

02-28-2002



101996210

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 Commercial Services, Inc.

1-14-02

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): 1,508,522; 1,523,732; 1,508,521; and 1,548,573

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:

4

7. Total fee (37 C.F.R. § 3.41):

\$115.00

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:

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

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02/28/2002 JFALLAN2 00000003 012508 1508522

01 FC:481
02 FC:482

40.00 CH
75.00 CH

ASSIGNMENT OF MARKS

WHEREAS, ADS Commercial Services, Inc., a Delaware corporation, having a business address of 2500 Lake Cook Road, Riverwoods, Illinois 60015, 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>
FLEETSHARE COMMERCIAL FUELING SYSTEM & Design	1,508,522
FLEETSHARE	1,523,732
FLEETSHARE (Stylized)	1,508,521
F (Stylized)	1,548,573

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 Commercial Services, 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.

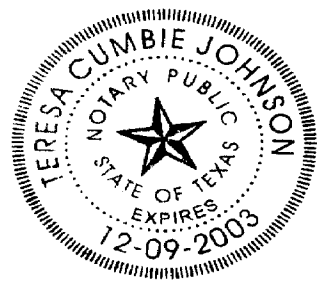
The Commissioner of Patents and Trademarks is requested to issue any Certificates of Registration Renewal to Alliance Data Systems Corporation.

ADS Commercial Services, Inc.

By: Kellie J. Watts
Name: Kellie J. Watts
Title: ASSISTANT SECRETARY
Date: 1/2/02

STATE OF Texas §
COUNTY OF collin §
§

Before me, the undersigned authority, on this 2nd day of January 2002, personally appeared Kellie J. Watts 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.



Teresa C. Johnson
Notary Public, State of

Name Printed: Teresa Cumbie Johnson
My Commission Expires: 12/9/03