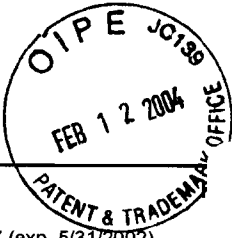


2/12/04



02-26-2004

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

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
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To the Honorable Commissioner of Patents and Trademarks

102678013

Original documents or copy thereof.

1. Name of conveying party(ies):

Alliance Data Systems Corporation

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

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

3. Nature of conveyance:

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

Execution Date: February 6, 2004

2. Name and address of receiving party(ies)

Name: CoolSavings, Inc.

Internal

Address: Attn: Vice President, Legal

Street Address: 360 North Michigan Ave. 19th Floor

City: Chicago State: IL Zip: 60601

- 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)

78/017917

B. Trademark Registration No.(s)

2,452,534

Additional number(s) attached Yes No

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

Name: Henry J. Huelsberg, III, Esquire

Internal Address: Willcox & Savage, P.C.

Street Address: One Commercial Place

Suite 1800

City: Norfolk State: VA Zip: 23510

6. Total number of applications and registrations involved: _____

2

7. Total fee (37 CFR 3.41).....\$ 65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Dwayne Tucker
Name of Person Signing

[Signature]
Signature

2/6/04
Date

Total number of pages including cover sheet, attachments, and document: **3**

02/25/2004 LMUELLER 00000093 78017917

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

01 FC:8521
02 FC:8522

40.00 OP
25.00 OP

TRADEMARK
REEL: 002918 FRAME: 0220

ASSIGNMENT OF UNITED STATES TRADEMARKS/SERVICE MARKS

KNOW ALL MEN BY THESE PRESENTS, that ALLIANCE DATA SYSTEMS CORPORATION, a Delaware corporation ("Assignor"), has adopted, used and is using the following trademarks and/or service marks (the "Marks") which are registered in or the applications for which are pending with the United States Patent and Trademark Office:


MARK	REGISTRATION NO./ (APPLICATION NO.)	REGISTRATION DATE/ (FILING DATE)
PLANET U	2,452,534	May 22, 2001
U-PONS	(78/017917)	(July 21, 2000)

Assignor hereby assigns and transfers to COOLSAVINGS, INC., a Delaware corporation, all of Assignor's right, title and interest in and to the Marks, including all registrations thereof and/or applications with respect thereto, together with all of the goodwill of the business in connection with which the Marks are used, and any and all rights of action for infringements thereof and otherwise with respect thereto.


This instrument is executed and delivered pursuant to, and for the consideration provided in, an Asset Purchase Agreement dated as of February 6, 2004.

IN WITNESS WHEREOF, this instrument has been signed on behalf of Assignor as of February 6, 2004.

ALLIANCE DATA SYSTEMS CORPORATION

By: 
Name: Dwayne Tucker
Title: Executive Vice President

ATTEST:


Name: JEANNETTE FITZGERALD
Title: VICE PRESIDENT

STATE OF Texas)
)
CITY/COUNTY OF Collin) to wit:

I, Kelli W. Hunt, a Notary Public, do hereby certify that on this 6th day of February, 2004, personally appeared before me, Dwayne Tucker, who, being by me first duly sworn, declared that he/she is the Executive Vice President of ALLIANCE DATA SYSTEMS CORPORATION, that he/she signed the foregoing document as Executive Vice President of the corporation, and that the statements herein contained are true.



Kelli W. Hunt
Notary Public

My commission expires: 8-1-2007