

PATENT ASSIGNMENT

Electronic Version v1.1  
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SUBMISSION TYPE:	NEW ASSIGNMENT																										
NATURE OF CONVEYANCE:	SECURITY AGREEMENT																										
CONVEYING PARTY DATA																											
<table border="1"><thead><tr><th>Name</th><th>Execution Date</th></tr></thead><tbody><tr><td>Valassis Communications, Inc.</td><td>06/27/2011</td></tr><tr><td>NCH Marketing Services, Inc.</td><td>06/27/2011</td></tr><tr><td>Valassis Direct Mail, Inc.</td><td>06/27/2011</td></tr><tr><td>Valassis In-Store Solutions, Inc.</td><td>06/27/2011</td></tr></tbody></table>		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																
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RECEIVING PARTY DATA																											
<table border="1"><tr><td>Name:</td><td>JPMorgan Chase Bank, N.A. as Administrative Agent</td></tr><tr><td>Street Address:</td><td>1111 Fannin, 8th Floor</td></tr><tr><td>Internal Address:</td><td>Loan and Agency Services Group</td></tr><tr><td>City:</td><td>Houston</td></tr><tr><td>State/Country:</td><td>TEXAS</td></tr><tr><td>Postal Code:</td><td>77002</td></tr></table>		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														
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PROPERTY NUMBERS Total: 32																											
<table border="1"><thead><tr><th>Property Type</th><th>Number</th></tr></thead><tbody><tr><td>Patent Number:</td><td>6230143</td></tr><tr><td>Patent Number:</td><td>6985452</td></tr><tr><td>Patent Number:</td><td>6650429</td></tr><tr><td>Patent Number:</td><td>6229621</td></tr><tr><td>Patent Number:</td><td>5978013</td></tr><tr><td>Patent Number:</td><td>5500681</td></tr><tr><td>Patent Number:</td><td>6226098</td></tr><tr><td>Patent Number:</td><td>7495788</td></tr><tr><td>Patent Number:</td><td>7356486</td></tr><tr><td>Application Number:</td><td>12262806</td></tr><tr><td>Application Number:</td><td>12262813</td></tr><tr><td>Application Number:</td><td>12262826</td></tr></tbody></table>		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
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Application Number:	12262826																										

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PATENT  
REEL: 026509 FRAME: 0311

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

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*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
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Address Line 2: Paul Hastings LLP  
Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	59618.00005
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NAME OF SUBMITTER:	Terrence G. Boyle
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Total Attachments: 9  
source=Valassis 2011 - Patent Security Agreement(93748380\_1)#page1.tif  
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**PATENT**  
**REEL: 026509 FRAME: 0312**

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source=Valassis 2011 - Patent Security Agreement(93748380\_1)#page9.tif

## 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 I<sup>1</sup> 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.

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

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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:*

<b><u>Patent/Application No.</u></b>	<b><u>Filing Date</u></b>	<b><u>Title</u></b>	<b><u>Issuance Date</u></b>	<b><u>Owner</u></b>
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.



<b><u>Patent/Application No.</u></b>	<b><u>Filing Date</u></b>	<b><u>Title</u></b>	<b><u>Issuance Date</u></b>	<b><u>Owner</u></b>
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.

<b><u>Patent/Application No.</u></b>	<b><u>Filing Date</u></b>	<b><u>Title</u></b>	<b><u>Issuance Date</u></b>	<b><u>Owner</u></b>
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**

<b><u>Patent/Application No.</u></b>	<b><u>Filing Date</u></b>	<b><u>Title</u></b>	<b><u>Issuance Date</u></b>	<b><u>Owner</u></b>
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.

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