

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/25/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
TM Acquisition Corporation		07/25/2006	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Cendant Finance Holding Company LLC
Street Address:	1 Campus Drive
City:	Parsippany
State/Country:	NEW JERSEY
Postal Code:	07054
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	1151216	VIP

CORRESPONDENCE DATA

Fax Number: (973)407-5331
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 973-407-5269
 Email: uspto.mail@realogy.com
 Correspondent Name: Joan T. Pinaire
 Address Line 1: 1 Campus Drive
 Address Line 4: Parsippany, NEW JERSEY 07054

ATTORNEY DOCKET NUMBER:	TM ACQ-CFHC VIP
NAME OF SUBMITTER:	Joan Pinaire
Signature:	/joanpinaire/

Date:

10/26/2006

Total Attachments: 2

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Delaware

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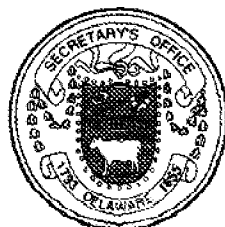
The First State

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:

"TM ACQUISITION CORP.", A DELAWARE CORPORATION,

WITH AND INTO "CENDANT FINANCE HOLDING COMPANY LLC" UNDER THE NAME OF "CENDANT FINANCE HOLDING COMPANY LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF JULY, A.D. 2006, AT 2:15 O'CLOCK P.M.

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



3896503 8100M
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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4925987

DATE: 07-25-06

TRADEMARK
REEL: 003416 FRAME: 0644

**CERTIFICATE OF MERGER
OF
TM ACQUISITION CORP.
(a Delaware Corporation)
INTO
CENDANT FINANCE HOLDING COMPANY LLC
(a Delaware Limited Liability Company)**

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act ("DLLCA") and Section 264 of the Delaware General Corporation Law ("DGCL")

Cendant Finance Holding Company LLC, a Delaware limited liability company (the "Company") does hereby certify that:

1. The name of the surviving limited liability company is Cendant Finance Holding Company LLC, a Delaware limited liability company.
2. The name of the corporation being merged into this surviving limited liability company is TM Acquisition Corp. (the "Corporation"). The Corporation is duly organized and existing under the laws of the State of Delaware.
3. The Company and the Corporation have entered into an Agreement and Plan of Merger, dated as of July 25, 2006, (the "Merger Agreement"). The Merger Agreement has been approved, adopted, certified, executed and acknowledged in accordance with Sections 18-204 and 18-209 of the DLLCA, in the case of the Company, and Sections 103 and 264 of the DGCL, in the case of the Corporation.
4. The Company will be the surviving entity from the merger of the Corporation with and into the Company (the "Merger") and will retain the name Cendant Finance Holding Company LLC.
5. The Merger Agreement is on file at the Company's principal place of business, 1 Campus Drive, Parsippany, New Jersey 07054. A copy of the Merger Agreement will be furnished by the Company as the surviving entity (the "Surviving Company"), to any stockholder of the Corporation or any member of the Company, upon request and without cost.
6. The Merger and this Certificate of Merger shall be effective at 10:00 AM Eastern Time on July 25, 2006, in accordance with the DGCL and DLLCA.

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