

Form PTO-1594  
(Rev. 10/02)  
OMB No. 0651-0027 (exp. 6/30/2005)  
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**RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY**

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

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):  
Planet U, Inc.

- Individual(s)
- General Partnership
- Corporation-State
- 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: December 3, 2002

2. Name and address of receiving party(ies)

Name: ADS Alliance Data Systems, Inc.

Internal Address: \_\_\_\_\_  
Address: \_\_\_\_\_

Street Address: 17655 Waterview Parkway

City: Dallas State: TX Zip: 75252

- 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) 78/017,917

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: John C. Cain, Esq.

Internal Address: \_\_\_\_\_

Street Address: 750 Bering Drive

City: Houston State: Tx Zip: 77057

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:

012508; Ref. 10063.0079.ALDT

**DO NOT USE THIS SPACE**

9. Signature.

John C. Cain  
Name of Person Signing

  
Signature

February 12, 2003  
Date

Total number of pages including cover sheet, attachments, and document: 4

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

## ASSIGNMENT OF TRADEMARKS

WHEREAS, Planet U, Inc., a Delaware corporation/company, having a business address of 10 S. Riverside, Suite 2000, Chicago, Illinois 60606 (hereinafter referred to as "Assignor"), has adopted and is using or intends to use the marks for which the applications listed on Schedule A have been filed in Canada and in the United States;

AND WHEREAS, ADS Alliance Data Systems, Inc., a Delaware corporation, having a business address of 17655 Waterview Parkway, Dallas, Texas 75252 (hereinafter referred to as "Assignee"), desires to acquire any and all rights and goodwill associated with the marks and registrations of the marks listed on Schedule A (hereinafter referred to as the "Trademarks").

NOW THEREFORE, for good and valuable consideration, the full receipt and sufficiency of which are hereby acknowledged, 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 said Trademarks rights accruing on or before the date of this Assignment, together with the goodwill of the business symbolized by the Trademarks, and including the registrations thereof as set on the attached schedules, and further 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.

Assignee hereby accepts the sale, assignment, transfer and conveyance of the Trademarks and the associated goodwill.

Assignor retains no ownership rights in the Trademarks transferred to Assignee by this assignment.

IN WITNESS WHEREOF, Assignor and Assignee have caused this Assignment of Trademarks to be executed by their duly authorized representatives on this 3<sup>rd</sup> day of December 2002, effective as of December 3, 2002.

PLANET U, INC.

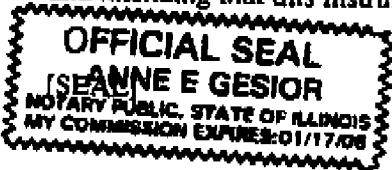
ADS ALLIANCE DATA SYSTEMS, INC.

By: [Signature]  
Name: Gary Hood  
Title: General Counsel

By: [Signature]  
Name: Michael Beltz  
Title: Executive Vice President

STATE OF Illinois §  
  § ss.  
COUNTY OF Cook §

BEFORE ME, the undersigned authority, on this 3<sup>rd</sup> day of December, 2002, personally appeared Gary Hood, personally known to me (or proven to me on the basis of satisfactory evidence) to be the person who executed the foregoing instrument on behalf of Planet U, Inc., the corporation therein named, and acknowledged to me that the instrument was the free deed and act of said corporation for the purposes therein set forth and intending that this instrument be recorded.



[Signature]  
Notary Public

STATE OF TEXAS §  
  § ss.  
COUNTY OF COLLIN §

BEFORE ME, the undersigned authority, on this 3<sup>rd</sup> day of December, 2002, personally appeared Michael Beltz, personally known to me (or proven to me on the basis of satisfactory evidence) to be the person who executed the foregoing instrument on behalf of ADS Alliance Data Systems, Inc., the corporation therein named, and acknowledged to me that the instrument was the free deed and act of said corporation for the purposes therein set forth and intending that this instrument be recorded.



[Signature]  
Notary Public

**SCHEDULE A**  
**UNITED STATES FEDERAL TRADEMARK APPLICATIONS**

<b>MARK</b>	<b>STATUS</b> (pending/registered)	<b>APPLICATION/ REGISTRATION NO.</b>	<b>FILING DATE</b>
<b>U-PONS</b>	Pending	78017917	July 21, 2000
<b>Planet U</b>	Registered	2,452,534	August 24, 1999

**Canadian**

**None**