

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

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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): ADS Alliance Data Systems, Inc. [] Individual(s) [] Association [] General Partnership [] Limited Partnership [x] Corporation-State [] Other Additional name(s) of conveying party(ies) attached? [] Yes [x] 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 [x] 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: [x] Assignment [] Merger [] Security Agreement [] Change of Name [] Other Execution Date: January 1, 2003; eff. 12/3/2002

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 78/017,917 Additional number(s) attached [] Yes [x] No

B. Trademark Registration No.(s) 2,452,534

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: 2

7. Total fee (37 CFR 3.41): \$ 65.00 [] Enclosed [x] Authorized to be charged to deposit account

8. Deposit account number: 012508; Ref. 10063.0079.ALDT

DO NOT USE THIS SPACE

9. Signature. John C. Cain Name of Person Signing Signature Date February 12, 2003 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, ADS Alliance Data Systems, Inc., a Delaware corporation, having a business address of 17655 Waterview Parkway, Dallas, Texas 75252 (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 1st day of January, 2003, effective as of December 3, 2002.

ADS ALLIANCE DATA SYSTEMS, INC.

ALLIANCE DATA SYSTEMS CORPORATION

By: [Signature]
Name: Michael A. Beltz
Title: Executive Vice President

By: [Signature]
Name: Dwayne H. Tucker
Title: Executive Vice President

STATE OF TEXAS §
 § §§.
COUNTY OF COLLIN §

BEFORE ME, the undersigned authority, on this 7th day of January, 2003, personally appeared Michael A. Beltz, 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 ADS Alliance Data Systems, 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.



[Signature]
Notary Public

STATE OF TEXAS §
 § §§.
COUNTY OF COLLIN §

BEFORE ME, the undersigned authority, on this 7th day of January, 2003, 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.



[Signature]
Notary Public

SCHEDULE A
UNITED STATES FEDERAL TRADEMARK APPLICATIONS

MARK	STATUS (pending/registered)	APPLICATION/ REGISTRATION NO.	FILING DATE
U-PONS	Pending	78017917	July 21, 2000
Planet U	Registered	2,452,534	August 24, 1999

CANADIAN TRADEMARK APPLICATIONS

MARK	STATUS (pending/registered)	APPLICATION/ REGISTRATION NO.	FILING DATE
None			