

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/25/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
GMAC Mortgage Corporation		10/25/2006	CORPORATION: PENNSYLVANIA

RECEIVING PARTY DATA

Name:	GMAC Mortgage LLC
Street Address:	2711 Centerville Road
City:	Wilmington
State/Country:	DELAWARE
Postal Code:	19808
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Serial Number:	78521656	THINKING NATIONALLY, ACTING LOCALLY

CORRESPONDENCE DATA

Fax Number: (410)332-8785
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 410-332-8784
 Email: sflax@saul.com
 Correspondent Name: Sherry Flax
 Address Line 1: Saul Ewing LLP
 Address Line 2: 500 E. Pratt St.
 Address Line 4: Baltimore, MARYLAND 21202

NAME OF SUBMITTER:	Sherry Flax
Signature:	/sherry flax/
Date:	06/01/2007

OP \$40.00 78521656

Total Attachments: 9

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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:

"GMAC MORTGAGE CORPORATION", A PENNSYLVANIA CORPORATION, WITH AND INTO "GMAC MORTGAGE, LLC" UNDER THE NAME OF "GMAC MORTGAGE, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF OCTOBER, A.D. 2006, AT 1:13 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-FIFTH DAY OF OCTOBER, A.D. 2006, AT 9 O'CLOCK A.M.



4143873 8100M

060974588

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5141472

DATE: 10-24-06

TRADEMARK
REEL: 003553 FRAME: 0312

CERTIFICATE OF MERGER
OF
GMAC MORTGAGE CORPORATION
(a Pennsylvania corporation)
into
GMAC MORTGAGE, LLC
(a Delaware limited liability company)

dated: October 24, 2006

The undersigned limited liability company formed and existing under the laws of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: The name and jurisdiction of formation or organization of each of the constituent entities which is to merge are as follows:

<u>Name</u>	<u>Jurisdiction of Formation or Organization</u>
GMAC Mortgage Corporation	Pennsylvania
GMAC Mortgage, LLC	Delaware

SECOND: An Agreement and Plan of Merger has been approved and executed by (i) GMAC Mortgage Corporation, a Pennsylvania corporation (the "Foreign Company"), and (ii) GMAC Mortgage, LLC, a Delaware limited liability company (the "Delaware LLC").

THIRD: The name of the surviving domestic limited liability company is GMAC Mortgage, LLC.


FOURTH: The merger of the Foreign Company into the Delaware LLC shall be effective on October 25, 2006, at 9:00 AM Eastern Standard Time.

FIFTH: The executed Agreement and Plan of Merger is on file at a place of business of the surviving limited liability company. The address of such place of business of the surviving limited liability company is 100 Witmer Road, Horsham, PA 19044.

SIXTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving limited liability company, on request and without cost, to any member of the Delaware LLC and to any person holding an interest in the Foreign Company.

IN WITNESS WHEREOF, GMAC Mortgage, LLC has caused this Certificate of Merger to be duly executed.

GMAC MORTGAGE, LLC

By: 
Name: David M. Becker
Title: Authorized Person

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "GMAC MORTGAGE, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE NOT HAVING BEEN CANCELLED OR REVOKED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF FORMATION, FILED THE THIRTEENTH DAY OF APRIL, A.D. 2006, AT 5:59 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE TWENTY-FOURTH DAY OF OCTOBER, A.D. 2006, AT 1:13 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-FIFTH DAY OF OCTOBER, A.D. 2006, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY, "GMAC MORTGAGE, LLC".



4143873 8310

060974588

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5141473

DATE: 10-24-06

TRADEMARK

REEL: 003553 FRAME: 0315

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "GMAC MORTGAGE, LLC" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF FORMATION, FILED THE THIRTEENTH DAY OF APRIL, A.D. 2006, AT 5:59 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE TWENTY-FOURTH DAY OF OCTOBER, A.D. 2006, AT 1:13 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-FIFTH DAY OF OCTOBER, A.D. 2006, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY, "GMAC MORTGAGE, LLC".



4143873 8100H

060974588

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5141474

DATE: 10-24-06

TRADEMARK

REEL: 003553 FRAME: 0316

**CERTIFICATE OF FORMATION
OF
GMAC MORTGAGE, LLC**

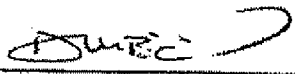
This Certificate of Formation of GMAC Mortgage, LLC (the "LLC"), dated April 13, 2006, has been duly executed and is being filed by the undersigned, as an authorized person of the LLC, to form a limited liability company under the Delaware Limited Liability Company Act (6 Del. C. § 18-101, et seq.).

FIRST. The name of the limited liability company formed hereby is GMAC Mortgage, LLC.

SECOND. The address of the registered office of the LLC in the State of Delaware is c/o Corporation Service Company, 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle, Delaware 19808.

THIRD. The name and address of the registered agent for service of process on the LLC in the State of Delaware are Corporation Service Company, 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle, Delaware 19808.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of the date first above written.



David M. Bricker
Authorized Person

GMAC Mortgage

April 17, 2006

Ms. Harriet Smith Windsor
Secretary of State
State of Delaware
401 Federal Street, Suite 4
Dover, DE 19901

Re: Consent by GMAC Mortgage Corporation for Use of Name "GMAC Mortgage, LLC"

Dear Secretary Windsor:

I am Senior Vice President, General Counsel, and Secretary of GMAC Mortgage Corporation, a Pennsylvania corporation which is currently qualified to do business in Delaware. The purpose of this letter is to notify you that GMAC Mortgage Corporation (the "Corporation") acknowledges the formation of a new Delaware limited liability company with the name GMAC Mortgage, LLC (the "LLC"), and grants permission to the LLC to use the name GMAC Mortgage, LLC notwithstanding its similarity to the name of the Corporation.

Corporation intends to merge into the LLC. LLC will have the same officers, directors, immediate corporate parent and business plan as Corporation. Upon the effective date of the merger, and provided that LLC has received the necessary licenses, LLC will continue the operations currently conducted by Corporation. Because LLC shall be continuing the business operations of Corporation upon the effective date of the merger, the name similarity will be helpful to maintain continuity of service to Corporation's customers over the transition period.

Corporation does not believe that this name similarity should prevent or delay the formation of the LLC. If, however, the Secretary of State foresees any issue that may prevent or delay the formation of the LLC on the basis of the name similarity, please contact our counsel in this matter as soon as possible:

Kirk D Jensen, Esq.
Buckley Kolar LLP
1250 24th Street, N.W. Suite 700
Washington, DC 20037
(202) 349-8000 (phone)
(202) 349-8080 (fax)
kjensen@buckleykolar.com

Thank you for your prompt attention to this matter.

Sincerely,



Robert H. Patterson

GMAC Mortgage Corporation
Legal Staff
100 Witmer Road
Mail Code 190-555-200
Horsham, PA 19044

TRADEMARK
REEL: 003553 FRAME: 0318

CERTIFICATE OF MERGER
OF
GMAC MORTGAGE CORPORATION
(a Pennsylvania corporation)
into
GMAC MORTGAGE, LLC
(a Delaware limited liability company)

dated: October 24, 2006

The undersigned limited liability company formed and existing under the laws of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: The name and jurisdiction of formation or organization of each of the constituent entities which is to merge are as follows:

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GMAC Mortgage Corporation	Pennsylvania
GMAC Mortgage, LLC	Delaware

SECOND: An Agreement and Plan of Merger has been approved and executed by (i) GMAC Mortgage Corporation, a Pennsylvania corporation (the "Foreign Company"), and (ii) GMAC Mortgage, LLC, a Delaware limited liability company (the "Delaware LLC").

THIRD: The name of the surviving domestic limited liability company is GMAC Mortgage, LLC.


FOURTH: The merger of the Foreign Company into the Delaware LLC shall be effective on October 25, 2006, at 9:00 AM Eastern Standard Time.

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SIXTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving limited liability company, on request and without cost, to any member of the Delaware LLC and to any person holding an interest in the Foreign Company.

IN WITNESS WHEREOF, GMAC Mortgage, LLC has caused this Certificate of Merger to be duly executed.

GMAC MORTGAGE, LLC

By: 
Name: David M. Burke
Title: Authorized Person