

MRD 2-25-00



LY

Tab settings: - - -

101301826

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): **Entertainment Publication Operating Company, Inc.**

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

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

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other Conditional Assignment of and Security Interest in Trademark Rights

Execution Date: November 30, 1999

2. Name and address of receiving party(ies):

Name: Canadian Imperial Bank of Commerce, as Administrative Agent

Internal Address: _____

Street Address: 425 Lexington Avenue

City: New York State: NY ZIP: 10017

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____
- Other Canadian-chartered bank acting through New York agent

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

(Designation must be a separate document from Assignment)

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

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

A. Trademark Application No.(s) **See Continuation of Item 4**

B. Trademark Registration No.(s) **See Continuation of Item 4**

Additional numbers attached? Yes No

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

Name: Kristopher E. Ahrend, Esq.

Internal Address: Simpson Thacher & Bartlett

Street Address: 425 Lexington Avenue

City: New York State: New York ZIP: 10017

6. Total number of applications and registrations involved: 105

7. Total fee (37 CFR 3.41): \$ 2,640.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(Attached duplicate copy of this page if paying by deposit account)

03/31/2000 DNGUYEN 00000031 1778068

DO NOT USE THIS SPACE

01 FC:481 40.00 OP
02 FC:482 2600.00 OP

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Kristopher E. Ahrend, Esq.
Name of Person Signing

Signature

2/25/00
Date

Total number of pages comprising cover sheet: 14

CONTINUATION OF ITEM 4

TITLE	REG. NO..	APP. NO.
DINE-A-MATE	1,778,068	
C	1,481,564	
A+CARD	2,234,690	
ADVENTURES IN DINING	1,136,396	
AUTOCARD	1,877,557	
BABY BONANZA	1,471,626	
CERTIFICATE COLLECTION	1,994,246	
COMMUNITY COUPON BOOK	1,517,965	
DESIGN ONLY	2,026,154	
DESIGN ONLY	1,718,106	
DINING ADVANTAGE	1,608,460	
DINNER ON US CLUB	2,038,612	
DINNER ON US CLUB	1,950,567	
EMPLOYEE ADVANTAGE	2,086,948	
ENTERTAINMENT BUYERS CLUB	2,113,091	
ENTERTAINMENT	998,252	
ENTERTAINMENT	1,371,262	
ENTERTAINMENT	1,995,339	
ENTERTAINMENT	1,909,948	
ENTERTAINMENT	\1,475,348	
ENTERTAINMENT COMMUNITY ALLIANCE	1,728,032	
ENTERTAINMENT GOLD	2,034,499	

ENTERTAINMENT INTERNATIONAL	2,105,956	
ENTERTAINMENT NATIONAL	1,848,006	
ENTERTAINMENT NATIONAL	1,848,006	
FREQUENT VALUES	2,257,674	
GOLD C	1,480,773	
GOLD C VALUES	1,480,774	
HALFPRICE EUROPE	1,704,916	
HALFPRICE HOTEL CARD	1,851,219	
HALFPRICE PASSPORT	2,016,289	
HAPPENINGS	1,216,057	
HOTELS AT HALFPRICE	1,900,228	
HOTMAIL	1,476,239	
INTERNATIONAL VALUES	2,220,730	
KIDS NOW!	2,007,869	
LOCAL CONNECTION	1,742,484	
DESIGN ONLY	2,025,588	
NATIONAL PROMOTION NETWORK	1,924,909	
NATIONAL VALUES	1,895,507	
ONE FOR THE CHILDREN	1,882,714	
ONE FOR THE COMMUNITY	2,072,843	
OREGON HERITAGE LIMITED EDITION	1,895,511	
PASSBOOK	1,831,306	
PASSBOOK	1,817,519	
PASSBOOK DINING	2,072,929	
PETS AND THEIR PEOPLE	1,656,788	

PREMIER DINING GOLD	2,033,026	
PROVIDING AMERICA WITH VALUE	1,890,530	
RENTALBANK	1,373,165	
DESIGN ONLY	1,920,976	
DESIGN ONLY	1,970,083	
SALLY FOSTER	1,833,830	
SALLY FOSTER	2,004,108	
SALLY FOSTER GIFT WRAP SALES	1,630,457	
SAVERS GUIDE	2,154,864	
SAVING SPREE	1,314,586	
SAVING SPREE	1,823,734	
SAVING SPREE	1,833,323	
SAVINGS SPREE	1,260,919	
SCRUMPTIOUS SENSATIONS	2,224,774	
SF	1,832,746	
SF	1,914,034	
TASTEFUL TEMPTATIONS	2,205,092	
THE CELEBRATION PEOPLE	1,887,681	
THE CELEBRATION PEOPLE	1,920,974	
THE CELEBRATION PEOPLE	1,998,106	
THE SMART WAY TO SAVE	2,243,846	
TRAVEL AMERICA AT HALFPRIce	1,546,338	
TRAVEL INTERNATIONAL AT HALFPRIce	2,014,605	
TRIANGLE DINING	2,272,368	
VALUBOOK	1,546,690	

WE WROTE THE BOOK ON SAVINGS	1,863,310	
WEEKDAYS AT THE FAIR	1,704,919	
WORTH ITS WEIGHT IN GOLD!	1,983,487	
AFTER SCHOOL		75/606,445
BOOK OF GOLD		75/511,793
DESIGN ONLY		75/736,493
DINE-A-MATE		75/637,074
ENTERTAINMENT		75/301,739
ENTERTAINMENT		75/305,977
ENTERTAINMENT RESERVE CLUB		75/488,258
ENTERTAINMENT ULTIMATE		75/299,507
ENTERTAINMENT VALUES		75/610,924
EPI		75/491,142
EPI FUND-RAISING		75/494,791
EPI MERCHANT SERVICES		75/491,135
FAMILIAHORROS		75/173,898
GREAT SAVINGS AT HOME & AWAY!		75/101,991
DESIGN ONLY		75/628,713
MONIES WORTH		74/683,526
RESTAURANT SECRETS		75/373,165
RESTAURANT SECRETS		75/628,714
DESIGN ONLY		75/722,922
SAVERS GUIDE		75/483,483
SPRING BREAK		75/610,951
SPRING VACATION		75/726,450

SPORTS FANATIC CLUB		75/306,336
SUMMER VACATION		75/606,447
SUMMER VACATION		75/660,774
TEST THE CHEF		75/507,402
TEST THE CHEF		75/613,570
TRAVEL NORTH AMERICA AT HALF PRICE		75/608,918
ULTIMATE BY ENTERTAINMENT		75/488,123
WINTER VACATION		75/608,919

CONDITIONAL ASSIGNMENT OF AND
SECURITY INTEREST IN TRADEMARK RIGHTS

THIS CONDITIONAL ASSIGNMENT OF AND SECURITY INTEREST IN TRADEMARK RIGHTS ("Conditional Assignment"), dated as of November 30, 1999, is made by ENTERTAINMENT PUBLICATIONS OPERATING COMPANY, INC., a Delaware corporation (the "Grantor"), in favor of CANADIAN IMPERIAL BANK OF COMMERCE, as administrative agent (in such capacity, the "Administrative Agent") for the several banks and other financial institutions (the "Lenders") parties to the Credit Agreement, dated as of November 12, 1999 (as amended, supplemented or otherwise modified from time to time, the "Credit Agreement"), among ENTERTAINMENT PUBLICATIONS MERGER, INC., which will be merged with and into ENTERTAINMENT PUBLICATIONS, INC., which shall be the surviving corporation of such merger, the Grantor, the Lenders, MERRILL LYNCH & CO., MERRILL LYNCH, PIERCE, FENNER & SMITH INCORPORATED, as syndication agent, and the Administrative Agent.

WITNESSETH:

WHEREAS, pursuant to the Credit Agreement, the Lenders have severally agreed to make Loans and other extensions of credit to the Borrower upon the terms and subject to the conditions set forth therein;

WHEREAS, in connection with the Credit Agreement, the Grantor executed and delivered a Guarantee and Collateral Agreement, dated as of November 30, 1999, made by each of the signatories thereto, in favor of the Administrative Agent (as amended, supplemented or otherwise modified from time to time, the "Guarantee and Collateral Agreement");

WHEREAS, pursuant to the Guarantee and Collateral Agreement, the Grantor pledged and granted to the Administrative Agent for the benefit of the Lenders a continuing security interest in all Intellectual Property, including the Trademarks and Trademark Licenses; and

WHEREAS, the Grantor has duly authorized the execution, delivery and performance of this Conditional Assignment;

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, and in order to induce the Lenders to make Loans and other financial accommodations to the Borrower pursuant to the Credit Agreement, the Grantor agrees, for the benefit of the Administrative Agent and the Lenders, as follows:

SECTION 1. Definitions. Unless otherwise defined herein, terms defined in the Credit Agreement and the Guarantee and Collateral Agreement and used herein shall have the meanings given to them in the Credit Agreement and the Guarantee and Collateral Agreement.

SECTION 2. Conditional Assignment and Grant of Security Interest. The Grantor hereby pledges and grants a continuing security interest in, and a right of setoff against, and effective upon demand made upon the occurrence and during the continuance of an Event of Default assigns, transfers and conveys, the Trademarks and Trademark Licenses (including, without limitation, those items listed on Schedule A hereto), to the Administrative Agent, for its own benefit and the benefit of the Lenders, to secure payment, performance and observance of the Borrower Obligations.


SECTION 3. Purpose. This Conditional Assignment has been executed and delivered by the Grantor for the purpose of recording the conditional assignment and grant of security interest herein with the United States Patent and Trademark Office. The conditional assignment and security interest granted hereby has been granted to the Administrative Agent and the Lenders in connection with the Guarantee and Collateral Agreement and is expressly subject to the terms and conditions thereof. The Guarantee and Collateral Agreement (and all rights and remedies of the Administrative Agent and the Lenders thereunder) shall remain in full force and effect in accordance with its terms.

SECTION 4. Acknowledgment. The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Administrative Agent and the Lenders with respect to the security interest in the Trademarks and Trademark Licenses granted hereby are more fully set forth in the Credit Agreement and the Guarantee and Collateral Agreement, the terms and provisions of which (including the remedies provided for therein) are incorporated by reference herein as if fully set forth herein.

SECTION 5. Counterparts. This Conditional Assignment may be executed in counterparts, each of which will be deemed an original, but all of which together constitute one and the same original.

IN WITNESS WHEREOF, the parties hereto have caused this Conditional Assignment to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

ENTERTAINMENT PUBLICATIONS OPERATING
COMPANY, INC.

By: 
Name: Nicholas Pett
Title: CFO + Treasurer

CANADIAN IMPERIAL BANK OF COMMERCE,
as Administrative Agent

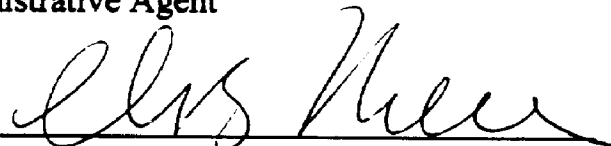
By: _____
Name:
Title:

IN WITNESS WHEREOF, the parties hereto have caused this Conditional Assignment to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

ENTERTAINMENT PUBLICATIONS OPERATING
COMPANY, INC.

By: _____
Name:
Title:

CANADIAN IMPERIAL BANK OF COMMERCE,
as Administrative Agent

By:  _____
Name:
Title:

ELLEN MARSHALL
MANAGING DIRECTOR
CIBC WORLD MARKETS CORP., AS AGENT

STATE OF MICHIGAN)
) ss
COUNTY OF OAKLAND)

On the 30th day of November, 1999, before me personally came NICHOLAS FYETT, who is personally known to me to be the CFO & TREASURER of ENTERTAINMENT PUBLICATIONS OPERATING COMPANY, INC., a Delaware corporation; who, being duly sworn, did depose and say that she/he is the CFO & TREASURER in such corporation, the corporation described in and which executed the foregoing instrument; that she/he executed and delivered said instrument pursuant to authority given by the Board of Directors of such corporation; and that she/he acknowledged said instrument to be the free act and deed of said corporation.

Notary Public

GWENDOLYN J. ...
Notary Public, Oakland County, Michigan
My Commission Expires 12/07/2003

(PLACE STAMP AND SEAL ABOVE)

U.S. Trademark Registrations and Trademark Licenses

015571-0324-01401-99B1C87L-ASG

Name	Status	Country	Owner	Comments	Reg # or Appl. #	Aff. Date	Renewal Date	Classes
Bidoor	Registered	Israel	EPI		66865		7/22/08	16
"C" Logo	Registered	Australia	EPI		620187		1/11/04	16
"C" Logo	Registered	Australia	EPI		620188		1/11/04	35
"C" Logo	Registered	Canada	EPI		386897		7/26/06	16
Crown Design	Registered	Benelux	EPI		514571		4/21/02	16
Crown Design	Registered	Canada	EPI		424,153		3/4/09	16
Crown Design	Registered	Denmark	EPI		8828/92		9/25/02	16
Crown Design	Registered	Israel	EPI		83,114		7/9/02	16
Crown Design	Registered	Mexico	EPI		555,882		2/19/03	16
Crown Design	Registered	Sweden	EPI		246,805		10/3/09	16
Crown Design	Registered	United Kingdom	EPI		1,498,354		11/10/05	35
Dining Advantage	Registered	New Zealand	EPI		B301,108		11/10/05	16
Dining Advantage	Registered	New Zealand	EPI		B301,107		9/7/05	16
Divertissement	Registered	Canada	EPI		372,994		12/13/04	16
Divertissement	Registered	France	EPI		1,292,474			
Do More Pay Less (in a circle)	Registered	United Kingdom	Entertain. Limited	Entertainment Limited assignment to EPI is in process - Assignment submitted for recordal	2,104,661		8/9/06	16, 35
Entertainment	Registered	Chile	EPI		465,588		12/29/05	16
Entertainment	Registered	Columbia	EPI		182,794		12/2/06	16
Entertainment	Registered	Costa Rica	EPI		98,059		4/7/08	16.2
Entertainment	Registered	Brazil	EPI		811861160		10/12/14	
Entertainment	Registered	Canada	EPI		295,968		9/26/01	16
Entertainment	Registered	Canada	EPI		318,832		7/3/11	16
Entertainment	Registered	Canada	EPI		260,449		12/13/04	16
Entertainment	Registered	France	EPI		1,292,473		10/8/05	16
Entertainment	Registered	Israel	EPI		59,693		4/19/05	16
Entertainment	Registered	Mexico	EPI		516,133		7/25/05	16
Entertainment	Registered	Puerto Rico	CUC Pub.		36,847	7/28/00		
Entertainment/entertainment (series of 2)	Registered	United Kingdom	EPI	Renewal Instructed Assignment to EPI in the process.	1,513,733		9/22/09	16
Entertainment Publications with Katakana	Registered	Japan	CD		4,274,980		5/21/09	42

Name	Status	Country	Owner	Comments	Reg # or Appl. #	Aff. Date	Renewal Date	Classes
Entertainment Publications with Katakana	Registered	Japan	CD	Assignment to EPI in the process.	4,300,772		7/30/09	16, 35
Entertainment (stylized)	Registered	Benclux	EPI		404,998		12/7/04	16
Entertainment (stylized)	Registered	Denmark	EPI		1091/1989		3/10/09	16,35,41
Entertainment (stylized & Crown)	Registered	New Zealand	EPI		B285662		11/21/04	35
Entertainment (stylized & Crown)	Registered	New Zealand	EPI		B285661		11/21/04	16
Entertainment (stylized)	Registered	Brazil	EPI		811861152		4/7/08	16,2
Entertainment (stylized)	Registered	Mexico	EPI		518,753		4/19/05	16
Entertainment (stylized)	Registered	Puerto Rico	CUC Pub.		36,848	7/28/00	7/28/05	16
Entertainment and Crown Design	Registered	Argentina	EPI		1621664		11/11/06	16
Entertainment (stylized and design)	Registered	Australia	EPI		749309		11/21/07	16,35
Entertainment Community Alliance	Registered	Canada	EPI		406,852		1/8/08	
Entertainment Gold	Registered	Australia	EPI		712003		7/2/06	16, 35
Entertainment Values	Registered	New Zealand	EPI		302576		12/11/05	16
Entertainment Values	Registered	New Zealand	EPI		302577		12/11/05	35
FamiliAhorros	Registered	Puerto Rico	CUC Pub.		39,070		10/14/06	16
FamiliAhorros	Registered	Puerto Rico	CUC Pub.		39,069		10/14/06	35
Frequent Values	Registered	Argentina	CUC	Name change in process	1,676,096		7/22/08	35
Frequent Values	Registered	Brazil	CUC	Name change in process	820,070,645			40,15
Frequent Values	Registered	Chile	CUC	Name change in process	501,546		1/16/08	35
Frequent Values	Registered	Colombia	CUC	Name change in process	204,752		1/22/08	35
Gold C	Registered	Australia	Internat.		620185		1/11/04	16
Gold C	Registered	Australia	EPI		620186		1/11/04	35
Gold C	Registered	Canada	EPI		386,898		7/26/06	16
Gold C	Registered	Mexico	EPI		492,184		4/19/05	16
Gold C	Registered	New Zealand	EPI		250,227		6/16/02	16
Gold C	Registered	New Zealand	EPI		250,228		6/16/02	35
Gold C	Registered	Puerto Rico	CUC Pub.		36,852	7/28/00	7/28/05	16
Gold C Values	Registered	Singapore	EPI		s/5588-95			35
HalfPrice Caribbean	Registered	Canada	EPI		386,896		7/26/06	37, 38
HalfPrice Caribbean	Registered	Aruba	EPI		15979		11/25/02	
HalfPrice Caribbean	Registered	Netherlands Antilles	EPI		17,227		10/23/02	16

Name	Status	Country	Owner	Comments	Reg # or Appl. #	Aff. Date	Renewal Date	Classes
HalfPrice Caribbean	Registered	Puerto Rico	EPI		31,957		1/25/03	16
Hana'ot	Registered	Israel	EPI		59,694		10/8/05	16
Premier Dining	Registered	Mexico	EPI		495,692		4/19/05	16
Premier Dining	Registered	Mexico	EPI		510,584		4/19/05	35
Premier Dining & Design	Registered	Puerto Rico	CUC Pub.		36,850	7/28/00	7/28/05	16
Premier Dining & Design	Registered	Puerto Rico	CUC Pub.		36,851	7/28/00	7/28/05	35
Restaurant Secrets	Registered	Australia	EPI		775,830		10/15/08	35
Restaurant Secrets	Registered	Australia	EPI		774,763		10/2/08	16
Restaurant Secrets	Registered	New Zealand	EPI		299953		10/2/05	16
Restaurant Secrets	Registered	New Zealand	EPI		299954		10/15/05	35
Saving Spree	Registered	Australia	EPI		620182		1/11/04	35
Saving Spree	Registered	Australia	EPI		620181		1/11/04	16
Saving Spree (design)	Registered	Canada	EPI		453,681		2/9/11	
Saving Spree (design)	Registered	Canada	EPI		453,312		2/2/11	
Savings Spree	Registered	Canada	EPI		323,635		2/13/02	
Savings Spree	Registered	Canada	EPI		323,201		1/30/02	
Travel Mexico at HalfPrice	Registered	Mexico	EPI		461,408		9/30/01	16
Travel Puerto Rico at HalfPrice	Registered	Puerto Rico	EPI		31,958		1/25/03	16
Treasure Chest	Registered	Canada	David	In process of changing name to EPI	354,338		4/7/04	
Vermark	Registered	Benelux	Franklin EPI		404,999		12/7/04	16
Adelaide Entertainment	Pending	Australia	EPI		803,183			16, 35
Auckland Entertainment	Pending	New Zealand	EPI		314,700			16
Auckland Entertainment	Pending	New Zealand	EPI		314,701			35
Book of Gold	Pending	Canada	EPI		897435			
Dining Advantage	Pending	Australia	EPI		777848			16,35
Do More Pay Less (in a circle)	Pending	European Union	Entertain. Limited	Assignment to EPI in the process.	439273			16,35,36
Ensemble Pour La Communate	Pending	Canada	EPI		863295			
Entertainment	Pending	Australia	EPI		802676			16,35
Entertainment	Pending	Guatemala	EPI		5424			16
Entertainment (stylized)	Pending	Australia	EPI		802675			16, 35
Entertainment (stylized)	Pending	European Union	EPI		592477			16, 35

Name	Status	Country	Owner	Comments	Reg # or Appl. #	Aff. Date	Renewal Date	Classes
Entertainment (stylized)	Pending	Hong Kong	CUC Asia Holdings	Assignment to EPI in the process. Assignment submitted for recordal	13895/96			36
Entertainment (stylized) & Crown & Bar Device	Pending	Hong Kong	CUC Asia Holdings	Assignment to EPI in the process. Assignment submitted for recordal	17066/97			36
Entertainment (stylized)	Pending	Malaysia	EPI		97/21442			35
Entertainment (stylized)	Pending	Malaysia	EPI		95/06851			16
Entertainment Card	Pending	Australia	EPI		802625			16, 35
Entertainment Dining And Discounts	Pending	Australia	EPI		802624			16, 35
Entertainment International (stylized)	Pending	South Africa	EPI		97/09257			16
Entertainment Rewards	Pending	New Zealand	EPI		302578			16
Entertainment Rewards	Pending	New Zealand	EPI		302579			35
Entertainment Rewards (and design)	Pending	Australia	EPI		782436			16,35
Entertainment Ultimate	Pending	Canada	EPI		1007403			
Entertainment Values (and design)	Pending	Australia	EPI		782437			16,35
EPI	Pending	Canada	EPI		897846			
Frequent Values	Pending	Mexico	CUC Internat.	Name change in process	291777			35
Frequent Values	Pending	Puerto Rico	CD Pub		Not applicable			35
Frequent Values	Pending	Venezuela	CUC Internat.	Name change in process	13237-97			35
Gold C	Pending	Singapore	EPI		s/5587-95			16
Hat Design (RSO)	Pending	Canada	EPI		1003748			
Hat Design (RSO)	Pending	Puerto Rico	CD Pub		Not applicable			16
Hat Design (RSO)	Pending	Puerto Rico	CD Pub		Not applicable			35
Melbourne Entertainment	Pending	Australia	EPI		803181			16, 35
Newcastle Entertainment	Pending	Australia	EPI		803184			16, 35
One for the Community	Pending	Canada	EPI		863294			
Pago Preferido	Pending	Puerto Rico	CD Pub		Not applicable			16
Perth Entertainment	Pending	Australia	EPI		803182			16, 35
Premier Dining Europe (& device)	Pending	European Union	EPI		681072			16, 36, 42

Name	Status	Country	Owner	Comments	Reg # or Appl. #	Aff. Date	Renewal Date	Classes
Restaurant Secrets	Pending	Canada	EPI		865213			16
Restaurant Secrets	Pending	Puerto Rico	CD Pub		Not applicable			35
Restaurant Secrets	Pending	Puerto Rico	CD Pub		Not applicable			16
Restaurant Secrets (design)	Pending	Canada	EPI		1003747			35
Restaurant Secrets (design)	Pending	Puerto Rico	CD Pub		Not applicable			16
Restaurant Secrets (design)	Pending	Puerto Rico	CD Pub		Not applicable			35
Screamworld	Pending	Puerto Rico	CUC Pub.		42,613			35
Screamworld	Pending	Puerto Rico	CUC Pub.		42,612			16
Sydney Entertainment	Pending	Australia	EPI		803,180			16, 35
Test the Chef	Pending	Canada	EPI		899,828			
Test the Chef (design)	Pending	Canada	EPI		899,830			
Test the Chef (design)	Pending	Puerto Rico	CD Pub		Not applicable			16
Test the Chef (design)	Pending	Puerto Rico	CD Pub		Not applicable			35
Test the Chef (design)	Pending	Puerto Rico	CD Pub		Not applicable			16
Test the Chef	Pending	Puerto Rico	CD Pub		Not applicable			35
Test the Chef	Pending	Puerto Rico	CD Pub		Not applicable			16
Universitarios 101	Pending	Puerto Rico	CD Pub		Not applicable			35
Universitarios 101	Pending	Puerto Rico	CD Pub		Not applicable			35
Dine-A-Mate	Registered	United States	DAM	Pending litigation precludes use in New York	1,778,068	filed	6/22/03	35
"C" (design)	Registered	United States	CD Pub		148,1564	filed	3/22/08	16
A+ Card	Registered	United States	CD Pub		2,234,690	3/23/05	3/23/09	35, 36
Adventures in Dining & Design	Registered	United States	CD Pub		1,136,396	filed	5/27/00	35
AutoCard	Registered	United States	CD Pub		1,877,557	2/7/01	2/7/05	16
Baby Bonanza	Registered	United States	CD Pub		1,471,626	filed	1/5/08	35
Certificate Collection	Registered	United States	CD Pub	Supplemental Register	1,994,246	8/13/02	8/13/06	16, 35
Community Coupon Book	Registered	United States	CD Pub		1,517,965	filed	12/27/08	16
Coupon Design	Registered	United States	CD Pub		2,026,154	12/24/02	12/24/06	16
Crown Design	Registered	United States	CD Pub		1,718,106	filed	9/22/02	16
Dining Advantage	Registered	United States	CD Pub		1,608,460	filed	7/31/00	35
Dinner On Us Club	Registered	United States	CD Pub		2,038,612	2/18/03	2/18/07	16
Dinner On Us Club	Registered	United States	CD Pub		1,950,567	1/23/02	1/23/06	35
Employee Advantage	Registered	United States	CD Pub		2,086,948	8/12/03	8/12/07	16, 35

Name	Status	Country	Owner	Comments	Reg # or Appl. #	Aff. Date	Renewal Date	Classes
Entertainment Buyer's Club	Registered	United States	CD Pub	Supplemental Register	2,113,091	11/11/03	11/11/07	35
Entertainment	Registered	United States	CD Pub		998,252	filed	11/12/04	16
Entertainment	Registered	United States	CD Pub		1,371,262	filed	11/19/05	16
Entertainment	Registered	United States	CD Pub		1,995,339	8/20/02	8/20/06	35
Entertainment (stylized)	Registered	United States	CD Pub		1,909,948	8/8/01	8/8/05	16
Entertainment (travel)	Registered	United States	CD Pub		1,475,348	filed	2/2/08	39
Entertainment Community Alliance	Registered	United States	CD Pub		1,728,032	filed	10/27/02	35,36
Entertainment Gold	Registered	United States	CD Pub		2,034,499	1/28/03	1/28/07	16, 35
Entertainment International	Registered	United States	CD Pub		2,105,956	10/14/03	10/14/07	16, 35
Entertainment National	Registered	United States	CD Pub		1,848,006	8/2/00	8/2/04	16, 35
Entertainment National (design)	Registered	United States	CD Pub		1,848,868	8/9/00	8/9/04	16, 35
Frequent Values	Registered	United States	CD Pub		2,257,674	6/29/05	12/29/09	35
Gold C	Registered	United States	CD Pub		1,480,773	filed	3/15/08	16
Gold C Values	Registered	United States	CD Pub		1,480,774	filed	3/15/08	16
HalfPrice Europe	Registered	United States	CD Pub		1,704,916	filed	8/4/02	16
HalfPrice Hotel Card	Registered	United States	CD Pub	Supplemental Register	1,851,219	8/23/00	8/23/04	35
HalfPrice Passport (stylized)	Registered	United States	CD Pub		2,016,289	11/12/02	11/12/06	16, 35
Happenings (stylized)	Registered	United States	CD Pub		1,216,057	filed	11/9/02	35
Hotels at HalfPrice	Registered	United States	CD Pub	Supplemental Register	1,900,228	6/13/01	6/13/05	16
Hotmail	Registered	United States	CD Pub		1,476,239	filed	2/9/08	39
International Values	Registered	United States	CD Pub		2,220,730	1/26/05	1/26/09	16, 35
Kids Count	Registered	United States	EPI	Alabama State Reg.	106-996 (al)		5/1/07	16
Kids Now!	Registered	United States	CD Pub		2,007,869	10/15/02	10/15/06	35
Local Connection	Registered	United States	CD Pub		1,742,484	filed	12/22/02	35
Miscellaneous Design	Registered	United States	CD Pub		2,025, 588	12/24/02	12/24/06	16, 35
National Promotion Network	Registered	United States	CD Pub	Supplemental Register	1,924,909	10/3/01	10/3/05	35
National Values	Registered	United States	CD Pub		1,895,507	5/23/01	5/23/05	16, 35
One for the Children (stylized)	Registered	United States	CD Pub		1,882,714	3/7/01	3/7/05	36, 42
One for the Community	Registered	United States	CD Pub		2,072,843	6/17/03	6/17/07	16, 36
Oregon Heritage Limited Edition	Registered	United States	CD Pub		1,895,511	5/23/01	5/23/05	16, 35
Passbook	Registered	United States	CD Pub		1,831,306	4/19/00	4/19/04	16
Passbook	Registered	United States	CD Pub		1,817, 19	1/18/00	1/18/04	35

Name	Status	Country	Owner	Comments	Reg # or Appl. #	Aff. Date	Renewal Date	Classes
Passbook Dining	Registered	United States	CD Pub		2,072,929	6/24/03	6/24/07	16,35
Pets and Their People	Registered	United States	CD Pub		1,656,788	9/10/97	9/10/01	16
Premier Dining Gold	Registered	United States	CD Pub		2,033,026	1/21/03	1/21/07	16, 35
Providing America with Value	Registered	United States	CD Pub		1,890,530	4/18/01	4/18/05	16
Rentalbank	Registered	United States	CD Pub	Supplemental Register	1,373,165	filed	11/26/05	36
Ribbon Design	Registered	United States	CD Pub		1,920,976	9/19/01	9/19/05	26
Ribbon Design	Registered	United States	CD Pub		1,970,083	4/23/02	4/23/06	16
Sally Foster	Registered	United States	CD Pub		1,833,830	5/3/00	5/3/04	16, 26, 36
Sally Foster	Registered	United States	CD Pub		2,004,108	10/1/02	10/2/06	16
Sally Foster Gift Wrap Sales	Registered	United States	CD Pub		1,630,457	filed	1/1/01	42
Savers Guide	Registered	United States	CD Pub		2,154,964	5/5/04	5/5/08	16
SaversGuide	Registered	United States	CD Pub	Texas Registration	56637		4/28/07	16
Saving Spree	Registered	United States	CD Pub		1,314,586	filed	1/15/05	16
Saving Spree (stylized)	Registered	United States	CD Pub		1,823,734	2/22/00	2/22/04	16
Saving Spree (stylized)	Registered	United States	CD Pub		1,833,323	4/26/00	4/26/04	16
Savings Spree	Registered	United States	CD Pub		1,260,919	filed	12/13/03	16
Scrumptious Sensations	Registered	United States	CD Pub		2,224,774	2/16/05	2/16/09	36
SF and design	Registered	United States	CD Pub		1,832,746	4/26/00	4/26/04	16,26,26
SF and design	Registered	United States	CD Pub		1,914,034	8/22/01	8/22/05	29, 30
Tasteful Temptations	Registered	United States	CD Pub		2,205,092	11/24/04	11/24/08	36
The Celebration People	Registered	United States	CD Pub		1,887,681	4/4/01	4/4/05	16, 36
The Celebration People	Registered	United States	CD Pub		1,920,974	9/19/01	9/19/05	26
The Celebration People	Registered	United States	CD Pub		1,998,106	9/3/02	9/3/06	16
The Entertainer	Registered	United States	EPI	Georgia Registration	T-8914		2/1/09	16
The Smart Way to Save	Registered	United States	CD Pub		2,243,846	5/4/05	5/4/09	16,35
Travel America at HalfPrice	Registered	United States	CD Pub		1,546,338	filed	7/4/09	16
Travel International at HalfPrice	Registered	United States	CD Pub	Supplemental Register	2,014,605	11/5/02	11/5/06	16
Triangle Dining	Registered	United States	CD Pub		2,272,368	8/24/05	8/24/09	16
ValuBook	Registered	United States	CD Pub		1,546,690	filed	7/4/09	35
We Wrote the Book on Savings	Registered	United States	CD Pub		1,863,310	11/15/00	11/15/04	35
Weekdays At the Fair	Registered	United States	CD Pub		1,704,919	filed	8/4/02	16
Worth its Weight in Gold!	Registered	United States	CD Pub		1,983,487	7/2/02	7/2/06	16

Name	Status	Country	Owner	Comments	Reg # or Appl. #	Aff. Date	Renewal Date	Classes
After School	Pending	United States	CD Pub	Intent to Use	75/606445			9,16,36,41
Book of Gold	Pending	United States	CD Pub	Intent to Use	75/511793			16, 35, 36
Crown & Diamond Design	Pending	United States	CD Pub		75/73493			16, 35, 36
Dine-A-Mate	Pending	United States	DAM		75/637074			16
Entertainment	Pending	United States	CD Pub	Intent to Use	75/301739			35
Entertainment (stylized)	Pending	United States	CD Pub	Intent to Use	75/305977			35
Entertainment Reserve Club	Pending	United States	CD Pub	Intent to Use	75/488258			16, 35
Entertainment Ultimate	Pending	United States	CD Pub	Intent to Use	75/299507			16,35,39,42
Entertainment Values	Pending	United States	CD Pub	Intent to Use	75/610924			16, 35, 36
EPI	Pending	United States	CD Pub	Intent to Use	75/491142			35, 36
EPI Fund-Raising	Pending	United States	CD Pub	Intent to Use	75/494791			35, 36
EPI Merchant Services	Pending	United States	CD Pub	Intent to Use	75/491135			35, 36
Familiaborros	Pending	United States	CD Pub	Intent to Use	75/173898			16, 35
Great Savings at Home & Away	Pending	United States	CD Pub	Intent to Use	75/101991			16, 35
Hat Design (RSO)	Pending	United States	CD Pub	Intent to Use	75/628713			16, 35
Monies Worth	Pending	United States	DAM		74/683526			35
Restaurant Secrets	Pending	United States	CD Pub	Intent to Use	75/373165			16, 35
Restaurant Secrets - Design	Pending	United States	CD Pub	Intent to Use	75/628714			16, 35
Ribbon Design	Pending	United States	CD Pub		75/722922			36
Savers Guide	Pending	United States	CD Pub		75/483483			9, 35
Spring Break	Pending	United States	CD Pub	Intent to Use	75/610951			9,16,36,41
Spring Vacation	Pending	United States	CD Pub	Intent to Use	75/726450			9,16,36,41
Sports Fanatic Club	Pending	United States	CD Pub	Intent to Use	75/306336			16, 35
Summer Vacation	Pending	United States	CD Pub	Intent to Use	75/606447			9,16,36,41
Summer Vacation - Design	Pending	United States	CD Pub	Intent to Use	75/660774			9,16,36,41
Test the Chef	Pending	United States	CD Pub	Intent to Use	75/507402			16, 35
Test the Chef - Design	Pending	United States	CD Pub	Intent to Use	75/613570			16, 35
Travel North America at HalfPrice	Pending	United States	CD Pub	Intent to Use	75/608918			16, 35
Ultimate by Entertainment	Pending	United States	CD Pub	Intent to Use	75/488123			16, 35, 36
Winter Vacation	Pending	United States	CD Pub	Intent to Use	75/608919			9,16,36,41