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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Director of the United States Patent and Trademark Office: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

RETAIL MARKETING SYSTEMS, L.L.C.

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

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: May 28, 2004

2. Name and address of receiving party(ies)

Name: VALASSIS COMMUNICATIONS, INC.

Internal Address: _____

Street Address: 19975 Victor ParkwayCity: Livonia State: MI ZIP: 48152-7001 Individual(s) citizenship _____ Association _____ General Partnership _____ Limited Partnership _____ Corporation-State Delaware Other _____

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

(Designations 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)

1,807,165
2,330,922

Additional numbers attached? Yes No

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

Name: Elizabeth F. Janda, Esq.Internal Address: Brooks Kushman P.C.Street Address: 1000 Town Center22nd FloorCity: Southfield State: MI Zip: 48075-12386. Total number of applications and registrations involved: 27. Total fee (37 CFR 3.41) \$ 65.00 Enclosed Authorized to be charged to Deposit Account Previously forwarded on May 28, 2004

8. Deposit Account number: _____

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

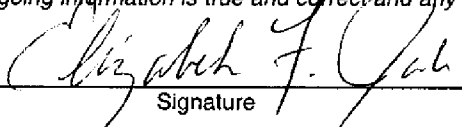
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9. Statement and signature.

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.

Elizabeth F. Janda

Name of Person Signing



Signature
January 3, 2005

Date

Total number of pages including cover sheet, attachments, and document: 5

Mail documents to be recorded with required cover sheet information to:
Mail Stop Assignment Recordation Services, Director of the U.S. Patent and Trademark Office
P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK

700142338

REEL: 003002 FRAME: 0243

**CONFIRMATION OF ASSIGNMENT
OF TRADEMARK**

RETAIL MARKETING SYSTEMS, L.L.C., a Delaware limited liability company, with its principal place of business at Two Enterprise Drive, Suite 505, Shelton, Connecticut 06484 ("Assignor"), adopted and used in its business the following trademark, and is the owner of record of this trademark and registration therefor:

<u>Reg. No.</u>	<u>Mark</u>	<u>Issued</u>
1,807,165	MARKETEXPERT	11/30/93
2,330,922	TARGETEXPERT	03/21/00

VALASSIS COMMUNICATIONS, INC., a Delaware corporation, with its principal place of business at 19975 Victor Parkway, Livonia, Michigan 48152-7001 ("Assignee"), has acquired the business, trademark, and goodwill to which said trademark and registration pertains, and desires to register the transfer of the trademark registration, and goodwill of the business associated therewith in the records of the United States Patent and Trademark Office.

The undersigned confirms that as of February 2003, RETAIL MARKETING SYSTEMS, L.L.C. assigned and transferred to VALASSIS COMMUNICATIONS, INC., the entire right, title and interest in and to the trademarks and registrations as set forth above, along with the goodwill of the business in connection with which the mark was and is used, together with any claims for damages for past infringement.

VALASSIS COMMUNICATIONS, INC.

By: 
BARRY P. HOFFMAN
Secretary

Dated: 5-28-04