

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM866811

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	07/30/2017		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
MailCoups, Inc.		07/19/2017	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Valassis Direct Mail, Inc.		
Street Address:	15955 La Cantera Parkway		
City:	San Antonio		
State/Country:	TEXAS		
Postal Code:	78256		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Serial Number:	78344993	LOCAL COUPONS. SUPER SAVINGS.	
Serial Number:	76118495	SUPERCOUPS	
Serial Number:	74633125	SUPER COUPS	
CORRESPONDENCE DATA			
Fax Number:			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	8583421727		
Email:	sonya.szot@vericast.com		
Correspondent Name:	Sonya Szot		
Address Line 1:	15955 La Cantera Parkway		
Address Line 4:	San Antonio, TEXAS 78256		
NAME OF SUBMITTER:	Sonya Szot		
SIGNATURE:	/Sonya Szot/		
DATE SIGNED:	01/09/2024		
Total Attachments: 7			
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Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"MAILCOUPS, INC.", A DELAWARE CORPORATION,

WITH AND INTO "VALASSIS DIRECT MAIL, INC." UNDER THE NAME OF "VALASSIS DIRECT MAIL, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF JULY, A.D. 2017, AT 10:49 O`CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTIETH DAY OF JULY, A.D. 2017.




Jeffrey W. Bullock, Secretary of State

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SR# 20240071249

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 202554741
Date: 01-09-24

TRADEMARK
REEL: 008312 FRAME: 0676

CERTIFICATE OF OWNERSHIP AND MERGER

OF

MAILCOUPS, INC.
a Delaware corporation

with and into

VALASSIS DIRECT MAIL, INC.
a Delaware corporation

Pursuant to Title 8, Section 253 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Ownership and Merger:

FIRST: Valassis Direct Mail, Inc., a Delaware corporation (the "Company"), owns 100% of the issued and outstanding shares of the capital stock of Mailcoups, Inc., a Delaware corporation (the "Subsidiary").

SECOND: the board of directors of the Company, by resolutions adopted by unanimous written consent on June 28, 2017, and attached hereto on Exhibit A, approved the merger of the Subsidiary with and into the Company (the "Merger") pursuant to Title 8, Section 253 of the Delaware General Corporation Law.

THIRD: The Company shall be the surviving corporation of the Merger.

FOURTH: The effective date of this Certificate of Ownership and Merger shall be as of July 30, 2017, following its filing with the Office of the Secretary of the State of Delaware.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 19th day of July, 2017.

VALASSIS DIRECT MAIL, INC.
a Delaware corporation

By 

Name: Lisa D. Pick

Title: SVP and Assistant Secretary

EXHIBIT A
RESOLUTIONS

(attached)

VALASSIS DIRECT MAIL, INC.
BOARD OF DIRECTORS
UNANIMOUS WRITTEN CONSENT

June 28, 2017

We, the undersigned, being all of the members of the Board of Directors (the "Board") of Valassis Direct Mail, Inc., a Delaware Corporation (the "Company"), pursuant to the provisions of Section 141 of Delaware General Corporation Law, hereby waive all notice of the time, place or purpose of a meeting, consent to the adoption of the following resolutions to have the same force and effect as though taken at a meeting duly and validly noticed and held, and direct that this consent be filed with the minutes of the Company.

Merger of MailCoups, Inc.

WHEREAS, the Company owns all of the issued and outstanding shares of MailCoups, Inc., a Delaware corporation (the "Subsidiary");

WHEREAS, Title 8, Section 253 of the Delaware General Corporation Law (the "DGCL") authorizes a corporation with at least 90% ownership of another corporation to merge its subsidiary with and into itself, assuming all of the subsidiary's obligations;

WHEREAS, the Company desires to file a Certificate of Ownership and Merger (the "Certificate") with the Delaware Office of the Secretary of State, effective July 30, 2017 (the "Effective Date"), pursuant to which the Subsidiary will be merged with and into the Company (the "Merger");

WHEREAS, upon the Effective Date, the Company will survive the Merger, acquiring all assets and assuming all liabilities of the Subsidiary, and the Subsidiary will cease to exist; and

WHEREAS, the Board has considered, reviewed and assessed the proposed Merger and determined the Merger to be just, equitable, advisable and fair to and in the best interest of the Company and desires to authorize, approve, adopt, ratify and confirm the terms of the Merger, including any documentation necessary to effect the same, and the transaction contemplated thereby (such documentation, the "Merger Documents").

RESOLVED, that after careful consideration of all of the facts and circumstances relating to the Merger, the Board has determined that the terms and conditions of the Merger are advisable and fair to the Company and that it is in the best interests of the Company that the Company consummate the Merger pursuant to Title 8, Section 253 of the DGCL.

FURTHER RESOLVED, that the Merger Documents, substantially in the form submitted to the Board, are hereby authorized, approved and adopted and are hereby declared advisable

FURTHER RESOLVED, that each officer of the Company (each an "Authorized Officer") is hereby authorized, empowered and directed to take or cause to be taken any and all actions, and to execute, acknowledge, deliver and certify the Merger Documents and any and all certificates, agreements, documents and other instruments together with such additions, deletions or changes as the officer executing the same shall deem necessary or desirable, in order to carry out the foregoing resolutions and to consummate the transaction contemplated thereby such determination to be conclusively evidenced by the taking of such action or the execution and delivery of such certificate, agreement, document or other instrument by any such officer or officers

FURTHER RESOLVED, that the Company be and hereby is, authorized and empowered to perform all of its obligation under the Merger Documents, including, but not limited to, the Merger.

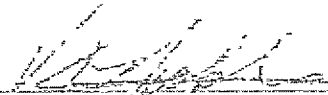
FURTHER RESOLVED, that the Authorized Officers are each hereby authorized and empowered to take all such further actions, prepare, execute and file such governmental filings including, but not limited to, the filing of the Certificate with the Office of the Secretary of State of the State of Delaware, pay all such taxes, fees and expenses, and to do such other acts and things as such officer or officers, in his, her, or their discretion shall deem necessary or expedient for the accomplishment of the foregoing resolutions.

FURTHER RESOLVED, that any and all actions heretofore taken by, and any and all certificates, agreements, documents and other instruments heretofore executed, acknowledged to or delivered by, an Authorized Officer, in the name and on behalf of the Company, in connection with or related to any of the matters authorized or contemplated by the foregoing resolutions, be and each hereby is ratified, confirmed, adopted, approved and authorized

This consent may be executed in counterparts (including, without limitation, facsimile or electronically transmitted counterparts) and all counterparts so executed shall constitute one consent, notwithstanding that all of the undersigned are not signatories to the original or the same counterparts


SIGNATURES ON THE FOLLOWING PAGE

IN WITNESS WHEREOF, we have hereunto affixed our signatures as of the date first set forth above



Victor Nichols

Edward P. Taibi



Peter A. Fera, Jr.

IN WITNESS WHEREOF, we have hereunto affixed our signatures as of the date first set forth above.

Victor Nichols

Edward P. Taibl

Peter A. Fera, Jr.

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