

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM302812

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	RELEASE BY SECURED PARTY		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
BANK OF AMERICAN, N.A.		04/09/2014	NATIONAL ASSOCIATION: UNITED STATES
RECEIVING PARTY DATA			
Name:	CHECKOUT HOLDING CORP.		
Street Address:	200 CARILLON PARKWAY		
City:	ST. PETERSBURG		
State/Country:	FLORIDA		
Postal Code:	33716		
Entity Type:	CORPORATION: DELAWARE		
Name:	CATALINA MARKETING CORPORATION		
Street Address:	200 CARILLON PARKWAY		
City:	ST. PETERSBURG		
State/Country:	FLORIDA		
Postal Code:	33716		
Entity Type:	CORPORATION: DELAWARE		
Name:	CATALINA MARKETING PROCUREMENT, LLC		
Street Address:	200 CARILLON PARKWAY		
City:	ST. PETERSBURG		
State/Country:	FLORIDA		
Postal Code:	33716		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
Name:	CATALINA MARKETING TECHNOLOGY SOLUTIONS, INC.		
Street Address:	200 CARILLON PARKWAY		
City:	ST. PETERSBURG		
State/Country:	FLORIDA		
Postal Code:	33716		
Entity Type:	CORPORATION: DELAWARE		
Name:	CATALINA MARKETING WORLDWIDE, LLC		
Street Address:	200 CARILLON PARKWAY		
City:	ST. PETERSBURG		
State/Country:	FLORIDA		

TRADEMARK

Postal Code:	33716
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE
Name:	CATALINA-PACIFIC MEDIA, L.L.C.
Street Address:	200 CARILLON PARKWAY
City:	ST. PETERSBURG
State/Country:	FLORIDA
Postal Code:	33716
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE
Name:	CMJ INVESTMENTS L.L.C.
Street Address:	200 CARILLON PARKWAY
City:	ST. PETERSBURG
State/Country:	FLORIDA
Postal Code:	33716
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE
Name:	MODIV MEDIA, INC.
Street Address:	200 CARILLON PARKWAY
City:	ST. PETERSBURG
State/Country:	FLORIDA
Postal Code:	33716
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 61

Property Type	Number	Word Mark
Registration Number:	1454173	CHECKOUT COUPON
Registration Number:	1630288	CHECKOUT COUPON
Registration Number:	1630024	CHECKOUT COUPON
Registration Number:	1679620	QUICK CASH
Registration Number:	1989427	CHECKOUT PRIZES INSTANT GAME
Registration Number:	1979593	CHECKOUT REBATE
Registration Number:	1981109	PAY FOR PERFORMANCE
Registration Number:	2004234	CHECKOUT MESSAGE
Registration Number:	2161630	CHECKOUT COUPON
Registration Number:	2235203	CHECKOUT RX
Registration Number:	2413513	WEB BUCKS
Registration Number:	2606388	CATALINA MARKETING
Registration Number:	2461395	CATALINA MARKETING NETWORK
Registration Number:	2921959	
Registration Number:	2839579	
Registration Number:	2860092	CATALINA MARKETING
Registration Number:	2802484	CHECKOUT DIRECT

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Property Type	Number	Word Mark
Registration Number:	3003710	CATALINA CATEGORY MARKETING
Registration Number:	3242521	CHECKOUTLINK
Registration Number:	3286304	CHECKOUT PRIZES
Registration Number:	3320839	CATALINA CONNECTIONS
Registration Number:	3320840	CATALINA CONNECTIONS
Registration Number:	3320841	CONNECT WHERE IT COUNTS
Registration Number:	3332771	CATALINA PRODUCT ALERT
Registration Number:	3367215	CHECKOUT PRIZES INSTANT WIN GAME
Registration Number:	3348641	LOYALTY QUOTIENT
Registration Number:	3392641	RXCONX
Registration Number:	3541168	CHECKOUT CASH
Registration Number:	3492259	CATALINA CONSUMER BENCHMARKS
Registration Number:	3590524	CHECKOUT DISCOUNT
Registration Number:	3590526	CHECKOUT SAVINGS
Registration Number:	3764786	POINTER MEDIA NETWORK
Registration Number:	3768771	POINTER MEDIA NETWORK POWERED BY CATALIN
Registration Number:	3768773	POINTER MEDIA NETWORK POWERED BY CATALIN
Registration Number:	3685543	CATALINA HEALTH RESOURCE
Registration Number:	3788228	PIVOTAL POINT CONSUMER
Registration Number:	3855585	CHR
Registration Number:	3884046	YOURBUCKS
Registration Number:	3923953	SIMPLE SUBSTITUTE
Registration Number:	3923954	SIMPLE SUBSTITUTES
Registration Number:	3971357	CHECKOUT
Registration Number:	2373242	E-CENTIVES
Registration Number:	2708262	E-CENTIVES
Registration Number:	3318883	MAESTRO
Registration Number:	3944313	CATALINA
Registration Number:	4041664	COUPON NETWORK
Registration Number:	4042232	CATALINA
Registration Number:	4085269	CATALINA COUPONS
Registration Number:	4191960	CATALINA HEALTH
Registration Number:	4253604	CATALINA BUYERVISION
Registration Number:	3366853	DELIVISION
Registration Number:	3886597	MODIV
Serial Number:	86076244	BUYERGRAPHICS
Serial Number:	85429967	CATALINA DIGITAL NETWORK
Serial Number:	85188771	CATALINA PRECISION BRAND BUILDING
Serial Number:	85188788	CATALINA PRECISION BRAND BUILDING

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Property Type	Number	Word Mark
Serial Number:	85302646	CATALINAS
Serial Number:	85104629	CATALINACOUPONS
Serial Number:	85104637	CATALINACOUPONNETWORK.COM
Serial Number:	85104644	CATALINACOUPONS.COM
Serial Number:	85104641	CATALINACOUPONNETWORK

CORRESPONDENCE DATA

Fax Number: 6508385109

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 650-838-3743

Email: JLIK@SHEARMAN.COM

Correspondent Name: BENJAMIN PETERSEN

Address Line 1: 3000 EL CAMINO REAL, 6TH FLOOR

Address Line 2: SHEARMAN & STERLING LLP

Address Line 4: PALO ALTO, CALIFORNIA 94306

ATTORNEY DOCKET NUMBER:	37501/61
NAME OF SUBMITTER:	BENJAMIN PETERSEN
SIGNATURE:	/BENJAMIN PETERSEN/
DATE SIGNED:	04/25/2014

Total Attachments: 5

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TRADEMARK SECURITY AGREEMENT RELEASE

This TRADEMARK SECURITY AGREEMENT RELEASE (the "**Release**") dated April 9, 2014, is made by Bank of America, N.A., as collateral agent for the Secured Parties (in such capacity, together with its successors in such capacity, the "**Collateral Agent**") in favor of Checkout Holdings Corp. ("**Holdings**"), Catalina Marketing Corporation (the "**Borrower**"), Catalina Marketing Procurement, LLC, Catalina Marketing Technology Solutions, Inc., Catalina Marketing Worldwide LLC, Catalina-Pacific Media L.L.C., CMJ Investments LLC and Modiv Media, Inc. (each a "**Grantor**" and collectively, the "**Grantors**"). All capitalized terms used herein and not otherwise defined shall have the meaning assigned to such terms in the Security Agreement (as defined below).

WHEREAS, the Borrower entered into that certain Security Agreement dated as of October 11, 2013 (as amended, amended and restated, supplemented or otherwise modified from time to time, the "**Security Agreement**") among Holdings, the Borrower, each of the subsidiaries of the Borrower listed on Annex A thereto and the Collateral Agent, as collateral agent for the Secured Parties;

WHEREAS, pursuant to the Security Agreement, the Grantors executed that certain Trademark Security Agreement, dated as of October 11, 2013 (as amended, amended and restated, supplemented, or otherwise modified from time to time, the "**Trademark Security Agreement**"), whereby the Grantors granted to the Collateral Agent for the ratable benefit of the Secured Parties a security interest in and to certain intellectual property of the Grantors;

WHEREAS, the Trademark Security Agreement was recorded with the United States Patent and Trademark Office on October 24, 2013 at Reel 5138 and Frame 0816; and

WHEREAS, in accordance with the provisions of the Credit Agreement and the Trademark Security Agreement, the Collateral Agent now desires to release its security interest in and to the Collateral (as defined below).

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Collateral Agent hereby agrees as follows:

SECTION 1. Release of Grant of Security. The Collateral Agent hereby releases to the Grantors its security interest in all of the Grantors' right, title and interest in and to the following (the "**Collateral**"):

(i) all trademarks and service mark rights, including, without limitation, the trademark and service mark registrations and applications set forth in Schedule A hereto, together with the goodwill symbolized thereby (the "**Trademarks**");

(ii) all renewals of any of the foregoing, all rights in the foregoing provided by international treaties or conventions, all rights corresponding thereto throughout the world and all other rights of any kind whatsoever of such Grantor accruing thereunder or pertaining thereto;

Trademark Security Agreement Release

(iii) any and all claims for damages and injunctive relief for past, present and future infringement, dilution, misappropriation, violation, misuse or breach with respect to any of the foregoing, with the right, but not the obligation, to sue for and collect, or otherwise recover, such damages; and

(iv) any and all proceeds of, collateral for, income, royalties and other payments now or hereafter due and payable with respect to, and supporting obligations relating to, any and all of the Collateral of or arising from any of the foregoing.

SECTION 2. Recordation. The Collateral Agent authorizes and requests that the Commissioner for Trademarks and any other applicable government officer record this Release.

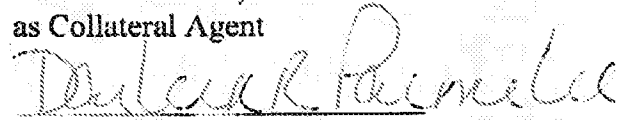
SECTION 3. Governing Law. This Release shall be governed by, and construed in accordance with, the laws of the State of New York.

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IN WITNESS WHEREOF, the Collateral Agent has caused this Release to be duly executed and delivered by its officer thereunto duly authorized as of the date first above written.

Bank of America, N.A.
as Collateral Agent

By:



Name: Darleen R Parmelee
Title: Vice President

Trademark Security Agreement Release

TRADEMARK
REEL: 005269 FRAME: 0344

UNITED STATES TRADEMARKS

U.S. Registered Trademarks

	Trademark	Reg. No.	App. No.	Owner
1.	CHECKOUT COUPON	1454173	73602641	Catalina Marketing Corporation
2.	CHECKOUT COUPON	1630288	74038597	Catalina Marketing Corporation
3.	CHECKOUT COUPON	1630024	74038596	Catalina Marketing Corporation
4.	QUICK CASH	1679620	74153879	Catalina Marketing Corporation
5.	CHECKOUT PRIZES INSTANT GAME	1989427	74506091	Catalina Marketing Corporation
6.	CHECKOUT REBATE	1979593	74683780	Catalina Marketing Corporation
7.	PAY FOR PERFORMANCE	1981109	74700921	Catalina Marketing Corporation
8.	CHECKOUT MESSAGE	2004234	74719257	Catalina Marketing Corporation
9.	CHECKOUT COUPON	2161630	75240913	Catalina Marketing Corporation
10.	CHECKOUT RX	2235203	75305451	Catalina Marketing Corporation
11.	WEB BUCKS	2413513	75591519	Catalina Marketing Corporation
12.	CATALINA MARKETING	2606388	75837816	Catalina Marketing Corporation
13.	CATALINA MARKETING NETWORK	2461395	75943162	Catalina Marketing Corporation
14.	DESIGN COUPON	2921959	76450846	Catalina Marketing Corporation
15.	DESIGN COUPON	2839579	76451090	Catalina Marketing Corporation
16.	CATALINA MARKETING AND DESIGN	2860092	78207443	Catalina Marketing Corporation
17.	CHECKOUT DIRECT	2802484	78214312	Catalina Marketing Corporation
18.	CATALINA CATEGORY MARKETING	3003710	78357603	Catalina Marketing Corporation
19.	CHECKOUTLINK	3242521	78957228	Catalina Marketing Corporation
20.	CHECKOUT PRIZES	3286304	78931467	Catalina Marketing Corporation
21.	CATALINA CONNECTIONS	3320839	78777343	Catalina Marketing Corporation
22.	CATALINA CONNECTIONS	3320840	78777350	Catalina Marketing Corporation
23.	CONNECT WHERE IT COUNTS	3320841	78777392	Catalina Marketing Corporation
24.	CATALINA PRODUCT ALERT	3332771	78931469	Catalina Marketing Corporation
25.	CHECKOUT PRIZES INSTANT WIN GAME & DESIGN	3367215	78951973	Catalina Marketing Corporation
26.	LOYALTY QUOTIENT	3348641	78963967	Catalina Marketing Corporation
27.	RXCONX	3392641	77125687	Catalina Marketing Corporation
28.	CHECKOUT CASH	3541168	77234897	Catalina Marketing Corporation
29.	CATALINA CONSUMER BENCHMARKS	3492259	77380859	Catalina Marketing Corporation
30.	CHECKOUT DISCOUNT	3590524	77519737	Catalina Marketing Corporation
31.	CHECKOUT SAVINGS	3590526	77520029	Catalina Marketing Corporation
32.	POINTER MEDIA NETWORK	3764786	77623922	Catalina Marketing Corporation
33.	POINTER MEDIA NETWORK POWERED BY CATALINA	3768771	77623857	Catalina Marketing Corporation
34.	POINTER MEDIA NETWORK POWERED BY CATALINA	3768773	77623920	Catalina Marketing Corporation
35.	CATALINA HEALTH RESOURCE	3685543	77673079	Catalina Marketing Corporation
36.	PIVOTAL POINT CONSUMER	3788228	77627629	Catalina Marketing Corporation
37.	CHR	3855585	77796247	Catalina Marketing Corporation
38.	YOURBUCKS	3884046	77829766	Catalina Marketing Corporation
39.	SIMPLE SUBSTITUTE	3923953	77860597	Catalina Marketing Corporation
40.	SIMPLE SUBSTITUTE	3923954	77860606	Catalina Marketing Corporation
41.	CHECKOUT	3971357	77871401	Catalina Marketing Corporation
42.	E-CENTIVES	2373242	75306695	Catalina Marketing Corporation
43.	E-CENTIVES	2708262	75724312	Catalina Marketing Corporation
44.	MAESTRO	3318883	76177316	Catalina Marketing Corporation
45.	CATALINA	3944313	85125505	Catalina Marketing Corporation
46.	COUPON NETWORK	4041664	85269096	Catalina Marketing Corporation
47.	CATALINA	4042232	85342560	Catalina Marketing Corporation
48.	CATALINA COUPONS	4085269	85975360	Catalina Marketing Corporation
49.	CATALINA HEALTH	4191960	85438254	Catalina Marketing Corporation

Trademark Security Agreement Release

	Trademark	Reg. No.	App. No.	Owner
50.	CATALINA BUYERVISION	4253604	85598965	Catalina Marketing Corporation
51.	DELIVISION	3366853	78752932	Modiv Media, Inc.
52.	MODIV	3886597	77198387	Modiv Media, Inc.

U.S. Pending Trademark Applications

	Trademark	App. No.	Owner
1.	BUYERGRAPHICS	86076244	Catalina Marketing Corporation
2.	CATALINA DIGITAL NETWORK	85429967	Catalina Marketing Corporation
3.	CATALINA PRECISION BRAND BUILDING	85188771	Catalina Marketing Corporation
4.	CATALINA PRECISION BRAND BUILDING	85188788	Catalina Marketing Corporation
5.	CATALINAS	85302646	Catalina Marketing Corporation
6.	CATALINACOUPONS	85104629	Catalina Marketing Corporation
7.	CATALINACOUPONNETWORK.COM	85104637	Catalina Marketing Corporation
8.	CATALINACOUPONS.COM	85104644	Catalina Marketing Corporation
9.	CATALINACOUPONNETWORK	85104641	Catalina Marketing Corporation

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