

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/01/2010

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Cirrus System, LLC		09/29/2010	LIMITED LIABILITY COMPANY: DELAWARE

**RECEIVING PARTY DATA**

Name:	MasterCard International Incorporated
Doing Business As:	DBA MasterCard Worldwide
Street Address:	2000 Purchase Street
City:	Purchase
State/Country:	NEW YORK
Postal Code:	10577-2405
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 6**

Property Type	Number	Word Mark
Registration Number:	1298026	CIRRUS
Registration Number:	1259615	CIRRUS
Registration Number:	3813253	CIRRUS
Registration Number:	3770976	CIRRUS
Registration Number:	3813252	CIRRUS
Registration Number:	3771025	CIRRUS

**CORRESPONDENCE DATA**

Fax Number: (914)249-4262  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 914 249 4707  
 Email: marks@mastercard.com  
 Correspondent Name: MasterCard International Incorporated

**900182659**

**TRADEMARK**  
**REEL: 004464 FRAME: 0056**

**CH \$165.00 1298026**

Address Line 1: 2000 Purchase Street  
Address Line 4: Purchase, NEW YORK 10577-2405

NAME OF SUBMITTER:	Colm J. Dobbyn
Signature:	/colm j. dobbyn/
Date:	01/31/2011

**Total Attachments: 3**  
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# 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:


"CIRRUS SYSTEM, LLC", A DELAWARE LIMITED LIABILITY COMPANY, WITH AND INTO "MASTERCARD INTERNATIONAL INCORPORATED" UNDER THE NAME OF "MASTERCARD INTERNATIONAL INCORPORATED", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF OCTOBER, A.D. 2010, AT 10:06 O'CLOCK A.M.

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

0648928 8100M

100959302



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8263733

DATE: 10-01-10

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

TRADEMARK  
REEL: 004464 FRAME: 0058

CERTIFICATE OF OWNERSHIP

MERGING

CIRRUS SYSTEM, LLC

INTO

MASTERCARD INTERNATIONAL INCORPORATED

(Subsidiary into parent pursuant to Section 253 of the General Corporation Law of Delaware)

\*\*\*\*\*

MasterCard International Incorporated, a corporation incorporated on the 3rd day of November, 1966, pursuant to the provisions of the General Corporation Law of the State of Delaware (the "**Company**");

**DOES HEREBY CERTIFY:**

**FIRST:** That, as the result of the merger of MasterCard Holding Incorporated with and into the Company as of the 20th day of September, 2010, the Company owns 100% membership interest of Cirrus System, LLC, a Limited Liability Company formed on the 31st day of March, 2003, pursuant to the provisions of the Delaware Limited Liability Company Act and that the Company, by a resolution of the Subsidiary Management Committee of its Board of Directors duly adopted by unanimous written consent on the 3rd day of August, 2010, determined to and did merge into itself said Cirrus System, LLC, which resolution is in the following words to wit:

**WHEREAS** following the merger of MasterCard Holding Incorporated with and into the Company, the Company shall lawfully own 100% of the membership interest of Cirrus System, LLC, a company organized and existing under the laws of the State of Delaware; and

**WHEREAS** the Company desires to merge into itself the said Cirrus System, LLC, and to be possessed of all the estate, property, rights, privileges and franchises of said company; and

**WHEREAS** Cirrus System LLC is a disregarded entity for U.S. federal income tax purposes, and so, its merger into the Company is a non-event for U.S. tax purposes; and


**NOW, THEREFORE, BE IT RESOLVED**, that the Company merge into itself said Cirrus System, LLC and assumes all of its obligations, and

**FURTHER RESOLVED**, that an authorized officer of the Company be and

he or she is hereby directed to make and execute a certificate of ownership setting forth a copy of the resolution to merge said Cirrus System, LLC and assume its liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of State of Delaware, and a certified copy thereof in the office of the Recorder of Deeds of Wilmington County; and

**FURTHER RESOLVED**, that the officers of the Company be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware; which may be in any way necessary or proper to effect said merger.

**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 29 day of September, 2010.

By:   
\_\_\_\_\_  
(Authorized Officer)

Name: Timothy Berger  
Title: Vice President