

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Progeny Marketing Innovations Inc.		01/13/2006	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Affinion Benefits Group, Inc.		
Street Address:	400 Duke Drive		
City:	Franklin		
State/Country:	TENNESSEE		
Postal Code:	37067		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Serial Number:	78491649	TRIPLE-CASH ACCIDENT PLAN	
Registration Number:	2461343	THE PLUS PACKAGE	
Registration Number:	2543637	HOME CARE AND REPAIR SAVINGS	
Registration Number:	2753100	PROGENY MARKETING INNOVATIONS	
Registration Number:	2819626		
CORRESPONDENCE DATA			
Fax Number:	(212)468-4888		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(212) 468-4800		
Email:	jkatz@dglaw.com, tjones-houston@dglaw.com		
Correspondent Name:	Jeffrey C. Katz, Esq.		
Address Line 1:	1740 Broadway		
Address Line 2:	DAVIS & GILBERT LLP		
Address Line 4:	New York, NEW YORK 10019		
ATTORNEY DOCKET NUMBER:	00517-0243-000		

CH \$140.00 78491649

NAME OF SUBMITTER:	Jeffrey C. Katz
Signature:	/jeffrey c. katz/
Date:	01/19/2006
Total Attachments: 4 source=ChgofNm - PMII to ABGIp1#page1.tif source=ChgofNm - PMII to ABGIp2#page1.tif source=ChgofNm - PMII to ABGIp3#page1.tif source=ChgofNm - PMII to ABGIp4#page1.tif	

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below:

1. Name of conveying party(ies)/Execution Date(s):

Progeny Marketing Innovations Inc.

- Individual(s) Association
 General Partnership Limited Partnership
 Corporation – State
 Other

Citizenship - Delaware

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment Merger
 Security Agreement Change of Name
 Government Interest Assignment

Execution Date(s) 01/13/06

2. Name and Address of receiving party(ies)

Additional name(s) & address(es) attached? Yes No

Name: Affinion Benefits Group, Inc.

Internal Address:

Street Address: 400 Duke Drive

City: Franklin

State: Tennessee

Country: United States Zip: 37067

Association – Citizenship _____

General Partnership – Citizenship _____

Limited Partnership – Citizenship _____

Corporation – Citizenship Delaware

Other

If assignee is not domiciled in the United States, a domestic representative designation is attached Yes No.

4. Application number(s) or registration number(s):

A. Trademark Application No(s).

78491649

B. Trademark Registration No(s).

2461343

2543637

2753100

2819626

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Jeffrey C. Katz
DAVIS & GILBERT LLP
1740 Broadway
New York, New York 10019

Tel: (212) 468-4800

Fax: (212) 468-4888

jkatz@DGLaw.com

6. Total number of applications and registrations involved:

5

7. Total fee (37 CFR 1.21(h) and 3.41) \$ 140.00

All fees and any deficiencies are authorized to be charged to Deposit Account
(Our Ref. 00517-0243-000)

8. Payment Information

Deposit Account No. **502293**

Authorized user Name: Jeffrey C. Katz

9. Signature.


Signature

1-19-06

Date

Jeffrey C. Katz

Name of Person Signing

Total number of pages including cover sheet, and documents:

4

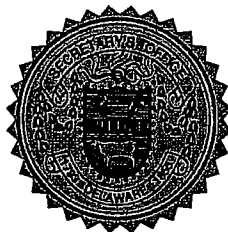
Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "PROGENY MARKETING INNOVATIONS INC.", CHANGING ITS NAME FROM "PROGENY MARKETING INNOVATIONS INC." TO "AFFINION BENEFITS GROUP, INC.", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF JANUARY, A.D. 2006, AT 12:55 O'CLOCK P.M.

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



2088396 8100

060036737

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4447712

DATE: 01-13-06

TRADEMARK
REEL: 003230 FRAME: 0522

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
PROGENY MARKETING INNOVATIONS INC.

Dated January 13, 2006

Progeny Marketing Innovations Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "DGCL"), does hereby certify as follows:

FIRST: That by unanimous written consent of the Board of Directors of the Corporation, resolutions were adopted setting forth a proposed amendment to the Certificate of Incorporation of the Corporation (the "Certificate"), declaring its advisability, and directing that the amendment proposed be submitted to the stockholders of the Corporation for consideration and approval.

SECOND: That the sole stockholder of the Corporation, by written consent in lieu of a special meeting, consented to and adopted this amendment.

THIRD: That this amendment was duly adopted in accordance with the applicable provisions of Sections 228 and 242 of the DGCL.


FOURTH: The Certificate is hereby amended by deleting the FIRST paragraph thereof and by substituting in lieu of said FIRST paragraph the following new FIRST paragraph:

"FIRST. The name of the corporation is Affinion Benefits Group, Inc."

* * * * *

IN WITNESS WHEREOF, the Corporation has caused the undersigned to execute this Certificate as of the date set forth herein.

**PROGENY MARKETING INNOVATIONS
INC.**

By: 
Name: Nathaniel J. Lippman
Title: President and Chief Executive Officer