

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/01/2005		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Metris Direct Inc.		12/01/2005	CORPORATION: MINNESOTA
RECEIVING PARTY DATA			
Name:	M Direct LLC		
Street Address:	2700 Sanders Road		
City:	Prospect Heights		
State/Country:	ILLINOIS		
Postal Code:	60070		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2430213	DIRECT REWARDS	
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:	180 N. Stetson Ave		
Address Line 2:	Suite 2000		
Address Line 4:	Chicago, ILLINOIS 60601		
ATTORNEY DOCKET NUMBER:	205145-9175		
NAME OF SUBMITTER:	Larry L. Saret		
Signature:	/larry l. saret/		

CH \$40.00 2430213

Date:

02/15/2007

Total Attachments: 3

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FROM CT WILMINGTON - 302_655_4236 GROUP 6

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:17 AM 12/01/2005
FILED 11:11 AM 12/01/2005
SRV 050974840 - 4033833 FILE

**STATE OF DELAWARE
CERTIFICATE OF MERGER**

OF

METRIS DIRECT INC.

(a Minnesota corporation)

WITH AND INTO

M DIRECT LLC

(a Delaware limited liability company)

**(Under Section 264 of the General
Corporation Law of the State of Delaware
and**

Section 18-209(c) of the Delaware Limited Liability Act)

M DIRECT LLC, a Delaware limited liability company hereby certifies that:

1. The name and state of incorporation or formation of the constituent business entities are as follows:
 - (a) Metris Direct Inc., a Minnesota corporation and
 - (b) M Direct LLC, a Delaware limited liability company.
2. The Agreement and Plan of Merger ("Agreement and Plan of Merger") dated as of December 1, 2005 has been duly authorized, approved and executed by the constituent business entities pursuant to the requirements of Section 18-209 of the Delaware Limited Liability Companies Act.
3. The name of the surviving limited liability company is M Direct LLC, a Delaware limited liability company.
4. The effective date of this Certificate of Merger is as of the filing.
5. The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving company, M Direct LLC at 2700 Sanders Road, Prospect Heights, Illinois 60070.
6. A copy of the Agreement and Plan of Merger will be provided upon request and without cost by M Direct LLC to any member of any domestic LLC or any person holding an interest in any other business which is to merge or consolidate.

FROM CT WILMINGTON - 302_655_4236 GROUP 5 (THU) 12:11:05 12:20/ST. 12:19/NO. 4260103429 ? 3

IN WITNESS WHEREOF, this Certificate of Merger has been signed on behalf of the Constituent Companies as of the 1st day of December, 2005.

M Direct LLC
By: HSBC Card Services Inc., its Manager

By: /s/ Michael A. Reeves
Name: Michael A. Reeves
Title: Authorized Officer

Delaware

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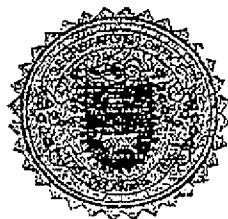
The First State

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:

"METRIS DIRECT INC.", A MINNESOTA CORPORATION,
WITH AND INTO "M DIRECT LLC" UNDER THE NAME OF "M DIRECT LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF DECEMBER, A.D. 2005, AT 11:11 O'CLOCK A.M.

4033833 8100M

050974840



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4333894

DATE: 12-01-05