

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	08/06/2009

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Retention Performance Marketing, Inc.		08/06/2009	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	OneCommand, Inc.
Street Address:	11500 Northlake Drive
Internal Address:	Suite 240
City:	Cincinnati
State/Country:	OHIO
Postal Code:	45249
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	2831251	RPM
Registration Number:	2848217	RPM RETENTION PERFORMANCE MARKETING

CORRESPONDENCE DATA

Fax Number: (513)579-6457
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 5135796960
 Email: trademarks@kmlaw.com
 Correspondent Name: Courtney A. Laginess
 Address Line 1: One East Fourth Street
 Address Line 2: Suite 1400
 Address Line 4: Cincinnati, OHIO 45202

ATTORNEY DOCKET NUMBER: CA4715IP0001

OP \$65.00 2831251

NAME OF SUBMITTER:	Courtney A. Laginess
Signature:	/Courtney A. Laginess/
Date:	09/01/2009
Total Attachments: 3 source=RPM#page1.tif source=RPM#page2.tif source=RPM#page3.tif	

Delaware

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The First State

I, JEFFREY W. BULLOCK, 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:

"RETENTION PERFORMANCE MARKETING, INC.", A DELAWARE CORPORATION,

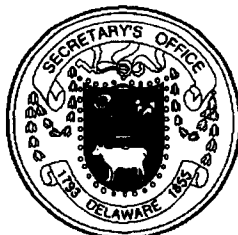
WITH AND INTO "ONECOMMAND, INC." UNDER THE NAME OF "ONECOMMAND, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTH DAY OF AUGUST, A.D. 2009, AT 3:21 O'CLOCK P.M.

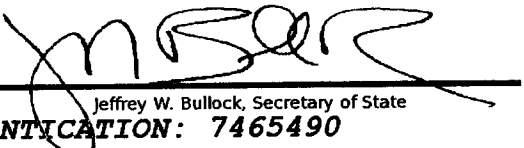
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4180098 8100M

090761108

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7465490

DATE: 08-10-09

TRADEMARK
REEL: 004055 FRAME: 0915

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

RETENTION PERFORMANCE MARKETING, INC.

INTO

ONECOMMAND, INC.

(Pursuant to Section 253 of the General Corporation Law of Delaware)

OneCommand, Inc. ("OneCommand"), a corporation incorporated on the 23rd day of June, 2006, pursuant to the provisions of the Delaware General Corporation Law;

DOES HEREBY CERTIFY:

FIRST: That this corporation owns all of the capital stock of Retention Performance Marketing, Inc. ("RPM"), a corporation incorporated on the 10th day of February, 2004, pursuant to the provisions of the Delaware General Corporation Law and that this corporation, by a resolution of its Board of Directors duly adopted at a meeting held on the 1st day of June, 2008, determined to and did authorize the merger into itself said RPM, which resolution is in the following words to wit:

WHEREAS, after due deliberation, this Board of Directors has determined that it is in the best interests of the Corporation (including as the sole shareholder of Retention Performance Marketing, Inc., a Delaware corporation ("RPM")) and its stockholders that RPM be merged with and into the Corporation pursuant to the Agreement and Plan of Merger (the "Merger Agreement") in the form attached hereto as Annex A.

NOW, THEREFORE, BE IT

RESOLVED, that the Corporation be, and it hereby is, authorized to enter into, and to perform its obligations under, the Merger Agreement pursuant to which RPM shall merge with and into the Corporation (the "Merger"); and, **BE IT**

FURTHER RESOLVED, that any one (1) or more of the officers of the Corporation be, and they hereby are, authorized and directed, on behalf of the Corporation, to execute and to deliver the Merger Agreement and any and all ancillary agreements, certificates, affidavits, applications or other documents that the officer or officers may deem necessary or appropriate to give full force and effect to the Merger; and, **BE IT**


FURTHER RESOLVED, that the Merger and Merger Agreement are hereby approved by the Corporation in its capacity as sole stockholder of RPM and as the Board of Directors of the Corporation; and, BE IT

FURTHER RESOLVED, that any one (1) or more of the officers of the Corporation be, and they hereby are, authorized take (or to cause to be taken) all actions necessary or appropriate to consummate and give effect to the Merger including, but not limited to, the making all filings necessary or appropriate with the Secretary of State of Delaware.

SECOND: That anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of the parent corporation at any time prior to the time that this merger filed with the Secretary of State becomes effective.

IN WITNESS WHEREOF, said parent corporation has caused its corporate seal to be affixed and this Certificate to be signed by an authorized officer this 1st day of June, 2008.

ONECOMMAND, INC.

By:  *
Name: John Murnen
Title: CEO

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