

01-29-2003



Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

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

102344300

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

1. Name of conveying party(ies): Frequency Marketing, Inc.

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

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

3. Nature of conveyance:

- Assignment, Merger, Security Agreement, Change of Name, Other Corrective Reel/Frame 002564/0767

Execution Date: Effective 1/1/2002; Incorrect Reg 1271741

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1271742

Additional number(s) attached Yes No

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

Name: John C. Cain Internal Address: Howrey Simon Arnold & White, LLP 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:

012508; Ref. 10063.0035.ALDT

DO NOT USE THIS SPACE

9. Signature.

John C. Cain Name of Person Signing

Signature

January 27, 2003 Date

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

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

**ADDITIONAL REGISTRATION NOS. TO BE ASSIGNED
FROM FREQUENCY MARKETING, INC.
TO ALLIANCE DATA SYSTEMS CORPORATION**

1,222,012

1,414,466

~~4,271,741~~

1,941,992

1,292,252

2,496,145

1,271,742 *KB*

Number of applications	5
Number of registrations	13
Total number assigned	18

11-14-2002

Form PTO-1094
(Rev. 03/01)
OMB No. 0851-0027 (exp. 5/31/2002)
Tab settings



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

102281063

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

1. Name of conveying party(ies):

Frequency Marketing, 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: 76252

- 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) 76198384, 76108231
76070463, 76141579, 76127836

B. Trademark Registration No.(s) 2205390, 1662963
1984958 2011281 1413296 1407965 1269181

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:

18

7. Total fee (37 CFR 3.41).....\$ 485.00

- 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: 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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01 FC1481 40.00 CH
02 FC1482 425.00 CH

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FINANCE SECTION

ASSIGNMENT OF TRADEMARKS UNITED STATES

WHEREAS, **Frequency Marketing, 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 have been filed in the United States;

AND WHEREAS, Assignor has adopted and is using the marks for which the registrations listed on Schedule B have been issued;

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 marks and registrations of the marks listed on Schedules A and B (hereinafter collectively 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.

SCHEDULE A

UNITED STATES FEDERAL TRADEMARK APPLICATIONS

MARK	APPLICATION NO.	FILING DATE
COLLOQUY	76/198,384	January 23, 2001
LOYALTYFIRST	76/108,231	August 11, 2000
LOYALTYONE	76/070,463	June 13, 2000
MEMBERNET	76/141,579	October 5, 2000
WE DO ONE THING AND WE DO IT WELL.	76/127,836	September 13, 2000

SCHEDULE B

UNITED STATES FEDERAL TRADEMARK REGISTRATIONS

MARK	REGISTRATION NO.	REGISTRATION DATE
COLLOQUY	2,205,390	November 24, 1998
COLLOQUY	1,662,963	October 29, 1991
CUSTOMER RELATIONSHIP AUDIT	1,984,958	July 9, 1996
FREQUENCY MARKETING INC and Design	2,011,281	October 29, 1996
GOLD CHEX	1,413,296	October 14, 1986
GOLD CHEX	1,407,965	September 2, 1986
GOLD RUSH	1,269,181	March 6, 1984
JOIN THE SMART MOTIVATORS...GO FOR THE GOLD!	1,222,012	December 28, 1982
ORIGINAL GOLD CHEX	1,414,466	October 21, 1986
ORIGINAL GOLD CHEX	1,271,741	March 27, 1984
TO IDENTIFY, MAINTAIN, AND INCREASE THE YIELD FROM BEST CUSTOMERS THROUGH LONG TERM, INTERACTIVE VALUE-ADDED RELATIONSHIPS	1,941,992	December 19, 1995
VACATION GOLD	1,292,252	August 28, 1994
WE DO ONE THING. AND WE DO IT WELL.	2,496,145	October 9, 2001