

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | MERGER |
| EFFECTIVE DATE: | 12/31/2007 |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|----------------|----------|----------------|--------------|
| B2DIRECT, INC. | | 12/17/2007 | CORPORATION: |

RECEIVING PARTY DATA

| | |
|-----------------|-----------------------|
| Name: | Harland Clarke Corp. |
| Street Address: | 10931 Laureate Drive |
| City: | San Antonio |
| State/Country: | TEXAS |
| Postal Code: | 78249 |
| Entity Type: | CORPORATION: DELAWARE |

PROPERTY NUMBERS Total: 3

| Property Type | Number | Word Mark |
|----------------|----------|-------------------|
| Serial Number: | 75333814 | TRANSOURCE |
| Serial Number: | 78867862 | TRANSOURCE DIRECT |
| Serial Number: | 78877558 | TRANSOURCE DIRECT |

CORRESPONDENCE DATA

Fax Number: (202)293-7860
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Email: tm@sughrue.com
 Correspondent Name: Sughrue Mion, PLLC
 Address Line 1: 2100 Pennsylvania Ave.
 Address Line 4: Washington, DISTRICT OF COLUMBIA 20037

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|-------------------------|--------|
| ATTORNEY DOCKET NUMBER: | 800248 |
|-------------------------|--------|

| | |
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| NAME OF SUBMITTER: | Kevin G. Smith |
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Signature:

/Kevin G. Smith/

Date:

01/18/2008

Total Attachments: 5

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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 OWNERSHIP, WHICH MERGES:

"B2DIRECT, INC.", A DELAWARE CORPORATION,
WITH AND INTO "HARLAND CLARKE CORP." UNDER THE NAME OF "HARLAND CLARKE CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINETEENTH DAY OF DECEMBER, A.D. 2007, AT 4:01 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2007, AT 11:55 O'CLOCK P.M.

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



4335598 8100M

071342964

You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6264582

DATE: 12-26-07

TRADEMARK
REEL: 003699 FRAME: 0564

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
B2DIRECT, INC.
INTO
HARLAND CLARKE CORP.

(Pursuant to § 253 of the General Corporation Law of the State of Delaware)

Harland Clarke Corp., a corporation duly organized and existing under and by the virtue of the Delaware General Corporation Law, does hereby certify:

1. Harland Clarke Corp. is a business corporation incorporated in the State of Delaware on April 27, 2007.
2. Harland Clarke Corp. is the owner of all of the issued and outstanding shares of common stock, no par value per share (the "Common Stock") of B2Direct, Inc., a Delaware corporation incorporated on October 20, 2000. Common Stock is the only class of shares B2Direct, Inc. is authorized to issue.
3. The Board of Directors of Harland Clarke Corp. has duly adopted certain resolutions which among other things, authorized the merger of B2Direct, Inc. with and into Harland Clarke Corp. as of December 31, 2007 (a true copy of the foregoing resolutions have been annexed hereto as Exhibit A). Said resolutions have not been modified or rescinded and are in full force and effect as of the date hereof.
4. The Certificate of Ownership and Merger shall be deemed effective as of December 31, 2007, at 11:55 PM.

IN WITNESS WHEREOF, **Harland Clarke Corp.** has caused this Certificate of Ownership and Merger to be executed in its corporate name on the date set forth below.

Dated: December 13, 2007

HARLAND CLARKE CORP.

By: 

Name: Judy C. Norris

Title: Senior Vice President, General Counsel and
Secretary

Exhibit A
**Resolutions as to the Merger of B2Direct, Inc.
with and into Harland Clarke Corp.**

The B2D Merger:

A. Merger of B2Direct, Inc. into Harland Clarke Corp.

RESOLVED, that upon the effectiveness of the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware, substantially in the form of Exhibit D-1, B2Direct, Inc. (the "Subsidiary") shall be merged with and into Harland Clarke Corp., a Delaware corporation (the "Corporation") (the "B2D Merger"), with the Corporation remaining as the surviving corporation (the "Surviving Corporation") in the merger pursuant to the provisions provided for under Section 253 of the General Corporation Law of the State of Delaware (the "DGCL"); and it is further

RESOLVED, that in the B2D Merger all of the estate, property, rights, privileges, powers and franchises of the Subsidiary be vested in and held and enjoyed by the Surviving Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by the Subsidiary; and it is further

RESOLVED, the Surviving Corporation shall assume all of the obligations of the Subsidiary; and it is further

RESOLVED, that the President or any Vice President of the Corporation, acting individually, and any Assistant Secretary of the Corporation be, and each of them hereby is, authorized and directed to prepare, execute and acknowledge in the name of and on behalf of the Corporation, a Certificate of Ownership and Merger setting forth, among other things, a copy of the these resolutions and the date of their adoption; and that such officers are hereby authorized and directed to cause such executed Certificate of Ownership and Merger to be filed with the Secretary of State of the State of Delaware, all in accordance with Sections 103 and 253 of the DGCL; and it is further

RESOLVED, that the B2D Merger shall be deemed to have become effective and the corporate existence of the Subsidiary shall cease immediately at 11:55 PM on December 31, 2007, as provided for in the Certificate of Ownership and Merger, in accordance with Sections 103 and 253 of the DGCL (the "Effective Time").

B. Treatment of Shares.

RESOLVED, that in the B2D Merger, each issued and outstanding share of each class of capital stock of the Subsidiary held by the Corporation shall be cancelled and shall cease to exist and no consideration shall be delivered in exchange therefor; and it is further

RESOLVED, that each issued and outstanding share of each class of capital stock of the Corporation shall, following the B2D Merger, remain outstanding and shall be unaffected by the B2D Merger.

C. Certificate of Incorporation and Bylaws of the Surviving Corporation.

RESOLVED, that the certificate of incorporation of the Corporation, as in effect immediately prior to the Effective Time, shall be the certificate of incorporation of the Surviving Corporation until thereafter amended, as provided by law; and the Bylaws of the Corporation as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation until thereafter amended as provided by law; and the certificate of incorporation and Bylaws of the Surviving Corporation, and the B2D Merger shall have the effects set forth in the DGCL.

D. Directors and Officers of the Surviving Corporation.

RESOLVED, that the directors of the Corporation, immediately prior to the Effective Time, shall be the directors of the Surviving Corporation as of the Effective Time until their successors are duly elected or appointed and qualified in accordance with the certificate of incorporation of the Surviving Corporation, the Bylaws of the Surviving Corporation and the DGCL; and it is further

RESOLVED, that the officers of the Corporation, immediately prior to the Effective Time, shall be the officers of the Surviving Corporation as of the Effective Time until their successors are duly elected or appointed and qualified in accordance with the certificate of incorporation of the Surviving Corporation, the Bylaws of the Surviving Corporation and the DGCL.

E. General Authorization.

RESOLVED, that all actions previously taken by any director, officer, employee or agent of the Corporation in connection with or related to the matters set forth in or reasonably contemplated by the foregoing resolutions, be, and each of them hereby is adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Corporation; and it is further

RESOLVED, that the officers be and each of them hereby is, authorized and empowered, in the name and on behalf of the Corporation, to take any action (including without limitation, the payment of fees and expenses) and to execute (by manual or facsimiles signature) and deliver all such further documents, contracts, letters, agreements, instruments, drafts, receipts or other writings that such officer or officers may in their sole discretion deem necessary, appropriate or desirable to carry out, comply with and effectuate the purposes of the foregoing resolutions and the transactions contemplated thereby, including the B2D Merger, and that the authority of such officers to execute and deliver such documents and instruments including, without limitation, any modification, extensions or expansions, and to take any such other action, shall be conclusively evidenced by their execution and delivery thereof or their taking thereof; and it is further

RESOLVED, that in connection with the transactions contemplated in the preceding resolutions, the officers be, and each of them hereby is, authorized, in the name and on behalf of the Corporation, to certify any more formal or detailed resolutions as such officers may deem necessary or appropriate to effectuate the intent of the foregoing resolutions and that such officers be, and each of them hereby is, authorized and directed to annex such resolutions to these resolutions, thereupon such

resolutions shall be deemed adopted as and for the resolution of the Board of Directors as if set forth at length in these resolution; and it is further

RESOLVED, that the authority heretofore granted to, and any and all actions contemplated heretofore taken by, the officers in connections with these resolutions be, and the same hereby are ratified, confirmed and approved in all respects.