

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Loyaltyworks, Inc.		01/12/2012
			Entity Type
			CORPORATION: GEORGIA
RECEIVING PARTY DATA			
Name:	LW Acquisition, LLC		
Street Address:	2337 Perimeter Park Drive, Suite 220		
City:	Atlanta		
State/Country:	GEORGIA		
Postal Code:	30341		
Entity Type:	LIMITED LIABILITY COMPANY: GEORGIA		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Registration Number:	2972226	THE BUILDER'S CIRCLE
CORRESPONDENCE DATA			
Fax Number:	(404)880-9912		
Phone:	4047978111		
Email:	BIPLaw_docketing@burrusiplaw.com		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Correspondent Name:	Philip H. Burrus, IV		
Address Line 1:	460 Grant Street SE		
Address Line 4:	Atlanta, GEORGIA 30312		
ATTORNEY DOCKET NUMBER:	BTSTD0009SD		
NAME OF SUBMITTER:	Philip H. Burrus, IV		
Signature:	/Philip H. Burrus, IV/		
Date:	01/16/2012		
Total Attachments: 3 source=BTSTD0009SD USA 2012-1-16 AssignmentCoversheet#page1.tif source=BTSTD0009SD USA 2012-1-12 ExecutedAssignment#page1.tif source=BTSTD0009SD USA 2012-1-12 ExecutedAssignment#page2.tif			

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RECORDATION FORM COVER SHEET

DOCKET NUMBER: BTSTD0009SD

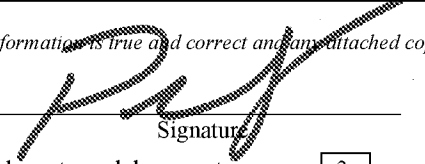
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies): Loyaltyworks, Inc.</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>3. Name of conveyance: <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other</p> <p>Execution Date: January 12, 2012</p>	<p>2. Name and address of receiving party(ies) Name: LW Aquisition, LLC Internal Address: _____ _____ _____ Street Address: 2337 Perimeter Park Drive Suite 220 City: Atlanta State: Georgia Zip: 30341</p> <p>Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>4. Application number(s) or trademark registration number(s): If this document is being filed together with a new application, the execution date of the application is</p> <p>A. Trademark Application No.(s) 76/547,907</p> <p>B. Trademark Registration No.(s) 2,972,226</p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>

<p>5. Name and address of party to whom correspondence concerning document should be mailed: Name: Burrus Intellectual Property Law Group, LLC Internal Address: _____ _____ _____ Street Address: 460 Grant Street SE _____ City: Atlanta State: Georgia Zip: 30312</p>	<p>6. Total number of applications and patents involved: <input type="text" value="1"/></p> <p>7. Total fee (37 CFR 3.41) \$40.00 <input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: 50-3608 (Attach duplicate copy of this page if paying by deposit account.)</p>
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DO NOT USE THIS SPACE

<p>9. Statement and signature. <i>To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.</i> Philip H. Burrus, IV Name of Person Signing</p> <p> Signature</p> <p>January 16, 2012 Date</p> <p>Total number of pages including cover sheet, attachments, and documents: <input type="text" value="3"/></p>

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

ASSIGNMENT

WITNESSETH:

WHEREAS Argus Management, a corporation under the laws of the state of Massachusetts, with headquarters address of 15 Keith Hill Road, Grafton, Massachusetts 01519, and principal place of business of Grafton, Massachusetts, is the liquidating agent of Loyaltyworks, Inc., a dissolved corporation under the laws of the state of Georgia, with former headquarters address of 5300 Triangle Parkway, Suite 200, Norcross, Georgia, 30093, and former principle place of business of Atlanta, Georgia, hereinafter "Transferor", and is therefore the liquidating agent for the assignee of record in US Trademark Registration No. 2,972,226, for the mark THE BUILDER'S CIRCLE, for which an application for United States Trademark Registration was filed on September 29, 2003, Application No. 76/547,907, hereinafter the "Mark";

AND

WHEREAS LW Acquisition, LLC, a limited liability company under the laws of the state of Georgia, with headquarters address of 2337 Perimeter Park Drive, Suite 220, Atlanta, Georgia 30341, and principal place of business of Atlanta, Georgia, hereinafter "Transferee", acquires the entire right, title, and interest in the same by way of an Asset Purchase & License Agreement executed by Loyaltyworks, Inc., on July 30, 2009;

NOW THEREFORE:

KNOW ALL MEN BY THESE PRESENTS, that Transferor, for and in consideration of Ten (\$10), the receipt whereof is acknowledged, and for other good and valuable consideration, has granted, bargained, sold, assigned, and fully and irrevocably transferred unto Transferee the full and exclusive right to the said Mark in the United States, and the entire right, title, and interest in and to any and all Trademark Registrations that have granted or may be granted in the United States, and upon any Trademark Application claiming priority to the Mark.

Transferor does hereby also sell, assign and transfer unto Transferee the entire right, title and interest in and to the Mark and in and to applications for Trademark Registrations therefor in all countries foreign to the United States, including all rights under any and all international conventions and treaties in respect of the Mark and the applications for Trademark Registrations in foreign countries, and further authorizes Transferee to apply for Trademark Registrations in foreign countries directly in its own name, and to claim priority of the filing date of the application for the Mark in the United States of America under the provisions of any and all international conventions and treaties.

Transferor hereby authorizes and requests the Commissioner of Patents and Trademarks to transfer said Mark, and upon any application claiming priority to the Mark or for the words THE BUILDERS CIRCLE, to Transferee, of the entire right, title, and

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interest in and to the same, for its sole use and behoof; and for the use and behoof of its legal representatives, to the full end of the term for which said Trademark Registrations may be granted, as fully and entirely as the same would have been held by Transferor had this assignment and sale not been made.

Transferor hereby ratifies and affirms all acts that its attorney or substitute or substitutes under it shall lawfully do by virtue hereof.

Executed this 12th day of JAN, 2012, at 11:00 AM


Martin Hopkins, Authorized Representative

Liquidating Agent

11.2.12

Date

STATE OF Massachusetts)
COUNTY OF worcester)ss
)

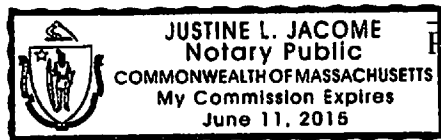
The undersigned Notary Public in and for the County and State aforesaid, do hereby certify that Martin Hopkins, whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that they signed, sealed and delivered the instrument as their free and voluntary act and deed for the uses and purposes therein set forth.

Given under my hand and notarial seal this 12th day of January, 2012.

My commission expires:


Notary Public Signature

Justine L. Jacome
Printed Name of Notary Public



Loyaltyworks, Inc., c/o Argus Management 2
LW Acquisition, LLC
Assignment

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