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
Affinion Publishing Group, LLC		07/10/2012	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

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

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	1761659	YOU'RE #1
Registration Number:	1785811	YOU'RE #1

CORRESPONDENCE DATA

Fax Number: 2129746924
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: (212) 468-4823
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:	007849-0003-000 (AGN JAC)
NAME OF SUBMITTER:	Jeffrey C. Katz
Signature:	/Jeffrey C. Katz/

CH $65.00 1761659

Date:	08/13/2012

Total Attachments: 2
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TRADEMARK ASSIGNMENT

WHEREAS, Affinion Publishing, LLC, a limited liability company of the State of Delaware (hereinafter, "Assignor"), is the owner of marks listed on the attached Schedule "A," which are registered in the United States Patent and Trademark Office.

WHEREAS, Affinion Benefits Group, LLC, a limited liability company of the State of Delaware, located at 400 Duke Drive, Franklin, Tennessee, 37067 (hereinafter, "Assignee"), is desirous of acquiring said marks and said registrations thereof.

NOW, THEREFORE, for good and valuable consideration, receipt and sufficiency of which is hereby acknowledged, said Assignor does hereby assign unto said Assignee all rights, title and interest in and to said marks, together with the goodwill of the business symbolized by the marks, and the registrations thereof listed on Schedule "A," and all rights to damages or profits, due or accrued, arising out of past infringement of said marks or injury to said goodwill, and the right to sue for and recover the same in Assignee's own name.

IN WITNESS WHEREOF, this Assignment has been executed to be effective as of the 10th day of July, 2012.

Affinion Publishing, LLC

By: Lynn Doon
Name: Lynn Doonan
Title: V.P.

Affinion Benefits Group, LLC

By: Lynn Doon
Name: Lynn Doonan
Title: V.P.

Schedule A

Mark	Registration No.	Registration Date
YOU'RE #1	1,761,659	March 30, 1993
YOU'RE #1 and Design	1,785,811	August 3, 1993