

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Corporate Conversion		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
General Motors Acceptance Corporation		07/20/2006	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	GMAC LLC		
Street Address:	200 Renaissance Center		
City:	Detroit		
State/Country:	MICHIGAN		
Postal Code:	48265		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 57			
Property Type	Number	Word Mark	
Registration Number:	2654533	CUSTOMER SERVICE. IT'S OUR CALLING.	
Registration Number:	2612792	GMAC	
Registration Number:	1638609	GMAC	
Registration Number:	0623260	GMAC	
Registration Number:	1686723	GMAC	
Registration Number:	1724212	GMAC	
Registration Number:	2808490	GMAC BANK	
Registration Number:	2739670	GMAC BANK	
Registration Number:	3043098	GMAC BANK EXPECT MORE FROM SOMEONE YOU KNOW.	
Registration Number:	2824069	GMAC COMMERCIAL FINANCE	
Registration Number:	2907249	GMAC DIRECT PAY	
Registration Number:	2742947	GMAC INSURANCE ONLINE	
Registration Number:	2815319	GMAC INSURANCE ONLINE REAL INSURANCE. REAL TIME. REALLY.	

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Registration Number:	2742948	GMAC INSURANCE ONLINE REAL INSURANCE. REAL TIME. REALLY.
Registration Number:	2746771	GMAC MORTGAGE
Registration Number:	3149970	GMAC MORTGAGE PROGRAM FOR EDUCATORS
Registration Number:	3142435	SMARTAUCTION
Registration Number:	1610141	SMARTLEASE BY GMAC
Registration Number:	2927666	ACCUTEL INC.
Registration Number:	2583813	BASICGUARD
Registration Number:	2246126	COMTRAC
Registration Number:	2626734	EXPECT MORE FROM SOMEONE YOU KNOW.
Registration Number:	2564669	GAPCARE
Registration Number:	2730651	LENSCAPE
Registration Number:	2296572	NUVELL
Registration Number:	2898072	OPENING THE DOOR TO THE FUTURE OF REAL ESTATE
Registration Number:	2815320	REAL INSURANCE. REAL TIME. REALLY.
Registration Number:	2498501	SERVICE WORTHY OF YOUR NAME
Registration Number:	2940869	SMART BEGINNINGS
Registration Number:	1742492	SMARTBUY
Registration Number:	1631111	SMARTLEASE
Registration Number:	2363081	SMARTPROTECTION
Registration Number:	2535128	UNIVERSAL WARRANTY
Registration Number:	2820478	VEHICLEONE
Registration Number:	2703233	WARRANTYWORX
Serial Number:	78382359	CAREER ASSISTANCE REPAIR EFFORT
Serial Number:	78707075	COVERAGEONE
Serial Number:	78833130	GAPCHOICE
Serial Number:	78832953	GAPSELECT
Serial Number:	78501457	GMAC PRE-APPROVED HOMES
Serial Number:	78768556	SELLER'S ADVANTAGE
Serial Number:	78675387	SEMPERIAN
Serial Number:	78623441	SMART VALET
Serial Number:	78623542	SMARTCOVERAGE
Serial Number:	78519809	SMARTLANE
Serial Number:	78854627	SMARTLEASE
Serial Number:	78088408	ACCUTEL

Serial Number:	78830695	COVERFIRST
Serial Number:	78768527	ENHANCED
Serial Number:	78647813	RIDER1
Serial Number:	78603933	SMARTEDGE
Serial Number:	78279430	SMART EDGE
Serial Number:	78623438	SMART REPLACEMENT
Serial Number:	78012801	SMARTWEAR
Serial Number:	78285670	VALUE GUARD
Serial Number:	78229489	VIP
Serial Number:	78461552	YOUR PATHWAY TO VEHICLE FINANCING

CORRESPONDENCE DATA

Fax Number: (212)949-9190

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

Phone: 2129499190

Email: LBAILEY@LAWABEL.COM

Correspondent Name: VICTOR M. TANNENBAUM

Address Line 1: 666 THIRD AVENUE

Address Line 4: NEW YORK, NEW YORK 10010

NAME OF SUBMITTER:	VICTOR M. TANNENBAUM
Signature:	/VMT/
Date:	12/06/2006

Total Attachments: 2

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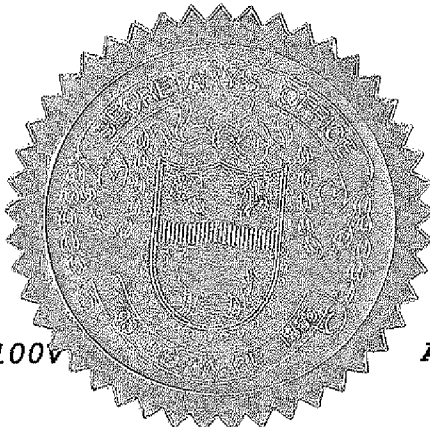
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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "GENERAL MOTORS ACCEPTANCE CORPORATION" TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "GENERAL MOTORS ACCEPTANCE CORPORATION" TO "GMAC LLC", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF JULY, A.D. 2006, AT 9:57 O'CLOCK A.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 5086094

DATE: 10-03-06

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**CERTIFICATE OF CONVERSION TO LIMITED LIABILITY COMPANY
OF
GENERAL MOTORS ACCEPTANCE CORPORATION
TO
GMAC LLC**

This Certificate of Conversion to Limited Liability Company dated as of July 20, 2006, has been duly executed and is being filed by General Motors Acceptance Corporation, a Delaware corporation (the "Corporation"), and Cathy L. Quenneville, as an authorized person of GMAC 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 Corporation's name when it was originally incorporated was GMAC Financial Services Corporation.

2. The Company filed its original certificate of incorporation with the Secretary of State of the State of Delaware and was first incorporated on February 21, 1997 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.

3. The name of the LLC into which the Corporation shall be converted as set forth in its certificate of formation is GMAC LLC.

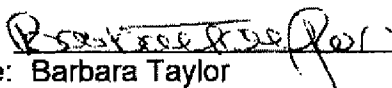
4. The conversion of the Corporation to the LLC has been approved in accordance with the provisions of Sections 228 and 266 of the GCL, and Section 18-214 of the Limited Liability Act.

5. The conversion of the Corporation to the LLC shall be effective upon the filing of this Certificate of Conversion to Limited Liability Company and a certificate of formation with the Secretary of State of the State of Delaware.

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

GENERAL MOTORS ACCEPTANCE
CORPORATION

GMAC LLC

By: 
Name: Barbara Taylor
Title: Assistant Secretary

By: 
Name: Cathy L. Quenneville
Title: Authorized Person of LLC

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:02 AM 07/20/2006
FILED 09:57 AM 07/20/2006
SRV 060684898 - 2720811 FILE

RECORDED: 12/06/2006

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