

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Conversion and Name Change

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
News America Marketing Properties, Inc.		03/11/2005	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	News America Marketing Properties L.L.C.
<b>Street Address:</b>	303 E. Wacker Drive
<b>City:</b>	Chicago
<b>State/Country:</b>	ILLINOIS
<b>Postal Code:</b>	60601
<b>Entity Type:</b>	Limited Liability Company: DELAWARE

**PROPERTY NUMBERS Total: 66**

Property Type	Number	Word Mark
Registration Number:	1389370	ACTMEDIA
Serial Number:	78243807	ACTMEDIA
Registration Number:	1343216	AISLEVISION
Registration Number:	2755157	ASPEN DATA SERVICES
Registration Number:	2842159	ASPEN DATA SERVICES
Registration Number:	2746112	ASPEN DATA SERVICES
Registration Number:	2842160	ASPEN DATA SERVICES
Registration Number:	2718650	ASPEN DATA SERVICES
Registration Number:	2746113	ASPEN DATA SERVICES
Registration Number:	2901602	CARTS
Registration Number:	1667820	CARTS
Registration Number:	2879371	FREEZER SHELF TALK
Registration Number:	2897212	FREEZER SHELF TALK
Registration Number:	2292753	HOME TO AMERICA'S GREAT BRANDS

CH \$1665.00 1389370

Registration Number:	2202280	NEW YEAR, NEW YOU
Registration Number:	2312704	NEWS AMERICA MARKETING
Serial Number:	78457105	NEWS AMERICA MARKETING
Registration Number:	2343473	NEWS AMERICA MARKETING ON CALL
Serial Number:	78512010	PARTNERSHIPS NEWS AMERICA MARKETING
Registration Number:	2023543	PRICE FEATURE PLUS
Registration Number:	2799299	PRICE POP
Registration Number:	2107964	QUIKTIME PRINTING
Registration Number:	2209892	RETAIL BENCHMARK REPORT
Registration Number:	2786356	SAVINGS AS VALUABLE AS YOUR TIME
Registration Number:	1679615	SHELFTAKE ONE
Registration Number:	1492584	SHELFTALK
Registration Number:	2930557	SHELFTALK
Registration Number:	2879339	SHELFTALK
Registration Number:	2874636	SHELFVISION
Registration Number:	2904824	SHELFVISION
Registration Number:	2582589	SMART MATRIX
Registration Number:	2186735	SMART SOURCE
Serial Number:	78264125	SMARTLAUNCH
Serial Number:	78264129	SMARTNAVIGATOR
Registration Number:	2318250	SMARTSOURCE
Registration Number:	2554497	SMARTSOURCE
Serial Number:	78532935	SMARTSOURCE AUDIOINK
Registration Number:	2908548	SMARTSOURCE BIG GAME EXTRAVAGANZA
Serial Number:	78429524	SMARTSOURCE BIG GAME EXTRAVAGANZA
Serial Number:	78429522	SMARTSOURCE BIG GAME EXTRAVAGANZA
Registration Number:	2337732	SMARTSOURCE CO-OP ONSITE
Registration Number:	2608682	SMARTSOURCE COUPON MACHINE
Registration Number:	2877531	SMARTSOURCE COUPON MACHINE
Serial Number:	78264119	SMARTSOURCE CUSTOM INSERTS
Registration Number:	2337730	SMARTSOURCE CUSTOM ONSITE
Serial Number:	78264114	SMARTSOURCE CUSTOM PUBLISHING
Registration Number:	2508085	SMARTSOURCE DIRECT
Registration Number:	2412940	SMARTSOURCE FLOORTALK
Registration Number:	2874691	SMARTSOURCE FLOORTALK

**TRADEMARK**

**REEL: 003078 FRAME: 0723**

Registration Number:	2721863	SMARTSOURCE IGROUP
Registration Number:	2727578	SMARTSOURCE INTERACTIVE GROUP
Registration Number:	2319422	SMARTSOURCE MAGAZINE
Registration Number:	2337731	SMARTSOURCE ONSITE
Registration Number:	2750534	SMARTSOURCE PRICE POP
Registration Number:	2345477	SMARTSOURCE RADIO
Registration Number:	2924343	SMARTSOURCE RX
Registration Number:	2904795	SMARTSOURCE SHELF TAKE ONE
Registration Number:	2879355	SMARTSOURCE SHELF TAKE ONE
Serial Number:	78477739	SMARTSOURCE SHELF TALK BANNER
Serial Number:	78477727	SMARTSOURCE SHELF TALK BANNER
Registration Number:	2736898	SMARTSOURCE SHOWCASE
Registration Number:	2340305	SMARTSOURCE THEMED ONSITE
Registration Number:	2643018	SMARTSOURCE.COM
Registration Number:	2690969	SMARTSOURCE.COM
Registration Number:	2901613	SSCM SMARTWRAP
Serial Number:	78264961	SSCM SMARTWRAP

**CORRESPONDENCE DATA**

Fax Number: (212)852-7217  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 212-852-7729  
Email: dcosta@newscorp.com  
Correspondent Name: Michelle V. Francis  
Address Line 1: 1211 Avenue of the Americas  
Address Line 2: 4th Floor  
Address Line 4: New York, NEW YORK 10036

NAME OF SUBMITTER:	Michelle V. Francis
Signature:	/Michelle V. Francis, Esq./
Date:	05/05/2005

**Total Attachments: 2**

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# Delaware

PAGE 1

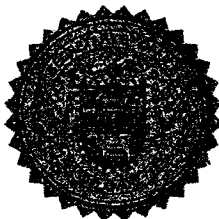
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "NEWS AMERICA MARKETING PROPERTIES, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "NEWS AMERICA MARKETING PROPERTIES, INC." TO "NEWS AMERICA MARKETING PROPERTIES L.L.C.", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF MARCH, A.D. 2005, AT 11:22 O'CLOCK A.M.

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

3134224 8100V

050205932



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 3737103

DATE: 03-11-05

TRADEMARK  
REEL: 003078 FRAME: 0725

**CERTIFICATE OF CONVERSION  
OF  
NEWS AMERICA MARKETING PROPERTIES, INC.,  
A DELAWARE CORPORATION  
TO  
NEWS AMERICA MARKETING PROPERTIES L.L.C.,  
A DELAWARE LIMITED LIABILITY COMPANY**

(Under Section 266 of the Delaware General Corporation Law)

It is hereby certified that

1. The name of the Delaware corporation immediately prior to the filing of this Certificate of Conversion with the Secretary of State of the State of Delaware is News America Marketing Properties, Inc.
2. The date of filing of such corporation's original Certificate of Incorporation with the Secretary of State of the State of Delaware was December 1, 1999.
3. News America Marketing Properties, Inc. is converted to a Delaware limited liability company whose name is News America Marketing Properties L.L.C., as set forth in the Certificate of Formation of News America Marketing Properties L.L.C. filed concurrently with this Certificate of Conversion with the Secretary of State of the State of Delaware.
4. The conversion has been approved in accordance with Section 266 of the Delaware General Corporation Law.

Executed on March 11, 2005.

/s/Jan F. Constantine

By: Jan F. Constantine

Title: Authorized Officer