

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/21/2011

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Higher One Payments, Inc.		12/21/2011	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Higher One, Inc.
Street Address:	115 Munson Street
City:	New Haven
State/Country:	CONNECTICUT
Postal Code:	06511
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	3203941	CASHNET...ANY PAYMENT, ANYTIME, ANYWHERE
Registration Number:	2405644	CASHNET
Registration Number:	2493262	CASHNET

CORRESPONDENCE DATA

Fax Number: 2037822889
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 2034984347
 Email: fduffin@wigin.com
 Correspondent Name: Francis J. Duffin, Wiggin and Dana LLP
 Address Line 1: One Century Tower, P.O. Box 1832
 Address Line 4: New Haven, CONNECTICUT 06508-1832

ATTORNEY DOCKET NUMBER:	401184/GEN001
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CH \$90.00 3203941

NAME OF SUBMITTER:	Francis J. Duffin
Signature:	/fjd/
Date:	09/14/2012
Total Attachments: 3 source=Higher One Payments into Higher One#page1.tif source=Higher One Payments into Higher One#page2.tif source=Higher One Payments into Higher One#page3.tif	

Delaware

PAGE 1

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:

"HIGHER ONE PAYMENTS, INC.", A CALIFORNIA CORPORATION, WITH AND INTO "HIGHER ONE, INC." UNDER THE NAME OF "HIGHER ONE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF DECEMBER, A.D. 2011, AT 11:50 O'CLOCK A.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. 2011, AT 11:59 O'CLOCK P.M.

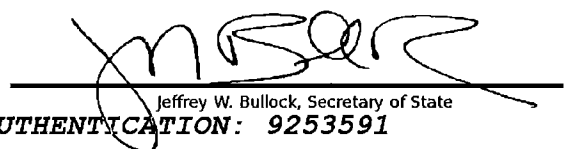
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

3194266 8100M

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9253591

DATE: 12-23-11

TRADEMARK
REEL: 004861 FRAME: 0228

STATE OF DELAWARE
CERTIFICATE OF OWNERSHIP AND MERGER
HIGHER ONE PAYMENTS, INC.
INTO
HIGHER ONE, INC.

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:39 PM 12/22/2011
FILED 11:50 AM 12/22/2011
SRV 111327104 - 3194266 FILE

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

Higher One, Inc. (the "Corporation"), a corporation incorporated on the 22nd day of March, 2000, pursuant to the provisions of the General Corporation Law of the State of Delaware;

DOES HEREBY CERTIFY that the Corporation owns 100% of the capital stock of Higher One Payments, Inc., a corporation incorporated on the 6th day of July, 1984, pursuant to the provisions of the California Corporations Code, and that the Corporation, by Unanimous Written Consent of its Board of Directors duly adopted on the 21st day of December, 2011, determined to and did merge into itself said Higher One Payments, Inc., which resolution is in the following words to wit:

WHEREAS, the Corporation lawfully owns 100% of the outstanding stock of Higher One Payments, Inc. (the "Subsidiary"), a corporation organized and existing under the laws of the State of California.

WHEREAS, the Corporation desires to merge into itself the Subsidiary, and to be possessed of all the estate, property, rights, privileges and franchises of the Subsidiary (the "Merger").

NOW, THEREFORE, BE IT,

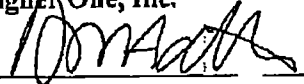
RESOLVED, that the Corporation merge into itself the Subsidiary, and the Corporation shall assume all of the Subsidiary's liabilities and obligations, the identity, existence, rights, privileges, powers, franchise, properties and assets, and the identity and separate existence of Subsidiary shall cease and all rights, privileges, powers franchises, properties and assets of Subsidiary shall be vested in the Corporation, and the effective time of the Merger shall be December 31, 2011 at 11:59 p.m. (the "Effective Time"); and be it further

RESOLVED, that the Chief Executive Officer, Chief Financial Officer and Chief Operations Officer be, and each of them acting individually hereby is, authorized in the name and on behalf of the Corporation to take any and all actions and to deliver an executed Certificate of Ownership and Merger to the office of the Secretary of the State of Delaware, and a certified copy thereof in the office of the Recorder of Deeds of New Castle County, and to deliver an executed Certificate of Ownership to the California Secretary of State, and any and all documents, agreements, instruments or certificates and to do or cause to be done any and all other things as may in his judgment be necessary, desirable or appropriate in order to give effect to carry out the intent of these resolutions, the execution and delivery of any such documents, instruments or certificate and the taking of any such action to be conclusive evidence that the same has been approved by the Corporation; and be it further

RESOLVED, that the Chief Executive Officer, Chief Financial Officer and Chief Operations Officer of the Corporation be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware and State of California; which may be in any way necessary or proper to effect said Merger.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be executed by an authorized officer this 21st day of December, 2011.

High One, Inc.



By: Dean Hatton
Its: President

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