

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM301890

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Harte-Hanks Shoppers, Inc.		09/27/2013	CORPORATION: CALIFORNIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Pennysaver USA Publishing, LLC		
<b>Street Address:</b>	10250 Constellation Blvd.		
<b>Internal Address:</b>	Suite 1750		
<b>City:</b>	Los Angeles		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	90067		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE		
<b>PROPERTY NUMBERS Total: 14</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2554863	COUPON \$AVER	
<b>Registration Number:</b>	4103211	5-3-2 NETWORK	
<b>Registration Number:</b>	4113086	5-3-2 REWARDS	
<b>Serial Number:</b>	85315424	CHA-CHING	
<b>Registration Number:</b>	4119667	MOGASA	
<b>Registration Number:</b>	3763107	PENNYSAVERUSA.COM	
<b>Registration Number:</b>	3810215	POWER CLICKS	
<b>Registration Number:</b>	3650290	POWER SITES	
<b>Registration Number:</b>	4084681	POWERCALLS	
<b>Registration Number:</b>	3741553	POWERPAGES	
<b>Registration Number:</b>	3896993	POWERSITES	
<b>Registration Number:</b>	3897413	POWERSITES	
<b>Registration Number:</b>	4071901	SAVERTIME	
<b>Registration Number:</b>	4158913	SAVERTIME SEQUEL	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2077747499		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	207-774-4000		
<b>TRADEMARK</b>			

OP \$365.00 2554863

**Email:** cbacall@verrilldana.com  
**Correspondent Name:** Charles P. Bacall  
**Address Line 1:** One Portland Square  
**Address Line 2:** P.O. Box 586  
**Address Line 4:** Portland, MAINE 04112-0586

**ATTORNEY DOCKET NUMBER:** 89945-1012

**NAME OF SUBMITTER:** Charles P. Bacall

**SIGNATURE:** /Charles P. Bacall/

**DATE SIGNED:** 04/17/2014

**Total Attachments: 6**

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## TRADEMARK ASSIGNMENT

**THIS TRADEMARK ASSIGNMENT** (this “*Assignment*”) is made as of the 27<sup>th</sup> of September, 2013, from Harte-Hanks Shoppers, Inc., a California corporation (“*Assignor*”), to Pennysaver USA Publishing, LLC, a Delaware limited liability company (“*Assignee*”).

**WHEREAS**, Assignor, with its principal place of business at c/o Robert L. R. Munden, 9601 Mcallister Freeway # 610, San Antonio, Texas 78216, is the owner of the entire right, title and interest in and to the trademarks, service marks, and the corresponding applications and registrations therefor, set forth on **Exhibit A** hereto (collectively, the “*Trademarks*”), together with the business and goodwill associated with the Trademarks; and

**WHEREAS**, pursuant to the terms of that certain Asset Purchase Agreement, dated September 18, 2013, by and among Assignor, Assignee, Hart-Hanks, Inc., a Delaware corporation, and the other parties thereto, Assignee, with a principal place of business at 10250 Constellation Blvd., Suite 1750, Los Angeles, California 90067, has agreed to acquire all the rights, title, and interest in and to the Trademarks, together with the goodwill of the business associated with the Trademarks, as the successor to the business of Assignor to which the Trademarks pertain.

**NOW, THEREFORE**, for good and valuable consideration, the receipt of which is hereby acknowledged, the parties hereto agree as follows:

1. Assignor hereby sells, assigns, transfers and sets over unto Assignee, its successors and assigns, all of Assignor’s rights, title and interest in and to the Trademarks, together with the goodwill the business associated with the Trademarks and the trademark registrations and applications therefore as set forth on **Exhibit A**.
2. Assignor hereby sells, assigns, transfers and sets over onto Assignees, its successors, legal representatives, and assigns, all claims for damages by reason of past infringement of the Trademarks, the right to sue for and collect same for its own use and enjoyment and for the use and enjoyment of its successors, assigns, or other legal representatives.
3. Assignor authorizes the Commissioner of Patents and Trademarks of the United States to record the Trademarks listed on **Exhibit A**, and title thereto, as the property of Assignee, its successors, legal representatives and assigns, in accordance with the terms of this instrument.
4. This Agreement may be executed in counterparts, each of which, including those with facsimile signatures, will be deemed an original, but all of which together constitute one and the same agreement.

*[Remainder of page intentionally left blank]*

IN WITNESS WHEREOF, the parties have caused this Assignment to be executed by their duly authorized officers or representatives and deem this Assignment to be effective as of the date first set forth above.


**ASSIGNEE:**

**PENNYSAVER USA PUBLISHING, LLC**

By: Pennysaver USA, LLC, its Manager

By: Pennysaver Investors, LLC, its Manager

By: OpenGate Capital Management, LLC, its  
Manager

  
Name: Jay Cook  
Title: AUTHORIZED OFFICER

**ASSIGNOR:**

**HARTE-HANKS SHOPPERS, INC.**

By: *Robert L. R. Munden*  
Robert L. R. Munden  
Executive Vice President and Secretary

STATE OF Texas )  
 ) ss.  
COUNTY OF Bexar )

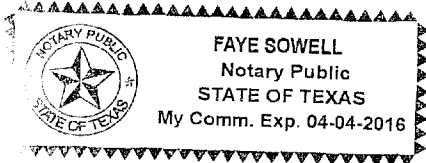
I certify that I know or have satisfactory evidence that Robert L. R. Munden is the person who appeared before me, and said person acknowledged that said person signed this instrument and on oath stated that said person was authorized to execute the instrument and acknowledged it to be said person's free and voluntary act for the uses and purposes mentioned in the instrument.

Dated: \_\_\_\_\_

*Faye Sowell*  
Notary Public

Faye Sowell  
[Printed Name]

[Seal or Stamp]



My appointment expires 4/4/2016

## EXHIBIT A

COUNTRY STATUS	REFERENCE# CLASSES	FILED	APPL#	REGDT	REG#
<b>COUPON \$AVER</b>					
UNITED STATES REGISTERED	9880-5 35	3/21/2000	76/005,555	4/2/2002	2,554,863

35 - Advertising services, namely providing advertising space in a periodical.

### **PENNYSAVERUSA.COM**

CALIFORNIA REGISTERED	10394-7 35			6/2/2008	064,632
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35 - Advertising services, namely selling advertising in advertising publications, selling advertising in on-line advertising publications, and distributing advertising publications.

### **SUPER SAVERS**

UNITED STATES REGISTERED	9880-9 16	11/7/1986	73/629,204	4/19/1988	1,485,239
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16 - Coupon books

### **5-3-2 Network**

UNITED STATES REGISTERED	10394-27 35	4/15/2011	85/296,787	2/21/2012	4,103,211
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35 - Promoting the goods and services of others by providing a web site featuring vouchers for discounts on goods and services in different geographic areas and credits for those who refer friends to the web sites and the vouchers.

### **5-3-2 REWARDS**

UNITED STATES REGISTERED	10394-25 35	4/19/2011	85/298,865	3/13/2012	4,113,086
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35 - Promoting the goods and services of others by providing a web site featuring vouchers for discounts on goods and services in different geographic areas and credits for those who refer friends to the web sites and the vouchers

### **Cha-Ching**

UNITED STATES PENDING	10394-31 9,42	5/9/2011	85/315,424		
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9 - Computer application software for mobile phones, namely, software for use in connection with coupons

42 - Application service provider (ASP) featuring software for use with mobile devices for use in connection with coupons

## MOGASA

UNITED STATES REGISTERED	10394-30 9,42	4/4/2011	85/312,034	3/27/2012	4,119,667
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9 - Computer application software for mobile phones, namely, software for use in posting, searching, locating, and sharing information with others about garage sales.

42 - Application service provider (ASP) featuring software for use with mobile devices for use in posting, searching, locating, and sharing information with others about garage sales.

## PENNYSAVER

CALIFORNIA REGISTERED	10394-29 38			5/8/1970	47849
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38 - Direct mail advertising publications

## PennySaverUSA.com

UNITED STATES REGISTERED	10394-15 35	8/10/2009	77/801,084	3/23/2010	3,763,107
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35 - On-line advertising services for others.

## POWER CLICKS

UNITED STATES REGISTERED	10394-5 35	11/4/2009	77/864,529	6/29/2010	3,810,215
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35 - On-line advertising and marketing services.

## POWER SITES

UNITED STATES REGISTERED	10394-4 35	12/4/2008	77/626,443	7/7/2009	3,650,290
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35 - Advertising and marketing services

## PowerCalls

UNITED STATES REGISTERED	10394-19 35	8/25/2010	85/115,158	1/10/2012	4,084,681
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35 - Advertising and marketing, namely, providing call tracking services in response to advertising

## POWERPAGES

UNITED STATES REGISTERED	10394-3 35	2/7/2008	77/390,913	1/26/2010	3,741,553
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35 - On-line classified advertising.

**PowerSites**

UNITED STATES 10394-16 5/7/2010 85/032,870 12/28/2010 3,896,993  
REGISTERED 35,42

35 - Marketing and advertising services.

42 - Website design and hosting services.

**POWERSITES design**

UNITED STATES 10394-17 5/17/2010 85/040,503 12/28/2010 3,897,413  
REGISTERED 35,42

35 - Marketing and advertising services.

42 - Website design and hosting services.

**SaverTime**

UNITED STATES 10394-21 1/11/2011 85/214,689 12/13/2011 4,071,901  
REGISTERED 35

35 - Promoting the goods and services of others by providing a web site featuring vouchers for discounts on goods and services in different geographic areas.

**SaverTime Sequel**

UNITED STATES 10394-28 4/19/2011 85/298,858 6/12/2012 4,158,913  
REGISTERED 35

35 - Promoting the goods and services of others by distributing vouchers for discounts on goods and services to encourage repeat customers.