

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Conversion

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Affinion Publishing, Inc.	FORMERLY Cendant Publishing, Inc.	12/31/2005	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	Affinion Publishing, LLC
<b>Street Address:</b>	10750 West Charleston Blvd., Suite 130
<b>City:</b>	Las Vegas
<b>State/Country:</b>	NEVADA
<b>Postal Code:</b>	89135
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE

**PROPERTY NUMBERS Total: 119**

Property Type	Number	Word Mark
Registration Number:	1016434	BANCLUB
Registration Number:	1117418	THE CLUB
Registration Number:	1213421	THE CLASSIC
Registration Number:	1231301	THE WINNER
Registration Number:	1237600	CHECK CLUB
Registration Number:	1237601	CHECK CLUB
Registration Number:	1308325	BONUS BANKING
Registration Number:	1344981	THE FINANCIAL ADVANTAGE
Registration Number:	1352175	SHOPPERS ADVANTAGE
Registration Number:	1393539	TRAVELERS ADVANTAGE
Registration Number:	1416936	NEW OUTLOOKS CLUB
Registration Number:	1454603	NATIONAL CARD CONTROL
Registration Number:	1482651	DINE OUT TONIGHT CLUB

CH \$2990.00 1016434

Registration Number:	1482716	24 HOUR TRAVEL CENTER
Registration Number:	1501584	NCCI
Registration Number:	1502446	NCCI
Registration Number:	1503239	WARRANTY ADVANTAGE
Registration Number:	1521202	FISI MADISON FINANCIAL
Registration Number:	1528791	TRAVELERS ACCESS
Registration Number:	1531245	BUYERS ADVANTAGE
Registration Number:	1553199	AUTOVANTAGE
Registration Number:	1555068	CLUB 55 PLUS
Registration Number:	1614237	BUYERS ADVANTAGE
Registration Number:	1629396	FISI
Registration Number:	1629399	FIFTY AND BETTER
Registration Number:	1660372	SOJOURNS
Registration Number:	1670699	50 GRAND
Registration Number:	1679610	SAVERS CLUBS OF AMERICA
Registration Number:	1689640	MATTERS OF IMPORTANCE
Registration Number:	1691012	PURCHASE REPLACEMENT
Registration Number:	1702103	BUYER'S APPRECIATION
Registration Number:	1702163	1-800-TEL-TRIP
Registration Number:	1702310	1-800-TEL-SHOP
Registration Number:	1714114	PURCHASE GUARD
Registration Number:	1761659	YOU'RE #1
Registration Number:	1785811	YOU'RE #1
Registration Number:	1795446	COMPLETEHOME
Registration Number:	1806412	CREDIT CARD GUARDIAN
Registration Number:	1829743	PRIVACYGUARD
Registration Number:	1863946	CREDIT ALERT
Registration Number:	1887458	BUYER'S APPRECIATION
Registration Number:	1892838	MANUFACTURERS DISCOUNT CARD
Registration Number:	1915479	24 HOUR TRAVEL CENTER
Registration Number:	1931832	DRIVERS ADVANTAGES
Registration Number:	1955421	WALLET SECURITY PLUS
Registration Number:	1969218	SAVERS CLUB
Registration Number:	1989276	BETTER THAN FREE CHECKING
Registration Number:	1995575	FIFTY-FIVE AND BETTER

Registration Number:	2020611	PET PRIVILEGES
Registration Number:	2062313	ACCUTRIP
Registration Number:	2087708	TRAVELACCOUNT
Registration Number:	2238246	PRIORITY CHECKING
Registration Number:	2244576	TRANSFER PLUS
Registration Number:	2267788	BUSINESS ASSET
Registration Number:	2271820	
Registration Number:	2346422	FINANCIAL SERVICES ASSOCIATION
Registration Number:	2369298	SAMPLE THE SAVINGS
Registration Number:	2369541	NATIONAL CARD REGISTRY
Registration Number:	2381977	RESORT REWARDS
Registration Number:	2446370	PRIVACYGUARD
Registration Number:	2454986	AUTOVANTAGE
Registration Number:	2455690	VALUE AWARENESS GUARANTEE
Registration Number:	2459577	SHOPPERS ADVANTAGE
Registration Number:	2462763	KNOW WHERE YOU STAND WITH YOUR PERSONAL CREDIT ALERT
Registration Number:	2464672	GREAT FUN
Registration Number:	2464739	NORTH AMERICAN TRAVEL & AUTOMOBILE DISCOUNT NETWORK
Registration Number:	2466803	TOTAL PURCHASE PROTECTION
Registration Number:	2484963	BUYERS ADVANTAGE PROGRAM
Registration Number:	2489464	GREAT FUN
Registration Number:	2502697	INTERNATIONAL FIRST CLASS SELECT
Registration Number:	2505654	IDENTITY FRAUD PROTECTION
Registration Number:	2519405	AUTOVANTAGE GOLD
Registration Number:	2521211	WALLET SECURITY
Registration Number:	2532997	GREAT EXPERIENCES PROGRAM
Registration Number:	2537449	NATIONALCARDREGISTRY.COM
Registration Number:	2545176	LEISURE VALUES
Registration Number:	2548201	GREAT EXPERIENCES PROGRAM
Registration Number:	2557213	WALLET SECURITY
Registration Number:	2568130	
Registration Number:	2568573	CREDITEXPANSION
Registration Number:	2576575	HOMEOWNERS SAVINGS NETWORK

Registration Number:	2579565	TRAVEL ER
Registration Number:	2579824	JUST FOR ME
Registration Number:	2579955	SMALL BUSINESS CENTRAL
Registration Number:	2602324	HOTEL SAVINGS NETWORK
Registration Number:	2605502	SMALL BUSINESS CENTRAL
Registration Number:	2606481	TRAVELERS ADVANTAGE.COM
Registration Number:	2636190	GUEST GETAWAYS
Registration Number:	2646639	BRIGHT SOLUTIONS FOR THE BODY, MIND AND BUDGET
Registration Number:	2648855	PRIVACYGUARD.COM
Registration Number:	2650190	JUST FOR ME
Registration Number:	2678512	COMPLETEHOME
Registration Number:	2705066	YOU'RE PROTECTED. ONLINE AND ON THE ROAD.
Registration Number:	2705068	NATIONAL CARD REGISTRY.COM YOU'RE PROTECTED. ONLINE AND ON THE ROAD.
Registration Number:	2713133	
Registration Number:	2713134	SHOPPERSADVANTAGE
Registration Number:	2721041	HEALTHSAVER
Registration Number:	2780368	WELLNESS EXTRAS
Registration Number:	2786868	BUYERS ADVANTAGE
Registration Number:	2787121	RECREATIONPLUS
Registration Number:	2800690	IDENTITY FRAUD PROTECTION
Registration Number:	2803402	GREAT FUN!
Registration Number:	2858661	BUYERS ADVANTAGE
Registration Number:	2863515	LIFE IS MORE FUN WHEN IT COSTS LESS
Registration Number:	2865539	SMART SOLUTIONS... EVERYDAY SAVINGS...
Registration Number:	2970987	TOTAL PURCHASE PROTECTION
Registration Number:	2974788	HOTEL SAVINGS NETWORK
Serial Number:	75507543	COMPLETEHOME
Serial Number:	76431809	LIFE'S MORE FUN WHEN IT COSTS LESS
Serial Number:	78301070	PET PRIVILEGES
Serial Number:	78365971	FUNSAVER CASH
Serial Number:	78408459	MANUFACTURERS-DIRECT DISCOUNT NETWORK
Serial Number:	78489786	SOMETHING TO HOWL ABOUT
Serial Number:	78489776	YOU DESERVE A SPECIAL TREAT
Serial Number:	78535729	AUTOVANTAGE GOLD USA

Serial Number:	78633912	TRAVELERS ADVANTAGE
Serial Number:	78633899	TRAVELERS ADVANTAGE SERVICES INC.
Serial Number:	78633932	TRAVELERSADVANTAGE.COM
Serial Number:	78664572	HOMEOWNERS SAVINGS NETWORK

**CORRESPONDENCE DATA**

Fax Number: (212)468-4888

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: (212) 468-4800

Email: jkatz@dglaw.com, tjones-houston@dglaw.com

Correspondent Name: Jeffrey C. Katz, Esq.

Address Line 1: 1740 Broadway

Address Line 2: DAVIS & GILBERT LLP

Address Line 4: New York, NEW YORK 10019

ATTORNEY DOCKET NUMBER:	00517-0243-000
NAME OF SUBMITTER:	Jeffrey C. Katz
Signature:	/jeffrey c. katz/
Date:	01/04/2006

**Total Attachments: 8**

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**RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY**

To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below:

**1. Name of conveying party(ies)/Execution Date(s):**  
**Affinion Publishing, Inc.**

Individual(s)                       Association  
 General Partnership             Limited Partnership  
 Corporation – State  
 Other  
Citizenship - Delaware

Additional name(s) of conveying party(ies) attached? \_\_\_ Yes  No

**3. Nature of conveyance:**

Assignment                               Merger  
 Security Agreement                     Change of Name  
 Government Interest Assignment  
 Conversion

Execution Date(s) 12/31/2005

**2. Name and Address of receiving party(ies)**

Additional name(s) & address(es) attached? \_\_\_ Yes  No

Name: Affinion Publishing, LLC

Internal Address:

Street Address: 10750 West Charleston Blvd, Suite 130

City: Las Vegas

State: Nevada

Country: United States            Zip: 89135

Association – Citizenship \_\_\_\_\_

General Partnership – Citizenship \_\_\_\_\_

Limited Partnership – Citizenship \_\_\_\_\_

Corporation

Other – Limited Liability Company

Citizenship -Delaware

If assignee is not domiciled in the United States, a domestic representative designation is attached \_\_\_ Yes  No.

**4. Application number(s) or registration number(s):**

**A. Trademark Application No(s).**

**B. Trademark Registration No(s).**

75/507543	78/408459	78/633912	1016434	1344981	1501584
76/431809	78/489786	78/633899	1117418	1352175	1502446
78/301070	78/489776	78/633932	1213421	1393539	1503239
78/365971	78/535729	78/664572	1231301	1416936	1521202
			1237600	1454603	1528791
			1237601	1482651	1531245
			1308325	1482716	1553199

Additional numbers attached?  Yes \_\_\_ No

**5. Name and address of party to whom correspondence concerning document should be mailed:**

Jeffrey C. Katz  
DAVIS & GILBERT LLP  
1740 Broadway  
New York, New York 10019

Tel: (212) 468-4800

Fax: (212) 468-4888

jkatz@DGLaw.com

**6. Total number of applications and registrations involved:**

119

**7. Total fee (37 CFR 1.21(h) and 3.41) \$2,990.00**

All fees and any deficiencies are authorized to be charged to Deposit Account (00517-0243-000)

**8. Payment Information**

Deposit Account No. **502293**

Authorized user Name: Jeffrey C. Katz

**9. Signature.**

  
Signature

1-4-06

Date

Jeffrey C. Katz

Name of Person Signing

Total number of pages including cover sheet, and documents:

8

**CONTINUATION:**

<b>4. Application number(s) or registration number(s):</b>			
<b>A. Trademark Application No(s).</b>	<b>B. Trademark Registration No(s).</b>		
	1555068	2271820	2605502
	1614237	2267788	2606481
	1629396	2346422	2636190
	1629399	2369298	2646639
	1660372	2369541	2648855
	1670699	2381977	2650190
	1679610	2446370	2678512
	1689640	2454986	2705066
	1691012	2455690	2705068
	1702103	2459577	2713133
	1702163	2462763	2713134
	1702310	2464672	2721041
	1714114	2464739	2780368
	1761659	2466803	2786868
	1785811	2484963	2787121
	1795446	2489464	2800690
	1806412	2502697	2803402
	1829743	2505654	2858661
	1863946	2519405	2863515
	1887458	2521211	2865539
	1892838	2532997	2970987
	1915479	2537449	2974788
	1931832	2545176	
	1955421	2548201	
	1969218	2557213	
	1989276	2568130	
	1995575	2568573	
	2020611	2576575	
	2062313	2579565	
	2087708	2579824	
	2238246	2579955	
	2244576	2602324	

# Delaware

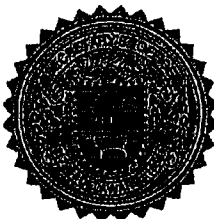
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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "AFFINION PUBLISHING, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "AFFINION PUBLISHING, INC." TO "AFFINION PUBLISHING, LLC", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2005, AT 2:21 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2005, AT 11 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



2171616 8100V

051066555

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4408363

DATE: 12-28-05

TRADEMARK  
REEL: 003220 FRAME: 0452



**CERTIFICATE OF CONVERSION**

**OF**

**AFFINION PUBLISHING, INC.**

**TO**

**AFFINION PUBLISHING, LLC**

(Pursuant to Section 266 of the General Corporation Law of the State of Delaware and Sections 18-204 and 18-214 of the Delaware Limited Liability Company Act)

**December 28, 2005**

It is hereby certified that:

**FIRST:** The name of the corporation immediately prior to the filing of this Certificate of Conversion is Affinion Publishing, Inc. (the "Corporation").

**SECOND:** The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on September 6, 1988. The Corporation's jurisdiction of incorporation immediately prior to the filing of this Certificate of Conversion is the State of Delaware.

**THIRD:** The original name of the Corporation as set forth in the certificate of incorporation is New Marketing Ventures, Inc.

**FOURTH:** The name of the limited liability company into which the Corporation shall be converted, as set forth in its Certificate of Formation, is Affinion Publishing, LLC ("Publishing LLC").

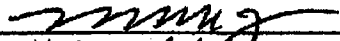
**FIFTH:** The conversion has been approved in accordance with Section 266 of the General Corporation Law of the State of Delaware and Section 18-214 of the Delaware Limited Liability Company Act.

**SIXTH:** The conversion is to become effective on December 31, 2005 at 11:00 am Eastern Standard Time.

\* \* \* \* \*

**IN WITNESS WHEREOF**, the undersigned has executed this Certificate of Conversion  
as of the date first written above.

**AFFINION PUBLISHING, INC.**

By:   
Name: *Nathaniel Liberman*  
Title: *President*

# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "AFFINION PUBLISHING, LLC" FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2005, AT 2:21 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2005, AT 11 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



2171616 8100V

051066555

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4408363

DATE: 12-28-05

TRADEMARK  
REEL: 003220 FRAME: 0455

**CERTIFICATE OF FORMATION**

**OF**

**AFFINION PUBLISHING, LLC**

**December 28, 2005**

This Certificate of Formation of Affinion Publishing, LLC is being duly executed and filed by Nathaniel J. Lipman, as an authorized person to form a limited liability company under the Delaware Limited Liability Company Act (6 Del. C. §18-101 et seq.).

The undersigned, being duly authorized to execute and file this Certificate of Formation, hereby certifies that:


**FIRST:** The name of the limited liability company is Affinion Publishing, LLC.

**SECOND:** The address of the registered office and the name and the address of the registered agent of the limited liability company required to be maintained by Section 18-104 of the Delaware Limited Liability Company Act are National Registered Agents, Inc., 160 Greentree Drive, Suite 101, Dover, County of Kent, Delaware 19904.

**THIRD:** The Formation is to become effective on December 31, 2005 at 11:00 am Eastern Standard Time.

\* \* \* \* \*

**IN WITNESS WHEREOF**, the undersigned has duly executed this Certificate of  
Formation as of the date first written above.

By:   
Name: Nathaniel J. Lipman  
Title: Authorized Person