

*The First State*

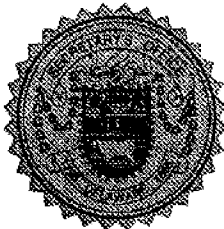
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"CENDANT MEMBERSHIP SERVICES, INC.", A DELAWARE CORPORATION, WITH AND INTO "TRILEGIANT LOYALTY SOLUTIONS, INC." UNDER THE NAME OF "TRILEGIANT LOYALTY SOLUTIONS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2004, AT 9:08 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

3409335 8100M

040943079



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3580058

DATE: 12-28-04

TRADEMARK

REEL: 003047 FRAME: 0955

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 09:08 PM 12/27/2004  
FILED 09:08 PM 12/27/2004  
SRV 040943079 - 3409335 FILE

**CERTIFICATE OF MERGER  
OF  
CENDANT MEMBERSHIP SERVICES, INC.  
AND  
TRILEGIANT LOYALTY SOLUTIONS, INC.**

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:

(i) Cendant Membership Services, Inc., which is incorporated under the laws of the State of Delaware; and

(ii) Trilegiant Loyalty Solutions, Inc., which is incorporated under the laws of the State of Delaware.

2. An Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 251 of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation in the merger herein certified is Trilegiant Loyalty Solutions, Inc., which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

4. The Certificate of Incorporation of Trilegiant Loyalty Solutions, Inc., as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

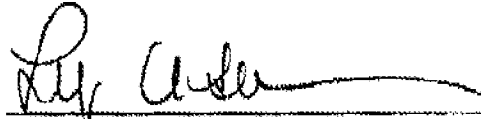
5. The executed Agreement of Merger between the aforesaid constituent corporations is on file at an office of the aforesaid surviving corporation, the address of which is as follows: 1 Campus Drive, Parsippany, NJ 07054.

6. A copy of the aforesaid Agreement of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

7. The Agreement of Merger between the aforesaid constituent corporations provides that the merger herein certified shall be effective upon filing.

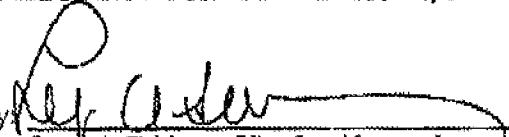
Dated: December 23, 2004

CENDANT MEMBERSHIP SERVICES, INC.

By:   
Lynn A. Feldman, Vice President and  
Assistant Secretary

Dated: December 23, 2004

TRILEGIANT LOYALTY SOLUTIONS, INC.

By:   
Lynn A. Feldman, Vice President and  
Assistant Secretary