

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM430908

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	TRADEMARK SECURITY AGREEMENT		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
AFFINION PUBLISHING LLC		05/10/2017	Limited Liability Company:
RECEIVING PARTY DATA			
Name:	HPS INVESTMENT PARTNERS, LLC		
Street Address:	40 WEST 57TH STREET, 27TH FLOOR		
City:	NEW YORK		
State/Country:	NEW YORK		
Postal Code:	10019		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 123			
Property Type	Number	Word Mark	
Registration Number:	2786868	BUYERS ADVANTAGE	
Registration Number:	1795446	COMPLETEHOME	
Registration Number:	4269337	DEALS OFF THE DEEP END	
Registration Number:	3616812	DON'T BE CAUGHT OFF-GUARD	
Registration Number:	4207937	FINANCIAL SERVICES ASSOCIATION	
Registration Number:	4269336	FREESWIM	
Registration Number:	1702163	1-800-TEL-TRIP	
Registration Number:	1915479	24 HOUR TRAVEL CENTER	
Registration Number:	1670699	50 GRAND	
Registration Number:	1702310	800-TEL-SHOP	
Registration Number:	2062313	ACCUTRIP	
Registration Number:	3477788	AUTOVANTAGE	
Registration Number:	3246891	AUTOVANTAGE	
Registration Number:	2454986	AUTOVANTAGE	
Registration Number:	2519405	AUTOVANTAGE GOLD	
Registration Number:	1016434	BANCLUB	
Registration Number:	1989276	BETTER THAN FREE CHECKING	
Registration Number:	1308325	BONUS BANKING	
Registration Number:	4443947	BREAKFIVE	

OP \$3090.00 2786868

Property Type	Number	Word Mark
Registration Number:	4419386	BREAKFIVE
Registration Number:	2267788	BUSINESS ASSET
Registration Number:	2858661	BUYERS ADVANTAGE
Registration Number:	1614237	BUYERS ADVANTAGE
Registration Number:	1531245	BUYERS ADVANTAGE
Registration Number:	3958950	BUYERS ADVANTAGE PLUS
Registration Number:	2484963	BUYERS ADVANTAGE PROGRAM
Registration Number:	1887458	BUYER'S APPRECIATION
Registration Number:	1702103	BUYER'S APPRECIATION
Registration Number:	4112424	BUYERS PROTECTION LOW PRICE GUARANTEE LO
Registration Number:	4165658	BUYERS ULTIMATE ADVANTAGE
Registration Number:	1237600	CHECK CLUB
Registration Number:	4032177	CLASSIC SAVINGS
Registration Number:	1555068	CLUB 55 PLUS
Registration Number:	3991328	COMPLETE AUTO 360°
Registration Number:	2678512	COMPLETEHOME
Registration Number:	4230355	CONVENIENT HEALTH INSURANCE
Registration Number:	3763605	CREDIT ALERT
Registration Number:	1863946	CREDIT ALERT
Registration Number:	1806412	CREDIT CARD GUARDIAN
Registration Number:	3443023	
Registration Number:	2819626	
Registration Number:	2713133	
Registration Number:	4315098	DESIGNER DEALS
Registration Number:	3486570	DESTINATION SAVINGS
Registration Number:	4004076	DISCOUNT TRACKS & TIX
Registration Number:	1931832	DRIVERS ADVANTAGES
Registration Number:	3888899	ENHANCED FRAUD PROTECTION PLUS
Registration Number:	3486557	EVERYDAY GROCERY SAVINGS
Registration Number:	3525249	EVERYDAY GUEST
Registration Number:	3627762	EVERYDAY SAVINGS & REWARDS
Registration Number:	4046158	EVERYWHERE CASH SAVINGS
Registration Number:	4046159	EVERYWHERE CASH SAVINGS
Registration Number:	1629399	FIFTY AND BETTER
Registration Number:	1995575	FIFTY-FIVE AND BETTER
Registration Number:	3824562	FRAUD PROTECTION PLUS
Registration Number:	4499475	FREE SCORES AND MORE
Registration Number:	4499477	FREESCORESANDMORE.COM

Property Type	Number	Word Mark
Registration Number:	4350990	FS
Registration Number:	4711530	FSA FINANCIAL SERVICES ASSOCIATION EDUCA
Registration Number:	4096634	GET-YOU-THERE PROTECTION
Registration Number:	2464672	GREAT FUN
Registration Number:	2803402	GREAT FUN!
Registration Number:	2721041	HEALTHSAVER
Registration Number:	2602324	HOTEL SAVINGS NETWORK
Registration Number:	2974788	HOTEL SAVINGS NETWORK
Registration Number:	2800690	IDENTITY FRAUD PROTECTION
Registration Number:	4045928	IN SYNC WITH YOUR LIFESTYLE
Registration Number:	2579824	JUST FOR ME
Registration Number:	1892838	MANUFACTURERS DISCOUNT CARD
Registration Number:	3816675	MEMBERSECURE
Registration Number:	4242417	MOBILESURE
Registration Number:	4165059	MOBILESURE
Registration Number:	3842493	MYIDMATTERS
Registration Number:	2369541	NATIONAL CARD REGISTRY
Registration Number:	2705068	NATIONAL CARD REGISTRY.COM YOU'RE PROTEC
Registration Number:	4412292	NETGAIN LOCAL
Registration Number:	1416936	NEW OUTLOOKS CLUB
Registration Number:	2020611	PET PRIVILEGES
Registration Number:	2238246	PRIORITY CHECKING
Registration Number:	2446370	PRIVACYGUARD
Registration Number:	1829743	PRIVACYGUARD
Registration Number:	4589582	PRIVACYGUARD EXPRESS
Registration Number:	2753100	PROGENY MARKETING INNOVATIONS
Registration Number:	1691012	PURCHASE REPLACEMENT
Registration Number:	2787121	RECREATIONPLUS
Registration Number:	3782980	REWARD & PROTECT
Registration Number:	1969218	SAVERS CLUB
Registration Number:	4214687	SAVINGS ON TAP
Registration Number:	4131803	SERVICES IN SYNC
Registration Number:	1352175	SHOPPERS ADVANTAGE
Registration Number:	2713134	SHOPPERSADVANTAGE
Registration Number:	4580721	SMALL BUSINESS CENTRAL
Registration Number:	2579955	SMALL BUSINESS CENTRAL
Registration Number:	2605502	SMALL BUSINESS CENTRAL
Registration Number:	2865539	SMART SOLUTIONS... EVERYDAY SAVINGS...

Property Type	Number	Word Mark
Registration Number:	1660372	SOJOURNS
Registration Number:	4132009	SS
Registration Number:	4119243	T TRACEMYID
Registration Number:	4119244	T TRACEMYID TAKE CONTROL OF YOUR IDENTIT
Registration Number:	4122509	TAKE CONTROL OF YOUR IDENTITY
Registration Number:	1213421	THE CLASSIC
Registration Number:	1117418	THE CLUB
Registration Number:	1344981	THE FINANCIAL ADVANTAGE
Registration Number:	2461343	THE PLUS PACKAGE
Registration Number:	1231301	THE WINNER
Registration Number:	4440350	THINK OUTSIDE THE MARGINS
Registration Number:	3878252	TOTAL WELLNESS FOR LESS
Registration Number:	4115699	TRACEMYID
Registration Number:	1393539	TRAVELERS ADVANTAGE
Registration Number:	3197391	TRIPLE-CASH ACCIDENT PLAN
Registration Number:	3442873	WALLET SECURITY
Registration Number:	2521211	WALLET SECURITY
Registration Number:	1955421	WALLET SECURITY PLUS
Registration Number:	2780368	WELLNESS EXTRAS
Registration Number:	4119801	WIRELESS PASS
Registration Number:	4158952	WP
Registration Number:	2705066	YOU'RE PROTECTED. ONLINE AND ON THE ROAD
Registration Number:	2459577	SHOPPERS ADVANTAGE
Registration Number:	2244576	TRANSFER PLUS
Serial Number:	86129143	SCORERUNNER
Serial Number:	86927574	PRIVACYGUARD MOBILE
Serial Number:	87085075	LOYALTY STARTS HERE
Serial Number:	87059098	LUX 360°

CORRESPONDENCE DATA

Fax Number: 7147558290

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: IPDOCKET@LW.COM, KRISTIN.AZCONA@LW.COM

Correspondent Name: LATHAM & WATKINS LLP

Address Line 1: 650 TOWN CENTER DRIVE, 20TH FLOOR

Address Line 4: COSTA MESA, CALIFORNIA 92626

ATTORNEY DOCKET NUMBER: 050485-0043

NAME OF SUBMITTER: KRISTIN J AZCONA

SIGNATURE:	/kja/
DATE SIGNED:	06/12/2017
Total Attachments: 14 source=Affinion - Patent Security Agreement#page1.tif source=Affinion - Patent Security Agreement#page2.tif source=Affinion - Patent Security Agreement#page3.tif source=Affinion - Patent Security Agreement#page4.tif source=Affinion - Patent Security Agreement#page5.tif source=Affinion - Patent Security Agreement#page6.tif source=Affinion - Patent Security Agreement#page7.tif source=Affinion - Patent Security Agreement#page8.tif source=Affinion - Patent Security Agreement#page9.tif source=Affinion - Patent Security Agreement#page10.tif source=Affinion - Patent Security Agreement#page11.tif source=Affinion - Patent Security Agreement#page12.tif source=Affinion - Patent Security Agreement#page13.tif source=Affinion - Patent Security Agreement#page14.tif	

PATENT SECURITY AGREEMENT

This **PATENT SECURITY AGREEMENT**, dated as of May 10, 2017 (this "Agreement"), is made by each of the signatories hereto indicated as a Grantor (each a "Grantor" and collectively, the "Grantors") in favor of HPS INVESTMENT PARTNERS, LLC, as administrative agent and collateral agent for the Secured Parties (in such capacity and together with its successors and assigns in such capacity, the "Agent").

WHEREAS, pursuant to that certain Credit Agreement dated as of May 10, 2017 by and among AFFINION GROUP HOLDINGS, INC., a Delaware corporation, AFFINION GROUP, INC., a Delaware corporation, the lenders from time to time party thereto (the "Lenders"), the Agent for the Lenders, and the other parties from time to time party thereto (as the same may hereafter be amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement"), the Lenders have severally agreed to make extensions of credit to the Borrower upon the terms and conditions set forth therein, to the Borrower; and

WHEREAS, as a condition precedent to the obligation of the Lenders to make their respective extension of credit to the Borrower under the Credit Agreement, the Grantors entered into a Collateral Agreement dated as of May 10, 2017 (as amended, restated, supplemented or otherwise modified from time to time, the "Collateral Agreement") between each of the Grantors and the Agent, pursuant to which each of the Grantors assigned, transferred and granted to the Agent, for the benefit of the Secured Parties, a security interest in the Patent Collateral (as defined below);

WHEREAS, pursuant to the Collateral Agreement, each Grantor agreed to execute and deliver this Agreement, in order to record the security interest granted to the Agent for the benefit of the Secured parties with the United States Patent and Trademark Office.

NOW, THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Grantors hereby agree with the Agent as follows:

SECTION 1. Defined Terms

Capitalized terms used but not defined herein shall have the respective meanings given thereto in the Collateral Agreement, and if not defined therein, shall have the respective meanings given thereto in the Credit Agreement.

SECTION 2. Grant of Security Interest.

Each Grantor hereby assigns and transfers to the Agent, and hereby grants to the Agent, for the benefit of the Secured Parties, a security interest in, all of the following property, in each case, wherever located and now owned or at any time hereafter acquired by such Grantor or in which such Grantor now has or at any time in the future may acquire any right, title or interest (collectively, the "Patent Collateral") as collateral security for the prompt and complete payment and performance when due (whether at the stated maturity, by acceleration or otherwise) of such Grantor's Obligations:

all patentable inventions and designs, all United States, foreign, and multinational patents, certificates of invention, and similar industrial property rights, and applications for any of the foregoing, including without limitation: (i) each patent and patent application listed in Schedule A attached hereto (ii) all reissues, substitutes, divisions, continuations, continuations-in-part,

extensions, renewals, and reexaminations thereof, (iii) all inventions and improvements described and claimed therein, (iv) all rights to sue or otherwise recover for any past, present and future infringement or other violation thereof, (v) all Proceeds of the foregoing, including, without limitation, license fees, royalties, income, payments, claims, damages, and proceeds of suit now or hereafter due and/or payable with respect thereto, income, royalties, damages and other payments now and hereafter due and/or payable with respect thereto, and (vi) all other rights of any accruing thereunder or pertaining thereto throughout the world.

SECTION 3. Security Agreement

The security interest granted pursuant to this Agreement is granted in conjunction with the security interest granted to the Agent for the Secured Parties pursuant to the Collateral Agreement, and the Grantors hereby acknowledge and affirm that the rights and remedies of the Agent with respect to the security interest in the Patent Collateral made and granted hereby are more fully set forth in the Collateral Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein. In the event that any provision of this Agreement is deemed to conflict with the Collateral Agreement, the provisions of the Collateral Agreement shall control.

SECTION 4. Governing Law

THIS AGREEMENT SHALL BE GOVERNED BY, AND CONSTRUED AND INTERPRETED IN ACCORDANCE WITH, THE LAW OF THE STATE OF NEW YORK WITHOUT REGARD TO CONFLICTS OF LAW RULES THAT WOULD RESULT IN THE APPLICATION OF A DIFFERENT GOVERNING LAW (OTHER THAN ANY MANDATORY PROVISIONS OF THE UCC RELATING TO THE LAW GOVERNING PERFECTION AND EFFECT OF PERFECTION OF THE SECURITY INTERESTS).

SECTION 5. Counterparts

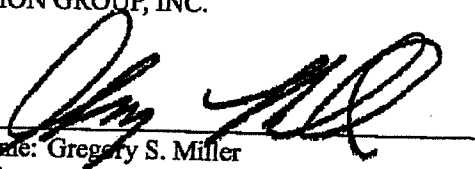
This Agreement may be executed in one or more counterparts and by different parties hereto in separate counterparts, each of which when so executed and delivered shall be deemed an original, but all such counterparts together shall constitute but one and the same instrument.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, each Grantor has caused this Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

GRANTORS:

AFFINION GROUP, INC.

By: 
Name: Gregory S. Miller
Title: Executive Vice President and Chief
Financial Officer

SIGNATURE PAGE TO PATENT SECURITY AGREEMENT

AFFINION GROUP HOLDINGS, INC.
AFFINION BENEFITS GROUP, LLC
AFFINION BRAZIL HOLDINGS I, LLC
AFFINION BRAZIL HOLDINGS II, LLC
AFFINION DATA SERVICES, INC.
AFFINION DEVELOPMENTS, LLC
AFFINION GROUP, LLC
AFFINION INVESTMENTS II, LLC
AFFINION PD HOLDINGS, INC.
AFFINION PUBLISHING, LLC
BREAKFIVE, LLC
CARDWELL AGENCY, INC.
CCAA, CORPORATION
CONNEXIONS LOYALTY GLOBAL TRAVEL
FULFILLMENT LLC
CONNEXIONS LOYALTY TRAVEL SOLUTIONS LLC
CONNEXIONS LOYALTY, INC.
CONNEXIONS SM VENTURES, LLC
CONNEXIONS SMV, LLC
GLOBAL PROTECTION SOLUTIONS, LLC
LIFT MEDIA, LLC
LONG TERM PREFERRED CARE, INC.
LOYALTY TRAVEL AGENCY LLC
PROPP CORP.
TRAVELERS ADVANTAGE SERVICES, LLC
TRILEGIANT AUTO SERVICES, INC.
TRILEGIANT CORPORATION
TRILEGIANT INSURANCE SERVICES, INC.
TRILEGIANT RETAIL SERVICES, INC.
WATCHGUARD REGISTRATION SERVICES,
INC.
WEBLOYALTY HOLDINGS, INC.
WEBLOYALTY.COM, INC.

By: _____

Name: Gregory S. Miller

Title: Executive Vice President and Chief
Financial Officer

SIGNATURE PAGE TO PATENT SECURITY AGREEMENT

TRADEMARK

REEL: 006082 FRAME: 0293

AFFINION INVESTMENTS, LLC

By: Affinion Group, Inc., its non-economic
managing member

By: 

Name: Gregory S. Miller

Title: Executive Vice President and Chief
Financial Officer

AFFINION NET PATENTS, INC.

By: 

Name: Gregory S. Miller

Title: Secretary and Treasurer

CONNEXIONS LOYALTY ACQUISITION, LLC

By: 

Name: Gregory S. Miller

Title: Vice President and Treasurer

SIGNATURE PAGE TO PATENT SECURITY AGREEMENT

TRADEMARK

REEL: 006082 FRAME: 0294

CUC ASIA HOLDINGS, by its partners

TRILEGIANT CORPORATION

By: 

Name: Gregory S. Miller

Title: Executive Vice President and
Chief Financial Officer

and

TRILEGIANT RETAIL SERVICES, INC.

By: 

Name: Gregory S. Miller

Title: Executive Vice President and
Chief Financial Officer

INCENTIVE NETWORKS LLC

By: 

Name: Gregory S. Miller

Title: Chief Financial Officer

AFFINION INTERNATIONAL HOLDINGS
LIMITED

By: _____

Name: Michele Conforti

Title: President and Managing Director,
Global Customer Engagement

SIGNATURE PAGE TO PATENT SECURITY AGREEMENT

TRADEMARK

REEL: 006082 FRAME: 0295

CUC ASIA HOLDINGS, by its partners

TRILEGIANT CORPORATION

By: _____

Name: Gregory S. Miller
Title: Executive Vice President and
Chief Financial Officer

and

TRILEGIANT RETAIL SERVICES, INC.

By: _____


Name: Gregory S. Miller
Title: Executive Vice President and
Chief Financial Officer

INCENTIVE NETWORKS LLC

By: _____

Name: Gregory S. Miller
Title: Chief Financial Officer

AFFINION INTERNATIONAL HOLDINGS
LIMITED

By:  _____


Name: Michele Conforti
Title: President and Managing Director,
Global Customer Engagement

SIGNATURE PAGE TO PATENT SECURITY AGREEMENT


TRADEMARK

REEL: 006082 FRAME: 0296

AFFINION INTERNATIONAL LIMITED

By: 
Name: Michele Conforti
Title: President and Managing Director

AFFINION INTERNATIONAL TRAVEL
HOLDCO LIMITED

By: 
Name: Michele Conforti
Title: President and Managing Director

LOYALTY VENTURES LIMITED

By: _____
Name: Martin Child
Title: Executive Vice President and President,
Global Customer Engagement Revenue
Enhancement

WEBLOYALTY INTERNATIONAL LIMITED

By: _____
Name: Martin Child
Title: Executive Vice President and President,
Global Customer Engagement Revenue
Enhancement

AFFINION INTERNATIONAL B.V.

By: _____
Name: Richard Kempenman
Title: Director

SIGNATURE PAGE TO PATENT SECURITY AGREEMENT

TRADEMARK

REEL: 006082 FRAME: 0297


AFFINION INTERNATIONAL LIMITED

By: _____
Name: Michele Conforti
Title: President and Managing Director

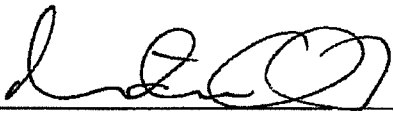
AFFINION INTERNATIONAL TRAVEL
HOLDCO LIMITED

By: _____
Name: Michele Conforti
Title: President and Managing Director

LOYALTY VENTURES LIMITED

By:  _____
Name: Martin Child
Title: Executive Vice President and President,
Global Customer Engagement Revenue
Enhancement

WEBLOYALTY INTERNATIONAL LIMITED

By:  _____
Name: Martin Child
Title: Executive Vice President and President,
Global Customer Engagement Revenue
Enhancement

AFFINION INTERNATIONAL B.V.

By: _____
Name: Richard Kemperman
Title: Director

SIGNATURE PAGE TO PATENT SECURITY AGREEMENT

TRADEMARK

REEL: 006082 FRAME: 0298

AFFINION INTERNATIONAL LIMITED

By: _____
Name: Michele Conforti
Title: President and Managing Director

AFFINION INTERNATIONAL TRAVEL
HOLDCO LIMITED

By: _____
Name: Michele Conforti
Title: President and Managing Director

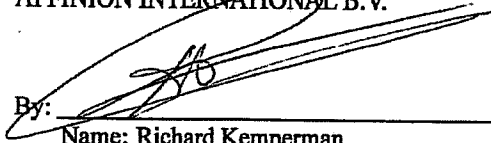
LOYALTY VENTURES LIMITED

By: _____
Name: Martin Child
Title: Executive Vice President and President,
Global Customer Engagement Revenue
Enhancement

WEBLOYALTY INTERNATIONAL LIMITED

By: _____
Name: Martin Child
Title: Executive Vice President and President,
Global Customer Engagement Revenue
Enhancement

AFFINION INTERNATIONAL B.V.

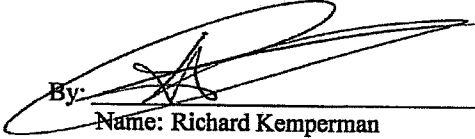
By:  _____
Name: Richard Kemperman
Title: Director

SIGNATURE PAGE TO PATENT SECURITY AGREEMENT

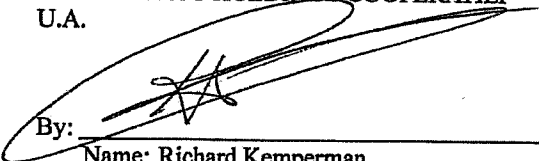
TRADEMARK

REEL: 006082 FRAME: 0299

BASSAE HOLDING B.V.

By: 
Name: Richard Kemperman
Title: Director

WEBLOYALTY HOLDINGS COÖPERATIEF
U.A.

By: 
Name: Richard Kemperman
Title: Director

WEBLOYALTY INTERNATIONAL SÀRL

By: _____
Name: Martin Child
Title: Executive Vice President and President,
Global Customer Engagement Revenue
Enhancement

SIGNATURE PAGE TO PATENT SECURITY AGREEMENT

TRADEMARK

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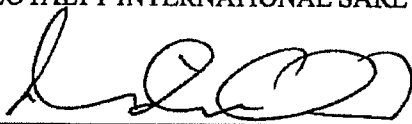
BASSAE HOLDING B.V.

By: _____
Name: Richard Kemperman
Title: Director

WEBLOYALTY HOLDINGS COÖPERATIEF
U.A.


By: _____
Name: Richard Kemperman
Title: Director

WEBLOYALTY INTERNATIONAL SÀRL

By:  _____
Name: Martin Child
Title: Executive Vice President and President,
Global Customer Engagement Revenue
Enhancement

SIGNATURE PAGE TO PATENT SECURITY AGREEMENT

HPS INVESTMENT PARTNERS, LLC,
as Collateral Agent

By:  _____

Name:

Title:

**COLBERT CANNON
MANAGING DIRECTOR**

SIGNATURE PAGE TO PATENT SECURITY AGREEMENT

TRADEMARK

REEL: 006082 FRAME: 0302

SCHEDULE A
to
PATENT SECURITY AGREEMENT

PATENTS AND PATENT APPLICATIONS

Title	Application Number Application Date	Publication Number Publication Date	Owner
Computer-implemented apparatus and method for generating a tailored promotion	2000514946 2/28/2000	7580855 8/25/2009	WEBLOYALTY.COM INC.
Fully integrated on-line interactive frequency and award redemption program	1998105227 6/25/1998	6009412 12/28/1999	AFFINION NET PATENTS INC.
Fully integrated, on-line interactive frequency and award redemption program	1999441144 11/12/1999	6578012 6/10/2003	AFFINION NET PATENTS INC.
Fully integrated, on-line interactive frequency and award redemption program	1995572017 12/14/1995	5774870 6/30/1998	AFFINION NET PATENTS INC.
Internet-based frequency and award redemption system and method	2007930519 10/31/2007	8060404 11/15/2011	AFFINION NET PATENTS INC.
Internet-based frequency and award redemption system and method	2007930516 10/31/2007	7856376 12/21/2010	AFFINION NET PATENTS INC.
Method and system for cross-marketing products and services over a distributed communication network	2003428093 5/2/2003	6885995 4/26/2005	WEBLOYALTY.COM INC.
Method and system for cross-marketing products and services over a distributed communication network	2004998810 11/30/2004	7333948 2/19/2008	WEBLOYALTY.COM INC.
System and method for determining the level of an authentication required for redeeming a customer's award credits	2008240363 9/29/2008	7778868 8/17/2010	AFFINION NET PATENTS INC.
AUTONOMOUS LOCAL ASSISTANT FOR MANAGING BUSINESS PROCESSES	09696558 10/25/2000	6973478 12/6/2005	WEBLOYALTY.COM INC.
METHOD AND SYSTEM FOR MODIFYING AND TRANSMITTING DATA BETWEEN A PORTABLE COMPUTER AND A NETWORK	10082495 2/22/2002	7035828 4/25/2006	WEBLOYALTY.COM INC.