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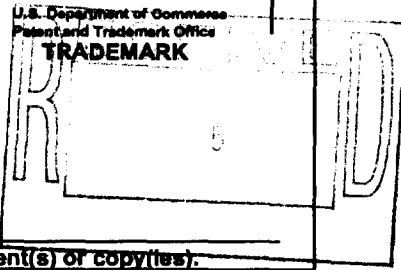
RE

11-02-1999

FORM PTO-1618A
Expires 06/30/99



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10-25-1999

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. Patent & TMOfo/TM Mail Rcpt Dt. #57

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City State/Country Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

11/01/1999 NTHA11 00000276 1860264

FOR OFFICE USE ONLY

01 FC:481

40.00 OP

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Mail documents to be recorded with required cover sheet(s) information to:
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TRADEMARK
REEL: 001983 FRAME: 0485

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name ADS ALLIANCE DATA SYSTEMS, INC.

Address (line 1) 17655 Waterview

Address (line 2) Dallas, Texas 75252

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number 214.651.4548

Name Kenneth R. Matticks, Esq.

Address (line 1) STRASBURGER & PRICE, L.L.P.

Address (line 2) 901 Main Street, Suite 4300

Address (line 3) Dallas, Texas 75202-3794

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments. # 2

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<u>1,860,264</u>		

Number of Properties

Enter the total number of properties involved. # 1

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$ 40.00

Method of Payment: Enclosed Deposit Account

Deposit Account Number: # 19-4547

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Kenneth R. Matticks
Name of Person Signing


Signature

October 15, 1999
Date Signed



07-23-1999

U.S. Patent & TMO/TM Mail Rcpt Dt. #61

Commissioner of P

07-30-1999



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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Attached original documents or copy thereof.

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

x 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)

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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

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07/29/1999 NTHA11 00000281 75361715

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

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TRADEMARK
REEL: 001983 FRAME: 0487

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.



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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

9862174

DATE:

07-13-99

RECORDED: 10/25/1999

TRADEMARK
REEL: 001983 FRAME: 0488