

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Affinion Benefits Group, Inc.		09/26/2007	CORPORATION:

RECEIVING PARTY DATA

Name:	Affinion Benefits Group, LLC
Street Address:	400 Duke Drive
City:	Franklin
State/Country:	TENNESSEE
Postal Code:	37067
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 16

Property Type	Number	Word Mark
Serial Number:	77872456	CLASSIC SAVINGS
Registration Number:	3486570	DESTINATION SAVINGS
Serial Number:	77891558	ENHANCED FRAUD PROTECTION PLUS
Registration Number:	3486557	EVERYDAY GROCERY SAVINGS
Serial Number:	77891527	FRAUD PROTECTION PLUS
Serial Number:	77837221	IN SYNC WITH YOUR LIFESTYLE
Serial Number:	77765603	MEMBERSECURE
Registration Number:	2819626	
Serial Number:	77693470	MYIDMATTERS
Registration Number:	3365749	NETGAIN!
Registration Number:	2753100	PROGENY MARKETING INNOVATIONS
Registration Number:	3204116	REMEDY
Registration Number:	3306839	REMEDY CHECK PROTECTION
Serial Number:	77741164	REWARD & PROTECT

CH \$415.00 77872456

Registration Number:	2461343	THE PLUS PACKAGE
Registration Number:	3197391	TRIPLE-CASH ACCIDENT PLAN

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
Correspondent Name: Jeffrey C. Katz
Address Line 1: 1740 Broadway
Address Line 4: New York, NEW YORK 10019

ATTORNEY DOCKET NUMBER:	00517-0154-088
NAME OF SUBMITTER:	Jeffrey C. Katz
Signature:	/Jeffrey C. Katz/
Date:	05/26/2010

Total Attachments: 3
source=Affinion Benefits Group Inc - Certificate of Conversion to ABG LLC (eff 10-01-07)#page1.tif
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Delaware

PAGE 1

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 BENEFITS GROUP, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "AFFINION BENEFITS GROUP, INC." TO "AFFINION BENEFITS GROUP, LLC", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF SEPTEMBER, A.D. 2007, AT 3:44 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE FIRST DAY OF OCTOBER, A.D. 2007, AT 11 O'CLOCK A.M.

2088396 8100V

071056250



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6031298

DATE: 09-27-07

TRADEMARK

REEL: 004213 FRAME: 0549

CERTIFICATE OF CONVERSION

OF

AFFINION BENEFITS GROUP, INC.

TO

AFFINION BENEFITS GROUP, LLC

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

September 26, 2007

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

FIRST: The name of the corporation immediately prior to the filing of this Certificate of Conversion is Affinion Benefits Group, 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 April 15, 1986.

THIRD: The original name of the Corporation as set forth in the certificate of incorporation is CUC Member Benefit Plans, 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 Benefits Group, LLC.

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

SIXTH: The conversion is to become effective on October 1, 2007 at 11:00 am Eastern Time.

* * * * *

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

By: FREDRICK ROBERTSON

Name: Fredrick Robertson

Title: Authorized Person