

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Alliance Data Systems Corporation		02/27/2008	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Epsilon Data Managment, LLC		
Street Address:	17655 Waterview Parkway		
City:	Dallas		
State/Country:	TEXAS		
Postal Code:	75252		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	77030358	EPSILON INTERNATIONAL	
Serial Number:	78852722	EPSILON INTERACTIVE INTERNATIONAL	
CORRESPONDENCE DATA			
Fax Number:	(832)446-2443		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	832 446 2400		
Email:	WCTrademark@counselip.com		
Correspondent Name:	John C. Cain		
Address Line 1:	Wong Cabello Lutsch Rutherford & Bruccul		
Address Line 2:	20333 Tomball Pkwy, Suite 600		
Address Line 4:	Houston, TEXAS 77070		
ATTORNEY DOCKET NUMBER:	239-0145&131US		
NAME OF SUBMITTER:	Kathleen E. Clavenna		
Signature:	/Kathleen E. Clavenna/		

CH \$65.00 77030358

Date:

02/28/2008

Total Attachments: 3

source=Assignment_signed_ADSCtoEDML#page1.tif

source=Assignment_signed_ADSCtoEDML#page2.tif

source=Assignment_signed_ADSCtoEDML#page3.tif

**NUNC PRO TUNC ASSIGNMENT OF
UNITED STATES AND FOREIGN TRADEMARKS**

WHEREAS, **Alliance Data Systems Corporation**, a Delaware Corporation (hereinafter referred to as "Assignor"), having a place of business located at 17655 Waterview Parkway, Dallas, Texas 75252, owns the common law trademarks referenced below, some of which are the subject of trademark applications or registrations in the United States Patent and Trademark Office or foreign trademark offices as set forth in the attached Exhibit A (hereinafter referred to as the "Trademarks"):

WHEREAS, **Epsilon Data Management, LLC**, a Delaware Corporation (hereinafter referred to as "Assignee"), having a place of business located at 17655 Waterview Parkway, Dallas, Texas 75252, is desirous of acquiring all right, title and interest in and to the Trademarks, including any choses in action relating to said Trademarks, together with the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof set forth above as the successor to the portion of the business of the applicant to which the Trademarks pertain; and

WHEREAS, it is desired that the assignment of the trademark applications and registrations listed in Exhibit A be made a matter of record in the United States Patent and Trademark Office and foreign trademark offices.

NOW, THEREFORE, for good and valuable consideration, the full receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound hereby, 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 any

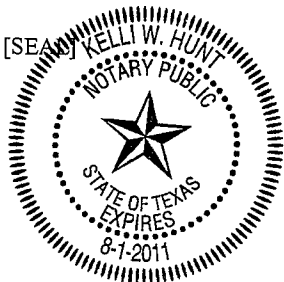
rights in said Trademarks accruing on or before the date of this Assignment, together with the goodwill of the business symbolized by the Trademarks, and including the applications thereof as set forth in Exhibit A, nunc pro tunc effective **December 1, 2007**, and further, Assignor hereby covenants, 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.

Alliance Data Systems Corporation

By: Denise Parent
Name: Denise Parent
Title: SVP, Mergers and Acquisitions

STATE OF TEXAS §
 § ss.
COUNTY OF Collin §

BEFORE ME, the undersigned authority, on this 27th day of February 2008, personally appeared Denise Parent, personally known to me (or proven to me on the basis of satisfactory evidence) to be the person who executed the foregoing instrument as SVP, Mergers and Acquisitions on behalf of Assignor, the entity therein named, and acknowledged to me that the instrument was the free deed and act of said entity for the purposes therein set forth and intending that this instrument be recorded.



Kelli W. Hunt
Notary Public

Exhibit A

Registrations:

Mark	Country	Reg. No.	Reg. Date
EPSILON INTERNATIONAL	Australia	1153004	6/18/2007
EPSILON INTERNATIONAL	Hong Kong	300782091	12/18/2006
EPSILON INTERNATIONAL	Japan	5085604	10/19/2007
EPSILON INTERNATIONAL	Singapore	T07/01399D	1/19/2007
EPSILON INTERNATIONAL	Singapore	T07/01401Z	1/19/2007

Applications:

Mark	Country	App. No.	App. Date
EPSILON INTERNATIONAL	United States	77/030,358	10/26/2006
EPSILON INTERNATIONAL	Canada	1,366,634	3/30/2007
EPSILON INTERNATIONAL	China	5802306	12/22/2006
EPSILON INTERNATIONAL	China	5802307	12/22/2006
EPSILON INTERNATIONAL	European Community	005601406	1/8/2007
EPSILON INTERACTIVE INTERNATIONAL	United States	78/852,722	4/3/2006