

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/01/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
National Processing Corporation		03/01/2007	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	National Processing Company
Street Address:	5111 Commerce Crossings Drive
Internal Address:	Suite 108
City:	Louisville
State/Country:	KENTUCKY
Postal Code:	40229
Entity Type:	CORPORATION: NEBRASKA

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Serial Number:	77039017	NATIONAL PROCESSING COMPANY
Registration Number:	2125137	NPC CONSULTANTS IN TRANSACTION TECHNOLOGY
Registration Number:	2622122	
Registration Number:	1307418	NPC

CORRESPONDENCE DATA

Fax Number: (312)861-2200
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 312-861-2000
 Email: dgasiorowski@kirkland.com
 Correspondent Name: Kirkland & Ellis LLP
 Address Line 1: 200 East Randolph Drive
 Address Line 2: c/o Donna Gasiorowski, Sr. Legal Asst.
 Address Line 4: Chicago, ILLINOIS 60601

CH \$115.00 77039017

ATTORNEY DOCKET NUMBER:	40563-9 DRG
NAME OF SUBMITTER:	Donna Gasiorowski
Signature:	/Donna Gasiorowski/
Date:	03/07/2007
Total Attachments: 3 source=Merger 3-1-07 into National Processing Company#page1.tif source=Merger 3-1-07 into National Processing Company#page2.tif source=Merger 3-1-07 into National Processing Company#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 THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"NATIONAL PROCESSING CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "NATIONAL PROCESSING COMPANY" UNDER THE NAME OF "NATIONAL PROCESSING COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEBRASKA, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF MARCH, A.D. 2007, AT 2:48 O'CLOCK P.M.

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

4309716 8100M

070265823



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5476182

DATE: 03-02-07

TRADEMARK

REEL: 003495 FRAME: 0217

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:12 PM 03/01/2007
FILED 02:48 PM 03/01/2007
SRV 070265823 - 4216366 FILE

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC CORPORATION INTO
FOREIGN CORPORATION**

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of each constituent corporation is:

<u>Name</u>	<u>Jurisdiction</u>
National Processing Corporation	Delaware
National Processing Company	Nebraska

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8, Section 252.

THIRD: The name of the surviving corporation is National Processing Company, a Nebraska corporation.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

FIFTH: The merger is to become effective at 10:03 a.m. Central Standard Time on March 1, 2007.

SIXTH: The Agreement of Merger is on file at 5111 Commerce Crossings Drive, Suite 108, Louisville, KY 40229, the place of business of the surviving corporation.

SEVENTH: A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

EIGHTH: The surviving corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the surviving corporation arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation laws, and irrevocably appoints the Secretary of State of Delaware as its agent to accept services of process in any such suit or proceeding. The Secretary of State shall mail any such process to the surviving corporation at 5111 Commerce Crossings Drive, Suite 108, Louisville, KY 40229.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 1st day of March, 2007.

National Processing Company

By: 

Name: Thomas A Wimsatt

Its: President