

900231017 08/14/2012

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	CORRECTIVE ASSIGNMENT																										
NATURE OF CONVEYANCE:	Corrective Assignment to correct the entity of the assignee from a corporation to a limited liability company previously recorded on Reel 004841 Frame 0032. Assignor(s) hereby confirms the assignment of the entire interest.																										
CONVEYING PARTY DATA																											
<table border="1"> <thead> <tr> <th>Name</th> <th>Formerly</th> <th>Execution Date</th> <th>Entity Type</th> </tr> </thead> <tbody> <tr> <td>Affinion Publishing Group, LLC</td> <td></td> <td>07/10/2012</td> <td>LIMITED LIABILITY COMPANY: DELAWARE</td> </tr> </tbody> </table>				Name	Formerly	Execution Date	Entity Type	Affinion Publishing Group, LLC		07/10/2012	LIMITED LIABILITY COMPANY: DELAWARE																
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Affinion Publishing Group, LLC		07/10/2012	LIMITED LIABILITY COMPANY: DELAWARE																								
RECEIVING PARTY DATA																											
<table border="1"> <tr> <td>Name:</td> <td colspan="3">Affinion Benefits Group, LLC</td> </tr> <tr> <td>Street Address:</td> <td colspan="3">400 Duke Drive</td> </tr> <tr> <td>City:</td> <td colspan="3">Franklin</td> </tr> <tr> <td>State/Country:</td> <td colspan="3">TENNESSEE</td> </tr> <tr> <td>Postal Code:</td> <td colspan="3">37067</td> </tr> <tr> <td>Entity Type:</td> <td colspan="3">LIMITED LIABILITY COMPANY: DELAWARE</td> </tr> </table>				Name:	Affinion Benefits Group, LLC			Street Address:	400 Duke Drive			City:	Franklin			State/Country:	TENNESSEE			Postal Code:	37067			Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
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Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE																										
PROPERTY NUMBERS Total: 2																											
<table border="1"> <thead> <tr> <th>Property Type</th> <th>Number</th> <th>Word Mark</th> </tr> </thead> <tbody> <tr> <td>Registration Number:</td> <td>1761659</td> <td>YOU'RE #1</td> </tr> <tr> <td>Registration Number:</td> <td>1785811</td> <td>YOU'RE #1</td> </tr> </tbody> </table>				Property Type	Number	Word Mark	Registration Number:	1761659	YOU'RE #1	Registration Number:	1785811	YOU'RE #1															
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Registration Number:	1785811	YOU'RE #1																									
CORRESPONDENCE DATA																											
<p>Fax Number: 2129746924</p> <p><i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i></p> <p>Phone: (212) 468-4823</p> <p>Email: jkatz@dglaw.com</p> <p>Correspondent Name: Jeffrey C. Katz</p> <p>Address Line 1: 1740 Broadway</p> <p>Address Line 4: New York, NEW YORK 10019</p>																											
ATTORNEY DOCKET NUMBER:	007849-0003-000 (AGN JAC)																										
NAME OF SUBMITTER:	Jeffrey C. Katz																										

CH \$65.00 1761659

Assignment

Page 2 of 2

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/
Date:	08/14/2012
Total Attachments: 2 source=Assignment - Affinion Benefits#page1.tif source=Assignment - Affinion Benefits#page2.tif	
RECEIPT INFORMATION	
ETAS ID:	TM243338
Receipt Date:	08/14/2012
Fee Amount:	\$65

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REEL: 004846 FRAME: 0277

900230868 08/13/2012**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			
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<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
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

TRADEMARK
REEL: 004846 FRAME: 0278

Assignment

Page 2 of 2

ATTORNEY DOCKET NUMBER:	007849-0003-000 (AGN JAC)
NAME OF SUBMITTER:	Jeffrey C. Katz
Signature:	/Jeffrey C. Katz/
Date:	08/13/2012
Total Attachments: 2 source=Assignment - Affinion Benefits#page1.tif source=Assignment - Affinion Benefits#page2.tif	
RECEIPT INFORMATION	
ETAS ID:	TM243185
Receipt Date:	08/13/2012
Fee Amount:	\$65

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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

Affinion Benefits Group, LLC

By: *[Signature]*
Name: *Lynn Doonan*
Title: *V.P.*

By: *[Signature]*
Name: *Lynn Doonan*
Title: *V.P.*

Schedule A

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