


<b>RECORDATION FORM COVER SHEET</b> <b>TRADEMARKS ONLY</b>		U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office
Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings		
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> CONNEXT, INC.  <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <input type="checkbox"/> Other <u>Washington</u>  Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<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 _____ <small>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) &amp; address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</small>	
<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>August 22, 2001</u>		
<b>4. Application number(s) or registration number(s):</b> A. Trademark Application No.(s) <u>75568130 75568132</u> <u>75702425</u> Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	B. Trademark Registration No.(s) <u>2141923 2131883</u> <u>2140139 2423867 2200276 2123039 2121079</u>	
<b>5. Name and address of party to whom correspondence concerning document should be mailed:</b> Name: <u>John C. Cain</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;">10</span>  <b>7. Total fee (37 CFR 3.41)</b> .....\$ <u>265.00</u> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account	
<b>8. Deposit account number:</b> <u>012508; Ref. 10063.0002.ALDT</u>		
<b>DO NOT USE THIS SPACE</b>		
<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>January 27, 2003</u>            Date         </div> </div> <div style="text-align: center; margin-top: 10px;"> <span style="border: 1px solid black; padding: 2px;">5</span> </div>		

Total number of pages including cover sheet, attachments, and document: 5

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

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FAX NO. 9723485162

P. 02

**CONNEXT, INC.****ASSIGNMENT OF TRADEMARK RIGHTS**

WHEREAS, ComeXt, Inc. ("*Assignor*"), a Washington corporation with its principal place of business at 1301 Fifth Avenue, Suite 1900, Seattle, WA 98101, has common law rights in the marks, and in all trade names associated therewith, that are the subject of this assignment and is the owner of the trademark/service mark registrations set forth in Exhibit A and incorporated herein by reference;

WHEREAS, Assignor is also the owner of the pending trademark/service mark applications set forth in Exhibit B and incorporated herein by reference;

WHEREAS, Alliance Data Systems Corporation ("*Assignee*"), a Delaware corporation with its principal place of business at 17655 Waterview Parkway, Dallas, TX 75292, is desirous of acquiring, and Assignor is desirous of assigning to Assignee, said common law rights, trade names, registrations and applications associated therewith, and the goodwill of the business symbolized by each of such marks;

NOW, THEREFORE, for good and valuable consideration, receipt and sufficiency of which is hereby acknowledged, Assignor does hereby assign unto Assignee all right, title and interest in and to the marks set forth in Exhibits A and B, together with the registrations and applications therefor, all trade names associated therewith, that portion of Assignor's business relating thereto and the goodwill of the business symbolized by each of such marks.

Signed this 22nd day of August, 2001.

**CONNEXT, INC.**

  
Robert Dryden  
President and Chief Executive Officer

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PAGE.02

**TRADEMARK**  
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P. 03

STATE OF WASHINGTON        )  
                                   )  
 COUNTY OF KING            )        ss.

On the 22nd day of August, 2001, before me personally appeared Robert Dryden, the person who signed the foregoing instrument, who being by me duly sworn, acknowledged that he/she is the President and Chief Executive Officer of ConneXt, Inc., the corporation described in and which executed the foregoing instrument, that he has signed said instrument as a free act on behalf of said corporation, and that he has the authority to act on behalf of, and bind, said corporation.

SUBSCRIBED AND SWORN to before me on the date stated above.

Richard R. Allen  
 NOTARY PUBLIC in and for the State of  
Washington, residing at Bellevue WA.  
 My Appointment Expires: 10-19-02

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P. 04

EXHIBIT A  
TRADEMARK REGISTRATIONS

Trademark	Registration No.	Class(es)	Registration Date
CONSUMERLINK	2,141,923	35	3/10/98
CONSUMERLINK	2,131,883	38	1/27/98
CONSUMERLINK	2,140,139	36, 42	3/3/98
CONSUMERLINK	2,423,867	36	1/23/01
ONEBILL	2,200,276	35	10/27/98
PRICEFLEX	2,123,039	35	12/23/97
PRICEFLEX	2,121,079	42	12/16/97

JAN-27-2003 MON 03:27 PM ADS LEGAL SERVICES

FAX NO. 9723485162

P. 05

**EXHIBIT B**  
**PENDING APPLICATIONS**

<b>Trademark</b>	<b>App. No.</b>	<b>Class</b>	<b>Application Date</b>
CONSUMERLINX	75/568,130	35	10/8/98
CONSUMERLINX	75/568,132	42	10/8/98
CONSUMERLINX	75/702,425	9	5/11/99

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PAGE.05

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