

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest in Trademarks

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Maritz Holdings Inc.		02/28/2012	CORPORATION: MISSOURI

RECEIVING PARTY DATA

Name:	Bank of America, N.A., as Administrative Agent
Street Address:	231 S. La Salle Street
Internal Address:	Mail Code: IL1-231-10-41
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60604
Entity Type:	national banking association: UNITED STATES

PROPERTY NUMBERS Total: 28

Property Type	Number	Word Mark
Registration Number:	3433311	EVERYTHING REWARDS
Registration Number:	3464297	CASCADE TRAVEL CONCIERGE
Registration Number:	3219152	PLAY TO EARN REWARDS
Registration Number:	3241551	REWARDING SOMEONE ON EARTH EVERY MINUTE OF EVERY DAY
Registration Number:	3232748	DELIVERING RESULTS WITH INSPIRING REWARDS
Registration Number:	3771530	SALESINCENTIVEMANAGER
Registration Number:	3917681	MARITZ REAL-TIME REWARDS
Registration Number:	3714569	RECOGNITIONMANAGER
Registration Number:	3700116	LOYALTYHQ
Registration Number:	3811535	5 C'S OF VIRTUAL VALUE
Registration Number:	3693810	PURPOSEFUL CHOICE
Registration Number:	3807653	REWARDS DIRECT BY MARITZ
Registration Number:	3649559	MARITZ TRAVEL

OP \$715.00 3433311

Registration Number:	3493384	MARITZ RECOGNITION STUDIO
Registration Number:	3450110	EVERYTHING REWARDS POINTS
Serial Number:	85510879	YOUR REWARDING ESCAPES
Serial Number:	85379765	DECISIONVUE 360
Serial Number:	85368261	LINK UP FOR CHARITY
Serial Number:	85368258	WHERE ASSOCIATIONS ACHIEVE MORE
Serial Number:	85368247	ACI CONNECTIONS
Serial Number:	85368240	GIFTBRIDGE
Serial Number:	85368234	LINKS
Serial Number:	85368230	ACHIEVELINKS
Serial Number:	85368222	ACI
Serial Number:	85279775	YOUR INSTANT SAVINGS
Serial Number:	85070257	MINDSPRING
Serial Number:	77765410	FUEL PASSPORT
Serial Number:	77421263	EVERYTHING GREEN REWARDS

CORRESPONDENCE DATA

Fax Number: (919)416-8328
Phone: 9192868041
Email: pto_tmconfirmation@mvalaw.com
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Correspondent Name: Moore & Van Allen PLLC
Address Line 1: 430 Davis Drive
Address Line 2: Suite 500
Address Line 4: Morrisville, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER:	017625-4749 JES
NAME OF SUBMITTER:	John E. Slaughter
Signature:	/John E. Slaughter/
Date:	02/29/2012

Total Attachments: 4
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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Third Amended and Restated Security Agreement dated as of February 28, 2012 (the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A., as Administrative Agent (the "Administrative Agent") for the Lenders referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Administrative Agent for the ratable benefit of the Lenders:

TRADEMARKS

<u>Trademark No.</u>	Description of Trademark <u>Item</u>	Date of <u>Trademark</u>
	See <u>Schedule 1</u> attached hereto.	

Trademark Applications

<u>Trademark Applications No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Applications</u>
	See <u>Schedule 1</u> attached hereto.	

The Obligors and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

MARITZ HOLDINGS INC.,
a Missouri corporation

By: 

Name: Richard T. Ramos

Title: Executive Vice President, Chief Financial Officer
and Treasurer

Obligor's Address:
1375 N. Highway Drive
Fenton, Missouri 63099

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: _____

Name: _____

Title: _____

NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS
MARITZ HOLDINGS INC.

TRADEMARK
REEL: 004726 FRAME: 0189

The Obligors and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

MARITZ HOLDINGS INC.,
a Missouri corporation

By: _____

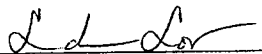
Name: _____

Title: _____

Obligor's Address:
1375 N. Highway Drive
Fenton, Missouri 63099

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: 

Name: Linda Lov

Title: AVP

NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS
MARITZ HOLDINGS INC.

TRADEMARK
REEL: 004726 FRAME: 0190

Schedule 1

**Maritz Holdings Inc.
(Missouri Corporation)**

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
EVERYTHING REWARDS	3433311	05/20/08
CASCADE TRAVEL CONCIERGE	3464297	07/08/08
PLAY TO EARN REWARDS	3219152	03/13/07
REWARDING SOMEONE ON EARTH EVERY MINUTE OF EVERY DAY	3241551	05/15/07
DELIVERING RESULTS WITH INSPIRING REWARDS	3232748	04/24/07
SALESINCENTIVEMANAGER	3771530	04/06/10
MARITZ REAL-TIME REWARDS	3917681	02/08/11
RECOGNITIONMANAGER	3714569	11/24/09
LOYALTYHQ	3700116	10/20/09
5 C'S OF VIRTUAL VALUE	3811535	06/29/10
PURPOSEFUL CHOICE	3693810	10/06/09
REWARDS DIRECT BY MARITZ	3807653	06/22/10
MARITZ TRAVEL	3649559	07/07/09
MARITZ RECOGNITION STUDIO	3493384	08/26/08
EVERYTHING REWARDS POINTS	3450110	06/17/08

Pending Applications

Mark	Application No.	Filing Date
YOUR REWARDING ESCAPES	85510879	01/06/12
DECISIONVUE 360	85379765	07/25/11
LINK UP FOR CHARITY	85368261	07/11/11
WHERE ASSOCIATIONS ACHIEVE MORE	85368258	07/11/11
ACI CONNECTIONS and Design	85368247	07/11/11
GIFTBRIDGE	85368240	07/11/11
LINKS	85368234	07/11/11
ACHIEVELINKS	85368230	07/11/11
ACI and Design	85368222	07/11/11
YOUR INSTANT SAVINGS	85279775	03/29/11
MINDSPRING	85070257	06/23/10
FUEL PASSPORT	77765410	06/22/09
EVERYTHING GREEN REWARDS	77421263	03/13/08