

08-19-2002

Form PTO-1594
(Rev. 03/01)
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RE: 1



102195299

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

Loyalty Realtime, Inc.

8-14-02

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

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

2. Name and address of receiving party(ies)

Name: Alliance Data Systems Corporation

Internal

Address: _____

Street Address: 17655 Waterview Parkway

City: Dallas State: TX Zip: 75252

- 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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: Eff 1/1/02

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

A. Trademark Application No.(s) 75/891,667

B. Trademark Registration No.(s) _____

Additional number(s) attached Yes No

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

Name: John C. Cain, Esq.

Internal Address: _____

Street Address: 750 Bering Drive

City: Houston State: TX Zip: 77057

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:

01-2508; Ref. 10063.0035/ALDT

DO NOT USE THIS SPACE

9. Signature.

John C. Cain

Name of Person Signing

Signature

August 9, 2002

Date

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

08/16/2002 6T0111 00000093 012508 75891667

01 FC:481 40.00 CH

TRADEMARK
REEL: 2564 FRAME: 0763

**ASSIGNMENT OF TRADEMARKS
UNITED STATES**

WHEREAS, **Loyalty Realtime, Inc.**, an Ohio corporation, (hereinafter referred to as “**Assignor**”), having a business address of 6101 Meijer Drive, Milford, Ohio 45150, U.S.A., has adopted and is using or intends to use the marks for which the applications listed on **Schedule A** (hereinafter referred to as the “Trademarks”) have been filed in the United States;

WHEREAS, **Alliance Data Systems Corporation**, a Delaware corporation, having an address of 17655 Waterview Parkway, Dallas, Texas 75252, (hereinafter referred to as “**Assignee**”), desires to acquire any and all rights and goodwill associated with the Trademarks.

NOW THEREFORE, for good and valuable consideration, the full receipt and sufficiency of which are hereby acknowledged, Assignor hereby sells, assigns, transfers and conveys unto Assignee all of its right, title and interest, in and to the aforesaid Trademarks, including any choses in action relating to said Trademarks, claims for damages, profits and costs, both in equity and law, for any infringement or infringements of said Trademarks rights accruing on or before the date of this Assignment, together with the goodwill of the business symbolized by the Trademarks, and including the registrations thereof as set on the attached schedules, and further hereby covenants, agrees and undertakes to execute, whenever requested by Assignee, all applications, assignments, lawful oaths and any other papers which Assignee may deem necessary or desirable for securing to Assignee or for maintaining for Assignee the Trademarks hereby assigned, all without further compensation to Assignor.

Assignee hereby accepts the sale, assignment, transfer and conveyance of the Trademarks and the associated goodwill.

Assignor retains no ownership rights in the Trademarks transferred to Assignee by this assignment.

IN WITNESS WHEREOF, Assignor and Assignee have caused this Assignment of Trademarks to be executed by their duly authorized representatives on this 31st day of July, 2002, effective as of January 1, 2002.

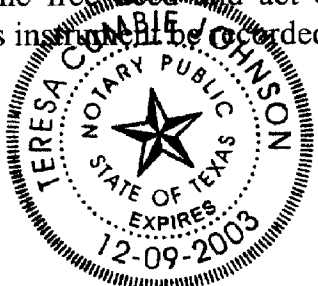
By: Carolyn A. Melton
Name: Carolyn A. Melton
Title: Assistant Secretary

By: Dwayne H. Tucker
Name: Dwayne H. Tucker
Title: EVP & CAO

STATE OF TEXAS §
 § ss.
COUNTY OF COLLIN §

BEFORE ME, the undersigned authority, on this 24th day of July, 2002, personally appeared Carolyn A. Melton, personally known to me (or proven to me on the basis of satisfactory evidence) to be the person who executed the foregoing instrument on behalf of **Loyalty Realtime, Inc.**, the corporation therein named, and acknowledged to me that the instrument was the free deed and act of said corporation for the purposes therein set forth and intending that this instrument be recorded.

[SEAL]



Teresa Guadalupe Johnson
Notary Public

STATE OF TEXAS §
 § ss.
COUNTY OF COLLIN §

BEFORE ME, the undersigned authority, on this 31st day of July, 2002, personally appeared Dwayne H. Tucker, personally known to me (or proven to me on the basis of satisfactory evidence) to be the person who executed the foregoing instrument on behalf of **Alliance Data Systems Corporation**, the corporation therein named, and acknowledged to me that the instrument was the free deed and act of said corporation for the purposes therein set forth and intending that this instrument be recorded.

[SEAL]

Teresa Guadalupe Johnson
Notary Public

SCHEDULE A

UNITED STATES FEDERAL TRADEMARK APPLICATIONS

MARK	APPLICATION NO.	FILING DATE
LOYALTY REALTIME	75/891,667	January 7, 2000