

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Change of Name and Conversion		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Metris Companies Inc.		12/01/2005	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	MTX LLC		
Composed Of:	COMPOSED OF HSBC FINANCE CORPORATION, a Delaware Corporation as its sole member		
Street Address:	2700 Sanders Road		
City:	Prospect Heights		
State/Country:	ILLINOIS		
Postal Code:	60070		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Serial Number:	78162533	MONEYABC'S	
Serial Number:	78517871	EL BANCO CON SENTIDO LATINO	
Serial Number:	75981366	TRAVEL EXTRAS EXTRA TRAVEL. EXTRA FAST	
CORRESPONDENCE DATA			
Fax Number:	(312)222-0818		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	312-222-0800		
Email:	chiipdocket@michaelbest.com, dsternig@michaelbest.com		
Correspondent Name:	Larry L. Saret c/o Michael Best		
Address Line 1:	Two Prudential Plaza, 180 N. Stetson Ave		
Address Line 2:	Suite 2000		
Address Line 4:	Chicago, DELAWARE 60070		
ATTORNEY DOCKET NUMBER:	205145-9193		

CH \$90.00 78162533

NAME OF SUBMITTER:	Larry L. Saret
Signature:	/larry l. saret/
Date:	08/11/2006
Total Attachments: 3 source=C0680207#page1.tif source=C0680207#page2.tif source=C0680207#page3.tif	

Delaware

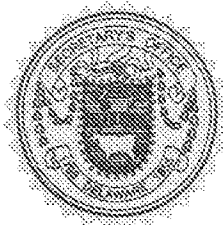
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "METRIS COMPANIES INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "METRIS COMPANIES INC." TO "MTX LLC", FILED IN THIS OFFICE ON THE FIRST DAY OF DECEMBER, A.D. 2005, AT 11:04 O'CLOCK A.M.

2655328 8100V

050974811



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4333479

DATE: 12-01-05

TRADEMARK
REEL: 003367 FRAME: 0960

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
OF
METRIS COMPANIES INC.,
A DELAWARE CORPORATION
TO
MTX LLC,
A DELAWARE LIMITED LIABILITY COMPANY

PURSUANT TO SECTION 18-214 OF THE DELAWARE LIMITED LIABILITY ACT

This Certificate of Conversion to Limited Liability Company, dated as of December 1, 2005, has been duly executed and is being filed by METRIS COMPANIES INC., a Delaware corporation (the "Corporation"), and Paula S. Ferguson, as an authorized person of MTX LLC, a Delaware limited liability company (the "LLC"), to convert the Corporation to the LLC, under the Delaware Limited Liability Company Act (6 Del. C. § 18-101, et seq.) and the General Corporation Law of the State of Delaware (8 Del. C. § 101, et seq.) (the "GCL").

1. The jurisdiction where the Corporation first formed is the State of Delaware.
2. The jurisdiction immediately prior to filing this Certificate of Conversion of the Corporation is the State of Delaware.
3. The Corporation filed its original certificate of incorporation with the Secretary of State of the State of Delaware and was first incorporated on August 20, 1996, in the State of Delaware, and was incorporated in the State of Delaware immediately prior to the filing of this Certificate of Conversion to Limited Liability Company.
4. The name of the Corporation immediately prior to the filing of this Certificate of Conversion to Limited Liability Company was METRIS COMPANIES INC.
5. The name of the LLC into which the Corporation shall be converted as set forth in its certificate of formation is MTX LLC.
6. The conversion of the Corporation to the LLC has been approved in accordance with the provisions of Sections 228 and 266 of the GCL.
7. The conversion of the Corporation to the LLC shall be effective with this filing.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Conversion from a Delaware Corporation to a Delaware Limited Liability Company as of the date first-above written.

METRIS COMPANIES INC.

MTX LLC,
By its sole Member,
HSBC Finance Corporation

By: /s/ Patrick D. Schwartz
Patrick D. Schwartz
Vice President and Secretary

By: /s/ Paula S. Ferguson
Paula S. Ferguson
Vice President and Secretary