

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|------------------------------|--------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | SECURITY AGREEMENT |

CONVEYING PARTY DATA

| Name | Execution Date |
|-----------------------------------|----------------|
| Valassis Communications, Inc. | 06/27/2011 |
| NCH Marketing Services, Inc. | 06/27/2011 |
| Valassis Direct Mail, Inc. | 06/27/2011 |
| Valassis In-Store Solutions, Inc. | 06/27/2011 |

RECEIVING PARTY DATA

| | |
|--------------------------|---|
| Name: | JPMorgan Chase Bank, N.A. as Administrative Agent |
| Street Address: | 1111 Fannin, 8th Floor |
| Internal Address: | Loan and Agency Services Group |
| City: | Houston |
| State/Country: | TEXAS |
| Postal Code: | 77002 |

PROPERTY NUMBERS Total: 32

| Property Type | Number |
|---------------------|----------|
| Patent Number: | 6230143 |
| Patent Number: | 6985452 |
| Patent Number: | 6650429 |
| Patent Number: | 6229621 |
| Patent Number: | 5978013 |
| Patent Number: | 5500681 |
| Patent Number: | 6226098 |
| Patent Number: | 7495788 |
| Patent Number: | 7356486 |
| Application Number: | 12262806 |
| Application Number: | 12262813 |
| Application Number: | 12262826 |

CH \$1280.00 6230143

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PATENT
REEL: 026509 FRAME: 0311

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|---------------------|-----------|
| Application Number: | 11651963 |
| Patent Number: | 7026556 |
| Patent Number: | 7099038 |
| Application Number: | 10423471 |
| Application Number: | 11586816 |
| Application Number: | 10609446 |
| Application Number: | 10746177 |
| Application Number: | 11687101 |
| Application Number: | 12690398 |
| Application Number: | 12690409 |
| Application Number: | 12690402 |
| Application Number: | 61390841 |
| Application Number: | 12871760 |
| Application Number: | 11838420 |
| Patent Number: | 7051944 |
| Patent Number: | 7488003 |
| Application Number: | 11825155 |
| Application Number: | 13032991 |
| PCT Number: | US1125881 |
| PCT Number: | US1046099 |

CORRESPONDENCE DATA

Fax Number: (212)230-5199
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 212-318-6518
Email: terrenceboyle@paulhastings.com
Correspondent Name: Terrence G. Boyle
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Address Line 2: Paul Hastings LLP
Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER: 59618.00005

NAME OF SUBMITTER: Terrence G. Boyle

Total Attachments: 9
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PATENT SECURITY AGREEMENT

Patent Security Agreement, dated as of June 27, 2011, by VALASSIS COMMUNICATIONS, INC., a Delaware corporation, NCH MARKETING SERVICES, INC., a Delaware corporation, VALASSIS DIRECT MAIL, INC., a Delaware corporation, and VALASSIS IN-STORE SOLUTIONS, INC., a Delaware corporation (individually, a "Grantor", and, collectively, the "Grantors"), in favor of JPMORGAN CHASE BANK, N.A., in its capacity as administrative agent pursuant to the Credit Agreement (in such capacity, the "Administrative Agent") and the Secured Credit Parties.

WITNESSETH:

WHEREAS, the Grantors are party to a Guarantee and Collateral Agreement of even date herewith (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the "Security Agreement") in favor of the Administrative Agent pursuant to which the Grantors are required to execute and deliver this Patent Security Agreement;

NOW, THEREFORE, in consideration of the premises and to induce the Administrative Agent, for the benefit of the Secured Parties, to enter into the Credit Agreement, the Grantors hereby agree with the Administrative Agent as follows:

SECTION 1. Defined Terms. Unless otherwise defined herein, terms defined in the Security Agreement and used herein have the meaning given to them in the Security Agreement.

SECTION 2. Grant of Security Interest in Patent Collateral. Each Grantor hereby pledges and grants to the Administrative Agent for the benefit of the Secured Credit Parties a lien on and security interest in and to all of its right, title and interest in, to and under all the following Collateral of such Grantor:

- (a) Patents of such Grantors listed on Schedule I¹ attached hereto; and
- (b) all Proceeds of any and all of the foregoing (other than Excluded Assets).

SECTION 3. Security Agreement. The security interest granted pursuant to this Patent Security Agreement is granted in conjunction with the security interest granted to the Administrative Agent pursuant to the Security Agreement and Grantors hereby acknowledge and affirm that the rights and remedies of the Administrative Agent with respect to the security interest in the Patents made and granted hereby are more fully set forth in the Security 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 Patent Security Agreement is deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall control unless the Administrative Agent shall otherwise determine.

SECTION 4. Termination. Upon the payment in full of the Obligations (other than Unasserted Contingent Obligations that are not then due and payable and demanded) and termination of the Security Agreement, the Administrative Agent shall execute, acknowledge, and deliver to the Grantors an instrument in writing in recordable form releasing the collateral pledge, grant, assignment, lien and security interest in the Patents under this Patent Security Agreement.

¹ Should include same Patents listed on Schedule 11(a) of the Perfection Certificate.

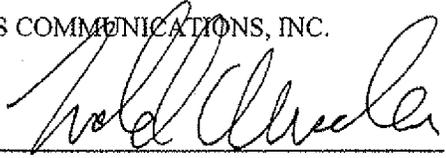
SECTION 5. Counterparts. This Patent Security Agreement may be executed in any number of counterparts, all of which shall constitute one and the same instrument, and any party hereto may execute this Patent Security Agreement by signing and delivering one or more counterparts.

[signature page follows]

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

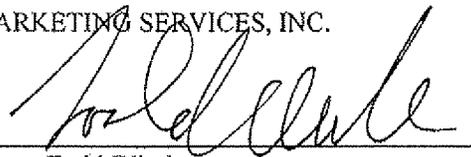
Very truly yours,

VALASSIS COMMUNICATIONS, INC.

By: 

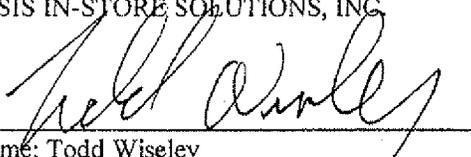
Name: Todd Wiseley
Title: Secretary

NCH MARKETING SERVICES, INC.

By: 

Name: Todd Wiseley
Title: Secretary

VALASSIS IN-STORE SOLUTIONS, INC.

By: 

Name: Todd Wiseley
Title: Secretary

VALASSIS DIRECT MAIL, INC.

By: 

Name: Todd Wiseley
Title: Vice President

Accepted and Agreed:

JPMORGAN CHASE BANK, N.A.,
as Administrative Agent

By: Suzanne Ergastolo
Name: Suzanne ERGASTOLO
Title: Vice President

Schedule I

Patents and Patent Licenses:

| <u>Patent/Application No.</u> | <u>Filing Date</u> | <u>Title</u> | <u>Issuance Date</u> | <u>Owner</u> |
|-------------------------------|--------------------|--|-------------------------------|-------------------------------|
| Patent No. 6,230,143 | 11/11/1998 | System and Method for Analyzing Coupon Redemption Data | 05/08/2001 | Valassis Communications, Inc. |
| Patent No. 6,985,452 | 01/27/1999 | Wireless System for Broadcasting, Receiving, Storing and Selectively Printing Coupons and the Like in a Retail Environment | 01/10/2006 | NCH Marketing Services, Inc. |
| Patent No. 6,650,429 | 07/03/2001 | Wireless System for Broadcasting, Receiving, Storing & Selectively Printing Coupons and the Like in a Retail Environment | 11/18/2003 | NCH Marketing Services, Inc. |
| Patent No. 6,229,621 | 06/11/1998 | Wireless System for Broadcasting, Receiving and Selectively Printing Packets of Information Using Bit-String Selection | 05/08/2001 | NCH Marketing Services, Inc. |
| Patent No. 5,978,013 | 02/05/1996 | Apparatus and Method for Generating Product Coupons in Response to Televised Offers | 11/02/1999 | NCH Marketing Services, Inc. |
| Patent No. 5,500,681 | 05/24/1994 | Apparatus and Method for Generating Coupons in Response to Televised Offers | 03/19/1996 | NCH Marketing Services, Inc. |
| Patent No. 6,226,098 | 06/11/1998 | Printer Appliance for Use In A Wireless System for Broadcasting Packets of Information | 05/01/2001 | NCH Marketing Services, Inc. |
| Patent No. 7,495,788 | 03/19/2001 | Wireless System for Broadcasting, Receiving and Printing Packets of Information. | 02/24/2009 | NCH Marketing Services, Inc. |
| Patent No. 7,356,486 | 08/30/1999 | System and Method for Administering Promotions | 04/08/2008 | NCH Marketing Services, Inc. |
| Application No. 12/262,806 | 10/31/2008 | Computer-Implemented, Automated Media Planning Method and System | N/A (Non-Final Action Mailed) | Valassis Communications, Inc. |
| Application No. 12/262,813 | 10/31/2008 | Computer-Implemented, Automated Media Planning Method and System | N/A (Pending, Unexamined) | Valassis Communications, Inc. |
| Application No. 12/262,826 | 10/31/2008 | Computer-Implemented, Automated Media Planning Method and System | N/A (Non-Final Action Mailed) | Valassis Communications, Inc. |
| Application No. 11/651,963 | 01/11/2007 | In-store Plastic Bag Pad with Header | N/A (Final Rejection Mailed) | Valassis Communications, Inc. |

| <u>Patent/Application No.</u> | <u>Filing Date</u> | <u>Title</u> | <u>Issuance Date</u> | <u>Owner</u> |
|-------------------------------|--------------------|---|--|-----------------------------------|
| Patent No. 7,026,556 | 09/15/2000 | Method and System for Controlling Messages Printed by an In-Store Label Printer and Related Label Structure | 04/11/2006 | Valassis In-Store Solutions, Inc. |
| Patent No. 7,099,038 | 10/18/2004 | Method and System for Controlling Messages Printed by an In-Store Label Printer and Related Label Structure | 08/29/2006 | Valassis In-Store Solutions, Inc. |
| Application No. 10/423,471 | 04/25/2003 | Food Product Scale and Method for Providing In-Store Incentives to Customers | N/A (Awaiting Decision by Board of Appeals) | Valassis In-Store Solutions, Inc. |
| Application No. 11/586,816 | 10/26/2006 | Food Product Scale System And Method For Providing In-Store Incentives To Customers | N/A (Awaiting Decision by Board of Appeals) | Valassis In-Store Solutions, Inc. |
| Application No. 10/609,446 | 06/27/2003 | Food Product Scale-Based Incentive System | N/A (Pending, Unexamined) | Valassis In-Store Solutions, Inc. |
| Application No. 10/746,177 | 12/26/2003 | Computerized Management System for Multi-Chain Promotions, and Related Audit System | N/A (Awaiting Decision by Board of Appeals) | Valassis In-Store Solutions, Inc. |
| Application No. 11/687,101 | 03/16/2007 | Computerized Management System for Multi-Chain Promotions and Related Audit System | N/A (Appeal Brief Filed) | Valassis In-Store Solutions, Inc. |
| Application No. 12/690,398 | 01/20/2010 | Offer Management Method and System | N/A (Pending, Unexamined) | Valassis Communications, Inc. |
| Application No. 12/690,409 | 01/20/2010 | Offer Management Method and System | N/A (Pending, Unexamined) | Valassis Communications, Inc. |
| Application No. 12/690,402 | 01/20/2010 | Offer Management Method and System | N/A (Pending) | Valassis Communications, Inc. |
| Application No. 61/390,841 | 10/07/2010 | Online Offer Distribution System and Method | N/A (Pending, Provisional) | Valassis Communications, Inc. |
| Application No. 12/871,760 | 08/30/2010 | Method and System for Controlling Messages Printed by an In-Store Label Printer and Related Label Structure | N/A (Non-Final Action mailed) | Valassis In-Store Solutions, Inc. |
| Application No: 11/838,420 | 08/14/2007 | Food Product Scale and Related Promotional System and Method | N/A (Final Action mailed) | Valassis In-Store Solutions, Inc. |

| <u>Patent/Application No.</u> | <u>Filing Date</u> | <u>Title</u> | <u>Issuance Date</u> | <u>Owner</u> |
|-------------------------------|--------------------|---|------------------------------|-----------------------------------|
| Patent No: 7,051,944 | 04/20/2004 | Scale and Related Printing Apparatus and Method for Producing Promotion Offer Labels Using Label Stock with Heat Activated Adhesive | 05/30/2006 | Valassis In-Store Solutions, Inc. |
| Patent No: 7,488,003 | 03/30/2006 | Label Supply, Label Handling Method and Label Printing Apparatus | 02/10/2009 | Valassis In-Store Solutions, Inc. |
| Application No. 11/825,155 | 07/03/2007 | Address Database Reconciliation | N/A (Pending) | Valassis Direct Mail, Inc. |
| Application No. 13/032,991 | 02/23/2011 | Online Offer Distribution System And Method | N/A (Pending, Unexamined) | Valassis Communications, Inc. |

FOREIGN

| <u>Patent/Application No.</u> | <u>Filing Date</u> | <u>Title</u> | <u>Issuance Date</u> | <u>Owner</u> |
|--|---------------------------|---|-----------------------------|-----------------------------------|
| Patent No. 2,254,011 (Canada) | 11/12/1998 | System and Method for Analyzing Coupon Redemption Data | 03/24/2009 | Valassis Communications, Inc. |
| Patent No. 2,499,026 (Canada) | 07/06/2001 | Method and System for Controlling Messages Printed by an In-Store Label Printer and Related Label Structure | 11/13/2007 | Valassis In-Store Solutions, Inc. |
| EP 5008839.2 (European Application) | 07/05/2001 | Method and System for Controlling Messages Printed by an In-Store Label Printer and Related Label Structure | N/A (Pending) | Valassis In-Store Solutions, Inc. |
| 2001281139 (Japanese Application) | 09/17/2001 | Method and System for Controlling Messages Printed by an In-Store Label Printer and Related Label Structure | N/A (Pending) | Valassis In-Store Solutions, Inc. |
| Application No. 2,427,176 (Canadian Application) | 04/28/2003 | Food Product Scale and Method for Providing In-Store Incentives to Customers | N/A (Pending) | Valassis In-Store Solutions, Inc. |
| Application No. 2,482,622 (Canadian Application) | 09/27/2004 | Computerized Management System for Multi-Chain Promotions, and Related Audit System | N/A (Pending) | Valassis In-Store Solutions, Inc. |
| Application No. 005224 (Mexican Application) | 05/31/2004 | Food Product Scale Based Incentive System | N/A (Pending) | Valassis In-Store Solutions, Inc. |
| App No: 2,600,796 (Canada) | 09/07/2007 | Food Product Scale and Related Promotional System and Method | N/A | Valassis In-Store Solutions, Inc. |
| App No: 2,581,644 (Canada) | 03/13/2007 | Label Supply, Label Handling Method and Label Printing Apparatus | 02/09/2010 | Valassis In-Store Solutions, Inc. |
| App No: 003988 (Mexico) | 03/30/2007 | Label Supply, Label Handling Method and Label Printing Apparatus | N/A (Pending/Published) | Valassis In-Store Solutions, Inc. |
| App. No.: 2,672,341 (Canada) | 07/15/2009 | Computer-Implemented, Automated Media Planning Method and System | N/A (Pending) | Valassis Communications, Inc. |
| App. No.: 2,672,130 (Canada) | 07/15/2009 | Computer-Implemented, Automated Media Planning Method and System | N/A (Pending) | Valassis Communications, Inc. |
| App. No.: 2,672,343 (Canada) | 07/15/2009 | Computer-Implemented, Automated Media Planning Method and System | N/A (Pending) | Valassis Communications, Inc. |
| PCT/US10/046099 | 08/20/2010 | Offer Management Method and System | N/A (Pending) | Valassis Communications, Inc. |

| <u>Patent/Application No.</u> | <u>Filing Date</u> | <u>Title</u> | <u>Issuance Date</u> | <u>Owner</u> |
|-------------------------------|--------------------|---|----------------------|-------------------------------|
| PCT/US11/025881 | 02/23/2011 | Online Offer Distribution System and Method | N/A (Pending) | Valassis Communications, Inc. |