

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
PHH Real Estate Services Corporation		06/11/1997	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	HFS Mobility Services, Inc.		
<b>Street Address:</b>	42 Old Ridgebury Road		
<b>City:</b>	Danbury		
<b>State/Country:</b>	DELAWARE		
<b>Postal Code:</b>	06810		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	1554062	MEMBERMOVE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(973)407-5331		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	973-407-2563		
<b>Email:</b>	linda.dooley@realogy.com		
<b>Correspondent Name:</b>	Linda M. Dooley c/o Realogy Corporation		
<b>Address Line 1:</b>	1 Campus Drive		
<b>Address Line 4:</b>	Parsippany, NEW JERSEY 07054		
<b>ATTORNEY DOCKET NUMBER:</b>	NAME CHANGE: PHH RE-HFS		
<b>NAME OF SUBMITTER:</b>	Linda M. Dooley		
<b>Signature:</b>	/l. dooley/		
<b>Date:</b>	11/25/2008		

CH \$40.00 1554062

**Total Attachments: 10**

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CERTIFICATE OF MERGER  
OF  
COLDWELL BANKER RELOCATION SERVICES, INC.  
INTO  
PHH REAL ESTATE SERVICES CORPORATION

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Pursuant to Section 252 of the General  
Corporation Law of the State of Delaware

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PHH Real Estate Services Corporation, a Dela-  
ware corporation, does hereby certify:

FIRST: The names and states of incorporation  
of the constituent corporations to this merger are as  
follows:

<u>Name</u>	<u>State of Incorporation</u>
Coldwell Banker Relocation Services, Inc.	New York
PHH Real Estate Services Corporation	Delaware

SECOND: An Agreement and Plan of Merger has  
been approved, adopted, certified, executed and acknowl-  
edged by each of the constituent corporations in accor-  
dance with Section 252(c) of the General Corporation Law  
of the State of Delaware.

THIRD: The name of the corporation surviving  
the merger is PHH Real Estate Services Corporation except  
that at the effective tome of the merger its name shall  
be changed to HFS Mobility Services, Inc.

FOURTH: The Certificate of Incorporation of  
PHH Real Estate Services Corporation shall be amended to  
read in its entirety as set forth in Exhibit A attached  
hereto.

FIFTH: The executed agreement of merger is on file at the following office address of the surviving corporation:

PHH Real Estate Services Corporation  
42 Old Ridgebury Road  
Danbury, Connecticut 06810

A copy will be provided, upon request and without cost, to any stockholder of either constituent corporation.

SIXTH: The authorized capital stock of Coldwell Banker Relocation Services, Inc. consists of 150,000 shares of common stock each having a par value of \$1.00.

SEVENTH: The Merger shall become effective at 8:01 p.m. Eastern Daylight Time on the date on which this Certificate of Merger is filed with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, PHH Real Estate Services Corporation has caused this Certificate of Merger to be executed in its corporate name this 11th day of June, 1997.

PHH REAL ESTATE SERVICES  
CORPORATION

By: /s/ John E. Borger  
John E. Borger  
Senior Vice President

CERTIFICATE OF INCORPORATION

OF

HFS NOBILITY SERVICES, INC.

ARTICLE FIRST: The name of the corporation is HFS MOBILITY SERVICES, INC. (hereinafter, the "Corporation").

ARTICLE SECOND: The purposes for which it is formed are as follows:

(i) To perform relocation management services and other client services related to the relocation of employees and to transact any and all business incident to the performance of such services, including without limitation the purchase and sale of such property and entering into agreements for the financing of its activities subject to the terms of this Certificate of Incorporation.

(ii) (1) to engage, directly or indirectly through the establishment of one or more subsidiaries or trusts, in the following activities: (A) to purchase, acquire, fund, own, hold, service, sell, convey, assign, pledge, transfer, dispose of, and otherwise deal in or with interests in residential real property (including without limitation, any right, title and interest in any contract, deed, instrument of conveyance, proceeds from sale, security interest, lien, guarantee or record related to such real property) (the "Assets") which interests may be acquired pursuant to agreements ("Agreements") providing for the recording of title to Assets in the name of the Corporation, the maintenance of such Assets free from liens and encumbrances and the transfer of title to such Assets upon sale or otherwise; (B) to enter into servicing and subservicing agreements, management agreements, custodial agreements or other similar agreements in respect of the Assets; and (C) to make any payments or advance any funds required under the Agreements or otherwise related to the purchase, maintenance and sale of the Assets;

(2) to borrow from and lend in connection with its business and to incur trade debt in the ordinary course of business; and

(3) to lend or otherwise invest the Corporation's funds or funds received pursuant to the Agreements as determined by the Corporation's Board of Directors in accor-

dance with the contractual agreements to which the Corporation is subject;

(iii) (1) to engage, directly or indirectly through the establishment of one or more subsidiaries or trusts, in the following activities: (A) to purchase, acquire, fund, own, hold, service, sell, convey, assign, pledge, transfer, dispose of, and otherwise deal in or with (1) receivables and other rights to payment (including interests in, or interests in pools of, receivables and interests or finance charges and other obligations in relation thereto) (the "Receivables") arising under or otherwise in connection with agreements for the provision of relocation services, asset management services relating to residential properties or any other type of services relating to residential properties ("Relocation Agreements") originated by the Corporation and/or its affiliates; and (2) interests in residential real property (including, without limitation, any right, title and interest in any contract, deed, instrument of conveyance, proceeds from sale, security interest, lien, guarantee or record related to such real property) (the "Relocation Assets") which Relocation Assets are acquired pursuant to Relocation Agreements providing for indemnities, guarantees or similar contractual protections against loss on re-sale of such Relocation Assets; (B) to enter into cap or swap agreements or other similar arrangements relating to the Relocation Assets, Receivable, Notes (as defined below) or Certificates (as defined below) or in connection with the other activities of the Corporation; (C) to enter into agreements or other arrangements providing for credit enhancement in respect of the Relocation Assets or Receivables; (D) to enter into servicing agreements, management agreements, custodial agreements or other similar agreements in respect of the Relocation Assets or Receivables; and (E) to make any payments or advance any funds required under the Relocation Agreements or otherwise related to the purchase, maintenance and sale of the receivables and the Relocation Assets;

(2) to establish trusts, or other similar entities to engage in any activity permitted for the Corporation herein, or to establish subsidiaries for the purpose of acquiring, funding, owning, holding, selling, transferring, assigning, pledging, disposing of or otherwise dealing in interests in Relocation Assets, and to acquire, fund, own, hold, sell, transfer, assign, pledge, dispose of or otherwise deal in or with the ownership interest in or other securities of such subsidiaries, trusts or other entities;

(3) to transfer or sell Relocation Assets or Receivables (or interests therein) to trusts (the "Trusts") or to one or more banks, financial institutions, insurance companies, corporations or other similar entities pursuant to one or more pooling and servicing agreements, receivables purchase agreements or other agreements (the "Trust Agreements") to be entered into by and among, among others, the Corporation, the trustees named therein, any other purchasers or transferees thereunder and any entities acting as servicers of the Relocation Assets or Receivables;

(4) to authorize, sell, deliver, hold, transfer, assign, pledge or otherwise deal in or with any class of certificates or other securities (collectively the "Certificates") issued by the Trusts under the related Trust Agreements;

(5) to borrow from and lend to its parent, in connection with its business and to incur trade debt in the ordinary course of business; and

(6) to lend or otherwise invest proceeds from Relocation Assets or Receivables and any other funds as determined by the Corporation's board of directors in accordance with the contractual agreements to which the Corporation is subject;

(iv) to otherwise engage in the general business of providing services related to real estate or the purchase or sale thereof; and

(v) to engage in any other acts and activities and to execute any powers permitted to corporations under the laws of the State of Delaware that are incidental, convenient or necessary to accomplish the foregoing.

ARTICLE THIRD: The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at that address is The Corporation Trust Company.

ARTICLE FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is 2,000 shares of Common Stock, each having a par value of one dollar (\$1.00).

ARTICLE FIFTH: The following provisions are inserted for the management of the business and the conduct of the af-

fairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its Directors and stockholders:

(i) The business and affairs of the Corporation shall be managed by or under the direction of the Directors of the Corporation.

(ii) The Directors shall have concurrent power with the stockholders of the Corporation to make, alter, amend, change, add to or repeal the By-Laws of the Corporation.

(iii) The number of Directors of the Corporation shall be as from time to time fixed by, or in the manner provided in, the By-Laws of the Corporation. Election of Directors need not be by written ballot unless the By-Laws so provide.

(iv) At least two members of the Corporation's Board of Directors shall be Independent Directors at all times on and after the date on which this Amended and Restated Certificate of Incorporation is filed, until such time as the requirement to have two Independent Directors under the terms of any receivables purchase agreement to which the Corporation is party shall no longer apply to the Corporation.

(v) No Director shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a Director to the full extent permitted by law. Any repeal or modification of this Article FIFTH by the stockholders of the Corporation shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

(vi) No Independent Director required by this Article FIFTH shall be a trustee in bankruptcy for HFS Incorporated or any successor thereto ("HFS") or any affiliate of HFS.

(vii) In addition to the powers and authority hereinbefore or by statute expressly conferred upon them, the Directors are hereby empowered to



exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the General Corporation Law of the State of Delaware, this Certificate of Incorporation, and any By-Laws adopted by the stockholders; provided, however, that no By-Laws hereafter adopted by the stockholders shall invalidate any prior act of the Directors that would have been valid if such By-Laws had not been adopted.

For purposes of this Article FIFTH "Independent" shall mean an individual who is not (and is not an associate of) any direct, indirect or beneficial stockholder, officer, director, employee, affiliate, associate, customer, advisor or supplier of HFS or any affiliate or subsidiary of HFS or of any charitable organization to which HFS or any of its affiliates or subsidiaries makes charitable contributions; "associate" shall mean, when used to indicate a relationship with any person (a) any corporation or organization of which such person is an officer, director or partner or is, directly or indirectly, the beneficial owner of 10% or more of any class of equity securities, (b) any trust or other estate in which such person serves as trustee or in a similar capacity, and (c) any relative or spouse of such person, or any relative of such spouse, who resides at the same address as such person, but such term shall not include the Corporation; "affiliate" of an entity shall mean a person that directly, or indirectly through one or more intermediaries, controls or is controlled by, or is under the common control with such entity, but such term shall not include the Corporation; "person" shall mean any individual, partnership, firm, corporation, association, trust, unincorporated organization or other entity, as well as any syndicate or group deemed to be a person pursuant to Section 13(d)(3) of the Securities Exchange Act of 1934, as amended; and "subsidiary" shall mean any corporation a majority of the voting stock of which is owned, directly or indirectly through one or more other subsidiaries, by HFS, but excluding the Corporation.

ARTICLE SIXTH: Notwithstanding any other provisions of this Certificate of Incorporation and any provision of law that otherwise so empowers the Corporation, the Corporation shall not, without the affirmative vote of 100% of the Directors of the Corporation, do any of the following:

(i) dissolve or liquidate, in whole or in part;

(ii) merge or consolidate with, or convey, transfer or sell or lease any substantial or material portion of its properties and assets as an entirety to, or (to the extent not otherwise prohibited under this Certificate of Incorporation) directly or indirectly purchase all or substantially all of the shares of any stock of any class of, any entity;

(iii) incur or assume any indebtedness except (i) indebtedness incurred or assumed as authorized by the terms of any receivables purchase agreements to which the Corporation is a party; (ii) salaries, directors' fees and professional fees and expenses; (iii) indebtedness and obligations incurred or assumed in connection with the ordinary course of its business activities specified in Article SECOND of this Certificate of Incorporation;

(iv) institute proceedings to be adjudicated bankrupt or insolvent; or consent to the institution of bankruptcy or insolvency proceedings against it; or file a petition seeking, or consent to, reorganization or relief under any applicable federal or state law relating to bankruptcy or insolvency; or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator (or other similar official) of the Corporation or a substantial part of its property; or make any assignment for the benefit of creditors; or admit in writing its inability to pay its debts generally as they become due; or take any corporate action in furtherance of any such action; provided, that in taking or consenting to any action under this clause (iv) or clause (v) of this Article SIXTH, if such amendment would revise this clause (iv), the Directors of the Corporation shall act in the interests of the creditors of the Corporation; or

(v) amend this Certificate of Incorporation to alter in any manner or delete Article SECOND, Article FIFTH, Article SEVENTH or this Article SIXTH, or to add any provision hereto inconsistent with any such Articles.

ARTICLE SEVENTH: The Corporation shall at all times:

(i) maintain separate corporate records and books of account from those of its parent and other affiliates. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Directors or in the By-Laws of the Corporation;

(ii) not commingle its funds with those of HFS or any of its affiliates or any other entity;

(iii) maintain separate and distinct mailing addresses, stationary and other business forms from any other entity;

(iv) maintain an arm's length relationship with the Corporation's subsidiaries and affiliates;

(v) to the extent any subsidiary's office is located in the offices of the Corporation or any subsidiary or affiliate of the Corporation, charge fair market rent for such space;

(vi) separately manage the Corporation's liabilities from those of HFS or any subsidiary or affiliate of HFS, and pay its own liabilities, including all administrative expenses, from its own separate assets; and

(vii) pay from the Corporation's assets all obligations and indebtedness of any kind incurred by the Corporation.

For purposes of this Article SEVENTH, each of the terms "affiliate," "person" and "subsidiary" shall have the meaning as ascribed to it in Article FIFTH herein."

ARTICLE EIGHTH: The name and mailing address of each incorporation is as follows:

B. J. Consono	100 West Tenth Street Wilmington, Delaware
F. J. Obara, Jr.	100 West Tenth Street Wilmington, Delaware
J. L. Rivera	100 West Tenth Street Wilmington, Delaware

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