

04-27-2007

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office
OFFICE OF PUBLIC RECORDS



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To the Director of the U. S. Patent and Trademark Office. Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

METRIS DIRECT, INC.

- Individual(s)
- General Partnership
- Corporation- State: MINNESOTA
- Other
- Association
- Limited Partnership

Citizenship (see guidelines)

Additional names of conveying parties attached? Yes No

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

Execution Date(s) 12-1-05

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: M DIRECT LLC

Internal

Address:

Street Address: 2700 SANDERS RA

City: PROSPECT HEIGHTS

State: ILLINOIS

Country: USA Zip: 60070

- Association
- General Partnership
- Limited Partnership
- Corporation
- Other LLC Citizenship Delaware

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)

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

A. Trademark Application No.(s)

78/573,211

B. Trademark Registration No.(s)

2929224, 2701681, 1926778, 2478930, 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 BIVD.

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 Kloepfer
Signature

April 20, 2007
Date

Terry 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

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01 FC:8521
02 FC:8522

(40.00 OP
175.00 OP)

TRADEMARK
REEL: 003532 FRAME: 0556

**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.

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

PAGE 1

The First State

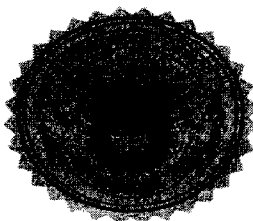
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"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

TRADEMARK
REEL: 003532 FRAME: 0559

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