

**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
Affinion Benefits Group, Inc.		09/26/2007	CORPORATION:

**RECEIVING PARTY DATA**

Name:	Affinion Benefits Group, LLC
Street Address:	400 Duke Drive
City:	Franklin
State/Country:	TENNESSEE
Postal Code:	37067
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

**PROPERTY NUMBERS Total: 16**

Property Type	Number	Word Mark
Serial Number:	77872456	CLASSIC SAVINGS
Registration Number:	3486570	DESTINATION SAVINGS
Serial Number:	77891558	ENHANCED FRAUD PROTECTION PLUS
Registration Number:	3486557	EVERYDAY GROCERY SAVINGS
Serial Number:	77891527	FRAUD PROTECTION PLUS
Serial Number:	77837221	IN SYNC WITH YOUR LIFESTYLE
Serial Number:	77765603	MEMBERSECURE
Registration Number:	2819626	
Serial Number:	77693470	MYIDMATTERS
Registration Number:	3365749	NETGAIN!
Registration Number:	2753100	PROGENY MARKETING INNOVATIONS
Registration Number:	3204116	REMEDY
Registration Number:	3306839	REMEDY CHECK PROTECTION
Serial Number:	77741164	REWARD & PROTECT

CH \$415.00 77872456

Registration Number:	2461343	THE PLUS PACKAGE
Registration Number:	3197391	TRIPLE-CASH ACCIDENT PLAN

**CORRESPONDENCE DATA**

Fax Number: (212)468-4888  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 212-468-4800  
Email: jkatz@dglaw.com  
Correspondent Name: Jeffrey C. Katz  
Address Line 1: 1740 Broadway  
Address Line 4: New York, NEW YORK 10019

ATTORNEY DOCKET NUMBER:	00517-0154-088
NAME OF SUBMITTER:	Jeffrey C. Katz
Signature:	/Jeffrey C. Katz/
Date:	05/26/2010

**Total Attachments: 3**

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# Delaware

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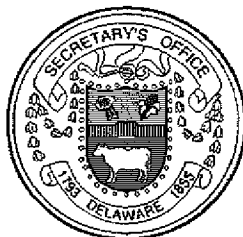
*The First State*

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 "AFFINION BENEFITS GROUP, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "AFFINION BENEFITS GROUP, INC." TO "AFFINION BENEFITS GROUP, LLC", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF SEPTEMBER, A.D. 2007, AT 3:44 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE FIRST DAY OF OCTOBER, A.D. 2007, AT 11 O'CLOCK A.M.

2088396 8100V

071056250



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6031298

DATE: 09-27-07

TRADEMARK

REEL: 004213 FRAME: 0549

**CERTIFICATE OF CONVERSION**

**OF**

**AFFINION BENEFITS GROUP, INC.**

**TO**

**AFFINION BENEFITS GROUP, LLC**

(Pursuant to Section 266 of the General Corporation Law of the State of Delaware  
and the Delaware Limited Liability Company Act Section 18-214)

**September 26, 2007**

The undersigned, being duly authorized to execute and file this Certificate of Conversion, hereby certifies that:

**FIRST:** The name of the corporation immediately prior to the filing of this Certificate of Conversion is Affinion Benefits Group, Inc. (the "Corporation").

**SECOND:** The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on April 15, 1986.

**THIRD:** The original name of the Corporation as set forth in the certificate of incorporation is CUC Member Benefit Plans, Inc.

**FOURTH:** The name of the limited liability company into which the Corporation shall be converted, as set forth in its Certificate of Formation, is Affinion Benefits Group, LLC.

**FIFTH:** The conversion has been approved in accordance with Section 266 of the General Corporation Law of the State of Delaware and the Delaware Limited Liability Company Act Section 18-214.

**SIXTH:** The conversion is to become effective on October 1, 2007 at 11:00 am Eastern Time.

\* \* \* \* \*

**IN WITNESS WHEREOF**, the undersigned has duly executed this Certificate of Conversion as of the date first written above.

By: FREDRICK ROBERTSON

Name: Fredrick Robertson

Title: Authorized Person