



101986077

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

Honorable Commissioner of Patents and Trademarks:
Box Assignments
Washington, D.C. 20231

Please record the attached original
documents or copy thereof:

1. Name of conveying party(ies):

ADS Alliance Data Systems, Inc.

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

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

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

Alliance Data Systems Corporation
17655 Waterview Parkway
Dallas, Texas 75252

Individual(s) Association
 General Partnership Limited Partnership
 Corporation - 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) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: January 2, 2002

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

A. Trademark Application No.(s):

B. Trademark registration No.(s): 2,260,436 and 1,972,969

Additional numbers attached? Yes No

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

John C. Cain, Esq.
HOWREY SIMON ARNOLD & WHITE, LLP
750 Bering Drive
Houston, Texas 77057-2198

6. Total number of applications and registrations involved:

2

7. Total fee (37 C.F.R. § 3.41): \$65.00

Enclosed
 Authorized to be charged to deposit account
 Charge deposit account in the event the check is
inadvertently omitted, or the amount is insufficient

8. Deposit account number: 01-2508 (ref. ALDT:002)

DO NOT USE THIS SPACE

9. Statement and signature:

EXPRESS MAIL LABEL NO. EL831784000

DATE OF DEPOSIT: January 14, 2002

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.

John C. Cain
Name of Person Signing

January 14, 2002
Date

02/15/2002 6:01:11 AM 00000218 012508 2260436
01 FC:481 40.00 CH

ASSIGNMENT OF MARKS

WHEREAS, ADS Alliance Data Systems, Inc., a Delaware corporation, having a business address of 17655 Waterview Parkway, Dallas, Texas 75252, has adopted and is using the following marks for which the following United States Trademark Registrations have been obtained:

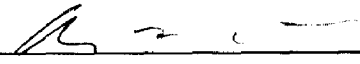
<u>Mark</u>	<u>Registration No.</u>
SPS LINK & Design	2,260,436
CERTIFAST	1,972,969

WHEREAS, Alliance Data Systems Corporation, a Delaware corporation having an address of 17655 Waterview Parkway, Dallas, Texas 75252, desires to acquire any and all rights and goodwill associated with the above-referenced marks and the registrations of the marks;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, ADS Alliance Data Systems, Inc. does hereby assign to Alliance Data Systems Corporation all right, title and interest in and to said marks, together with the goodwill of the business symbolized by the marks and the registrations of the marks.

The Commissioner of Patents and Trademarks is requested to issue any Certificates of Registration Renewal to Alliance Data Systems Corporation.

ADS Alliance Data Systems, Inc.

By: 
Name: Alan M. Utay
Title: EVP and General Counsel
Date: 1/2/02

STATE OF Texas §
COUNTY OF Dallas §

Before me, the undersigned authority, on this 2 day of January 2002, personally appeared Alan Utay known to me to be the person whose name is subscribed to the foregoing instruments and acknowledged to me that (he/she) is authorized to execute the same on behalf of the identified corporation and that (he/she) executed the same on behalf of the corporation for the purposes and consideration therein expressed.

Mary G. Ball
Notary Public, State of

Name Printed: MARY G. BALL

My Commission Expires: 06-08-2005

