

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		04/22/2009	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	LoyaltyOne US, Inc.		
Street Address:	1209 Orange Street		
City:	Wilmington		
State/Country:	DELAWARE		
Postal Code:	19801		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	2931495	JAZ	
Registration Number:	3024240	JAZ	
CORRESPONDENCE DATA			
Fax Number:	(312)706-8248		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	3127018864		
Email:	zbeal@mayerbrown.com, ipdocket@mayerbrown.com		
Correspondent Name:	Jason K. Schmitz		
Address Line 1:	P. O. Box 2828		
Address Line 4:	Chicago, ILLINOIS 606902828		
ATTORNEY DOCKET NUMBER:	07150918 JKS		
NAME OF SUBMITTER:	Jason K. Schmitz		
Signature:	/jks/		
Date:	05/27/2009		

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Total Attachments: 2

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ASSIGNMENT OF TRADEMARKS

WHEREAS, Alliance Data Systems Corporation, a Delaware corporation ("Assignor"), is the owner of the trademarks shown on the attached Schedule A (hereinafter "the Trademarks"); and

WHEREAS, LoyaltyOne US, Inc., a Delaware corporation ("Assignee"), is desirous of acquiring the Trademarks together with the goodwill symbolized by the Trademarks.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor hereby assigns to Assignee, its successors and assigns, all right, title and interest in and to the Trademarks, together with the goodwill symbolized by said Trademarks and the right to sue and recover for, and the right to profits or damages, due or accrued, arising out of or in connection with any and all past, present or future infringements or dilution of or damage to such Trademarks or the associated goodwill.

Assignor further agrees that, without further consideration, it will cause to be performed such other lawful acts, and to be executed such further assignments and other lawful documents, as Assignee may, from time to time, reasonably request to effect fully this Assignment and to permit Assignee to be duly recorded as the registered owner of the Trademarks in the United States. Assignee shall be responsible for all fees for recordation of this Assignment, and Assignor agrees to cooperate fully with Assignee to accomplish such recordation.

THIS ASSIGNMENT OF TRADEMARKS shall be binding upon and shall inure to the benefit of Assignor and Assignee and their respective successors and assigns.

Signed as of this 22 day of 04, 2009.

Alliance Data Systems Corporation

By: 

Name: Alan Utay

Title: Executive Vice President, Chief
Administrative Officer, General Counsel
and Secretary

LoyaltyOne US, Inc.

By: 

Name: Michael L. Kline

Title: Vice President and General Counsel

SCHEDULE A

JAZ, U.S. Registration No. 2931495

JAZ & Design, U.S. Registration No. 3024240