



07-23-1999

U.S. Patent & TMO (for TM Mail Rpt) Dt. #61

Commissioner of P

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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Attached original documents or copy thereof.

Name of conveying party(ies):

Name: ADS Network Services, Inc.

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

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

3. Nature of conveyance:

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

Execution Date: July 17, 1999

2. Name and address of receiving party(ies):

Name : ADS Alliance Data Systems, Inc.

Internal Address: Legal Department
 Street Address: 17655 Waterview
 City: Dallas State: Texas ZIP: 75252

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership

Corporation- State of 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) 75-361715

B. Trademark Registration No.(s) 1,860,254; 1,890,149; 1,972,969

Additional numbers attached? Yes No

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

Name: Kenneth R. Matticks

Internal Address: Strasburger & Price, L.L.P.

Street Address: 901 Main Street, Suite 4300

City: Dallas State: TX ZIP: 75202

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41) \$115.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 19-4547

(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.

Kenneth R. Matticks

Name of Person Signing

Signature

July 20, 1999

Date

Total number of pages including cover sheet, attachments, and document: 2

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

07/29/1999 NTHA11 00000281 75361715

01 FC:481 40.00 DP
 02 FC:482 75.00 DP

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF AGREEMENT OF MERGER, WHICH MERGES:

"ADS NETWORK SERVICES, INC.", A DELAWARE CORPORATION, WITH AND INTO "ADS ALLIANCE DATA SYSTEMS, INC." UNDER THE NAME OF "ADS ALLIANCE DATA SYSTEMS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE THIRTEENTH DAY OF JULY, A.D. 1999, AT 3:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9862174
DATE: 07-13-99