

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
CircleLending, Inc.		08/01/2007	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Virgin Money USA, Inc.		
Street Address:	69 Hickory Drive		
City:	Waltham		
State/Country:	MASSACHUSETTS		
Postal Code:	02451		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	77260253	CHANGING THE FACE OF MONEY	
CORRESPONDENCE DATA			
Fax Number:	(781)622-5933		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	781 622 5930		
Email:	trademark@mbbp.com		
Correspondent Name:	Thomas F. Dunn		
Address Line 1:	1601 Trapelo Road		
Address Line 2:	Suite 205		
Address Line 4:	Waltham, MASSACHUSETTS 02451		
ATTORNEY DOCKET NUMBER:	VIRGIN MONEY: NAME CHANGE		
NAME OF SUBMITTER:	Thomas F. Dunn		
Signature:	/Thomas F. Dunn/		
Date:	12/04/2007		

CH \$40.00 77260253

Total Attachments: 2

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Delaware

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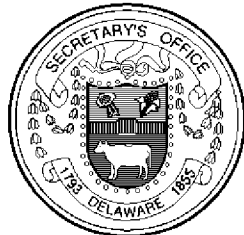
The First State

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 AMENDMENT OF "CIRCLELENDING, INC.", CHANGING ITS NAME FROM "CIRCLELENDING, INC." TO "VIRGIN MONEY USA, INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF AUGUST, A.D. 2007, AT 4:02 O'CLOCK P.M.

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

3525146 8100

070879960



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5895551

DATE: 08-02-07

TRADEMARK
REEL: 003671 FRAME: 0809

CERTIFICATE OF AMENDMENT
OF
FIFTH RESTATED CERTIFICATE OF INCORPORATION
OF
CIRCLELENDING, INC.

Pursuant to Section 242
of the General Corporation Law
of the State of Delaware

CircleLending, Inc. (hereinafter called the "**Corporation**"), organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify as follows:

The Board of Directors of the Corporation duly adopted by written consent a resolution, pursuant to Section 242 of the General Corporation Law of the State of Delaware, setting forth amendments to the Fifth Restated Certificate of Incorporation of the Corporation and declaring said amendments to be advisable. The stockholders of the Corporation duly approved said proposed amendments by written consent in accordance with Sections 228 and 242 of the General Corporation Law of the State of Delaware. The resolution setting forth the amendments is as follows:

RESOLVED: That Article I of the Fifth Restated Certificate of Incorporation of the Corporation be and hereby is deleted in its entirety and the following Article I is inserted in lieu thereof:

ARTICLE I

The name of this corporation is Virgin Money USA, Inc. (the "**Corporation**").

IN WITNESS WHEREOF, the undersigned has duly signed this certificate of amendment on July 13, 2007.


Asheesh Advani, President