

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|---------------------------|---|----------|-------------------------------------|
| SUBMISSION TYPE: | CORRECTIVE ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | Corrective Assignment to correct the name of the Assignor from Affinion Publishing Group, LLC to Affinion Publishing, LLC previously recorded on Reel 004846 Frame 0276. Assignor(s) hereby confirms the assignment of the entire interest. | | |
| CONVEYING PARTY DATA | | | |
| | Name | Formerly | Execution Date |
| | Affinion Publishing, 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: | LIMITED LIABILITY COMPANY: 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 | | |
| | <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) | | |

CH \$65.00 1761659

| | |
|---|-------------------|
| NAME OF SUBMITTER: | Jeffrey C. Katz |
| Signature: | /Jeffrey C. Katz/ |
| Date: | 08/23/2012 |
| Total Attachments: 4 source=Assignment - Affinion Benefits#page1.tif source=Assignment - Affinion Benefits#page2.tif source=Original Cover Sheet#page1.tif source=Original Cover Sheet#page2.tif | |

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 Doonan*
Name: *Lynn Doonan*
Title: *V.P.*

Affinion Benefits Group, LLC

By: *Lynn Doonan*
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 |

900231017 08/14/2012

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Stylesheet Version v1.1

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| 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

| 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: | LIMITED LIABILITY COMPANY; DELAWARE |

PROPERTY NUMBERS Total: 2

| Property Type | Number | Word Mark |
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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 |

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| | |
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| Correspondent Name: Jeffrey C. Katz | |
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| 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 |