

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Notice of Grant of Security Interest in Trademarks

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
American Express Incentive Services, L.L.C.		03/30/2007	LIMITED LIABILITY COMPANY: MISSOURI

**RECEIVING PARTY DATA**

<b>Name:</b>	Bank of America, N.A., as Administrative Agent
<b>Street Address:</b>	231 S. La Salle Street
<b>Internal Address:</b>	Mail Code IL1-231-10-41
<b>City:</b>	Chicago
<b>State/Country:</b>	ILLINOIS
<b>Postal Code:</b>	60604
<b>Entity Type:</b>	national banking association: UNITED STATES

**PROPERTY NUMBERS Total: 15**

Property Type	Number	Word Mark
Registration Number:	3170071	HOME SOLUTIONS
Registration Number:	3370872	PORTICO
Registration Number:	3125178	APPAREL CARD
Registration Number:	3104977	PRIMARY
Registration Number:	3365424	CELEBRATE
Registration Number:	3489417	PERSONAL PURSUITS
Registration Number:	3569233	PORTICO
Registration Number:	3475972	EXPEDITIONS
Registration Number:	3438607	APPAREL
Registration Number:	3392366	UNLEASH THE POWER OF YOUR OWN CURRENCY
Registration Number:	2657096	EBILITY
Registration Number:	2629054	FILL IT UP
Registration Number:	2433058	ENCOMPASS

OP \$390.00 3170071

Registration Number:	2336751	PERSONA
Registration Number:	2118917	PREFERENCES

**CORRESPONDENCE DATA**

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ATTORNEY DOCKET NUMBER:	017625-004058 JES
NAME OF SUBMITTER:	John E. Slaughter
Signature:	/John E. Slaughter/
Date:	04/19/2010

Total Attachments: 3  
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NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Second Amended and Restated Security Agreement dated as of March 30, 2007 (the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A., as Administrative Agent (the "Administrative Agent") for the Lenders referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Administrative Agent for the ratable benefit of the Lenders:

TRADEMARKS

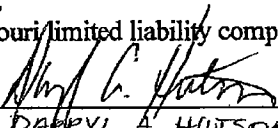
<u>Trademark No.</u>	Description of Trademark <u>Item</u>	Date of <u>Trademark</u>
	See Schedule 1 attached hereto.	

Trademark Applications

<u>Trademark Applications No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Applications</u>
	See Schedule 1 attached hereto.	

The Obligors and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.


AMERICAN EXPRESS INCENTIVE SERVICES,  
L.L.C.,  
a Missouri limited liability company

By:   
Name: DARRYL A HUTSON  
Title: CEO

Obligor's Address:  
1375 North Highway Drive  
Fenton, MO 63099

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By:   
Name: Linda K. Lov  
Title: Assistant Vice President

Schedule 1

American Express Incentive Services, L.L.C.  
(Missouri LLC)

U.S. Trademarks

**Registered Marks**

Mark	Registration No.	Registration Date
HOME SOLUTIONS	3170071	11/07/06
PORTICO	3370872	01/15/08
APPAREL CARD	3125178	08/01/06
PRIMARY	3104977	06/13/06
CELEBRATE	3365424	01/08/08
PERSONAL PURSUITS	3489417	08/09/08
PORTICO	3569233	02/03/09
EXPEDITIONS	3475972	07/29/08
APPAREL	3438607	05/27/08
UNLEASH THE POWER OF YOUR OWN CURRENCY	3392366	03/04/08
EBILITY	2657096	12/03/02
FILL IT UP	2629054	10/01/02
ENCOMPASS	2433058	03/06/01
PERSONA	2336751	03/08/00
PREFERENCES	2118917	12/09/97