

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/01/2005

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Providian Financial Corporation		10/01/2005	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	New American Capital, Inc.
Street Address:	c/o Washington Mutual, Inc. 1201 Third Avenue
City:	Seattle
State/Country:	WASHINGTON
Postal Code:	98101
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 9**

Property Type	Number	Word Mark
Serial Number:	78275158	PROVIDIAN AIRPOINTS
Serial Number:	78496892	CLUBPERKS
Serial Number:	78518825	PROVIDIAN BUILDING BLOCKS
Serial Number:	78585048	MY SCORE & MORE
Registration Number:	1947298	PROVIDIAN
Registration Number:	1964324	SELECT TRAVEL
Serial Number:	78275156	PROVIDIAN REAL REWARDS
Serial Number:	78356268	PROVIDING MORE
Serial Number:	78356667	PROVIDIAN PROVIDING MORE

**CORRESPONDENCE DATA**

Fax Number: (206)359-7485

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

CH \$240.00 78275158

Phone: (206) 359-8000  
Email: pctrademarks@perkinscoie.com  
Correspondent Name: Lynne E. Graybeal, Perkins Coie LLP  
Address Line 1: 1201 Third Avenue, 48th Floor  
Address Line 4: Seattle, WASHINGTON 98101-3099

ATTORNEY DOCKET NUMBER:	53001-4000 MERGER RECORD
NAME OF SUBMITTER:	Lynne E. Graybeal
Signature:	/Lynne E. Graybeal/
Date:	11/18/2005

**Total Attachments: 4**  
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# Delaware

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*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:

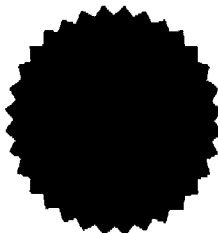
"PROVIDIAN FINANCIAL CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "NEW AMERICAN CAPITAL, INC." UNDER THE NAME OF "NEW AMERICAN CAPITAL, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF SEPTEMBER, A.D. 2005, AT 2:52 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF OCTOBER, A.D. 2005.

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

2177890 8100M

050804071



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4196883

DATE: 09-30-05

TRADEMARK  
REEL: 003197 FRAME: 0003

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 03:08 PM 09/30/2005  
FILED 02:52 PM 09/30/2005  
SRV 050804071 - 2177890 FILE

**CERTIFICATE OF MERGER**

**OF**

**PROVIDIAN FINANCIAL CORPORATION**

**WITH AND INTO**

**NEW AMERICAN CAPITAL, INC.**

**UNDER SECTION 251 OF THE**

**GENERAL CORPORATION LAW**

**September 30, 2005**

Pursuant to Section 251 of the General Corporation Law of the State of Delaware (the "DGCL"), New American Capital, Inc., a Delaware corporation, does hereby certify the following information relating to the merger (the "Merger") of Providian Financial Corporation, a Delaware corporation, with and into New American Capital, Inc.

**FIRST:** The name and state of incorporation of each of the constituent corporations in the Merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
New American Capital, Inc.	Delaware
Providian Financial Corporation	Delaware

**SECOND:** The Agreement and Plan of Merger, dated as of June 5, 2005, as amended (the "Merger Agreement"), by and among Washington Mutual, Inc., Providian Financial Corporation and New American Capital, Inc., setting forth the terms and conditions of the Merger, has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 of the DGCL.

**THIRD:** The name of the surviving corporation in the Merger is "New American Capital, Inc." (the "Surviving Corporation").

**FOURTH:** The certificate of incorporation of New American Capital, Inc. shall be the certificate of incorporation of the Surviving Corporation.

**FIFTH:** The executed Merger Agreement is on file at the office of the Surviving Corporation, the address of which is c/o Washington Mutual, Inc., 1201 Third Avenue, Seattle, Washington 98101.

**SIXTH: A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either constituent corporation.**


**SEVENTH: The Merger shall become effective at 12:01 a.m. Pacific time on October 1, 2005.**

*[Remainder of page intentionally left blank]*

**IN WITNESS WHEREOF, New American Capital, Inc. has caused this Certificate of Merger to be signed as of the day and year first above written.**

**NEW AMERICAN CAPITAL, INC.**

By:

  
Name: Kelly D. Chapman  
Title: Executive Vice President

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