

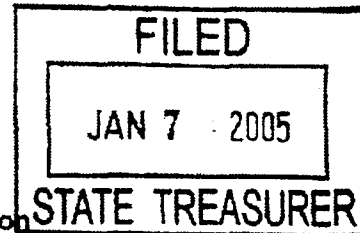
**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Cendant Mortgage Corporation		02/01/2005	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	PHH Mortgage Corporation		
<b>Street Address:</b>	3000 Leadenhall Road		
<b>City:</b>	Mount Laurel		
<b>State/Country:</b>	NEW JERSEY		
<b>Postal Code:</b>	08054		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	78475439	THREE STEPS IN	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(202)857-6395		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	202 957 6389		
<b>Email:</b>	henrye@arentfox.com		
<b>Correspondent Name:</b>	Michael A. Grow		
<b>Address Line 1:</b>	1050 Connecticut Avenue, NW		
<b>Address Line 4:</b>	Washington, DISTRICT OF COLUMBIA 20036		
<b>ATTORNEY DOCKET NUMBER:</b>	20797-25		
<b>NAME OF SUBMITTER:</b>	E.T. Henry/Trademark Specialist		
<b>Signature:</b>	/E.T. Henry/		
<b>Date:</b>	05/22/2006		

CH \$40.00 78475439

Total Attachments: 1  
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C-102A Rev 12/93

New Jersey Division of Revenue

Certificate of Amendment to the Certificate of Incorporation  
(For Use by Domestic Profit Corporations)

Pursuant to the provisions of Section 14A:9-2 (4) and Section 14A:9-4 (3), Corporations, General, of the New Jersey Statutes, the undersigned corporation executes the following Certificate of Amendment to its Certificate of Incorporation:

- 1. The name of the corporation is:  
Cendant Mortgage Corporation
- 2. The following amendment to the Certificate of Incorporation was approved by the directors and thereafter duly adopted by the shareholders of the corporation on the 15th day of December, 2004

Resolved, that Article FIRST of the Certificate of Incorporation be amended to read as follows:

"FIRST: The name of the Corporation is PHH Mortgage Corporation."

- 3. The number of shares outstanding at the time of the adoption of the amendment was: 1000  
The total number of shares entitled to vote thereon was: 1000

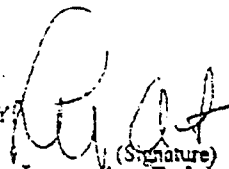
If the shares of any class or series of shares are entitled to vote thereon as a class, set forth below the designation and number of outstanding shares entitled to vote thereon of each such class or series. (Omit if not applicable)

- 4. The number of shares voting for and against such amendment is as follows: (If the shares of any class or series are entitled to vote as a class, set forth the number of shares of each such class and series voting for and against the amendment, respectively)

<u>Number of Shares Voting for Amendment</u>	<u>Number of Shares Voting Against Amendment</u>
1000	0

- 5. If the amendment provides for an exchange, reclassification or cancellation of issued shares, set forth a statement of the manner in which the same shall be effected. (Omit if not applicable).

- 6. Other provisions: (Omit if not applicable)  
Effective date of this amendment to the certificate of incorporation shall be February 1, 2005

BY:   
(Signature)  
Lynn A. Feldman, Vice President

Dated this 16th day of December, 2004

May be executed by the Chairman of the Board, or the President, or a Vice President of the Corporation.

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