

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM350270

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Young America Corporation		03/29/2013	CORPORATION: MINNESOTA
RECEIVING PARTY DATA			
Name:	Young America, LLC		
Street Address:	10 South Fifth Street		
Internal Address:	7th Floor		
City:	Minneapolis		
State/Country:	MINNESOTA		
Postal Code:	55402		
Entity Type:	LIMITED LIABILITY COMPANY: MINNESOTA		
PROPERTY NUMBERS Total: 21			
Property Type	Number	Word Mark	
Registration Number:	3012933	AUTO ESCALATION	
Registration Number:	2881883	FASTRAK	
Registration Number:	3522106	MYBONEYARD	
Registration Number:	3522105	MYBONEYARD	
Registration Number:	3406001	HELIOS	
Registration Number:	3560483		
Registration Number:	3560481		
Registration Number:	2768821	UNITED REBATES	
Registration Number:	2744071	SWEEPSTATION	
Registration Number:	2717117	YOUNG AMERICA	
Registration Number:	2664467	RAPID REBATES	
Registration Number:	2336521	COMBO CHECK	
Registration Number:	1966268	YOUNG AMERICA YA	
Registration Number:	1977301	SUPER COMBO REBATES	
Registration Number:	1926648	ALL-IN-ONE	
Registration Number:	1891314	CA\$H-BACK	
Registration Number:	1780537	AMERICA'S MAILING ADDRESS	
Registration Number:	1518234	YA YOUNG AMERICA CORPORATION	

OP \$540.00 3012933

Property Type	Number	Word Mark
Registration Number:	1517417	YOUNG AMERICA DIRECT
Serial Number:	77484173	SCRAPSTER
Serial Number:	77484155	SCRAPSTER

CORRESPONDENCE DATA

Fax Number:

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.

Email: trademark@winthrop.com

Correspondent Name: Winthrop & Weinstine

Address Line 1: 225 South Sixth Street, Suite 3500

Address Line 4: Minneapolis, MINNESOTA 55402

ATTORNEY DOCKET NUMBER:	16048.1
NAME OF SUBMITTER:	Martha J. Engel
SIGNATURE:	/Martha J. Engel/
DATE SIGNED:	08/04/2015

Total Attachments: 11

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**Office of the Minnesota Secretary of State
Certificate of Conversion**

I, Mark Ritchie, Secretary of State of Minnesota, certify that: the documentation required to effectuate a conversion by the entity listed below from the law under which the entity was previously governed to the law under which it is governed after the issuance of this certificate, on the date listed and has been approved pursuant to the procedures required in the chapter indicated.

Conversion Filed Pursuant to Minnesota Statutes, Chapter: 302A

Home Jurisdiction and Name of Converting Entity:

MINNESOTA: YOUNG AMERICA CORPORATION

After Conversion, Entity is governed by Minnesota Statutes, Chapter: 322B

Home Jurisdiction and Name of Entity after the Effective Date of Conversion:

MINNESOTA: YOUNG AMERICA, LLC

This Certificate has been issued on: 03/29/2013



Mark Ritchie

Mark Ritchie
Secretary of State
State of Minnesota

**Office of the Minnesota Secretary of State
Certificate of Organization**

I, Mark Ritchie, Secretary of State of Minnesota, do certify that: The following business entity has duly complied with the relevant provisions of Minnesota Statutes listed below, and is formed or authorized to do business in Minnesota on and after this date with all the powers, rights and privileges, and subject to the limitations, duties and restrictions, set forth in that chapter.

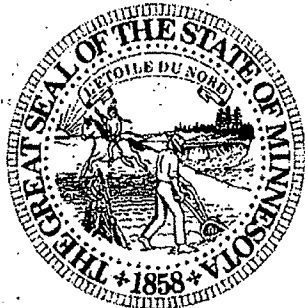
The business entity is now legally registered under the laws of Minnesota.

Name: Young America, LLC

File Number: 664205300024

Minnesota Statutes, Chapter: 322B

This certificate has been issued on: 03/29/2013



Mark Ritchie

Mark Ritchie
Secretary of State
State of Minnesota

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**PLAN OF CONVERSION
OF
YOUNG AMERICA CORPORATION
INTO
YOUNG AMERICA, LLC**

1. Parties to the Conversion.

The name of the converting organization is Young America Corporation (the "Corporation"). The name of the converted organization is Young America, LLC (the "Company"). The converted organization is a limited liability company.

2. Effective Time.

The conversion contemplated by this Plan of Conversion (the "Plan") shall be effective as of the filing of the Articles of Conversion with the Minnesota Secretary of State as required by Section 302A.687 of the Minnesota Business Corporation Act to effect the Plan (the "Effective Time").

3. Terms and Conditions of Conversion.

The conversion of the Corporation into the Company is being consummated pursuant to Minnesota Statutes Section 302A.681. The officers of the Corporation are hereby authorized to file Articles of Conversion in accordance with Minnesota Statutes Section 302A.687 with the Minnesota Secretary of State in substantially the form attached hereto as Exhibit A.

At the Effective Time, the shares of stock in the Corporation shall be converted into 100 membership units of the Company with substantially similar economic rights.

At the Effective Time, pursuant to Minnesota Statutes Section 302A.691, (1) all property owned by the Corporation shall remain vested in the Company, (2) all debts, liabilities, and other obligations of the Corporation shall continue as obligations of the Company, (3) an action or proceeding pending by or against the Corporation may be continued as if the conversion had not occurred, and (4) all rights, privileges, immunities, and powers of the Corporation shall remain vested in the Company.

4. Articles of Organization.

The sole member or the officers of the Company is hereby authorized to file the Articles of Organization of the Company substantially in the form attached hereto as Exhibit B simultaneously with the filing of the Articles of Conversion with the Minnesota Secretary of State.

5. Governing Documents.

The Articles of Incorporation and the Bylaws of the Corporation shall be terminated as of the Effective Time, and the affairs of the Company shall thereafter be governed by the Articles of Organization and the Member Control Agreement of Young America, LLC (the "*LLC Agreement*"), which shall be dated and effective as of the Effective Time, subject to such amendments as the members may make to the Articles of Organization or the LLC Agreement at or after the Effective Time.

6. Other Actions.

The sole member or the officers of the Company, or any one of them, are hereby authorized to execute and deliver any and all documents and instruments and to take any and all such actions on behalf of the Company and the members thereof as they may deem necessary or desirable in order to carry out the intent and purposes of the Plan, the execution and delivery of such documents or instruments or the taking of such actions to be conclusive evidence that such execution and delivery or the taking of such actions was authorized by this Plan.

EXHIBIT A

ARTICLES OF CONVERSION

[See Attached]

**ARTICLES OF CONVERSION
OF
YOUNG AMERICA CORPORATION
INTO
YOUNG AMERICA, LLC**

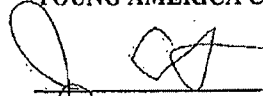
Pursuant to section 302A.687 of the Minnesota Business Corporation Act, the undersigned, being the President of Young America Corporation, a Minnesota corporation (the "Corporation"), hereby certifies that:

1. Attached is the Plan of Conversion of Young America Corporation into Young America, LLC.
2. The name of the converting organization immediately before the filing these Articles of Conversion is Young America Corporation.
3. The name to which the converting organization is to be changed will be Young America, LLC.
4. The converted organization will be a Minnesota limited liability company.
5. The Plan of Conversion has been approved by Young America Corporation pursuant to 302A.685 of the Minnesota Business Corporation Act.
6. Attached are the Articles of Organization of Young America, LLC.

[Remainder of page left intentionally blank; signature page follows.]

IN WITNESS WHEREOF, these Articles of Conversion, having first been duly approved by the board of directors and the sole shareholder of the Corporation, are hereby executed on behalf of the Corporation.

YOUNG AMERICA CORPORATION



Joe Custer
President

EXHIBIT B

ARTICLES OF ORGANIZATION

[See Attached]

**ARTICLES OF ORGANIZATION
OF
YOUNG AMERICA, LLC**

Dated: March 29, 2013

The undersigned organizer, being a natural person 18 years of age or older, in order to form a limited liability company under Minnesota Statutes, Chapter 322B, hereby adopts the following Articles of Organization:

Article 1

The name of this Company is "Young America, LLC."

Article 2

The registered office of this Company is located at 717 Faxon Road, Norwood Young America, Minnesota 55397.

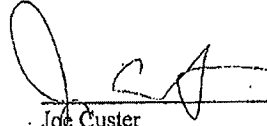
Article 3

The name and address of the organizer of this Company is:

Joe Custer
717 Faxon Road
Norwood Young America, Minnesota 55397.

[Remainder of page left intentionally blank; signature page follows.]

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization as of the date first written above.



Joe Custer
Organizer

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

MAR 29 2013

Mark Ritchie
Secretary of State



STATE OF MINNESOTA

DEPARTMENT OF STATE

I hereby certify that this is a true and complete copy of the document as filed for record in this office.

DATED 5.14.13

Mark Ritchie



By

[Signature]
Secretary of State