

Form PTO-1594 (Rev. 07/05)  
OMB No. 0651-0027 (exp. 6/30/2008)

U.S. DEPARTMENT OF COMMERCE  
United States Patent and Trademark Office

**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):**

Catalina Marketing International, Inc.

- Individual(s)  Association
- General Partnership  Limited Partnership
- Corporation-State: Delaware
- Other \_\_\_\_\_

Citizenship (see guidelines) \_\_\_\_\_

Additional names of conveying parties attached?  Yes  No

**2. Name and address of receiving party(ies)**

Additional names, addresses, or citizenship attached?  Yes  No

Name: Catalina Marketing Corporation  
 Internal  
 Address: Legal Department  
 Street Address: 200 Carillon Parkway  
 City: St. Petersburg  
 State: FL  
 Country: US Zip: 33716

- Association Citizenship \_\_\_\_\_
- General Partnership Citizenship \_\_\_\_\_
- Limited Partnership Citizenship \_\_\_\_\_
- Corporation Citizenship Delaware
- Other \_\_\_\_\_ Citizenship \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designations must be a separate document from assignment)

**3. Nature of conveyance )/Execution Date(s):**

Execution Date(s) 3/31/2006

- Assignment  Merger
- Security Agreement  Change of Name
- Other \_\_\_\_\_

**4. Application number(s) or registration number(s) and identification or description of the Trademark.**

A. Trademark Application No.(s)  
See Attached Exhibit A

B. Trademark Registration No.(s)  
See Attached Exhibit A

Additional sheet(s) attached?  Yes  No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: Francine L. Hewes  
 Internal Address: Legal Department  
 Street Address: 200 Carillon Parkway  
 City: St. Petersburg  
 State Florida Zip: 33716  
 Phone Number: 727 579-5000  
 Fax Number: 727 563-5561  
 Email Address: legal.department@catalinamarketing.com

**6. Total number of applications and registrations involved:** 57

- 7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 2280.00**
- Authorized to be charged by credit card
  - Authorized to be charged to deposit account
  - Enclosed

**8. Payment Information:**

a. Credit Card Last 4 Numbers \_\_\_\_\_  
 Expiration Date \_\_\_\_\_

b. Deposit Account Number 500600  
 Authorized User Name Francine L. Hewes

**9. Signature:** Francine L. Hewes

Signature

6/27/06  
Date

Francine L. Hewes  
Name of Person Signing

Total number of pages including cover sheet, attachments, and document

6

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:  
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

CH \$1440.00 500600 78350051

**Catalina Marketing International, Inc., Merger  
With Catalina Marketing Corporation  
March 31, 2006  
Exhibit A**

<b>Mark</b>	<b>Registration Number</b>	<b>Date Issued</b>	<b>CMC Ref No.</b>	<b>Item No.</b>
HEALTH RESOURCE	2232893	3/16/1999	T-073	12.
CHECKOUT RX	2235203	3/23/1999	T-048	13.
WEB BUCKS	2258808	7/6/1999	T-136	14.
VALUPAGE	2277189	9/14/1999	T-133	15.
WEB BUCK	2295020	11/30/1999	T-135	16.
CHECKOUT SURVEY	2393499	10/10/2000	T-190	17.
WEB BUCKS	2413513	12/19/2000	T-139	18.
Design: Dolphin	2423130	1/23/2001	T-187	19.
CATALINA MARKETING UNIVERSITY	2447342	5/1/2001	T-140	20.
CATALINA MARKETING NETWORK	2461395	6/19/2001	T-194	21.
HEALTH RESOURCE	2477190	8/14/2001	T-150	22.
COMPLIANCE DIRECT	2491916	9/25/2001	T-192	23.
DIRECT PHARMACEUTICAL MARKETING NETWORK	2499282	10/23/2001	T-065	24.
ValuPagE-mail	2513714	12/4/2001	T-141	25.
CATALINA MARKETING LOYALTY SERVICES	2515580	12/4/2001	T-212	26.
BAR	2516472	12/11/2001	T-171	27.
PRESCRIPTION ACTIVATED RESEARCH	2557836	4/9/2002	T-173	28.
Design: Engaging Consumers Icons	2585787	4/30/2002	T-174	29.
BRAND AWARENESS COUNTERMAT	2603238	7/30/2002	T-222	30.
BAR RX	2604923	8/6/2002	T-216	31.
CATALINA MARKETING	2606388	8/13/2002	T-186	32.
BUYER ACTIVATED RESEARCH	2608455	8/13/2002	T-176	33.
PHARMAWARE and Design	2624986	9/24/2002	T-087	34.
LOYALTY QUOTIENT	2644817	10/29/2002	T-226	35.
BEHAVIOR ACTIVATED RESEARCH	2649406	11/12/2002	T-217	36.
NUTRIENT NEWS	2664875	12/17/2002	T-221	37.

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<b>Mark</b>	<b>Registration Number</b>	<b>Date Issued</b>	<b>CMC Ref No.</b>	<b>Item No.</b>
WEB BUCKS	2879432	1/28/2003	T-175	38.
PHARMAWARE and Design	2778625	10/28/2003	T-220	39.
CHECKOUT DIRECT	2802484	1/6/2004	T-030	40.
Design: Coupon	2839579	5/11/2004	T-254	41.
Catalina Marketing & Design	2860092	7/6/2004	T-263	42.
CAREBRIEF	2900841	11/2/2004	T-244	43.
CHECKOUT SMART REWARDS	2905335	11/23/2004	T-236	44.
Design: Coupon (Sideband design)	2921959	2/1/2005	T-255	45.
CATALINA CATEGORY MARKETING	3003710	10/4/2005	T-330	46.

**Catalina Marketing International, Inc., Merger  
With Catalina Marketing Corporation  
March 31, 2006  
Exhibit A**

Trademark Applications

<b>Mark</b>	<b>Application Serial No.</b>	<b>Application Date</b>	<b>CMC Ref No.</b>	<b>Item No.</b>
Catalina Marketing & Design	78/350051	1/9/2004	T-263-1	1.
SIMPLY SMART MARKETING	78/515389	11/11/2004	T-336	2.
PATIENT LINK	78/521772	11/23/2004	T-337	3.
PATIENTLINK	78/532228	12/14/2004	T-338	4.
PATIENTLINK CONSUMER HEALTH MEDIA and design	78/556609	1/31/2005	T-339	5.
EMPOWER MY HEALTH	78/569825	2/17/2005	T-340	6.
PatientLinkIQ	78/733205	10/14/2005	T-347	7.
CATALINA CONNECTIONS	78/777343	12/20/2005	T-348	8.
CATALINA CONNECTIONS	78/777350	12/20/2005	T-350	9.
CATALINA CONNECTIONS	78/777375	12/20/2005	T-349	10.
CONNECT WHERE IT COUNTS	78/777392	12/20/2005	T-351	11.

US Registered Trademarks

<b>Mark</b>	<b>Registration Number</b>	<b>Date Issued</b>	<b>CMC Ref No.</b>	<b>Item No.</b>
CHECKOUT COUPON	1454173	8/25/1987	T-026	1.
CHECKOUT COUPON	1630024	1/1/1991	T-024	2.
CHECKOUT COUPON	1630288	1/1/1991	T-023	3.
QUICK CASH	1679620	3/17/1992	T-102	4.
CHECKOUT REBATE	1979593	6/11/1996	T-044	5.
PAY FOR PERFORMANCE	1981109	6/18/1996	T-084	6.
CHECKOUT PRIZES INSTANT GAME	1989427	7/30/1996	T-042	7.
CHECKOUT MESSAGE	2004234	10/1/1996	T-038	8.
CHECKOUT SAMPLE	2005914	10/8/1996	T-049	9.
INTEGRATED PRICE LABEL	2051998	4/15/1997	T-076	10.
CHECKOUT COUPON	2161630	6/2/1998	T-029	11.

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 03:45 PM 03/31/2006  
FILED 03:45 PM 03/31/2006  
SRV 060308230 - 2286308 FILE

**CERTIFICATE OF OWNERSHIP AND MERGER**  
**OF**  
**CATALINA MARKETING MANUFACTURER SERVICES, INC.**  
**(a Delaware corporation)**  
**and**  
**CATALINA MARKETING INTERNATIONAL, INC.**  
**(a Delaware corporation)**  
**into**  
**CATALINA MARKETING CORPORATION**  
**(a Delaware corporation)**

(PURSUANT TO SECTION 253 OF THE DELAWARE GENERAL CORPORATION LAW)

Catalina Marketing Corporation (hereinafter sometimes referred to as the "Corporation") hereby certifies that:

**FIRST.** The Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware.

**SECOND.** The Corporation owns 100% of the outstanding shares of the capital stock of Catalina Marketing Manufacturer Services, Inc. ("CMS") and Catalina Marketing International, Inc. ("CMI", and together with CMS, collectively, the "Subsidiaries").

**THIRD.** The Corporation, by the following resolutions of its Board of Directors, duly adopted on the 24th day of March, 2006, determined to merge the Subsidiaries into the Corporation on the conditions set forth in such resolutions:

**WHEREAS,** the Board desires and deems it to be in the best interest of the Corporation to merge each of the Subsidiaries into the Corporation;

**NOW THEREFORE BE IT RESOLVED,** that the Corporation merge each of the Subsidiaries into the Corporation pursuant to the provisions of the Delaware General Corporation Law and that all of the estate, property, rights, privileges, powers and franchises of each of the Subsidiaries be vested in and held and enjoyed by the Corporation as fully and entirely as the same were before held and enjoyed by each of the Subsidiaries; and it is

**FURTHER RESOLVED,** that the Corporation shall assume and become responsible for the liabilities and obligations of each of the Subsidiaries to the extent provided for by applicable provisions of the Delaware General Corporation Law; and it is

**FURTHER RESOLVED,** that each of the Subsidiaries shall cease to exist as separate corporations upon the effective date of the mergers pursuant to the provisions of the Delaware General Corporation Law, and the Corporation shall continue its existence as the surviving corporation pursuant to the provisions of the Delaware General Corporation Law; and it is

**FURTHER RESOLVED,** that the outstanding shares of each of the Subsidiaries shall not be converted in any manner, nor shall any cash or other consideration be paid or delivered

therefor, inasmuch as the Corporation is the owner of all outstanding shares of each of the Subsidiaries, but each such share which is outstanding as of the effective date of the mergers shall be extinguished upon the effectiveness of the mergers; and it is

**FURTHER RESOLVED**, that the Board and any and all officers of the Corporation are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents and to pay all relevant fees and expenses which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of the mergers herein provided for under the Delaware General Corporation Law, including without limitation the filing of a Certificate of Ownership and Merger in the State of Delaware (the "Delaware Certificate"); and it is

**FURTHER RESOLVED**, that the mergers provided for herein shall become effective at 12:01 a.m. E.S.T. on April 1, 2006; and it is

**FURTHER RESOLVED**, that any act taken or done by any officer or agent of the Corporation to facilitate the mergers is hereby approved and ratified.

**IN WITNESS WHEREOF**, said Catalina Marketing Corporation has caused its corporate seal to be affixed and this certificate to be signed by Rick Frier, the Executive Vice President and Chief Financial Officer of Catalina Marketing Corporation, for the purpose of merging the Subsidiaries into the Corporation pursuant to the Delaware General Corporation Law and under penalties of perjury does hereby declare and certify that this is the act and deed of the Corporation and that the facts stated herein are true and accordingly has hereunto signed this Certificate of Ownership and Merger as of the 30<sup>th</sup> day of March, 2006.

By: \_\_\_\_\_

Rick Frier

Executive Vice President and Chief Financial Officer