



101426591

Tab settings → → →

7-13-00

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

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

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-State (DE)  
 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) \_\_\_\_\_

B. Trademark Registration No.(s) **1,848,868**

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: 1

7. Total fee (37 CFR 3.41): ..... \$40.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number: \_\_\_\_\_

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

**DO NOT USE THIS SPACE**

9. Statement and signature.  
*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.                                            7/13/00  
 Name of Person Signing                      Signature                      Date

08/08/2000 NTHAI1 00000101 1848868                      Total number of pages comprising cover sheet: 15

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:  
Title:

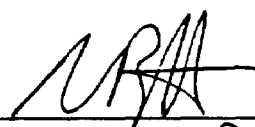
CANADIAN IMPERIAL BANK OF COMMERCE,  
as Administrative Agent

By: Ellen Marshall  
Name:  
Title:

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

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: CEO + Treasurer

CANADIAN IMPERIAL BANK OF COMMERCE,  
as Administrative Agent

By: \_\_\_\_\_  
Name:  
Title:

STATE OF MICHIGAN )  
 ) ss  
COUNTY OF OAKLAND )

On the 30<sup>th</sup> day of November, 1999, before me personally came NICHOLAS PYETT, who is personally known to me to be the CEO & TREASURER of ENTERTAINMENT PUBLICATIONS OPERATING COMPANY, INC., a Delaware corporation; who, being duly sworn, did depose and say that she/he is the CEO & 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

GWENNE D. ...  
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           |           |              | 16      |
| Crown Design                              | Registered | Mexico         | EPI                |   | 555,882          |           | 7/9/02       | 16      |
| Crown Design                              | Registered | Sweden         | EPI                |   | 246,805          |           | 2/19/03      | 16      |
| Crown Design                              | Registered | United Kingdom | EPI                |   | 1,498,354        |           | 10/3/09      | 16      |
| Dining Advantage                          | Registered | New Zealand    | EPI                |   | B301,108         |           | 11/10/05     | 35      |
| Dining Advantage                          | Registered | New Zealand    | EPI                |   | B301,107         |           | 11/10/05     | 16      |
| Divertissement                            | Registered | Canada         | EPI                |   | 372,994          |           | 9/7/05       | 16      |
| Divertissement                            | Registered | France         | EPI                |   | 1,292,474        |           | 12/13/04     | 16      |
| 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        |           |              | 16, 35  |
| Entertainment                             | Registered | Chile          | EPI                |   | 465,588          |           | 8/9/06       | 16      |
| Entertainment                             | Registered | Columbia       | EPI                |   | 182,794          |           | 12/29/05     | 16      |
| Entertainment                             | Registered | Costa Rica     | EPI                |   | 98,059           |           | 12/2/06      | 16      |
| Entertainment                             | Registered | Brazil         | EPI                |   | 811861160        |           | 4/7/08       | 16.2    |
| Entertainment                             | Registered | Canada         | EPI                |   | 295,968          |           | 10/12/14     |         |
| Entertainment                             | Registered | Canada         | EPI                |   | 318,832          |           | 9/26/01      |         |
| Entertainment                             | Registered | Canada         | EPI                |   | 260,449          |           | 7/3/11       |         |
| Entertainment                             | Registered | France         | EPI                |   | 1,292,473        |           | 12/13/04     | 16      |
| Entertainment                             | Registered | Israel         | EPI                |   | 59,693           |           | 10/8/05      | 16      |
| Entertainment                             | Registered | Mexico         | EPI                |   | 516,133          |           | 4/19/05      | 16      |
| Entertainment                             | Registered | Puerto Rico    | CUC Pub.           |   | 36,847           | 7/28/00   | 7/25/05      | 16      |
| 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 | Benelux              | 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            | EPI      |                                   | 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      |          |
| 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      |          |
| HalfPrice Caribbean                      | Registered | Aruba                | EPI      |                                   | 15979            |           | 11/25/02     | 37, 38   |
| 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 & Design         | 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       |
| Restaurant Secrets              | 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 Franklin     | In process of changing name to EPI | 354,338          |           | 4/7/04       |          |
| Vermark                         | Registered | Benelux        | 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.<br>Assignment submitted for recordal | 13895/96         |           |              | 36         |
| Entertainment (stylized) & Crown & Bar Device | Pending | Hong Kong      | CUC Asia Holdings | Assignment to EPI in the process.<br>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      |  |
| Universitarios 101            | Pending    | Puerto Rico   | CD Pub   |                           | Not applicable   |           |              | 16      |  |
| Universitarios 101            | Pending    | Puerto Rico   | CD Pub   |                           | Not applicable   |           |              | 35      |  |
| Pending litigation            |            |               |          |                           |                  |           |              |         |  |
| Dine-A-Mate                   | Registered | United States | DAM      | precludes use in New York | 1,778,068        | filed     | 6/22/03      | 35      |  |
| "C" (design)                  | Registered | United States | CD Pub   |                           | 1481564          | 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 (a)      |           | 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  |
| Dinc-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      |
| Familihorros                       | 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 Half Price | 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  |