

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM502105

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Catalina Marketing Corporation		12/14/2018	Corporation: DELAWARE

RECEIVING PARTY DATA

Name:	JPMorgan Chase Bank, N.A., as Administrative Agent
Street Address:	383 Madison Avenue
City:	New York
State/Country:	NEW YORK
Postal Code:	10179
Entity Type:	Bank: OHIO

PROPERTY NUMBERS Total: 27

Property Type	Number	Word Mark
Registration Number:	3428253	CELLFIRE
Registration Number:	3663095	CELLFIRE
Registration Number:	3663094	CF
Registration Number:	3663093	CF
Registration Number:	2413513	WEB BUCKS
Registration Number:	4938803	BUYERGRAPHICS
Registration Number:	4923410	MY FAVORITE DEALS
Registration Number:	3944313	CATALINA
Registration Number:	4253604	CATALINA BUYERVISION
Registration Number:	4191960	CATALINA HEALTH
Registration Number:	3003710	CATALINA CATEGORY MARKETING
Registration Number:	2802484	CHECKOUT DIRECT
Registration Number:	3971357	CHECKOUT
Registration Number:	3788228	PIVOTAL POINT CONSUMER
Registration Number:	2839579	
Registration Number:	2921959	
Registration Number:	3318883	MAESTRO
Registration Number:	2461395	CATALINA MARKETING NETWORK
Registration Number:	2606388	CATALINA MARKETING

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	2161630	CHECKOUT COUPON
Registration Number:	2373242	E-CENTIVES
Registration Number:	2235203	CHECKOUT RX
Registration Number:	1981109	PAY FOR PERFORMANCE
Registration Number:	1630288	CHECKOUT COUPON
Registration Number:	1989427	CHECKOUT PRIZES INSTANT GAME
Registration Number:	1454173	CHECKOUT COUPON
Serial Number:	87027324	CATX

CORRESPONDENCE DATA

Fax Number: 8004947512
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.
Phone: 202-370-4756
Email: ipteam@cogencyglobal.com
Correspondent Name: Jay daSilva
Address Line 1: 1025 Vermont Ave NW, Suite 1130
Address Line 2: COGENCY GLOBAL INC.
Address Line 4: Washington, D.C. 20005

ATTORNEY DOCKET NUMBER:	1026353 TM IPSA
NAME OF SUBMITTER:	Brandon H. Okun
SIGNATURE:	/Brandon H. Okun/
DATE SIGNED:	12/14/2018

Total Attachments: 7
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TRADEMARK SECURITY AGREEMENT

Trademark Security Agreement, dated as of dated as of December 14, 2018, by CATALINA MARKETING CORPORATION (“**Grantor**”), in favor of JPMORGAN CHASE BANK, N.A., in its capacity as administrative agent pursuant to the Credit Agreement (as defined in the Security Agreement, defined below) (in such capacity, the “**Administrative Agent**”).

WITNESSETH:

WHEREAS, the Grantor is party to a Security Agreement dated as of December 14, 2018 (as amended, amended and restated, supplemented or otherwise modified from time to time, the “**Security Agreement**”) in favor of the Administrative Agent pursuant to which the Grantor is required to execute and deliver this Trademark Security Agreement;

NOW, THEREFORE, in consideration of the premises and to induce the Administrative Agent, for the benefit of the Secured Parties, to enter into the Credit Agreement, the Grantor hereby agrees with the Administrative Agent as follows:

SECTION 1. Defined Terms. Unless otherwise defined herein, terms defined in the Security Agreement and used herein have the meaning given to them in the Security Agreement and the Credit Agreement.

SECTION 2. Grant of Security Interest in Trademark Collateral. The Grantor hereby pledges and grants to the Administrative Agent for the benefit of the Secured Parties a lien on and security interest in and to all of its right, title and interest in, to and under all the following Collateral of the Grantor: Trademarks of the Grantor listed on Schedule I attached hereto.

SECTION 3. The Security Agreement. The security interest granted pursuant to this Trademark Security Agreement is granted in conjunction with the security interest granted to the Administrative Agent pursuant to the Security Agreement and Grantor hereby acknowledges and affirms that the rights and remedies of the Administrative Agent with respect to the security interest in the Trademarks made and granted hereby are more fully set forth in the Security Agreement, the terms of which are incorporated herein by reference. In the event that any provision of this Trademark Security Agreement is deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall control unless the Administrative Agent shall otherwise determine.

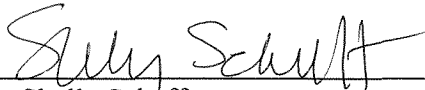
SECTION 4. Termination. Upon the termination of the Security Agreement in accordance with Section 6.11 thereof, the Administrative Agent shall, at the expense of the Grantor, execute, acknowledge, and deliver to the Grantor an instrument in writing in recordable form releasing the lien on and security interest in the Trademarks under this Trademark Security Agreement.

SECTION 5. Counterparts. This Trademark Security Agreement may be executed in any number of counterparts, all of which shall constitute one and the same instrument, and any party hereto may execute this Trademark Security Agreement by signing and delivering one or more counterparts.

[Signature pages follow.]

GRANTOR:


CATALINA MARKETING CORPORATION

By: 

Name: Shelly Schaffer

Title: Executive Vice President and Chief
Financial Officer



JPMORGAN CHASE BANK, N.A.,
as Administrative Agent

By: 
Name: _____
Title: _____
Tina Ruyter
Executive Director




[Signature Page to Trademark Security Agreement]

Schedule I


TRADEMARK REGISTRATIONS AND USE APPLICATIONS

MARK	APPLN NO.	FILED	REGN NO.	REGN DATE	OWNER	STATUS
CATX	87027324	5/6/16			Catalina Marketing Corporation	Pending
CELLFIRE	78704651	8/31/05	3428253	5/13/08	Catalina Marketing Corporation	Registered
CELLFIRE	77620982	11/24/08	3663095	8/4/09	Catalina Marketing Corporation	Registered
CF 	77620947	11/24/08	3663094	8/4/09	Catalina Marketing Corporation	Registered
CF 	77620943	11/24/08	3663093	8/4/09	Catalina Marketing Corporation	Registered
WEB BUCKS	75591519	11/18/98	2413513	12/19/00	Catalina Marketing Corporation	Registered
BUYERGRAPHICS	86780386	10/7/15	4938803	4/12/16	Catalina Marketing Corporation	Registered
MY FAVORITE DEALS	86287069	5/10/14	4923410	3/22/16	Catalina Marketing Corporation	Registered
CATALINA	85125505	9/8/10	3944313	4/12/11	Catalina Marketing Corporation	Registered
CATALINA BUYERVISION	85598965	4/16/12	4253604	12/4/12	Catalina Marketing Corporation	Registered
CATALINA HEALTH	85438254	10/3/11	4191960	8/14/12	Catalina Marketing Corporation	Registered
CATALINA CATEGORY MARKETING	78357603	1/26/04	3003710	10/4/05	Catalina Marketing Corporation	Registered
CHECKOUT DIRECT	78214312	2/13/13	2802484	1/6/04	Catalina Marketing Corporation	Registered

[Trademark Security Agreement]

MARK	APPLN NO.	FILED	REGN NO.	REGN DATE	OWNER	STATUS
CHECKOUT	77871401	11/12/09	3971357	5/31/11	Catalina Marketing Corporation	Registered
PIVOTAL POINT CONSUMER	77627629	12/5/08	3788228	5/11/10	Catalina Marketing Corporation	Registered
Rectangular Shaped Coupon Design 	76451090	9/13/02	2839579	5/11/04	Catalina Marketing Corporation	Registered
Rectangular Shaped Coupon Design 	76450846	9/13/02	2921959	2/1/05	Catalina Marketing Corporation	Registered
MAESTRO	76177316	12/7/00	3318883	10/23/07	Catalina Marketing Corporation	Cancelled
CATALINA MARKETING NETWORK	75943162	3/14/00	2461395	6/19/01	Catalina Marketing Corporation	Registered
CATALINA MARKETING	75837816	11/2/99	2606388	8/13/02	Catalina Marketing Corporation	Registered
CHECKOUT COUPON 	75240913	2/11/97	2161630	6/2/98	Catalina Marketing Corporation	Registered
E-CENTIVES	75306695	6/10/97	2373242	8/1/00	Catalina Marketing Corporation	Registered
CHECKOUT RX	75305451	6/9/97	2235203	3/23/99	Catalina Marketing Corporation	Registered
PAY FOR PERFORMANCE	74700921	7/14/95	1981109	6/18/96	Catalina Marketing Corporation	Cancelled
CHECKOUT COUPON	74038597	3/15/90	1630288	1/1/91	Catalina Marketing Corporation	Registered
CHECKOUT PRIZES INSTANT GAME	74506091	3/28/94	1989427	7/30/96	Catalina Marketing Corporation	Cancelled

[Trademark Security Agreement]

MARK	APPLN NO.	FILED	REGN NO.	REGN DATE	OWNER	STATUS
						
CHECKOUT COUPON	73602641	6/2/86	1454173	8/25/87	Catalina Marketing Corporation	Registered

[Trademark Security Agreement]

NAI-1505693221v5
12/10/18

RECORDED: 12/14/2018

**TRADEMARK
REEL: 006500 FRAME: 0970**