

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/22/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
M Direct LLC		12/22/2005	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	HSBC Card Services Inc.
Street Address:	2700 Sanders Road
City:	Prospect Heights
State/Country:	ILLINOIS
Postal Code:	60070
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2430213	DIRECT REWARDS

CORRESPONDENCE DATA

Fax Number: (312)222-0818
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 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

CH \$40.00 2430213

Signature:

/larry l. saret/

Date:

02/15/2007

Total Attachments: 3

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State of Delaware
Secretary of State
Division of Corporations
Delivered 09:13 PM 12/28/2005
FILED 08:08 PM 12/28/2005
SRV 051069218 - 2203685 FILE

**STATE OF DELAWARE
CERTIFICATE OF MERGER**

OF

M DIRECT LLC

(a Delaware limited liability company)

WITH AND INTO

HSBC CARD SERVICES INC.

(a Delaware corporation)

**(Under Title 8, Section 264(c) of the Delaware General
Corporation Law of the State of Delaware
and**

Title 6, Section 18-209(c) of the Delaware Limited Liability Company Act)

HSBC CARD SERVICES INC., a Delaware corporation hereby certifies that:

1. The name of the surviving corporation is HSBC Card Services Inc., a Delaware Corporation, and the name of the limited liability company being merged into this surviving corporation is M Direct LLC, a Delaware limited liability company.
2. The Agreement and Plan of Merger ("Agreement and Plan of Merger") dated as of December 22, 2005 has been duly authorized, adopted, approved, executed, certified and acknowledged by HSBC Card Services Inc. and M Direct LLC.
3. The name of the surviving corporation is HSBC Card Services Inc., a Delaware corporation.
4. The effective date of this Certificate of Merger is December 31, 2005 at 11:59 P.M. CST.
5. The executed Agreement and Plan of Merger is on file at HSBC Card Services Inc. at 2700 Sanders Road, Prospect Heights, Illinois 60070, a place of business of the surviving corporation.
6. A copy of the Agreement and Plan of Merger will be furnished by HSBC Card Services Inc. upon request and without cost to any stockholder of any constituent corporation or member of any constituent limited liability company.
7. The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

IN WITNESS WHEREOF, HSBC Card Services Inc. has caused this certificate to be signed by an authorized officer, the 22nd day of December, A.D., 2005.

By: HSBC Card Services Inc.

By: /s/ Sharon L. Fugitt
Name: Sharon L. Fugitt
Title: Vice President and Controller

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:

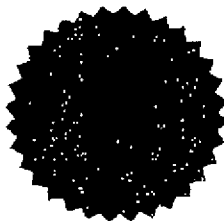
"METRIS CREDIT CARD SERVICES, INC.", A DELAWARE CORPORATION, WITH AND INTO "HSBC CARD SERVICES INC." UNDER THE NAME OF "HSBC CARD SERVICES INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2005, AT 9:13 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2005.

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

2203685 8100M

051069236



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4415947

DATE: 12-30-05