

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	11/01/2008

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Entertainment Publications, Inc.		11/01/2008	CORPORATION: MICHIGAN

RECEIVING PARTY DATA

Name:	Entertainment Publications, LLC
Street Address:	1414 E. Maple Road
City:	Troy
State/Country:	MICHIGAN
Postal Code:	48083
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 81

Property Type	Number	Word Mark
Registration Number:	998252	ENTERTAINMENT
Registration Number:	1216057	HAPPENINGS
Registration Number:	1314586	SAVING SPREE
Registration Number:	1371262	ENTERTAINMENT
Registration Number:	1475348	ENTERTAINMENT
Registration Number:	1480773	GOLD C
Registration Number:	1480774	GOLD C VALUES
Registration Number:	1546338	TRAVEL AMERICA AT HALFPRIce
Registration Number:	1546690	VALUBOOK
Registration Number:	1608460	DINING ADVANTAGE
Registration Number:	1704916	HALFPRIce EUROPE
Registration Number:	1718106	
Registration Number:	1742484	LOCAL CONNECTION

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Registration Number:	1817519	PASSBOOK
Registration Number:	1831306	PASSBOOK
Registration Number:	1833830	SALLY FOSTER
Registration Number:	1848006	ENTERTAINMENT NATIONAL
Registration Number:	1851219	HALFPRICE HOTEL CARD
Registration Number:	1895507	NATIONAL VALUES
Registration Number:	1909948	ENTERTAINMENT
Registration Number:	1920976	
Registration Number:	1950567	DINNER ON US CLUB
Registration Number:	1983487	WORTH ITS WEIGHT IN GOLD!
Registration Number:	1995339	ENTERTAINMENT
Registration Number:	2004108	SALLY FOSTER
Registration Number:	2038612	DINNER ON US CLUB
Registration Number:	2072843	ONE FOR THE COMMUNITY
Registration Number:	2105956	ENTERTAINMENT INTERNATIONAL
Registration Number:	2154964	SAVERS GUIDE
Registration Number:	2205092	TASTEFUL TEMPTATIONS
Registration Number:	2243846	THE SMART WAY TO SAVE
Registration Number:	2257674	FREQUENT VALUES
Registration Number:	2278420	RESTAURANT SECRETS
Registration Number:	2282001	ENTERTAINMENT
Registration Number:	2298592	ENTERTAINMENT
Registration Number:	2300922	TEST THE CHEF
Registration Number:	2323914	
Registration Number:	2323915	RESTAURANT SECRETS
Registration Number:	2324006	DINE-A-MATE
Registration Number:	2338584	
Registration Number:	2345502	
Registration Number:	2354865	ENTERTAINMENT VALUES
Registration Number:	2406790	SAVERS GUIDE
Registration Number:	2437281	ONE FOR THE COMMUNITY
Registration Number:	2473871	ENTERTAINMENT ULTIMATE
Registration Number:	2483777	SUMMER VACATION
Registration Number:	2513073	TRAVEL NORTH AMERICA AT HALFPRICE
Registration Number:	2529851	GREAT TIMES AND GREAT SAVINGS

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REEL: 003887 FRAME: 0389

Registration Number:	2537885	ENTERTAINMENT ULTIMATE
Registration Number:	2602013	SUMMER VACATION
Registration Number:	2610918	THE ULTIMATE SAVINGS MEMBERSHIP
Registration Number:	2618497	SUMMER VACATION
Registration Number:	2643821	FV
Registration Number:	2731743	CONDO RENTALBANK
Registration Number:	2797306	ENTERTAINMENT
Registration Number:	2797307	ENTERTAINMENT
Registration Number:	2801546	ENTERTAINMENT DIGITAL SAVINGS CLUB
Registration Number:	2921219	MAGAZINE DISCOUNT NETWORK
Registration Number:	2971222	DINE & SAVE
Registration Number:	3068698	WORLD EXPLORER
Registration Number:	3068699	BE AN ARTIST
Registration Number:	3068700	TOP SECRET SPY
Registration Number:	3068701	TOTALLY WACKY SCIENTIST
Registration Number:	3068702	FLYING ADVENTURES
Registration Number:	3068703	JUNGLE EXPLORER
Registration Number:	3084920	HOTELS AT HALFPRISE
Registration Number:	3108260	ENTERTAINMENT REWARDS
Registration Number:	3158630	DINE. SHOP. TRAVEL. SAVE.
Registration Number:	3162791	SELECT SAVINGS
Registration Number:	3178762	ULTIMATE SAVINGS CARD
Registration Number:	3184593	RSR RELAX SOOTHE REFRESH
Registration Number:	3257163	SIMPLY SMART
Registration Number:	3259577	CLASSIC RECIPES EMILY'S HOME BAKERY
Registration Number:	3263187	REPEAT SAVINGS
Registration Number:	3283710	ENTERTAINMENT
Registration Number:	3283711	ENTERTAINMENT
Registration Number:	3319891	SELECT SAVINGS
Registration Number:	3396008	
Registration Number:	3425439	REPEAT SAVINGS
Serial Number:	77451543	ENTERTAINMENT INTERNATIONAL
Serial Number:	77113583	ENTERTAINMENT ON VACATION

CORRESPONDENCE DATA

TRADEMARK
REEL: 003887 FRAME: 0390

Fax Number: (248)566-8531
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 248-566-8530
Email: tmdocketing@honigman.com
Correspondent Name: Honigman Miller Schwartz and Cohn LLP
Address Line 1: 38500 Woodward Avenue, Suite 100
Address Line 4: Bloomfield Hills, MICHIGAN 48304

ATTORNEY DOCKET NUMBER:	200325-121882
NAME OF SUBMITTER:	Julie E. Kretzschmer
Signature:	/julie e kretzschmer/
Date:	11/13/2008

Total Attachments: 6
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Delaware

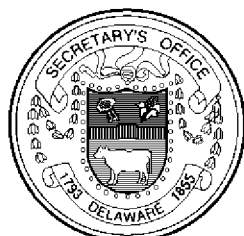
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"ENTERTAINMENT PUBLICATIONS, INC.", A MICHIGAN CORPORATION, WITH AND INTO "EPI ACQUISITION LLC" UNDER THE NAME OF "ENTERTAINMENT PUBLICATIONS, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF OCTOBER, A.D. 2008, AT 2:26 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF NOVEMBER, A.D. 2008.



4551596 8100M

081083813

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

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6944415

DATE: 10-31-08

TRADEMARK
REEL: 003887 FRAME: 0392

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:32 PM 10/31/2008
FILED 02:26 PM 10/31/2008
SRV 081083813 - 4551596 FILE

STATE OF DELAWARE
CERTIFICATE OF MERGER OF FOREIGN CORPORATION
INTO DOMESTIC LIMITED LIABILITY COMPANY

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act, as amended.

First: The surviving Limited Liability Company is **EPI Acquisition LLC** (State of Delaware File Number 4551596), a Delaware Limited Liability Company.

Second: The name of the foreign corporation being merged into this surviving Limited Liability Company is **Entertainment Publications, Inc.**, a Michigan Corporation

Third: The Agreement of Merger has been approved and executed by each of the constituent entities.


Fourth: The name of the surviving Limited Liability Company "**EPI Acquisition LLC**" is contemporaneously changed to "**Entertainment Publications, LLC**".

Fifth: The merger is to become effective on November 1, 2008.

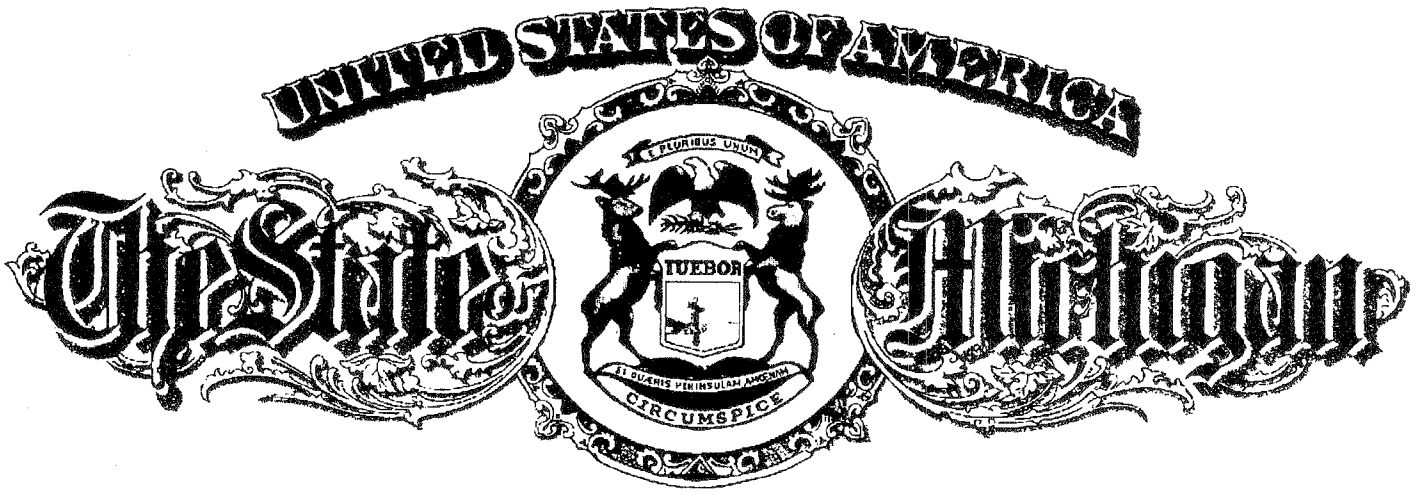
Sixth: The Agreement of Merger is on file at 1414 E. Maple Road, Troy, Michigan 48083 a place of business of the surviving Limited Liability Company.

Seventh: A copy of the Agreement of Merger will be furnished by the surviving Limited Liability Company, on request without cost, to any member or stockholder of the constituent entities.

IN WITNESS WHEREOF, said Limited Liability Company has caused this certificate to be signed by an authorized person, this 31st day of October, 2008.

By: 
Michael Periard, CFO and EVP
Entertainment Publications, Inc

By: 
MaryAnn D. Rivers, CEO
EPI Acquisition LLC



Michigan Department of Labor & Economic Growth

Lansing, Michigan

This is to Certify that the annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.



In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 31st day of October, 2008

Andrew S. Mitchell, Director

Bureau of Commercial Services

MICHIGAN DEPARTMENT OF LABOR & ECONOMIC GROWTH
BUREAU OF COMMERCIAL SERVICES

Date Received
OCT 31 2008

(FOR BUREAU USE ONLY)

FILED

OCT 31 2008

Administrator
Bureau of Commercial Services

This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

Name
Entertainment Publications, Inc.

Address
1414 E. Maple Road

City State ZIP Code
Troy, MI 48083-4019

EFFECTIVE DATE:
Expiration date for new assumed names: December 31,
Expiration date for transferred assumed names appear in Item 6

Document will be returned to the name and address you enter above. If left blank document will be mailed to the registered office.

CERTIFICATE OF MERGER
Cross Entity Merger for use by Profit Corporations, Limited Liability Companies
and Limited Partnerships

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), Act 23, Public Acts of 1993 (limited liability companies) and Act 213, Public Acts of 1982 (limited partnerships), the undersigned entities execute the following Certificate of Merger:

1. The Plan of Merger (Consolidation) is as follows:

a. The name of each constituent entity and its identification number is:

Entertainment Publications, Inc., a Michigan Corporation ("EPI")	171392
EPI Acquisition LLC, a Delaware limited liability company	NA

b. The name of the surviving (new) entity and its identification number is:

Entertainment Publications, LLC, a Delaware limited liability company	NA
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Corporations and Limited Liability Companies provide the street address of the survivor's principal place of business:
1414 E. Maple Road, Troy, MI 48083-4019

2. (Complete only if an effective date is desired other than the date of filing. The date must be no more than 90 days after the receipt of this document in this office.)

The merger (consolidation) shall be effective on the 1st day of November, 2008.

3. Complete for Profit Corporations only

For each constituent stock corporation, state:

Name of corporation	Designation and number of outstanding shares in each class or series	Indicate class or series of shares entitled to vote	Indicate class or series entitled to vote as a class
EPI	Class A - 14,958.958	Yes	NA
EPI	Class B - 51.46	No	NA
EPI	Preferred - 0	Yes	NA

If the number of shares is subject to change prior to the effective date of the merger or consolidation, the manner in which the change may occur is as follows: NA

The manner and basis of converting shares are as follows:

All of the issued and outstanding capital stock of EPI will be cancelled on the Effective Date (November 1, 2008).

The amendments to the Articles, or a restatement of the Articles, of the surviving corporation to be effected by the merger are as follows: NA

The Plan of Merger will be furnished by the surviving profit corporation, on request and without cost, to any shareholder of any constituent profit corporation.

The merger is permitted by the state or country under whose law it is incorporated and each foreign corporation has complied with that law in effecting the merger.

(Complete either Section (a) or (b) for each corporation)

a) The Plan of Merger was approved by unanimous consent of the incorporators of _____, a Michigan corporation which has not commenced business, has not issued any shares, and has not elected a Board of Directors.

(Signature of Incorporator) (Type or Print Name) (Signature of Incorporator) (Type or Print Name)

(Signature of Incorporator) (Type or Print Name) (Signature of Incorporator) (Type or Print Name)

b) The plan of merger was approved by:

the Board of Directors of _____, the surviving Michigan corporation, without approval of the shareholders in accordance with Section 703a of the Act.

the Board of Directors and the shareholders of the following Michigan corporation(s) in accordance with Section 703a of the Act.
Entertainment Publications, Inc.

By Michael Periard
(Signature of Authorized Officer of Agent)
Michael Periard, EVP and CFO
(Type or print name)
Entertainment Publications, Inc.
(Name of Corporation)

By _____
(Signature of Authorized Officer of Agent)

(Type or print name)

(Name of Corporation)

4. Complete for any Limited Liability Companies only

Check one of the following if Limited Liability Company is the survivor.

- There are no changes to be made to the Articles of Organization of the surviving limited liability company.
- The amendments to the Articles, or a restatement of the Articles, of the surviving limited liability company to be effected by the merger are as follows:

The name of the surviving limited liability company will be changed from "EPI Acquisition LLC" to "Entertainment Publications, LLC".

The manner and basis of converting the membership interests are as follows:

NA

The Plan of Merger was approved by the members of each constituent limited liability company in accordance with section 702(1).

The Plan of Merger was approved by the members of each domestic limited liability company in accordance with section 705a(5) and by each constituent business organization in the manner provided by the laws of the jurisdiction in which it is organized.

For each limited liability company involved in the merger, this document is signed in accordance with Section 103 of the Act.

Signed this 31st day of October, 2008

By



(Signature of Member, Manager or Authorized Agent)

MaryAnn Rivers, President & CEO

(Type or Print Name and Capacity)

EPI Acquisition LLC renamed "Entertainment Publications, LLC"

(Name of Limited Liability Company)

Signed this _____ day of _____, _____

By

(Signature of Member, Manager or Authorized Agent)

(Type or Print Name and Capacity)

(Name of Limited Liability Company)

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