

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM305255

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Prospectiv Direct, LLC		04/10/2014	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	nCrowd, Inc.		
Street Address:	810 W. Clinch Avenue		
Internal Address:	8th Floor		
City:	Sunsphere, Knoxville		
State/Country:	TENNESSEE		
Postal Code:	37902		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 9			
Property Type	Number	Word Mark	
Registration Number:	4492395	EVERSAVE	
Registration Number:	3685295	EVERSAVE	
Registration Number:	4396181		
Registration Number:	4492398		
Registration Number:	3889869	SHARE THE SAVE	
Serial Number:	85946577	EVERSAVE PREMIUM	
Serial Number:	85828786	EVERSAVEMORE	
Serial Number:	85828776	EVERSAVEPLUS	
Serial Number:	85843884	SHARE THE SAVE	
CORRESPONDENCE DATA			
Fax Number:	2124684888		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	(212) 468-4800		
Email:	jkatz@dglaw.com		
Correspondent Name:	Jeffrey C. Katz		
Address Line 1:	1740 Broadway		
Address Line 4:	New York, NEW YORK 10019		

CH \$240.00 4492395

ATTORNEY DOCKET NUMBER:	000517-0154-113 (AGN JAC)
NAME OF SUBMITTER:	Jeffrey C. Katz
SIGNATURE:	/Jeffrey C. Katz/
DATE SIGNED:	05/21/2014
Total Attachments: 5 source=assignment - Prospectiv#page1.tif source=assignment - Prospectiv#page2.tif source=assignment - Prospectiv#page3.tif source=assignment - Prospectiv#page4.tif source=assignment - Prospectiv#page5.tif	

TRADEMARK ASSIGNMENT

Prospectiv Direct, LLC. (hereinafter “**Assignor**”), a Delaware corporation having a place of business at 40 Harvard Mills Square, Suite #1, Wakefield, MA 01880, for good and valuable consideration paid by nCrowd, Inc., a Delaware corporation having a place of business at 810 W. Clinch Avenue, 8th Floor, Sunsphere, Knoxville, TN 37902 (“**Assignee**”), the receipt and sufficiency of which are hereby acknowledged, hereby does convey, transfer and assign to Assignee, its successors and assigns, any and all of its entire right, title and interest in and to the trademarks EVERSARE, SHARE THE SAVE, and formatives thereof, including the applications and registrations therefor as set forth below:

Trademark	Country	Status	Application No.	Registration No.	Class No.	Description – Goods/Services
EVERSAVE	United States	Registered	85/843150	4492395	IC 35	Promoting the goods and services of others by conducting customer loyalty, incentive and discount programs which allow customers of banks, credit unions, other financial institutions, and other businesses to obtain discounts and savings on a wide range of merchandise and services, and cash-back rewards, rebates and other loyalty currency benefits, including points and miles, based on shopping on-line and usage of credit cards and debit cards.
EVERSAVE (stylized)	United States	Registered	77/597930	3685295	IC 35	Providing consumer product information via the internet to assist consumers in saving money and time in purchasing such products and services by providing relevant content and advertising on such products and services.
EVERSAVE Logo	United States	Registered	85/843801	4396181	IC 35	Promoting the goods and services of others by providing a website featuring coupons, rebates, price-comparison information, product reviews, links to the retail websites of others, and discount information; promoting the goods of others, namely, providing coupons, rebates and vouchers for the goods of others; promoting the goods of others, namely, providing information regarding discounts, coupons, rebates, vouchers and special offers for the goods of others; promotional services, namely, promoting the goods of

						others by means of providing online coupons; providing consumer product information via the Internet to assist consumers in saving money and time in purchasing such products and services by providing relevant content and advertising on such products and services.
EVERSAVE Logo	United States	Registered	85/843857	4492398	IC 35	Promoting the goods and services of others by conducting customer loyalty, incentive and discount programs which allow customers of banks, credit unions, other financial institutions, and other businesses to obtain discounts and savings on a wide range of merchandise and services, and cash-back rewards, rebates and other loyalty currency benefits, including points and miles, based on shopping on-line and usage of credit cards and debit cards.
SHARE THE SAVE	United States	Registered	85/022849	3889869	IC 35	Promoting the goods and services of others by providing a website featuring coupons, rebates, price-comparison information, product reviews, links to the retail websites of others, and discount information; Promoting the goods of others, namely, providing coupons, rebates and vouchers for the goods of others; Promoting the goods of others, namely, providing information regarding discounts, coupons, rebates, vouchers and special offers for the goods of others; Promotional services, namely, promoting the goods of others by means of providing online coupons.
EVERSAVE PREMIUM	United States	Published/Ext. to Oppose	85/946577		IC 35	Promoting the goods and services of others by conducting customer loyalty, incentive and discount programs which allow customers of banks, credit unions, other financial institutions, and other businesses to obtain discounts and savings on a wide range of merchandise and services, and cash-back rewards, rebates and other loyalty currency benefits, including points and miles, based on shopping on-line and usage of credit cards and debit cards.
EVERSAVEMORE	United States	Filed	85/828786		IC 35	Promoting the goods and services of others by conducting customer loyalty, incentive and discount programs which allow customers

						of banks, credit unions, other financial institutions, and other businesses to obtain discounts and savings on a wide range of merchandise and services, and cash-back rewards, rebates and other loyalty currency benefits, including points and miles, based on shopping on-line and usage of credit cards and debit cards.
EVERSAVEPLUS	United States	Filed	85/828776		IC 35	Promoting the goods and services of others by conducting customer loyalty, incentive and discount programs which allow customers of banks, credit unions, other financial institutions, and other businesses to obtain discounts and savings on a wide range of merchandise and services, and cash-back rewards, rebates and other loyalty currency benefits, including points and miles, based on shopping on-line and usage of credit cards and debit cards.
SHARE THE SAVE	United States	Filed/Suspended	85/843884		IC 35	Promoting the goods and services of others by conducting customer loyalty, incentive and discount programs which allow customers of banks, credit unions, other financial institutions, and other businesses to obtain discounts and savings on a wide range of merchandise and services, and cash-back rewards, rebates and other loyalty currency benefits, including points and miles, based on shopping on-line and usage of credit cards and debit cards.

(the “**Trademarks**”), along with the goodwill associated therewith, and further including, but not limited to, the right to sue and recover for past damages, said Assignment to be effective as of the date hereof.

Assignor hereby agrees that Assignee shall have the right to record this instrument of Assignment in the United States Patent and Trademark Office so as to establish Assignee as the owner of record of the Trademarks.

This Trademark Assignment is intended to confirm, memorialize, and carry out the trademark assignment contemplated by that certain Asset Purchase Agreement, by and between Assignor, Assignee and Affinion Group, Inc., dated 11, 2014 (the “**Asset Purchase**

Agreement”), and its terms are incorporated herein by this reference. In the event of any conflict or inconsistency between the terms of the Asset Purchase Agreement and the terms hereof, the terms of the Asset Purchase Agreement shall govern.

Assignor further agrees, at the request of the Assignee, to execute and have executed any and all other documents of any kind whatsoever, and to provide any information that is in Assignor's possession or under its control that may be reasonably required to carry out the terms and intent of this Assignment; and to fully cooperate with Assignee, as reasonably required, to enable Assignee to duly record this instrument of Assignment with the United States Patent and Trademark Office so that Assignee's ownership of the Trademark is duly made of record in the United States.

IN WITNESS WHEREOF, Assignor, intending to be legally bound, has caused this Assignment to be executed this April 10, 2014.

ASSIGNOR: PROSPECTIV DIRECT, LLC

By

Its Executive Vice President and Chief Financial Officer

STATE OF Connecticut)

) ss:

COUNTY OF Fairfield)

Before me, a Notary Public in and for the said County and State, personally appeared Gregory Miller, who acknowledged that he is the Executive Vice President and Chief Financial Officer of Prospectiv Direct, LLC and is the person who executed the foregoing Trademark Assignment and acknowledged it to be his free and voluntary act and deed.

Witness my hand and notarial seal this 10th day of April, 2014.

Notary Public

Karen L. Walgren

KAREN L. WALGREN
NOTARY PUBLIC - CONNECTICUT
My Commission Expires
March 31, 2016