

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Harland Checks and Services, Inc.		12/17/2007	CORPORATION: GEORGIA

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: 24

Property Type	Number	Word Mark
Registration Number:	1884419	CHECK STORE
Registration Number:	1830027	CHECK WRITER
Registration Number:	3219139	EXPRESSHIP
Registration Number:	2670897	LDWEB
Registration Number:	3047179	LIBERTY
Registration Number:	2880582	LIBERTY
Registration Number:	2441950	LIBERTY CARD SERVICES
Registration Number:	2550516	LIBERTY CREATIVE SERVICES
Registration Number:	2531668	LIBERTY CU-MAIL
Registration Number:	2739464	LIBERTY DATABASE MARKETING SERVICES
Registration Number:	2436605	LIBERTY DIRECT RESPONSE
Registration Number:	2647774	LIBERTY DIRECT VISUAL
Registration Number:	2599983	LIBERTY E-CREDIT UNION

CH \$615.00 1884419

Registration Number:	2627102	LIBERTY ENTERPRISES
Registration Number:	2056689	LIBERTY FASTPAYMENT
Registration Number:	2511876	LIBERTY FINANCIAL SUPPLIES
Registration Number:	2489935	LIBERTY LINE
Registration Number:	2556615	LIBERTY OUTSOURCE MARKETING
Registration Number:	1825457	LIBERTYDIRECT
Registration Number:	2896512	LIBERTYDIRECT FOR THE WEB
Registration Number:	2673692	MARKET QUICK
Registration Number:	2104748	MICR QUICK
Registration Number:	1832994	QUALICODE
Serial Number:	78789033	VALUE SET

CORRESPONDENCE DATA

Fax Number: (202)331-4308
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 202-293-7060
Email: vmullineaux@sughrue.com, ksmith@sughrue.com,
tm@sughrue.com
Correspondent Name: Kevin G. Smith/Sughrue Mion, PLLC
Address Line 1: 2100 Pennsylvania Avenue, N.W.
Address Line 2: Suite 800
Address Line 4: Washington, DISTRICT OF COLUMBIA 20037

ATTORNEY DOCKET NUMBER:	800248/HARLCLARKECORPMER
NAME OF SUBMITTER:	Kevin G. Smith
Signature:	/Kevin G. Smith/
Date:	03/10/2008

Total Attachments: 5
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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 OWNERSHIP, WHICH MERGES:

"HARLAND CHECKS AND SERVICES, INC.", A GEORGIA 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 4:07 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 11:59 O'CLOCK P.M.

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

4335598 8100M

071343020



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

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6278664

DATE: 01-02-08

TRADEMARK
REEL: 003734 FRAME: 0847

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
HARLAND CHECKS AND SERVICES, 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, par value \$0.01 per share (the "Common Stock") of Harland Checks and Services, Inc., a Georgia corporation incorporated on August 29, 1995. Common Stock is the only class of shares Harland Checks and Services, 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 Harland Checks and Services, 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 11:59 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 17, 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 Harland Checks and Services, Inc.
with and into Harland Clarke Corp.**

The HCS Merger:

A. Merger of Harland Checks and Services, Inc. into Harland Clarke Corp.

RESOLVED, that it is advisable and in the best interests of the Corporation to enter into the Agreement and Plan of Merger between Harland Checks and Services, Inc., a Georgia corporation (the "Subsidiary") and Harland Clarke Corp., a Delaware corporation (the "Corporation") (the "HCS Merger Agreement"), whereby the Corporation remains as the surviving corporation (the "Surviving Corporation") (the "HCS Merger"); and it is further,

RESOLVED, that the form, terms and provisions of, and transactions contemplated by the HCS Merger Agreement, substantially in the form of Exhibit E-1, be, and are hereby approved; 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 execute and cause the following instruments to be filed as provided for therein (the instrument defined below shall be collectively hereinafter referred to as the "HCS Merger Certificates"):

- a) a Certificate of Merger to be filed with the Secretary of State of the State of Georgia in accordance with Section 14-2-1105 of the Georgia Business Corporation Code (the "GBCC"), substantially in the form of Exhibit E-2; and
- b) a Certificate of Merger and Ownership to be filed with the Secretary of State of the State of Delaware in accordance with Section 253 of the General Corporation Law of the State of Delaware (the "DGCL"), substantially in the form of Exhibit E-3.

RESOLVED, that the upon the contemporaneous filing and effectiveness of the HCS Merger Certificates, the Subsidiary shall be merged with and into the Corporation as provided for under Section 14-2-1106 of the GBCC and Sections 103 and 253 of the DGCL; and it is further

RESOLVED, that in the HCS 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, any Vice President, or Secretary of the Corporation, acting individually, 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,

the HCS Merger Agreement and the HCS Merger Certificates, 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 HCS Merger Certificates with the appropriate authorities, all in accordance with the proper and applicable provisions of the GBCC and the DGCL; and it is further

RESOLVED, that the HCS Merger shall be deemed to have become effective and the corporate existence of the Subsidiary shall cease immediately at 11:59 PM on December 31, 2007, as provided for in the HCS Merger Certificates in accordance with the proper and applicable provisions of the GBCC and the DGCL (the "Effective Time").

B. Treatment of Shares.

RESOLVED, that in the HCS 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 HCS Merger, remain outstanding and shall be unaffected by the HCS Merger.

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

RESOLVED, that the certificate of incorporation of the Corporation 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 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 HCS 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 HCS 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.