


Form <b>PTO-1594</b> (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings ⇌ ⇌ ⇌ ▼ ▼ ▼ ▼ ▼ ▼ ▼		<b>RECORDATION FORM COVER SHEET</b> <b>TRADEMARKS ONLY</b>		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.					
<b>1. Name of conveying party(ies):</b>  ENLOGIX, INC.  <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation-State <input checked="" type="checkbox"/> Other <u>Canadian company</u>			<b>2. Name and address of receiving party(ies)</b> Name: <u>Alliance Data Systems Corporation</u> Internal Address: _____ Street Address: <u>17655 Waterview Parkway</u> City: <u>Dallas</u> State: <u>TX</u> Zip: <u>75252</u>  <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>Delaware</u> <input type="checkbox"/> Other _____		
Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No			If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>3. Nature of conveyance:</b> <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ Execution Date: <u>November 18, 2002</u>			<b>4. Application number(s) or registration number(s):</b> A. Trademark Application No.(s) _____ <u>76201509 and 76201510</u> B. Trademark Registration No.(s) _____ Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>5. Name and address of party to whom correspondence concerning document should be mailed:</b> Name: <u>John C. Cain, Esq.</u> Internal Address: _____ <u>Howrey Simon Arnold &amp; White, LLP</u> Street Address: <u>750 Bering Drive</u> City: <u>Houston</u> State: <u>TX</u> Zip: <u>77057</u>			<b>6. Total number of applications and registrations involved:</b> ..... <span style="border: 1px solid black; padding: 2px;">2</span>		
Total fee (37 CFR 3.41).....\$ <u>65.00</u> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account			<b>7. Total fee (37 CFR 3.41).....\$ 65.00</b> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account		
<b>8. Deposit account number:</b> <u>012508; Reference: 10063.0066.ALDT</u>			<b>9. Signature.</b>  <div style="display: flex; justify-content: space-between; align-items: flex-end;"> <div style="width: 30%;"> <u>John C. Cain</u>            Name of Person Signing         </div> <div style="width: 30%; text-align: center;">             Signature         </div> <div style="width: 30%; text-align: right;"> <u>November 27, 2002</u>            Date         </div> </div> <div style="text-align: right; margin-top: 5px;"> <span style="border: 1px solid black; padding: 2px;">4</span> </div>		

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

## ASSIGNMENT OF TRADEMARKS

WHEREAS, **Enlogix Inc.**, a Canadian company, having a business address of 200 Yorkland Blvd., North York, Ontario, M2J 5C6, Canada (hereinafter referred to as "**Assignor**"), has adopted and is using or intends to use the marks for which the applications listed on **Schedule A** have been filed in Canada and in the United States;

AND WHEREAS, **Alliance Data Systems Corporation**, a Delaware corporation, having a business 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 marks and registrations of the marks listed on **Schedule A** (hereinafter referred to as 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 18th day of November, 2002, effective as of September 5,, 2002.

ENLOGIX INC.

ALLIANCE DATA SYSTEMS CORPORATION

By: [Signature]  
Name: Jeanette Fitzgerald  
Title: Assistant Secretary

By: [Signature]  
Name: Alan M. Utay  
Title: Executive Vice President

STATE OF TEXAS §  
§ ss.  
COUNTY OF COLLIN §

BEFORE ME, the undersigned authority, on this 15th day of November, 2002, personally appeared Jeanette Fitzgerald, 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 **Enlogix 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]



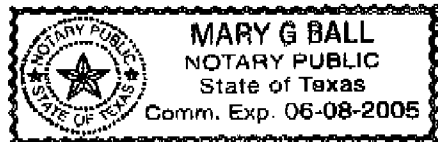
[Signature]  
Notary Public

STATE OF TEXAS  
COUNTY OF COLLIN

BEFORE ME, the undersigned authority, on this 18th day of November, 2002, personally appeared Alan M. Utay, 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]

[Signature]  
Notary Public



**SCHEDULE A****UNITED STATES FEDERAL TRADEMARK APPLICATIONS**

<b>MARK</b>	<b>APPLICATION NO.</b>	<b>FILING DATE</b>
<b>ENLOGIX</b>	76/201,510	January 30, 2001
<b>ENLOGIX and Design</b>	76/201,509	January 30, 2001

**CANADIAN TRADEMARK APPLICATIONS**

<b>MARK</b>	<b>APPLICATION NO.</b>	<b>FILING DATE</b>
<b>ENLOGIX</b>	1089364	January 16, 2001
<b>ENLOGIX and Design</b>	1089365	January 16, 2001