

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Vertrue Incorporated		07/10/2007	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Adaptive Marketing LLC
Street Address:	20 Glover Avenue
City:	Norwalk
State/Country:	CONNECTICUT
Postal Code:	06850
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 12

Property Type	Number	Word Mark
Registration Number:	2608111	MYHEALTHYSAVINGS.COM
Registration Number:	2568309	HEALTHYSAVINGS.COM
Registration Number:	2725236	SIMPLE ESCAPES
Registration Number:	2629068	MYHEALTHYSAVINGS.COM
Registration Number:	2605543	FIRST FUN
Registration Number:	2457259	MEMBERWORKS
Registration Number:	2455271	MEMBERWORKS
Registration Number:	2591915	PRIVACY PLUS
Registration Number:	2495237	VALUEMAX SHOPPING SERVICE
Registration Number:	2417914	FLY AWAY FREE USA
Registration Number:	2697997	SMART SOURCE
Registration Number:	2393829	24PROTECT

CORRESPONDENCE DATA

OP \$315.00 2608111

Fax Number: (202)293-6330
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (202) 956-7685
Email: CarrierR@sullcrom.com
Correspondent Name: Rita M. Carrier
Address Line 1: 1701 Pennsylvania Avenue, N.W.
Address Line 2: Sullivan & Cromwell LLP, Suite 800
Address Line 4: Washington, DISTRICT OF COLUMBIA 20006

NAME OF SUBMITTER:	Rita M. Carrier
Signature:	/Rita M. Carrier/
Date:	07/10/2007

Total Attachments: 3
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TRADEMARK ASSIGNMENT

WHEREAS, Vertrue Incorporated, a Delaware corporation with an office at 20 Glover Avenue, Norwalk, Connecticut 06850 ("Assignor"), formerly known, as shown in the records of the United States Patent and Trademark Office, as MemberWorks Incorporated ("MemberWorks"), holds of record the trademarks and trademark registrations shown in Schedule 1 hereto (collectively, the "Trademarks");

WHEREAS, Adaptive Marketing LLC, a Delaware limited liability company with an office at 20 Glover Avenue, Norwalk, Connecticut 06850 ("Assignee"), acquired from MemberWorks certain assets and property, including the Trademarks and all of the goodwill associated therewith and symbolized thereby (collectively, the "Trademark Rights"); and

WHEREAS, Assignor and Assignee desire to memorialize the assignment of the Trademark Rights to Assignee.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound, Assignor hereby sells, assigns and transfers to Assignee, *nunc pro tunc* as of October 13, 2004, and Assignee hereby accepts the sale, assignment and transfer from Assignor of, all right, title and interest in and to the Trademark Rights for Assignee's own use and enjoyment, and for the use and enjoyment of Assignee's successors, assigns or other legal representatives, as fully and entirely as the same would have been held and enjoyed by Assignor if this assignment and sale had not been made, together with all rights of priority and renewals, and all income, royalties or payments due or payable now or hereafter, and all past, present and future claims, counterclaims, credits, causes of action, choses in action, rights of recovery, and rights of setoff against third persons for infringement or other violation of the Trademark Rights, together with the right to sue for and collect any resulting recovery of damages, lost profits, legal fees, and costs. Assignor requests that the Director of the United States Patent and Trademark Office record Assignee as the assignee and owner of the Trademarks.

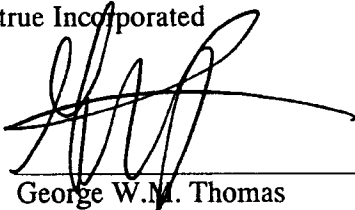
This agreement shall be governed by and construed in accordance with the laws of the State of Connecticut applicable to agreements made and wholly performed therein.

This agreement may be executed in any number of counterparts, each of which shall be deemed to be an original, and all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, Assignor and Assignee each has caused this instrument to be executed by its respective authorized representative on this 10th day of July, 2007.

Vertrue Incorporated

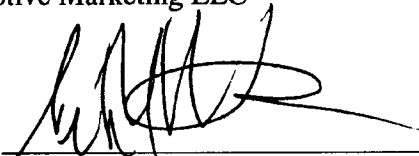
By



George W.M. Thomas
Senior Vice President & General
Counsel

Adaptive Marketing LLC

By



Adaptive Marketing LLC
its Sole Member

Schedule 1

TRADEMARK	REGISTRATION NUMBER	REGISTRATION DATE
MYHEALTHYSAVINGS.COM and Design	2608111	8-13-2002
HEALTHYSAVINGS.COM and Design	2568309	5-07-2002
SIMPLE ESCAPES	2725236	6-10-2003
MYHEALTHYSAVINGS.COM	2629068	10-01-2002
FIRST FUN	2605543	8-06-2002
MEMBERWORKS and Design	2457259	6-05-2001
MEMBERWORKS	2455271	5-29-2001
PRIVACY PLUS	2591915	7-09-2002
VALUEMAX SHOPPING SERVICE	2495237	10-09-2001
FLY AWAY FREE USA	2417914	1-02-2001
SMART SOURCE	2697997	3-18-2003
24PROTECT	2393829	10-10-2000