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OFFICE OF PUBLIC RELATIONS

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To the Director of the U. S. Patent and Trademark Office

Record the attached documents or the new address(es) below

4.20.07

**1. Name of conveying party(ies):**  
M DIRECT LLC

Individual(s)       Association  
 General Partnership       Limited Partnership  
 Corporation- State: \_\_\_\_\_  
 Other Limited Liability Company  
Citizenship (see guidelines) Delaware  
Additional names of conveying parties attached?  Yes  No

**2. Name and address of receiving party(ies)** FINANCE SECTION

Additional names, addresses, or citizenship attached?  Yes  No

Name: HSBC CARD SERVICES, INC  
Internal Address: \_\_\_\_\_  
Address: \_\_\_\_\_  
Street Address: 2700 Sanders Rd.  
City: Prospect Heights  
State: Illinois  
Country: USA Zip: 60070

Association      Citizenship \_\_\_\_\_  
 General Partnership      Citizenship \_\_\_\_\_  
 Limited Partnership      Citizenship \_\_\_\_\_  
 Corporation      Citizenship Delaware  
 Other \_\_\_\_\_      Citizenship \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designations must be a separate document from assignment)

**3. Nature of conveyance /Execution Date(s) :**

Execution Date(s) 12-22-05

Assignment       Merger  
 Security Agreement       Change of Name  
 Other \_\_\_\_\_

**4. Application number(s) or registration number(s) and identification or description of the Trademark.**

A. Trademark Application No.(s)  
78/513,211

B. Trademark Registration No.(s)  
2929224, 2701681, 1926778, 247,8930, 2726200, 2506478, 2857821

Additional sheet(s) attached?  Yes  No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

**5. Name & address of party to whom correspondence concerning document should be mailed:**

Name: Catherine Magnuson  
Internal Address: HSBC  
Street Address: 10900 Wayzata Blvd.  
City: MINNETONKA  
State: MINNESOTA Zip: 55305  
Phone Number: 952-358-4990  
Fax Number: 952-525-5098  
Email Address: catherine.magnuson@us.hsbc.com

**6. Total number of applications and registrations involved:** 8

**7. Total fee (37 CFR 2.6(b)(6) & 3.41)** \$ 215.00

Authorized to be charged by credit card  
 Authorized to be charged to deposit account  
 Enclosed

**8. Payment Information:**

a. Credit Card      Last 4 Numbers \_\_\_\_\_  
Expiration Date \_\_\_\_\_

b. Deposit Account Number \_\_\_\_\_  
Authorized User Name \_\_\_\_\_

**9. Signature:** Terry L. Kloepfer      April 20, 2007  
Signature      Date

Terry L. Kloepfer, Paralegal  
Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 6

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

04/26/2007 DBYRHE 00000005 78573811 40.00 UP 175.00 OP

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:

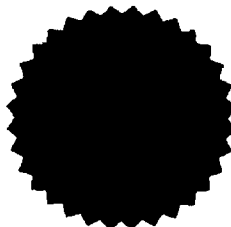
"M DIRECT LLC", A DELAWARE LIMITED LIABILITY COMPANY,  
WITH AND INTO "HSBC CARD SERVICES INC." UNDER THE NAME OF  
"HSBC CARD SERVICES INC.", A CORPORATION ORGANIZED AND EXISTING  
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED  
IN THIS OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2005, AT  
8:08 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, AT 11:59 O'CLOCK P.M.

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

2203685 8100M

051069218



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 4415933

DATE: 12-30-05

TRADEMARK  
REEL: 003532 FRAME: 0411

**SCHEDULE A**

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
90 DAYS TO SAVE	2929224	March 1, 2005
ACCOUNTCENTRAL	2701681	April 1, 2003
DIRECT MERCHANTS BANK	1926778	October 10, 1995
DIRECT MERCHANTS BANK	2478930	August 21, 2001
METRIS COMPANIES	2857821	June 29, 2004
RATE REWARDS	2726200	June 17, 2003
RESERVE LINE (and design)	2506478	November 13, 2001

<u>Mark</u>	<u>Application Serial No.</u>	<u>Application Date</u>
POINTS NOW	78/573,211	February 23, 2005