

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Certificate of Conversion		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Vertrue Incorporated		07/28/2010	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Vertrue LLC		
Street Address:	20 Glover Avenue		
City:	Norwalk		
State/Country:	CONNECTICUT		
Postal Code:	06850		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Serial Number:	78947688	VERTRUE	
Serial Number:	78947757	GET MORE OUT OF LIFE EVERY DAY.	
Serial Number:	78947607	VERTRUE INCORPORATED	
CORRESPONDENCE DATA			
Fax Number:	(215)655-2286		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Email:	trademarks@dechert.com, jacob.bishop@dechert.com		
Correspondent Name:	Jacob Bishop		
Address Line 1:	Dechert LLP		
Address Line 2:	Cira Centre, 2929 Arch Street		
Address Line 4:	Philadelphia, PENNSYLVANIA 19104-2808		
ATTORNEY DOCKET NUMBER:	392067		
NAME OF SUBMITTER:	Jacob Bishop		
Signature:	/Jacob Bishop/		

CH \$90.00 78947688

Date:

07/29/2010

Total Attachments: 5

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Delaware

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The First State

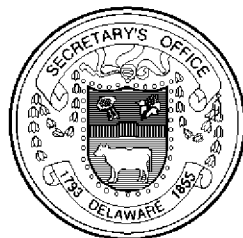
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VERTRUE LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF JULY, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "VERTRUE LLC" WAS FORMED ON THE TWELFTH DAY OF JULY, A.D. 1989.

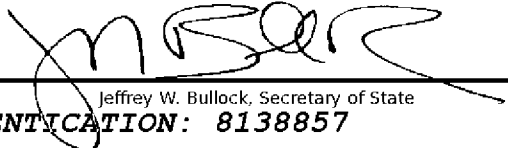
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

2201951 8300

100779675



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8138857

DATE: 07-28-10

TRADEMARK
REEL: 004250 FRAME: 0131

Delaware

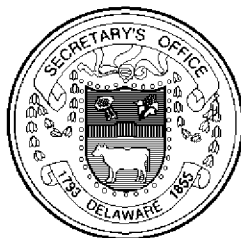
PAGE 1

The First State

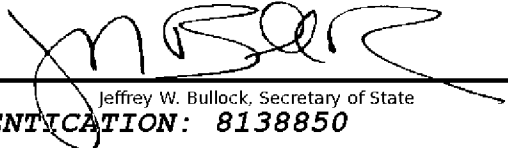
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "VERTRUE INCORPORATED" TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "VERTRUE INCORPORATED" TO "VERTRUE LLC", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF JULY, A.D. 2010, AT 12:11 O'CLOCK P.M.

2201951 8100V

100779675



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8138850

DATE: 07-28-10

TRADEMARK
REEL: 004250 FRAME: 0132

CERTIFICATE OF CONVERSION TO LIMITED LIABILITY COMPANY
OF
VERTRUE INCORPORATED

This Certificate of Conversion to Limited Liability Company, dated as of July 28, 2010, hereby is executed and filed by Vertrue Incorporated, a Delaware corporation (the "Corporation"), and by an authorized person of Vertrue LLC, a Delaware limited liability company (the "LLC"), to convert the Corporation to the LLC, under the Delaware Limited Liability Company Act (6 Del. C. Sec. 18-101 et seq.) and the General Corporation Law of the State of Delaware (8 Del. C. Sec. 101, et seq.) (the "GCL").

1. The name of the Corporation is Vertrue Incorporated.
2. The Certificate of Incorporation of the Corporation was filed with the Office of the Secretary of State of the State of Delaware on July 12, 1989 under the name "Cardmember Publishing Corporation".
3. The name of the LLC, a Delaware limited liability company, into which the Corporation shall be converted as set forth in its Certificate of Formation is Vertrue LLC.
4. The conversion of the Corporation to the LLC has been approved in accordance with the provisions of Section 266 of the GCL.
5. This Certificate of Conversion shall become effective on July 28 2010.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion to Limited Liability Company on the 28 day of July, 2010.

Vertrue LLC



Name:
Authorized Person

Vertrue Incorporated

By: 

Name: George W.M. Thomas
Title: Secretary

Delaware

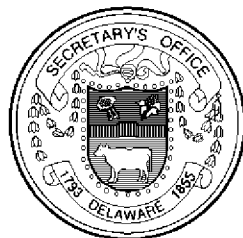
PAGE 2

The First State

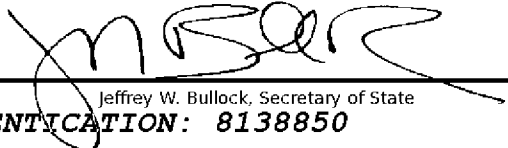
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "VERTRUE LLC" FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF JULY, A.D. 2010, AT 12:11 O'CLOCK P.M.

2201951 8100V

100779675



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8138850

DATE: 07-28-10

TRADEMARK
REEL: 004250 FRAME: 0134

CERTIFICATE OF FORMATION
OF
VERTRUE LLC

The undersigned, an authorized person, for the purpose of forming a limited liability company, under the provisions and subject to the requirements of the State of Delaware (particularly Chapter 18, Title 6 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "Delaware Limited Liability Company Act"), hereby certifies that:

FIRST: The name of the limited liability company (hereinafter called the "Limited Liability Company") is: Vertrue LLC.

SECOND: The address of the registered office and the name of the registered agent of the Limited Liability Company required to be maintained by Section 18-104 of the Delaware Limited Liability Company Act are: National Registered Agents, 160 Greentree Drive, Suite 101, Dover, Kent County, Delaware 19904.

THIRD: This Certificate of Formation shall become effective on July 28, 2010.

Executed this 28 day of July, 2010.



Name: Eleanor Osmanoff
Authorized Person