UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

☑ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2009

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission File Number: 001-15749

ALLIANCE DATA SYSTEMS CORPORATION
(Exact Name of Registrant as Specified in its Charter)

Delaware **(State or Other Jurisdiction of Incorporation or Organization)**	**31-1429215** **(I.R.S. Employer Identification No.)**

17655 Waterview Parkway
Dallas, Texas 75252
(Address of Principal Executive Office, Including Zip Code)

(972) 348-5100
(Registrant's Telephone Number, Including Area Code)

Indicate by check mark whether the registrant: (1) has filed all reports required by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☑ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulations S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☐ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☑	Accelerated filer ☐
Non-accelerated filer ☐ (Do not check if a smaller reporting company)	Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☑

As of May 7, 2009, 58,077,074 shares of common stock were outstanding.

ALLIANCE DATA SYSTEMS CORPORATION

INDEX

Table of Contents

PART I

Item 1. Financial Statements.

ALLIANCE DATA SYSTEMS CORPORATION

UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS

	March 31, 2009	December 31, 2008
	(In thousands)	
ASSETS		
Cash and cash equivalents	$ 321,631	$ 156,911
Trade receivables, less allowance for doubtful accounts ($7,611 and $7,172 at March 31, 2009 and December 31, 2008, respectively)	194,304	219,362
Seller's interest and credit card receivables, less allowance for doubtful accounts ($44,794 and $40,718 at March 31, 2009 and December 31, 2008, respectively)	678,920	639,573
Deferred tax asset, net	199,273	201,895
Other current assets	139,923	142,661
Redemption settlement assets, restricted	514,318	531,594
Assets held for sale	—	32,015
Total current assets	2,048,369	1,924,011
Property and equipment, net	160,452	168,847
Due from securitizations	762,656	701,347
Intangible assets, net	284,861	297,776
Goodwill	1,126,423	1,133,790
Other non-current assets	117,356	116,219
Total assets	$ 4,500,117	$ 4,341,990
LIABILITIES AND STOCKHOLDERS' EQUITY		
Accounts payable	$ 114,050	$ 108,370
Accrued expenses	102,450	143,656
Certificates of deposit	627,600	433,900
Credit facility and other debt, current	275,392	275,549
Other current liabilities	91,413	106,641
Deferred revenue	816,341	860,455
Liabilities held for sale	—	20,782
Total current liabilities	2,027,246	1,949,353
Deferred tax liability, net	155,854	123,476
Deferred revenue	129,741	135,179
Certificates of deposit	305,300	255,000
Long-term and other debt	1,355,217	1,215,726
Other liabilities	112,968	115,958
Total liabilities	4,086,326	3,794,692
Stockholders' equity:		
Common stock, $0.01 par value; authorized 200,000 shares; issued 90,049 shares and 89,029 shares at March 31, 2009 and December 31, 2008, respectively	900	890
Additional paid-in capital	1,118,493	1,115,291
Treasury stock, at cost (30,952 and 26,222 shares at March 31, 2009 and December 31, 2008, respectively)	(1,573,255)	(1,410,339)
Retained earnings	917,160	889,305
Accumulated other comprehensive loss	(49,507)	(47,849)
Total stockholders' equity	413,791	547,298
Total liabilities and stockholders' equity	$ 4,500,117	$ 4,341,990

See accompanying notes to unaudited condensed consolidated financial statements.

Table of Contents

ALLIANCE DATA SYSTEMS CORPORATION

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF INCOME

	Three Months Ended March 31, 2009	Three Months Ended March 31, 2008
	(In thousands, except per share amounts)	
Revenues		
Transaction	$ 95,981	$ 83,596
Redemption	112,147	116,779
Securitization income and finance charges, net	140,497	167,991
Database marketing fees and direct marketing fees	115,609	117,503
Other revenue	16,022	13,381
Total revenue	480,256	499,250
Operating expenses		
Cost of operations (exclusive of depreciation and amortization disclosed separately below)	321,890	324,811
General and administrative	27,819	18,268
Depreciation and other amortization	15,086	17,762
Amortization of purchased intangibles	14,248	17,187
Loss on the sale of assets	—	1,052
Merger (income) costs	(580)	1,607
Total operating expenses	378,463	380,687
Operating income	101,793	118,563
Interest expense, net	31,607	17,103
Income from continuing operations before income taxes	70,186	101,460
Provision for income taxes	27,233	38,758
Income from continuing operations	42,953	62,702
Loss from discontinued operations, net of taxes	(15,098)	(13,383)
Net income	$ 27,855	$ 49,319
Basic income per share:		
Income from continuing operations	$ 0.70	$ 0.80
Loss from discontinued operations	(0.24)	(0.17)
Net income per share	$ 0.46	$ 0.63
Diluted income per share:		
Income from continuing operations	$ 0.69	$ 0.78
Loss from discontinued operations	(0.24)	(0.17)
Net income per share	$ 0.45	$ 0.61
Weighted average shares — basic	61,148	78,536
Weighted average shares — diluted	61,833	80,589

See accompanying notes to unaudited condensed consolidated financial statements.

ALLIANCE DATA SYSTEMS CORPORATION

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

	Three Months Ended March 31, 2009	Three Months Ended March 31, 2008
	(In thousands)	
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$ 27,855	$ 49,319
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Depreciation and amortization	29,334	42,941
Deferred income taxes	21,348	2,041
Provision for doubtful accounts	13,288	13,855
Non-cash stock compensation	18,048	6,481
Fair value loss (gain) on interest-only strip	188	(10,400)
Amortization of discount on Convertible Senior Notes	10,354	—
Impairment of long-lived assets	—	15,000
Loss (gain) on the sale of assets	18,018	(3,214)
Change in operating assets and liabilities, net of acquisitions:		
Change in trade accounts receivable	15,262	23,641
Change in merchant settlement activity	(8,987)	(102,713)
Change in other assets	(17,152)	(4,375)
Change in accounts payable and accrued expenses	(56,616)	(83,152)
Change in deferred revenue	(14,890)	11,369
Change in other liabilities	8,933	12,722
Excess tax benefits from stock-based compensation	(528)	339
Other	6,640	(370)
Net cash provided by (used in) operating activities	71,095	(26,516)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Change in redemption settlement assets	1,581	(629)
Net (increase) decrease in seller’s interest and credit card receivables	(55,966)	65,970
Change in due from securitizations	(62,369)	18,752
Capital expenditures	(10,888)	(13,852)
Proceeds from the sale of assets	8,013	5,000
Other	531	(1,931)
Net cash (used in) provided by investing activities	(119,098)	73,310
CASH FLOWS FROM FINANCING ACTIVITIES:		
Borrowings under debt agreements	863,000	933,000
Repayment of borrowings	(727,894)	(871,000)
Certificate of deposit issuances	413,900	95,300
Repayments of certificates of deposits	(169,900)	(183,800)
Payment of capital lease obligations	(5,393)	(4,733)
Payment of deferred financing costs	(1,452)	—
Excess tax benefits from stock-based compensation	528	(339)
Proceeds from issuance of common stock	1,658	2,712
Proceeds from sale-leaseback transactions	—	12,000
Purchase of treasury shares	(159,837)	—
Other	—	(164)
Net cash provided by (used in) financing activities	214,610	(17,024)
Effect of exchange rate changes on cash and cash equivalents	(1,887)	(6,085)
Change in cash and cash equivalents	164,720	23,685
Cash and cash equivalents at beginning of period	156,911	265,839
Cash and cash equivalents at end of period	$ 321,631	$ 289,524
SUPPLEMENTAL CASH FLOW INFORMATION:		
Interest paid	$ 16,088	$ 10,098
Income taxes paid, net of refunds	$ 15,078	$ 39,533

See accompanying notes to unaudited condensed consolidated financial statements.

ALLIANCE DATA SYSTEMS CORPORATION

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. BASIS OF PRESENTATION

The unaudited condensed consolidated financial statements included herein have been prepared by Alliance Data Systems Corporation ("ADSC" or, including its wholly owned subsidiaries, the "Company"), without audit, pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC"). Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") have been condensed or omitted pursuant to such rules and regulations. However, the Company believes that the disclosures are adequate to make the information presented not misleading. These unaudited condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and the notes thereto included in the Company's Annual Report filed on Form 10-K for the year ended December 31, 2008, filed with the SEC on March 2, 2009.

The unaudited condensed consolidated financial statements included herein reflect all adjustments (consisting of normal, recurring adjustments) which are, in the opinion of management, necessary to state fairly the results for the interim periods presented. The results of operations for the interim periods presented are not necessarily indicative of the operating results to be expected for any subsequent interim period or for the fiscal year.

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect (1) the reported amounts of assets and liabilities; (2) disclosure of contingent assets and liabilities at the date of the financial statements; and (3) the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

On January 1, 2009, the Company adopted Financial Accounting Standards Board ("FASB") Staff Position No. APB 14-1, "Accounting for Convertible Debt Instruments that May be Settled in Cash Upon Conversion" ("FSP APB No. 14-1"). FSP APB No. 14-1 requires that the liability and equity components of convertible debt instruments that may be settled in cash upon conversion (including partial cash settlement) be separately accounted for in a manner that reflects an issuer's nonconvertible debt borrowing rate. The statement requires retrospective application to all periods presented. The adoption of FSP APB No. 14-1 changed the historical accounting for the Company's $805.0 million aggregate principal amount of convertible senior notes due 2013 (the "Convertible Senior Notes"). As a result, the Company recorded an additional $10.4 million of interest expense for the first quarter of 2009. The impact to the Company's consolidated financial statements as of December 31, 2008 is as follows:

	December 31, 2008	
	As Previously Presented	Following the Adoption of FSP APB No. 14-1
	(In thousands)	
Consolidated Balance Sheets		
Liabilities		
Long-term and other debt	$ 1,451,626	$ 1,215,726
Total liabilities	3,962,919	3,794,692
Stockholders' equity		
Additional paid-in capital	$ 951,122	$ 1,115,291
Retained earnings	900,296	889,305
Total stockholders' equity	394,120	547,298
Total liabilities and stockholders' equity	4,357,039	4,341,990

ALLIANCE DATA SYSTEMS CORPORATION

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

	Year Ended December 31, 2008	
	As Previously Presented	Following the Adoption of FSP APB No. 14-1
	(In thousands, except per share amounts)	
Consolidated Statements of Income		
Interest expense	$ 79,249	$ 96,177
Income from continuing operations before income taxes	396,853	379,925
Provision for income taxes	153,454	147,517
Net income	217,393	206,402
Basic income per share		
Income from continuing operations	$ 3.40	$ 3.25
Net income per share	$ 3.04	$ 2.89
Diluted income per share		
Income from continuing operations	$ 3.31	$ 3.16
Net income per share	$ 2.95	$ 2.80

2. SHARES USED IN COMPUTING NET INCOME PER SHARE

The following table sets forth the computation of basic and diluted net income per share for the periods indicated:

	Three Months Ended March 31,	
	2009	2008
	(In thousands, except per share amounts)	
Numerator		
Income from continuing operations	$ 42,953	$ 62,702
Loss from discontinued operations	(15,098)	(13,383)
Net income	$ 27,855	$ 49,319
Denominator		
Weighted average shares, basic	61,148	78,536
Weighted average effect of dilutive securities:		
Net effect of unvested restricted stock	78	695
Net effect of dilutive stock options	607	1,358
Denominator for diluted calculation	61,833	80,589
Basic		
Income from continuing operations per share	$ 0.70	$ 0.80
Loss from discontinued operations per share	(0.24)	(0.17)
Net income per share	$ 0.46	$ 0.63
Diluted		
Income from continuing operations per share	$ 0.69	$ 0.78
Loss from discontinued operations per share	(0.24)	(0.17)
Net income per share	$ 0.45	$ 0.61

ALLIANCE DATA SYSTEMS CORPORATION

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

At March 31, 2009, the Company excluded 10.3 million warrants, 1.0 million restricted stock units, and 1.7 million stock options from the calculation of earnings per share as the effect was anti-dilutive.

3. DISPOSITIONS

In February 2009, the Company completed the sale of the remainder of its utility services business, including the termination of a services agreement and the resolution of certain contractual disputes, to a former utility client and recognized a pre-tax loss of approximately $18.0 million, which has been included in loss from discontinued operations in the unaudited condensed consolidated statements of income. In addition, the Company entered into transition services and co-location agreements to provide such former utility client with certain services or access to certain facilities for varying terms through the fourth quarter of 2010.

The sale of the remainder of the utility services business completed the plan of disposition which began in March 2008.

The assets and liabilities of the discontinued operations are presented in the unaudited condensed consolidated balance sheets as assets held for sale and liabilities held for sale. The underlying assets and liabilities of the discontinued operations for the periods presented are as follows:

	March 31, 2009	December 31, 2008
	(In thousands)	
Assets:		
Trade receivables, net	$ —	$ 30,663
Other assets	—	1,307
Property and equipment, net	—	45
Assets held for sale	$ —	$ 32,015
Liabilities:		
Accrued expenses	$ —	$ 18,738
Other liabilities	—	2,044
Liabilities held for sale	$ —	$ 20,782

The following table summarizes the operating results of the discontinued operations.

	Three Months Ended March 31, 2009	2008
	(In thousands)	
Revenue	$ 4,659	$ 75,487
Loss before provision for income taxes	(23,122)	(20,451)
Benefit from income taxes	(8,024)	(7,068)
Loss from discontinued operations	$(15,098)	$(13,383)

ALLIANCE DATA SYSTEMS CORPORATION

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

4. INTANGIBLE ASSETS AND GOODWILL

Intangible Assets

Intangible assets consist of the following:

	March 31, 2009			
	Gross Assets	Accumulated Amortization (In thousands)	Net	Amortization Life and Method
Finite Lived Assets				
Customer contracts and lists	$186,428	$ (102,711)	$ 83,717	5-10 years—straight line
Premium on purchased credit card portfolios	84,344	(38,800)	45,544	3-10 years—straight line, accelerated
Collector database	55,514	(45,857)	9,657	30 years—15% declining balance
Customer database	160,013	(43,789)	116,224	4-10 years—straight line
Noncompete agreements	2,403	(1,647)	756	3-5 years—straight line
Favorable lease	1,000	(955)	45	4 years—straight line
Tradenames	11,517	(2,677)	8,840	4-10 years—straight line
Purchased data lists	13,658	(5,930)	7,728	1-5 years—straight line, accelerated
	$514,877	$ (242,366)	$272,511	
Indefinite Lived Assets				
Tradenames	12,350	—	12,350	Indefinite life
Total intangible assets	$527,227	$ (242,366)	$284,861	

	December 31, 2008			
	Gross Assets	Accumulated Amortization (In thousands)	Net	Amortization Life and Method
Finite Lived Assets				
Customer contracts and lists	$186,428	$ (96,435)	$ 89,993	5-10 years—straight line
Premium on purchased credit card portfolios	84,344	(35,925)	48,419	3-10 years—straight line, accelerated
Collector database	57,528	(47,096)	10,432	30 years—15% declining balance
Customer database	160,103	(41,194)	118,909	4-10 years—straight line
Noncompete agreements	2,425	(1,554)	871	3-5 years—straight line
Favorable lease	1,000	(886)	114	4 years—straight line
Tradenames	11,542	(2,361)	9,181	4-10 years—straight line
Purchased data lists	12,994	(5,487)	7,507	1-5 years—straight line, accelerated
	$516,364	$ (230,938)	$285,426	
Indefinite Lived Assets				
Tradenames	12,350	—	12,350	Indefinite life
Total intangible assets	$528,714	$ (230,938)	$297,776	

ALLIANCE DATA SYSTEMS CORPORATION

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Goodwill

The changes in the carrying amount of goodwill for the three months ended March 31, 2009 are as follows:

	Loyalty Services	Epsilon Marketing Services	Private Label Services	Private Label Credit	Corporate/ Other	Total
			(In thousands)			
December 31, 2008	$204,507	$667,551	$261,732	$ —	$ —	$1,133,790
Goodwill acquired during the period	—	—	—	—	—	—
Effects of foreign currency translation	(6,763)	(477)	—	—	—	(7,240)
Other, primarily final purchase price adjustments	(127)	—	—	—	—	(127)
March 31, 2009	$197,617	$667,074	$261,732	$ —	$ —	$1,126,423

5. SECURITIZATION OF CREDIT CARD RECEIVABLES

As part of a securitization program, the Company regularly sells its credit card receivables to the World Financial Network Credit Card Master Trust, World Financial Network Credit Card Master Note Trust and World Financial Network Credit Card Master Trust III (collectively the “WFN Trusts”) and the World Financial Capital Credit Card Master Note Trust (the “WFC Trust”).

The following table shows the maturities of borrowing commitments as of March 31, 2009 for the WFN Trusts and the WFC Trust by year:

	2009	2010	2011	2012	2013 & Thereafter	Total
			(In millions)			
Public notes	$ 652.8	$ 72.2	$ 450.0	$ —	$ 500.0	$ 1,675.0
Private conduits[(1)]	2,097.6	666.6	—	—	—	2,764.2
Total	$ 2,750.4	$ 738.8	$ 450.0	$ —	$ 500.0	$ 4,439.2

(1) Amount represents borrowing capacity, not outstanding borrowings.

Seller’s interest and credit card receivables, less allowance for doubtful accounts included in the unaudited condensed consolidated balance sheets consists of seller’s interest, credit card receivables, other receivables and an allowance for doubtful accounts. Seller’s interest is recorded at the allocated carrying amount based on relative fair value. Changes in the fair values of our seller’s interest are recorded through securitization income and finance charges, net in the unaudited condensed consolidated statements of income.

The Company is required to maintain minimum interests ranging from 4% to 10% of the securitized credit card receivables. This requirement is met through seller’s interest and is supplemented through the excess funding deposits.

Due from securitizations included in the unaudited condensed consolidated balance sheets consists of spread deposits, interest-only strips, retained interest in securitization trusts and excess funding deposits.

The spread deposits and interest-only strips are recorded at their fair value. Fair value is determined by computing the present value of the estimated cash flows, using the dates that such cash flows are expected to be

ALLIANCE DATA SYSTEMS CORPORATION

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

released to the Company, at a discount rate considered to be commensurate with the risks associated with the cash flows. The amounts and timing of the cash flows are estimated after considering various economic factors including payment rates, delinquency, default and loss assumptions. Interest-only strips, seller's interest and other interests retained are periodically evaluated for impairment based on the fair value of those assets.

Fair values of interest-only strips and other interests retained are based on a review of actual cash flows and on the factors that affect the amounts and timing of the cash flows from each of the underlying credit card receivable pools. Based on this analysis, assumptions are validated or revised as deemed necessary, the amounts and the timing of anticipated cash flows are estimated and fair value is determined. The Company has one collateral type, credit card receivables, which is comprised of both private label and co-brand retail credit card receivables.

Retained interest in securitization trusts represents the Company's investment in subordinated notes sold by the WFN Trusts and the WFC Trust. These investments are classified as available-for-sale, and changes in fair value are recorded through other comprehensive (loss) income.

At March 31, 2009, key economic assumptions and the sensitivity of the current fair value of residual cash flows to an immediate 10% and 20% adverse change in the assumptions are as follows:

	Assumptions	Impact on Fair Value of 10% Change	Impact on Fair Value of 20% Change
		(In thousands)	
Fair value of interest-only strips	$ 168,890	—	—
Weighted average life	9.5 – 11 months	$ (13,140)	$ (24,071)
Discount rate	18.8% – 22.0%	(920)	(1,822)
Expected yield, net of dilution	28.5% – 29.4%	(42,319)	(84,224)
Base rate[1]	0.5% – 1.1%	(574)	(1,148)
Net charge-off rate	9.5% – 11.5%	(14,051)	(28,245)

(1) Base rate assumptions do not factor any changes in spreads with respect to future refinancing.

At March 31, 2009, key economic assumptions and the sensitivity of the current fair value of the Company's seller's interest and retained interest of the subordinated notes to an immediate 10% and 20% adverse change in the assumptions are as follows:

	Assumptions	Impact on Fair Value of 10% Change	Impact on Fair Value of 20% Change
		(In thousands)	
Fair value of seller's interest	$ 40,979	—	—
Weighted average life	9.5 – 11 months	$ (539)	$ (990)
Discount rate	8.0%	(317)	(630)
Expected yield, net of dilution	28.5% – 29.4%	(497)	(993)
Net charge-off rate	9.5% – 11.5%	(170)	(341)
Fair value of subordinated notes – retained[1]	$ 420,123	—	—
Discount rate	10.2% – 22.1%	(6,409)	(12,640)

(1) Includes those investments held by Loyalty Services and included in redemption settlement assets.

Table of Contents

ALLIANCE DATA SYSTEMS CORPORATION

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

These sensitivities are hypothetical and should be used with caution. As the figures indicate, changes in fair value based on a 10% variation in assumptions generally cannot be extrapolated because the relationship of the change in an assumption to the change in fair value may not be linear. Also, in this table, the effect of a variation in a particular assumption on the fair value of the retained interest is calculated without changing any other assumption; in practice, changes in one factor may result in changes in another, which might magnify or counteract the sensitivities.

The table below summarizes certain cash flows received from and paid to the securitization trusts:

	Three Months Ended March 31,	
	2009	2008
	(In millions)	
Proceeds from collections reinvested in previous credit card securitizations	$ 1,090.9	$ 1,532.6
Proceeds from new securitizations	359.8	259.5
Proceeds from collections reinvested in revolving period transfers	1,620.4	1,634.2
Purchases of previously transferred financial assets	—	—
Servicing fees received	18.3	16.8
Cash flows received on the interests that continue to be held by the transferor		
Cash flows received on interest-only strip	$ 114.4	$ 125.8
Cash flows received on subordinated notes retained	5.7	0.7
Cash flows received on seller's interest	9.3	10.6

The tables below present quantitative information about the components of total credit card receivables managed, delinquencies and net charge-offs:

	March 31, 2009	December 31, 2008
	(In millions)	
Total credit card receivables managed	$4,137.8	$ 4,531.4
Less credit card receivables securitized	3,622.5	4,057.4
Credit card receivables	$ 515.3	$ 474.0
Principal amount of managed credit card receivables 90 days or more past due	$ 131.5	$ 127.1

	Three Months Ended March 31,	
	2009	2008
	(In thousands)	
Net managed charge-offs	$94,068	$67,681

The tables below present quantitative information about the components of total securitized credit card receivables, delinquencies and net charge-offs:

	March 31, 2009	December 31, 2008
	(In millions)	
Total credit card receivables securitized	$3,622.5	$ 4,057.4
Principal amount of securitized credit card receivables 90 days or more past due	$ 111.1	$ 111.7

ALLIANCE DATA SYSTEMS CORPORATION

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

	Three Months Ended March 31,	
	2009	2008
	(In thousands)	
Net securitized charge-offs	$87,797	$56,483

During the first quarter of 2009, the Company renewed its 2009-VFC1 conduit facility, increasing its capacity from $550.0 million to $666.7 million and extended the maturity of its 2008-VFN conduit facility, increasing its capacity from $600.0 million to $664.6 million. As part of these two transactions, the Company increased its retained subordinated interests by $181.3 million.

In April 2009, World Financial Network Credit Card Master Note Trust issued $708.9 million of term asset-backed securities to investors, including those participating in the U.S. government's Term Asset-Backed Securities Loan Facility, or TALF program. The offering consisted of $560.0 million of Class A Series 2009-A asset backed notes that have a fixed interest rate of 4.6% per year, $26.6 million of Class M Series 2009-A asset backed notes that have a fixed interest rate of 6.0% per year, $33.7 million of Class B Series 2009-A asset backed notes that have a fixed interest rate of 7.5% per year and $88.6 million of Class C Series 2009-A asset backed notes that have a fixed interest rate of 9.0% per year. These notes will mature in November 2011. As part of this transaction, the Company retained all of the $148.9 million of subordinated classes of notes. Proceeds of this issuance were used to retire the 2008-VFN conduit facility, including those subordinated interests previously retained by the Company.

6. DEBT

Debt consists of the following:

	March 31, 2009	December 31, 2008
	(In thousands)	
Certificates of deposit	$ 932,900	$ 688,900
Credit facility	501,000	365,000
Senior notes	500,000	500,000
Convertible senior notes	579,454	569,100
Capital lease obligations and other debt	50,155	57,175
	2,563,509	2,180,175
Less: current portion	(902,992)	(709,449)
Long-term portion	$ 1,660,517	$ 1,470,726

Certificates of Deposit

Terms of the certificates of deposit range from one month to 60 months with annual interest rates ranging from 1.0% to 5.7% at March 31, 2009 and 2.8% to 5.7% at December 31, 2008. Interest is paid monthly and at maturity.

Credit Facility

At March 31, 2009, borrowings under the credit facility were $501.0 million with a weighted average interest rate of 1.4%.

ALLIANCE DATA SYSTEMS CORPORATION

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Senior Notes

On May 16, 2006, the Company entered into a senior note purchase agreement and issued and sold $250.0 million aggregate principal amount of 6.00% Series A Notes due May 16, 2009 and $250.0 million aggregate principal amount of 6.14% Series B Notes due May 16, 2011 (the “Senior Notes”). The Senior Notes accrue interest on the unpaid balance thereof at the rate of 6.00% and 6.14% per annum, respectively. The Senior Notes are unsecured. As of March 31, 2009, the Company was in compliance with its covenants.

The Company believes that internally generated funds and other sources of liquidity will be sufficient to repay the $250.0 million of Series A Senior Notes due May 16, 2009.

Convertible Senior Notes

In the third quarter of 2008, the Company issued $805.0 million aggregate principal amount of convertible senior notes due 2013 (the “Convertible Senior Notes”). The Convertible Senior Notes are general unsecured senior obligations of the Company, and pay interest semi-annually in arrears at a contractual rate of 1.75%, will be convertible during certain periods and under certain circumstances and, subject to earlier repurchase by the Company or conversion, will mature on August 1, 2013. The Company may not redeem the Convertible Senior Notes prior to their maturity date.

Upon conversion, holders of the Convertible Senior Notes will receive, at the election of the Company, cash, shares of the Company’s common stock or a combination of cash and shares of the Company’s common stock, based on the applicable conversion rate at such time. The Convertible Senior Notes have an initial conversion rate of 12.7392 shares of common stock per $1,000 principal amount of the Convertible Senior Notes, which is equal to an initial conversion price of approximately $78.50 per share.

Concurrently with the issuance of the Convertible Senior Notes, the Company entered into convertible note hedge transactions with respect to its common stock (the “Convertible Note Hedges”). The Convertible Note Hedges cover, subject to customary anti-dilution adjustments, approximately 10.3 million shares of the Company’s common stock at an initial strike price equal to the initial conversion price of the Convertible Senior Notes.

Separately but also concurrently with the issuance of the Convertible Senior Notes, the Company entered into warrant transactions (the “Warrants”) whereby it sold warrants to acquire, subject to customary anti-dilution adjustments, up to approximately 10.3 million shares of its common stock at an initial strike price of approximately $112.14. The Warrants will be exercisable and will expire in 79 equal tranches of 64,094 warrants and an 80th tranche of 64,102 warrants with respect to each of the hedge counterparties beginning on October 30, 2013 and continuing on each business day through February 25, 2014.

The Company accounted for the Convertible Note Hedges and Warrants in accordance with the guidance in EITF Issue No. 00-19, “Accounting for Derivative Financial Instruments Indexed to, and Potentially Settled in, a Company’s Own Stock” (“EITF No. 00-19”). The Convertible Note Hedges and Warrants meet the requirements under EITF No. 00-19 to be accounted for as equity instruments.

ALLIANCE DATA SYSTEMS CORPORATION

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

The table below summarizes the carrying value of the components of the Convertible Senior Notes following the Company's adoption of FSP APB 14-1:

	March 31, 2009	December 31, 2008
	(In thousands)	
Carrying amount of equity component	$ 252,828	$ 252,828
Principal amount of liability component	$ 805,000	$ 805,000
Unamortized discount	(225,546)	(235,900)
Net carrying value of liability component	$ 579,454	$ 569,100
If-converted value of common stock	$ 378,924	

The discount on the liability component will be amortized as interest expense over a period of 4.3 years, the remaining life of the Convertible Senior Notes.

Interest expense on the Convertible Senior Notes recognized in the Company's unaudited condensed consolidated statements of income for the three months ended March 31, 2009 and 2008, respectively, is as follows:

	Three Months Ended March 31, 2009	2008
	(In thousands)	
Interest expense calculated on contractual interest rate	$ 3,522	$ —
Amortization of discount on liability component	10,354	—
Total interest expense on convertible senior notes	$13,876	$ —
Effective interest rate (annualized)	9.7%	— %

7. DEFERRED REVENUE

A reconciliation of deferred revenue for the AIR MILES® Reward Program is as follows:

	Deferred Revenue Service	Redemption	Total
		(In thousands)	
December 31, 2008	$251,172	$ 744,462	$ 995,634
Cash proceeds	32,851	91,483	124,334
Revenue recognized	(32,131)	(106,278)	(138,409)
Other	—	(825)	(825)
Effects of foreign currency translation	(8,803)	(25,849)	(34,652)
March 31, 2009	$243,089	$ 702,993	$ 946,082
Amounts recognized in the consolidated balance sheets:			
Current liabilities	$113,348	$ 702,993	$ 816,341
Non-current liabilities	$129,741	$ —	$ 129,741

ALLIANCE DATA SYSTEMS CORPORATION

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

8. STOCKHOLDERS' EQUITY

Stock Repurchase Programs

In July 2008, the Company's Board of Directors authorized a new stock repurchase program to acquire up to an additional $1.3 billion of its outstanding common stock through December 2009, subject to any restrictions pursuant to the terms of the Company's credit agreements or otherwise.

For the three months ended March 31, 2009, the Company acquired a total of 4,729,702 shares of its common stock for approximately $162.9 million. No shares were acquired during the three months ended March 31, 2008.

Stock Compensation Expense

Total stock-based compensation expense recognized in the Company's unaudited condensed consolidated statements of income for the three months ended March 31, 2009 and 2008, respectively, is as follows:

	Three Months Ended March 31,	
	2009	2008
	(In thousands)	
Cost of operations	$ 10,365	$ 3,438
General and administrative	7,594	2,838
Total	$ 17,959	$ 6,276

Stock-based compensation expense for the merchant services and utility services businesses was approximately $0.1 million and $0.2 million for the three months ended March 31, 2009 and 2008, respectively. These amounts have been included in the loss from discontinued operations in the unaudited condensed consolidated statements of income.

During the three months ended March 31, 2009, the Company awarded 710,303 performance-based restricted stock units with a weighted-average grant date fair value per share of $27.87 as determined on the date of grant. The performance restriction on the awards will lapse upon determination by the Board of Directors or the Compensation Committee of the Board of Directors that the Company's cash earnings per share growth for the period from January 1, 2009 to December 31, 2009 met certain pre-defined vesting criteria. Upon such determination, the performance restriction will lapse with respect to 33% of the award on February 23, 2010, with respect to an additional 33% of the award on February 23, 2011 and with respect to the final 34% of the award on February 23, 2012, provided that the participant is employed by the Company on each such vesting date.

In March 2009, the Company determined that it was no longer probable that the specified performance measures associated with certain performance-based restricted stock units would be achieved. As a result, 1,242,098 performance-based restricted stock units granted during 2008 and in January 2009 having a weighted-average grant date fair value of $56.43 per share, are not expected to vest. The Company has not recognized stock-based compensation expense related to those awards no longer expected to vest.

ALLIANCE DATA SYSTEMS CORPORATION

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

9. INCOME TAXES

For the three months ended March 31, 2009 and 2008, the Company utilized an effective tax rate of 38.8% and 38.2%, respectively, to calculate its provision for income taxes. In accordance with APB Opinion No. 28, "Interim Financial Reporting," this effective tax rate is the Company's expected annual effective tax rate for calendar year 2009 based on all known variables.

10. COMPREHENSIVE INCOME

The components of comprehensive income, net of tax effect, are as follows:

	Three Months Ended March 31, 2009	Three Months Ended March 31, 2008
	(In thousands)	
Net income	$27,855	$49,319
Unrealized gain on securities available-for-sale	1,737	4,047
Foreign currency translation adjustments	(3,395)	(4,188)
Total comprehensive income	$26,197	$49,178

11. SEGMENT INFORMATION

The Company has four reportable operating segments as follows:

- Loyalty Services, which includes the Company's Canadian AIR MILES Reward Program;
- Epsilon Marketing Services, a provider of integrated direct marketing solutions that combine database marketing technology and analytics with a broad range of direct marketing services;
- Private Label Services, which includes transaction processing, customer care and collections services for the Company's private label and other retail card programs; and
- Private Label Credit, which includes risk management solutions, account origination and funding services for the Company's private label and other retail card programs.

In addition, corporate and all other immaterial businesses are reported collectively as an "all other" category labeled "Corporate/Other." Interest expense, net and income taxes are not allocated to the segments in the computation of segment operating profit for internal evaluation purposes and have also been included in "Corporate/Other". The Company's merchant services and utility services business units have been classified as discontinued operations.

Three Months Ended March 31, 2009	Loyalty Services	Epsilon Marketing Services	Private Label Services	Private Label Credit	Corporate/ Other	Eliminations	Total
				(In thousands)			
Revenues	$ 160,631	$ 117,566	$ 98,388	$ 186,462	$ 12,437	$ (95,228)	$ 480,256
Adjusted EBITDA[1]	54,899	22,138	29,856	57,863	(12,722)	—	152,034
Depreciation and amortization	4,954	16,007	2,294	3,653	2,426	—	29,334
Stock compensation expense	4,024	3,324	2,338	679	7,594	—	17,959
Merger and other costs[2]	—	—	—	—	2,948	—	2,948
Operating income (loss)	45,921	2,807	25,224	53,531	(25,690)	—	101,793
Interest expense, net	—	—	—	—	31,607	—	31,607
Income (loss) from continuing operations before income taxes	45,921	2,807	25,224	53,531	(57,297)	—	70,186

ALLIANCE DATA SYSTEMS CORPORATION

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Three Months Ended March 31, 2008	Loyalty Services	Epsilon Marketing Services	Private Label Services	Private Label Credit	Corporate/ Other	Eliminations	Total
				(In thousands)			
Revenues	$171,806	$115,478	$94,549	$209,084	$ 458	$ (92,125)	$499,250
Adjusted EBITDA[1]	40,897	23,643	26,834	87,093	(13,956)	—	164,511
Depreciation and amortization	8,566	19,142	2,274	2,791	2,176	—	34,949
Stock compensation expense	1,431	873	757	377	2,838	—	6,276
Merger and other costs[2]	—	—	795	—	2,876	—	3,671
Loss on sale of assets	—	—	—	—	1,052	—	1,052
Operating income (loss)	30,900	3,628	23,008	83,925	(22,898)	—	118,563
Interest expense, net	—	—	—	—	17,103	—	17,103
Income (loss) from continuing operations before income taxes	30,900	3,628	23,008	83,925	(40,001)	—	101,460

(1) Adjusted EBITDA is a non-GAAP financial measure equal to income from continuing operations, the most directly comparable GAAP financial measure, plus stock compensation expense, provision for income taxes, interest expense, net, depreciation and amortization, loss on the sale of assets, merger and other costs. Adjusted EBITDA is presented in accordance with SFAS No. 131, “Disclosures about Segments of an Enterprise and Related Information” as it is the primary performance metric by which senior management is evaluated.

(2) Merger and other costs are not allocated to the segments in the computation of segment operating profit for internal evaluation purposes. Merger costs represent investment banking, legal, and accounting costs. Other costs represent compensation charges related to certain departing corporate executives.

12. FAIR VALUE OF FINANCIAL INSTRUMENTS

SFAS No. 157, Fair Value Measurements,” establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. These tiers include:

- Level 1, defined as observable inputs such as quoted prices in active markets;
- Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and
- Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions.

Financial instruments are considered Level 3 when their values are determined using pricing models, discounted cash flow methodologies or similar techniques and at least one significant model assumption or input is unobservable. Level 3 financial instruments also include those for which the determination of fair value requires significant management judgment or estimation. The use of different techniques to determine fair value of these financial instruments could result in different estimates of fair value at the reporting date.

ALLIANCE DATA SYSTEMS CORPORATION

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

The following table provides the assets carried at fair value measured on a recurring basis as of March 31, 2009:

	Carrying Value at March 31, 2009	Fair Value Measurements at March 31, 2009 Using		
		Level 1	Level 2	Level 3
	(In thousands)			
Cash equivalents[1]	$ 193,903	$ 193,903	$ —	$ —
Government bonds[2]	31,216	14,169	17,047	—
Corporate bonds[2]	396,414	286,777	15,889	93,748
Other available-for-sale securities[3]	9,107	9,107	—	—
Seller's interest[5]	41,166	—	—	41,166
Retained interest in securitization trust[4]	327,430	—	—	327,430
Spread deposits[4]	173,322	—	—	173,322
Interest-only strips[4]	168,890	—	—	168,890
Excess funding deposits[4]	92,020	—	92,020	—
Total assets measured at fair value	$ 1,433,468	$ 503,956	$ 124,956	$ 804,556

(1) Amounts are included in cash and cash equivalents in the unaudited condensed consolidated balance sheet.
(2) Amounts are included in redemption settlement assets in the unaudited condensed consolidated balance sheet.
(3) Amounts are included in other current and non-current assets in the unaudited condensed consolidated balance sheet.
(4) Amounts are included in due from securitizations in the unaudited condensed consolidated balance sheet.
(5) Amounts are included in seller's interest and credit card receivables, net in the unaudited condensed consolidated balance sheet.

The following table summarizes the changes in fair value of the Company's assets measured at fair value on a recurring basis using significant unobservable inputs (Level 3) as defined in SFAS No. 157 as of March 31, 2009:

	Corporate Bonds	Retained Interest in Securitization Trust	Seller's Interest	Spread Deposits	Interest-Only Strips
			(In thousands)		
December 31, 2008	$ 28,625	$ 259,612	$ 182,428	$ 175,384	$ 169,241
Total (losses) gains (realized or unrealized)					
Included in earnings	—	—	(409)	76	(581)
Included in other comprehensive income	566	(676)	—	—	230
Tax effect	(184)	232	—	—	(88)
Total in other comprehensive income	382	(444)	—	—	142
Purchases, issuances, and settlements	64,557	68,494	(140,853)	(2,138)	—
Transfers in or out of Level 3	—	—	—	—	—
March 31, 2009	$ 93,748	$ 327,430	$ 41,166	$ 173,322	$ 168,890
Losses for the period included in earnings attributable to the change in unrealized gains or losses related to assets still held at March 31, 2009	$ —	$ (68)	$ —	$ —	$ (230)

Losses included in earnings for seller's interest, spread deposits and the interest-only strip are included in securitization income and finance charges, net in the unaudited condensed consolidated statements of income.

Item 2. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

The following discussion should be read in conjunction with the unaudited condensed consolidated financial statements and related notes thereto presented in this quarterly report and the audited consolidated financial statements and related notes thereto included in our Annual Report filed on Form 10-K for the year ended December 31, 2008.

Quarter in Review Highlights

Our first quarter 2009 results included the following new and renewed agreements:

- In January 2009, we announced the signing of a multi-year agreement with HSN, an interactive lifestyle network and retail destination, to provide both co-brand and private label credit card services. In addition, we purchased HSN’s existing private label card portfolio in December 2008, the conversion of which was completed in the first quarter of 2009.
- In February 2009, we announced that Shell Canada Products, a top-5 AIR MILES Reward Program sponsor and a manufacturer, distributor, and marketer of refined petroleum products in Canada, had signed a multi-year renewal agreement.
- In February 2009, we announced the signing of a multi-year agreement with America’s Gardening Resource, a manufacturer and retailer of gardening tools, products, and supplies, for Epsilon to build and maintain its customer marketing database.
- In February 2009, we announced the signing of a long-term agreement with Haband, a multi-channel retailer of men’s and women’s apparel and home goods via catalog and online, to provide private label credit card services.
- In March 2009, our private label credit card banking subsidiary, World Financial Network National Bank, completed the renewal of its $550.0 million conduit facility with Barclays Capital, Royal Bank of Canada, and JP Morgan.

Critical Accounting Policies and Estimates

There have been no material changes to our critical accounting policies and estimates from the information provided in Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations”, included in our 10-K for the fiscal year ended December 31, 2008.

Use of Non-GAAP Financial Measures

Adjusted EBITDA is a non-GAAP financial measure equal to income from continuing operations, the most directly comparable GAAP financial measure, plus stock compensation expense, provision for income taxes, interest expense, net, loss on the sale of assets, merger and other costs, depreciation and other amortization and amortization of purchased intangibles.

We use adjusted EBITDA as an integral part of our internal reporting to measure the performance of our reportable segments and to evaluate the performance of our senior management. Adjusted EBITDA is considered an important indicator of the operational strength of our businesses. Adjusted EBITDA eliminates the uneven effect across all business segments of considerable amounts of non-cash depreciation of tangible assets and amortization of certain intangible assets that were recognized in business combinations. A limitation of this measure, however, is that it does not reflect the periodic costs of certain capitalized tangible and intangible assets used in generating revenues in our businesses. Management evaluates the costs of such tangible and intangible assets, the impact of related impairments, as well as asset sales through other financial measures, such as capital expenditures, investment spending and return on capital and therefore the effects are excluded from adjusted EBITDA. Adjusted EBITDA also eliminates the non-cash effect of stock compensation expense. Stock compensation expense is not included in the measurement of segment adjusted EBITDA provided to the chief operating decision maker for purposes of assessing segment performance and decision making with respect to resource allocations. Therefore, we believe that adjusted EBITDA provides useful information to our investors regarding our performance and overall results of operations. Adjusted EBITDA is not intended to be performance measures that should be regarded as an alternative to, or more meaningful than, either operating income or net income as an indicator of operating performance or to cash flows from operating activities as a measure of liquidity. In addition, adjusted EBITDA is not intended to represent funds available for dividends, reinvestment or other discretionary uses, and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with GAAP. The adjusted EBITDA measures presented in this Quarterly Report on Form 10-Q may not be comparable to similarly titled measures presented by other companies, and may not be identical to corresponding measures used in our various agreements.

	Three months ended March 31,	
	2009	2008
	(In thousands)	
Income from continuing operations	$ 42,953	$ 62,702
Stock compensation expense	17,959	6,276
Provision for income taxes	27,233	38,758
Interest expense, net	31,607	17,103
Loss on the sale of assets	—	1,052
Merger and other costs[1]	2,948	3,671
Depreciation and other amortization	15,086	17,762
Amortization of purchased intangibles	14,248	17,187
Adjusted EBITDA	$ 152,034	$ 164,511

(1) Represents expenditures directly associated with the proposed merger of the Company with an affiliate of The Blackstone Group and compensation charges related to the departure of certain employees.

Table of Contents

Results of Continuing Operations

Three months ended March 31, 2009 compared to the three months ended March 31, 2008

	Three Months Ended March 31,		Change	
	2009	2008	$	%
	(In thousands, except percentages)			
Revenue:				
Loyalty Services	$ 160,631	$ 171,806	$ (11,175)	(6.5)%
Epsilon Marketing Services	117,566	115,478	2,088	1.8
Private Label Services	98,388	94,549	3,839	4.1
Private Label Credit	186,462	209,084	(22,622)	(10.8)
Corporate/Other	12,437	458	11,979	Nm*
Eliminations	(95,228)	(92,125)	(3,103)	3.4
Total	$ 480,256	$ 499,250	$ (18,994)	(3.8)%
Adjusted EBITDA:				
Loyalty Services	$ 54,899	$ 40,897	$ 14,002	34.2%
Epsilon Marketing Services	22,138	23,643	(1,505)	(6.4)
Private Label Services	29,856	26,834	3,022	11.3
Private Label Credit	57,863	87,093	(29,230)	(33.6)
Corporate/Other	(12,722)	(13,956)	1,234	(8.8)
Total	$ 152,034	$ 164,511	$ (12,477)	(7.6)%
Stock compensation expense:				
Loyalty Services	$ 4,024	$ 1,431	$ 2,593	181.2%
Epsilon Marketing Services	3,324	873	2,451	280.8
Private Label Services	2,338	757	1,581	208.9
Private Label Credit	679	377	302	80.1
Corporate/Other	7,594	2,838	4,756	167.6
Total	$ 17,959	$ 6,276	$ 11,683	186.2%
Depreciation and amortization:				
Loyalty Services	$ 4,954	$ 8,566	$ (3,612)	(42.2)%
Epsilon Marketing Services	16,007	19,142	(3,135)	(16.4)
Private Label Services	2,294	2,274	20	0.9
Private Label Credit	3,653	2,791	862	30.9
Corporate/Other	2,426	2,176	250	11.5
Total	$ 29,334	$ 34,949	$ (5,615)	(16.1)%
Adjusted operating expenses[(1)]:				
Loyalty Services	$ 105,732	$ 130,909	$ (25,177)	(19.2)%
Epsilon Marketing Services	95,428	91,835	3,593	3.9
Private Label Services	68,532	67,715	817	1.2
Private Label Credit	128,599	121,991	6,608	5.4
Corporate/Other	25,159	14,414	10,745	74.5
Eliminations	(95,228)	(92,125)	(3,103)	3.4
Total	$ 328,222	$ 334,739	$ (6,517)	(1.9)%
Operating income from continuing operations:				
Loyalty Services	$ 45,921	$ 30,900	$ 15,021	48.6%
Epsilon Marketing Services	2,807	3,628	(821)	(22.6)
Private Label Services	25,224	23,008	2,216	9.6
Private Label Credit	53,531	83,925	(30,394)	(36.2)
Corporate/Other	(25,690)	(22,898)	(2,792)	12.2
Total	$ 101,793	$ 118,563	$ (16,770)	(14.1)%
Adjusted EBITDA margin[(2)]:				
Loyalty Services	34.2%	23.8%	10.4%	
Epsilon Marketing Services	18.8	20.5	(1.7)	
Private Label Services	30.3	28.4	1.9	
Private Label Credit	31.0	41.7	(10.7)	
Total	31.7%	33.0%	(1.3)%	
Segment operating data:				
Private label statements generated	31,953	31,790	163	0.5%
Credit sales	$1,576,160	$1,538,084	$ 38,076	2.5%
Average managed receivables	$4,279,278	$3,906,811	$372,467	9.5%
AIR MILES reward miles issued	986,222	1,022,963	(36,741)	(3.6)%
AIR MILES reward miles redeemed	787,032	701,665	85,367	12.2%

(1) Adjusted operating expenses excludes stock compensation expense, depreciation, amortization expense, loss on sale of assets, merger and other costs.

(2) Adjusted EBITDA margin is adjusted EBITDA divided by revenue. Management uses adjusted EBITDA margin to analyze the operating performance of the segments and the impact revenue growth has on adjusted operating expenses. For a definition of adjusted EBITDA and a reconciliation to net income, the most directly comparable GAAP financial measure, see "Use of Non-GAAP Financial Measures" included in this report.

* Not meaningful

Revenue. Total revenue decreased $19.0 million, or 3.8%, to $480.3 million for the three months ended March 31, 2009 from $499.3 million for the comparable period in 2008. The decrease was due to the following:

- *Loyalty Services*. Revenue decreased $11.2 million, or 6.5%, to $160.6 million for the three months ended March 31, 2009. The decrease in revenue for the period was driven by the change in foreign currency exchange rates which negatively impacted revenue by approximately $38.2 million. On a constant currency basis, revenue increased by approximately 17.7% from the comparable period in 2008 as a result of a 13.1% increase in redemption revenue as well as a 2.0% increase in investment income due to a higher average balance of redemption settlement assets during the three months ended March 31, 2009.
- *Epsilon Marketing Services*. Revenue increased $2.1 million, or 1.8%, to $117.6 million for the three months ended March 31, 2009. Revenue from the segment's largest service offerings (marketing database services, analytical services and interactive communications) increased as compared to March 31, 2008 by 10.0%, or $7.0 million, resulting from additional client signings and our large clients maintaining their commitments to their significant loyalty platforms. Revenue from proprietary data services provided by Abacus, the catalog coalition, and other data services decreased by $4.8 million as retailer bankruptcies led to lower volumes.
- *Private Label Services.* Revenue increased $3.8 million, or 4.1%, to $98.4 million for the three months ended March 31, 2009 as a result of an increase in servicing revenue of $3.1 million.
- *Private Label Credit.* Revenue decreased $22.6 million, or 10.8%, to $186.5 million for the three months ended March 31, 2009. The decline was primarily due to a 16.7% decrease in securitization income and finance charges, net, resulting from higher credit losses of approximately 180 basis points. The impact of the higher credit losses was in part mitigated by positive trends in portfolio growth of 9.5%, credit sales growth of 2.5%, and an improvement in our cost of funds of 70 basis points.
- *Corporate/Other.* Revenue increased $11.9 million to $12.4 million from $0.5 million in the comparable period in 2008 as a result of transition services provided to the acquirers of our merchant services and utility services businesses.

Adjusted Operating Expenses. For purposes of the discussion below, total adjusted operating expenses excludes stock compensation expense, depreciation expense, amortization expense, loss on sale of assets, and merger and other costs. Total adjusted operating expenses decreased $6.5 million, or 1.9%, to $328.2 million during the three months ended March 31, 2009 from $334.7 million during the comparable period in 2008. Total adjusted EBITDA margin decreased to 31.7% for the three months ended March 31, 2009 from 33.0% for the comparable period in 2008. The decrease in adjusted operating expenses and decrease in adjusted EBITDA margins are due to the following:

- *Loyalty Services*. Adjusted operating expenses, as defined, decreased $25.2 million, or 19.2%, to $105.7 million for the three months ended March 31, 2009. The decrease was driven by the change in foreign currency exchange rates which had a $24.7 million positive impact on adjusted operating expenses, as defined. On a constant currency basis, adjusted operating expenses remained relatively flat and adjusted EBITDA margin increased to 34.2% for the three months ended March 31, 2009 as compared to 23.8% in the comparable period. The increase in adjusted EBITDA margin resulted from strong revenue growth (on a constant currency basis) combined with a lower cost structure achieved through operating leverage.
- *Epsilon Marketing Services*. Adjusted operating expenses, as defined, increased $3.6 million, or 3.9%, to $95.4 million for the three months ended March 31, 2009. The increase was the result of an increase in salaries and benefits expense of $4.2 million. Adjusted EBITDA margin decreased to 18.8% for the three months ended March 31, 2009 compared to 20.5% in the same period in 2008. Our adjusted EBITDA margin was negatively impacted by the increase in the adjusted operating expenses.
- *Private Label Services.* Adjusted operating expenses, as defined, remained relatively flat increasing by $0.8 million or 1.2%, to $68.5 million for the three months ended March 31, 2009. Adjusted EBITDA

margin increased to 30.3% for the three months ended March 31, 2009 as compared to 28.4% in the comparable period in 2008. Our adjusted EBITDA margin was positively impacted by the increase in revenue as previously described.

- *Private Label Credit.* Adjusted operating expenses, as defined, increased $6.6 million, or 5.4%, to $128.6 million for the three months ended March 31, 2009. The increase was primarily related to higher servicing costs charged by our Private Label Services segment of $3.1 million and increased marketing expenses incurred on behalf of our clients of $1.4 million. Adjusted EBITDA margin decreased to 31.0% for the three months ended March 31, 2009 as compared to 41.7% in the comparable period in 2008. Our adjusted EBITDA margin was negatively impacted by the decline in revenue and increase in adjusted operating expenses as previously described.
- *Corporate/Other.* Adjusted operating expenses, as defined, increased $10.7 million, or 74.5%, to $25.2 million for the three months ended March 31, 2009. This increase was the result of information technology costs incurred to support the transition services provided to the acquirers of the merchant services and utility services businesses. Prior to their sale, such costs had been allocated to the respective businesses. Subsequent to the sale of the merchant services and utility services businesses, this segment includes both the revenue and expenses associated with the transition services agreements.

Stock compensation expense. Stock compensation expense increased $11.7 million, or 186.2%, to $18.0 million for the three months ended March 31, 2009. The increase is the result of the issuance of 3.1 million restricted stock units in April 2008 which increased expense by $12.1 million for the three months ended March 31, 2009, offset in part by the impact of certain awards which had fully amortized prior to March 31, 2009.

Depreciation and Amortization. Depreciation and amortization decreased $5.6 million, or 16.1%, to $29.3 million for the three months ended March 31, 2009 primarily due to a $2.7 million decrease in depreciation and other amortization and a $2.9 million decrease in amortization of purchased intangibles as certain assets became fully amortized.

Merger and other costs. Merger and other costs were $2.9 million for the three months ended March 31, 2009. During the three months ended March 31, 2009, we incurred approximately $3.5 million in compensation charges related to the severance of certain employees. These severance costs were offset in part by a reimbursement from our insurer in the amount of $0.6 million related to payments made to settle certain shareholder litigation associated with the Merger.

Loss on the sale of assets. In March 2008, we incurred a loss of $1.0 million related to the settlement of certain working capital accounts in connection with the disposition of our mail services business.

Operating Income. Operating income decreased $16.8 million, or 14.1%, to $101.8 million for the three months ended March 31, 2009 from $118.6 million for the comparable period in 2008. Operating income decreased due to the revenue and expense factors discussed above.

Interest Expense, net. Interest expense, net increased $14.5 million, or 84.8%, to $31.6 million for the three months ended March 31, 2009 from $17.1 million for the comparable period in 2008. Interest expense increased $10.4 million from the amortization of imputed interest expense associated with our convertible senior notes, which were issued in the third quarter of 2008, as a result of the adoption FSP APB 14-1. Interest on certificates of deposit increased $2.4 million primarily as a result of higher average balances during the three months ended March 31, 2009 than during the comparable period in 2008. Interest income decreased $2.0 million due to lower average balances of our short term cash investments, as well as a decrease in the yield earned on those short term cash investments.

Taxes. Income tax expense decreased $11.6 million to $27.2 million for the three months ended March 31, 2009 from $38.8 million for the comparable period in 2008 due to a decrease in taxable income partially offset by an increase in our effective tax rate to 38.8% for the three months ended March 31, 2009 from 38.2% for the comparable period in 2008.

Discontinued Operations

In March 2008, we determined that our merchant services and utility services businesses were not aligned with our long-term strategy and committed to a disposition plan for these businesses. These businesses have been reported as a discontinued operation in our unaudited condensed consolidated financial statements. On an after tax basis, losses from discontinued operations increased $1.7 million to $15.1 million for the three months ended March 31, 2009. The loss recorded for the three months ended March 31, 2009 was primarily the result of an $18.0 million pre-tax loss recognized in connection with the sale of the remaining portion of our utility services business. The loss recorded for the comparable period in 2008 was primarily the result of a $15.0 million pre-tax impairment charge which was offset in part by a pre-tax gain of $4.3 million associated with the sale of certain assets.

The sale of the remainder of the utility services business in February 2009 completed the disposition plan.

Asset Quality

Our delinquency and net charge-off rates reflect, among other factors, the credit risk of our private label credit card receivables, the average age of our various private label credit card account portfolios, the success of our collection and recovery efforts, and general economic conditions. The average age of our private label credit card portfolio affects the stability of delinquency and loss rates of the portfolio. We continue to focus resources on refining our credit underwriting standards for new accounts and on collections and post charge-off recovery efforts to minimize net losses.

An older private label credit card portfolio generally drives a more stable performance in the portfolio. At March 31, 2009, 63.0% of our managed accounts with balances and 62.5% of managed receivables were for accounts with origination dates greater than 24 months old. At March 31, 2008, 60.1% of managed accounts with balances and 60.4% of receivables were for managed accounts with origination dates greater than 24 months old.

Delinquencies. A credit card account is contractually delinquent if we do not receive the minimum payment by the specified due date on the cardholder's statement. It is our policy to continue to accrue interest and fee income on all credit card accounts beyond 90 days, except in limited circumstances, until the account balance and all related interest and other fees are paid or charged off, typically at 180 days delinquent. When an account becomes delinquent, we print a message on the cardholder's billing statement requesting payment. After an account becomes 30 days past due, a proprietary collection scoring algorithm automatically scores the risk of the account rolling to a more delinquent status. The collection system then recommends a collection strategy for the past due account based on the collection score and account balance and dictates the contact schedule and collections priority for the account. If we are unable to make a collection after exhausting all in-house efforts, we engage collection agencies and outside attorneys to continue those efforts.

The following table presents the delinquency trends of our managed credit card portfolio:

	March 31, 2009	% of total	December 31, 2008	% of total
	(In thousands, except percentages)			
Receivables outstanding	$4,137,755	100%	$4,531,442	100%
Receivables balances contractually delinquent:				
31 to 60 days	79,244	1.9	84,221	1.9
61 to 90 days	61,517	1.5	59,001	1.3
91 or more days	131,525	3.2	127,143	2.8
Total	$ 272,286	6.6%	$ 270,365	6.0%

Net Charge-Offs. Net charge-offs comprise the principal amount of losses from cardholders unwilling or unable to pay their account balances, as well as bankrupt and deceased cardholders, less current period recoveries. The following table presents our net charge-offs for the periods indicated on a managed basis. Average managed receivables represents the average balance of the cardholder receivables at the end of each month in the periods indicated.

	Three Months Ended March 31,	
	2009	2008
	(In thousands, except percentages)	
Average managed receivables	$ 4,279,278	$ 3,906,811
Net charge-offs	94,068	67,681
Net charge-offs as a percentage of average managed receivables (annualized)	8.8%	6.9%

See Note 5, “Securitization of Credit Card Receivables” of our unaudited condensed consolidated financial statements for additional information related to the securitization of our credit card receivables.

Liquidity and Capital Resources

Operating Activities. We have historically generated cash flows from operations, although such amounts may vary based on fluctuations in working capital and the timing of merchant settlement activity. Our operating cash flow is seasonal, with cash utilization peaking at the end of December due to increased activity in our Private Label Credit segment related to holiday retail sales.

We generated cash flow from operating activities of $71.1 million for the three months ended March 31, 2009 as compared to using cash of $26.5 million for the comparable period in 2008. The increase in operating cash flows is related to an increase in net income, as adjusted for non-cash charges, and positive changes in working capital, primarily as the result of merchant settlement activity. Merchant settlement activity is driven by the number of days of float at the end of the period. For these purposes “float” means the difference between the number of days we hold cash before remitting it to our merchants and the number of days the card associations hold cash before remitting it to us.

We utilize our cash flow from operations for ongoing business operations, acquisitions and capital expenditures.

Investing Activities. We use a significant portion of our cash flow from operations for acquisitions and capital expenditures. Cash used in investing activities was $119.1 million for the three months ended March 31, 2009 compared to cash provided by investing activities of $73.3 million for the comparable period in 2008. Significant components of investing activities are as follows:

- *Securitizations and Receivables Funding.* We generally fund all private label credit card receivables through a securitization program that provides us with both liquidity and lower borrowing costs. As of March 31, 2009, we had over $3.6 billion of securitized credit card receivables. Securitizations require credit enhancements in the form of cash, spread accounts and additional receivables. The credit enhancement is partially funded through the use of certificates of deposit issued through our subsidiaries, World Financial Network National Bank and World Financial Capital Bank. Net securitization and credit card receivable activity used cash flows of $118.3 million for the three months ended March 31, 2009 compared to providing cash of $84.7 million in the comparable period in 2008. We intend to utilize our securitization program for the foreseeable future.
- *Capital Expenditures.* Our capital expenditures for the three months ended March 31, 2009 were $10.9 million compared to $13.9 million for the comparable period in 2008. We anticipate capital expenditures to be approximately 3% of annual revenue for the foreseeable future.

Financing Activities. Cash provided by financing activities was $214.6 million for the three months ended March 31, 2009 as compared to cash used by financing activities of $17.0 million for the comparable period in 2008. Our financing activities during the three months ended March 31, 2009 relate primarily to borrowings and repayments of debt and the issuance and repayment of certificates of deposit.

Liquidity Sources. In addition to cash generated from operating activities, our primary sources of liquidity include: securitization program, certificates of deposit issued by World Financial Network National Bank and World Financial Capital Bank, our credit facility and issuances of equity securities.

In addition to our efforts to renew and expand our current facilities, we continue to seek new sources of liquidity. Certain of the announced government programs, such as the Term Asset-Backed Securities Loan Facility, are expected to facilitate the issuance of asset-backed securities and generally improve those market conditions, thus enabling us to replace maturing or short-term funding as discussed in Note 5 of our unaudited condensed consolidated financial statements contained in this Quarterly Report on Form 10-Q. We have also expanded our brokered certificates of deposit to supplement liquidity for our credit card receivables.

We believe that internally generated funds and other sources of liquidity discussed above will be sufficient to meet working capital needs, capital expenditures, and other business requirements for at least the next 12 months, including the repayment of the $250.0 million of our Series A senior notes due May 16, 2009.

Securitization Program and Off-Balance Sheet Transactions Since January 1996, we have sold a majority of the credit card receivables originated by World Financial Network National Bank to WFN Credit Company, LLC and WFN Funding Company II, LLC, which in turn sold them to World Financial Network Credit Card Master Trust, World Financial Network Credit Card Master Note Trust and World Financial Network Credit Card Master Trust III (the “WFN Trusts”) as part of our securitization program. In September 2008, we initiated a securitization program for the credit card receivables originated by World Financial Capital Bank, selling them to World Financial Capital Credit Company, LLC which in turn sold them to World Financial Capital Credit Card Master Note Trust (the “WFC Trust”). These securitization programs are the primary vehicle through which we finance World Financial Network National Bank’s and World Financial Capital Bank’s credit card receivables.

Historically, we have used both public and private asset-backed securities term transactions as well as private conduit facilities as sources of funding for our credit card receivables. Private conduit facilities have been used to accommodate seasonality needs and to bridge to completion of asset-backed securitization transactions.

We have secured and continue to secure the necessary commitments to fund our portfolio of securitized credit card receivables originated by World Financial Network National Bank and World Financial Capital Bank. However, certain of these commitments are short-term in nature and subject to renewal. There is not a guarantee that these funding sources, when they mature, will be renewed on similar terms or at all. Due to recent market events, the asset-backed securitization market has not been available at suitable volumes and pricing levels. It is difficult to predict if, or when, asset-backed securitization markets will return to their historical capacity and pricing levels.

As of March 31, 2009, the WFN Trusts and the WFC Trust had approximately $3.6 billion of securitized credit card receivables. Securitizations require credit enhancements in the form of cash, spread deposits and additional receivables. The credit enhancement is principally based on the outstanding balances of the series issued by the WFN Trusts and the WFC Trust and by the performance of the private label credit cards in these securitization trusts.

During the first quarter of 2009, we renewed our 2009-VFC1 conduit facility, increasing its capacity from $550.0 million to $666.7 million and extended the maturity of our 2008-VFN conduit facility, increasing its capacity from $600.0 million to $664.6 million.

In April 2009, World Financial Network Credit Card Master Note Trust issued $708.9 million of term asset-backed securities to investors, including those participating in the U.S. government's Term Asset-Backed Securities Loan Facility, or TALF program. The offering consisted of $560.0 million of Class A Series 2009-A asset backed notes that have a fixed interest rate of 4.6% per year, $26.6 million of Class M Series 2009-A asset backed notes that have a fixed interest rate of 6.0% per year, $33.7 million of Class B Series 2009-A asset backed notes that have a fixed interest rate of 7.5% per year and $88.6 million of Class C Series 2009-A asset backed notes that have a fixed interest rate of 9.0% per year. These notes will mature in November 2011.

Certificates of Deposit. We utilize certificates of deposit to finance the operating activities and fund securitization enhancement requirements of our credit card bank subsidiaries, World Financial Network National Bank and World Financial Capital Bank. World Financial Network National Bank and World Financial Capital Bank issue certificates of deposit in denominations of $100,000 in various maturities ranging between one month and 5 years and with effective annual fixed rates ranging from 1.0% to 5.7%. As of March 31, 2009, we had $932.9 million of certificates of deposit outstanding. Certificate of deposit borrowings are subject to regulatory capital requirements.

Credit Facility. As of March 31, 2009, borrowings under the credit facility were $501.0 million with a weighted average interest rate of 1.4%.

We utilize our credit facility and excess cash flows from operations to support our acquisition strategy and to fund working capital and capital expenditures. We were in compliance with the covenants under our credit facility as of March 31, 2009.

See Note 6, "Debt" of our unaudited condensed consolidated financial statements for more information related to our debt.

Recent Accounting Pronouncements

In April 2009, the Financial Accounting Standards Board ("FASB") issued Staff Position FAS 141R-1, "Accounting for Assets Acquired and Liabilities Assumed in a Business Combination That Arise from Contingencies" ("FSP FAS 141R-1"). The statement amends the guidance of Statement of Financial Accounting Standards ("SFAS") No. 141 (revised 2007), "Business Combinations," and establishes a model similar to that used previously under SFAS No. 141, "Business Combinations," to account for preacquisition contingencies. FSP FAS 141R-1 is effective for business combinations whose acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008. We adopted FSP FAS 141R-1 on January 1, 2009. The adoption of FSP FAS 141R-1 did not have a material impact on our consolidated financial statements.

In April 2009, the FASB issued Staff Position FAS 107-1 and APB Opinion No. 28-1, "Interim Disclosures about Fair Value of Financial Instruments" ("FSP FAS 107-1"). FSP FAS 107-1 amends SFAS No. 107, "Disclosures about Fair Values of Financial Instruments," to require disclosures about fair value of financial instruments in interim financial statements as well as in annual financial statements. The statement also amends APB Opinion No. 28, "Interim Financial Reporting," to require those disclosures in all interim financial statements. FSP FAS 107-1 is effective for interim periods ending after June 15, 2009, but early adoption is permitted for interim periods ending after March 15, 2009 under certain circumstances. We do not expect the adoption of FSP FAS 107-1 to have a material impact on our financial position or cash flows. We plan to adopt FSP FAS 107-1 and provide the additional disclosures in our interim financial statements beginning with the period ending June 30, 2009.

In April 2009, the FASB issued Staff Position FAS 157-4, "Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly" ("FSP FAS 157-4"). FSP FAS 157-4 provides additional guidance in determining whether a market for a financial asset is not active and a transaction is not distressed for fair value measurement purposes as defined in Statement of Financial Accounting Standards 157, "Fair Value Measurements." FSP FAS 157-4 is effective for interim periods ending after June 15, 2009, but early adoption is permitted for interim periods ending after March 15, 2009 under certain circumstances. We do not expect the adoption of FSP 157-4 to have a material impact on our financial position, cash flows, or disclosures.

In April 2009, the FASB issued Staff Position FAS 115-2 and FAS 124-2, "Recognition and Presentation of Other-Than-Temporary Impairment," ("FSP FAS 115-2"). FSP FAS 115-2 provides guidance in determining whether impairments in debt securities are other than temporary, and modifies the presentation and disclosures surrounding such instruments. FSP FAS 115-2 is effective for interim periods ending after June 15, 2009, but early adoption is permitted for interim periods ending after March 15, 2009 under certain circumstances. We do not expect the adoption of FSP FAS 115-2 to have a material impact on our financial position, cash flows, or disclosures.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Market Risk

Market risk is the risk of loss from adverse changes in market prices and rates. Our primary market risks include off-balance sheet risk, interest rate risk, credit risk, foreign currency exchange rate risk and redemption reward risk.

There has been no material change from our Annual Report on Form 10-K for the year ended December 31, 2008 related to our exposure to market risk from off-balance sheet risk, credit risk, foreign currency exchange risk and redemption reward risk. We are presenting interest rate risk to reflect the changes since December 31, 2008 in both our on- and off-balance sheet borrowing activities.

Interest Rate Risk

Interest rate risk affects us directly in our lending and borrowing activities. Our total interest expense incurred was approximately $70.6 million through March 31, 2009, which includes both on- and off-balance sheet transactions. Of this total, $32.1 million of the interest expense for three months ended March 31, 2009 was attributable to on-balance sheet indebtedness and the remainder was attributable to our securitized credit card receivables, which are financed off-balance sheet. To manage our risk from market interest rates, we actively monitor the interest rates and the interest sensitive components both on- and off-balance sheet to minimize the impact that changes in interest rates have on the fair value of assets, net income and cash flow. To achieve this objective, we manage our exposure to fluctuations in market interest rates by matching asset and liability repricings and through the use of fixed-rate debt instruments to the extent that reasonably favorable rates are obtainable with such arrangements. In addition, we enter into derivative financial instruments such as interest rate swaps and treasury locks to mitigate our interest rate risk on a related financial instrument or to lock the interest rate on a portion of our variable debt. We do not enter into derivative or interest rate transactions for trading or other speculative purposes. At March 31, 2009, we had $6.2 billion of debt, including $3.7 billion of off-balance sheet debt from our securitization programs.

	As of March 31, 2009		
	Fixed Rate	Variable Rate	Total
		(In millions)	
Off-balance sheet	$2,104.0	$ 1,549.6	$3,653.6
On-balance sheet	1,129.6	1,433.9	2,563.5
Total	$3,233.6	$ 2,983.5	$6,217.1

- At March 31, 2009, our fixed rate off-balance sheet debt was locked at a current effective interest rate of 4.8% through interest rate swap agreements.
- At March 31, 2009, our fixed rate on-balance sheet debt was subject to fixed rates with a weighted average interest rate of 8.0%.

The approach we use to quantify interest rate risk is a sensitivity analysis which we believe best reflects the risk inherent in our business. This approach calculates the impact on pre-tax income from an instantaneous and sustained increase in interest rates of 1.0%. For the three months ended March 31, 2009, a 1.0% increase in interest rates would have resulted in a decrease to fiscal year pre-tax income of approximately $28.4 million. Conversely, a corresponding decrease in interest rates would have resulted in a comparable increase to pre-tax income. Our use of this methodology to quantify the market risk of financial instruments should not be construed as an endorsement of its accuracy or the appropriateness of the related assumptions. The foregoing sensitivity analysis is limited to the potential impact of an interest rate increase of 1.0% on cash flows and fair values, and does not address default or credit risk.

Item 4. Controls and Procedures.

Evaluation

As of March 31, 2009, we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Interim Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Rule 13a-15 of the Securities Exchange Act of 1934. Based upon that evaluation, our Chief Executive Officer and Interim Chief Financial Officer concluded that as of March 31, 2009 (the end of our first fiscal quarter), our disclosure controls and procedures are effective. Disclosure controls and procedures are controls and procedures designed to ensure that information required to be disclosed in our reports filed or submitted under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms and include controls and procedures designed to ensure that information we are required to disclose in such reports is accumulated and communicated to management, including our Chief Executive Officer and Interim Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

During the first quarter of 2009, we completed the process of converting the Loyalty Services’ legacy general ledger platform to the platform utilized by the majority of our business units. There have been no other changes in our internal control over financial reporting that occurred during our last fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

FORWARD-LOOKING STATEMENTS

This Form 10-Q and the documents incorporated by reference herein contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Such statements may use words such as “anticipate,” “believe,” “estimate,” “expect,” “intend,” “predict,” “project” and similar expressions as they relate to us or our management. When we make forward-looking statements, we are basing them on our management’s beliefs and assumptions, using information currently available to us. Although we believe that the expectations reflected in the forward-looking statements are reasonable, these forward-looking statements are subject to risks, uncertainties and assumptions, including those discussed in the “Risk Factors” section in our Annual Report on Form 10-K for the year ended December 31, 2008 and Item 1A of this Quarterly Report.

If one or more of these or other risks or uncertainties materialize, or if our underlying assumptions prove to be incorrect, actual results may vary materially from what we projected. Any forward-looking statements contained in this quarterly report reflect our current views with respect to future events and are subject to these and other risks, uncertainties and assumptions relating to our operations, results of operations, growth strategy and liquidity. These risks, uncertainties and assumptions include those made with respect to and any developments related to the termination of the proposed merger with an affiliate of The Blackstone Group L.P., including risks and uncertainties arising from actions that the respective parties to the merger agreement may take in connection therewith. We have no intention, and disclaim any obligation, to update or revise any forward-looking statements, whether as a result of new information, future results or otherwise.

PART II

Item 1. Legal Proceedings.

On May 17, 2007, we entered into an Agreement and Plan of Merger by and among the Company, Aladdin Solutions, Inc. (f/k/a Aladdin Holdco, Inc., “Parent”) and Aladdin Merger Sub, Inc. (“Merger Sub” and together with Parent, the “Blackstone Entities”) (the “Merger Agreement”), pursuant to which the Company was to be acquired by affiliates of The Blackstone Group L.P. (the “Merger”).

On January 30, 2008, we filed a lawsuit against the Blackstone Entities in the Delaware Court of Chancery, seeking specific performance to compel the Blackstone Entities to comply with their obligations under the Merger Agreement, including their covenants to obtain required regulatory approvals and to consummate the Merger. On February 8, 2008, we filed a motion to dismiss this lawsuit without prejudice in response to the Blackstone Entities’ confirmation of their commitment to work to consummate the Merger.

On March 17, 2008, we notified the Blackstone Entities that they were in breach of the Merger Agreement and demanded that the Blackstone Entities cure the breaches including, among other things, obtaining required regulatory approvals from the OCC and the FDIC.

On April 18, 2008, Parent repudiated the Merger Agreement by sending us a notice purporting to terminate the contract. The notice of termination was ineffective because the Merger Agreement cannot be terminated under the relevant termination provision by a party that is in breach. Subsequently, on April 18, 2008, we terminated the Merger Agreement because of the Blackstone Entities’ repudiation and their refusal to timely cure their breaches and perform their covenants and agreements, thereby causing specified closing conditions not to be satisfied.

Pursuant to the Merger Agreement, if we terminate the Merger Agreement as a result of Parent’s or Merger Sub’s breach or failure to perform that causes specified closing conditions not to be satisfied, Parent is required to pay, or cause to be paid, to us a fee of $170.0 million (the “Business Interruption Fee”). Blackstone Capital PartnersV L.P. (“BCP V”) provided a limited guarantee pursuant to which, among other things, BCP V guarantees payment of the Business Interruption Fee and up to $3.0 million of other amounts for which the Blackstone Entities are liable under the Merger Agreement. We have demanded that Parent pay the Business Interruption Fee, and commenced litigation on April 18, 2008 seeking full and timely payment of this fee by BCP V, as guarantor of the fee, in the New York State Supreme Court (the “New York action”).

On April 21, 2008, the Blackstone Entities filed an action for declaratory judgment in the Delaware Court of Chancery against us seeking an order declaring that, among other things, the Blackstone Entities are not in breach of the Merger Agreement and that they are not obligated to pay the Business Interruption Fee (the “Delaware declaratory judgment action”).

On May 30, 2008, we filed a breach of contract in the Delaware Court of Chancery against BCP V, Parent and Merger Sub seeking payment of the Business Interruption Fee (the “Delaware contract action”).

Pursuant to the parties’ agreement, the New York action was stayed pending completion of the Delaware contract action, and the Blackstone Entities voluntarily dismissed the Delaware declaratory judgment action. We filed an amended complaint in the Delaware contract action on June 25, 2008, asserting the same claims seeking payment of the Business Interruption Fee, though Merger Sub was dropped as a defendant. The remaining defendants, BCP V and Parent, filed a motion to dismiss the amended complaint on July 14, 2008. We filed our opposition brief to the motion to dismiss the amended complaint on August 13, 2008, and defendants filed their reply brief on August 27, 2008. A hearing on the motion to dismiss was held on October 17, 2008. The Delaware Court of Chancery granted defendants motion to dismiss the amended complaint on January 15, 2009. We filed an appeal to the Delaware Court of Chancery’s opinion and order dismissing the amended complaint in its entirety with the Delaware Supreme Court on March 30, 2009, and defendants filed their answering brief on April 29, 2009.

In addition, from time to time we are involved in various claims and lawsuits arising in the ordinary course of our business that we believe will not have a material adverse affect on our business or financial condition, including claims and lawsuits alleging breaches of our contractual obligations.

Item 1A. Risk Factors.

Other than as set forth below, there have been no material changes to the Risk Factors previously disclosed in our Annual Report on Form 10-K for the year ended December 31, 2008.

Interest rate increases could significantly reduce the amount we realize from the spread between the yield on our assets and our cost of funding.

Interest Rate Risk. Interest rate risk affects us directly in our lending and borrowing activities. Our total interest incurred was approximately $70.6 million through March 31, 2009, which includes both on- and off-balance sheet transactions. Of this total, $32.1 million of the interest expense for three months ended March 31, 2009 was attributable to on-balance sheet indebtedness and the remainder was attributable to our securitized credit card receivables, which are financed off-balance sheet. To manage our risk from market interest rates, we actively monitor the interest rates and the interest sensitive components both on- and off-balance sheet to minimize the impact that changes in interest rates have on the fair value of assets, net income and cash flow. To achieve this objective, we manage our exposure to fluctuations in market interest rates by matching asset and liability repricings and through the use of fixed-rate debt instruments to the extent that reasonably favorable rates are obtainable with such arrangements. In addition, we enter into derivative financial instruments such as interest rate swaps and treasury locks to mitigate our interest rate risk on a related financial instrument or to lock the interest rate on a portion of our variable debt. We do not enter into derivative or interest rate transactions for trading or other speculative purposes. At March 31, 2009, we had $6.2 billion of debt, including $3.7 billion of off-balance sheet debt from our securitization programs.

	As of March 31, 2009		
	Fixed Rate	Variable Rate (In millions)	Total
Off-balance sheet	$2,104.0	$ 1,549.6	$3,653.6
On-balance sheet	1,129.6	1,433.9	2,563.5
Total	$3,233.6	$ 2,983.5	$6,217.1

- At March 31, 2009, our fixed rate off-balance sheet debt was locked at a current effective interest rate of 4.8% through interest rate swap agreements.
- At March 31, 2009, our fixed rate on-balance sheet debt was subject to fixed rates with a weighted average interest rate of 8.0%.

The approach we use to quantify interest rate risk is a sensitivity analysis which we believe best reflects the risk inherent in our business. This approach calculates the impact on pre-tax income from an instantaneous and sustained increase in interest rates of 1.0%. For the three months ended March 31, 2009, a 1.0% increase in interest rates would have resulted in a decrease to fiscal year pre-tax income of approximately $28.4 million. Conversely, a corresponding decrease in interest rates would have resulted in a comparable increase to pre-tax income. Our use of this methodology to quantify the market risk of financial instruments should not be construed as an endorsement of its accuracy or the appropriateness of the related assumptions. The foregoing sensitivity analysis is limited to the potential impact of an interest rate increase of 1.0% on cash flows and fair values, and does not address default or credit risk.

Table of Contents

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

On July 30, 2008, we announced that our Board of Directors authorized a new stock repurchase program to acquire up to an additional $1.3 billion of our outstanding common stock through December 2009, subject to any restrictions pursuant to the terms of our credit agreements or otherwise.

The following table presents information with respect to those purchases of our common stock made during the three months ended March 31, 2009.

Period	Total Number of Shares Purchased(1)	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs(2)
			(In millions)	
During 2009:				
January 1-31	1,032,384	$ 42.68	1,029,800	$ 751.9
February 1-28	2,491,392	33.58	2,475,857	668.7
March 1-31	1,228,848	29.23	1,224,045	632.9
Total	4,752,624	$ 34.44	4,729,702	$ 632.9

(1) During the period represented by the table, 22,922 shares of our common stock were purchased by the administrator of our 401(k) and Retirement Saving Plan for the benefit of the employees who participated in that portion of the plan.
(2) On July 30, 2008, we announced that our Board of Directors authorized a subsequent stock repurchase program to acquire up to an additional $1.3 billion of our outstanding common stock through December 31, 2009, subject to any restrictions pursuant to the terms of our credit agreements or otherwise.

Item 3. Defaults Upon Senior Securities.

None

Item 4. Submission of Matters to a Vote of Security Holders.

None

Item 5. Other Information.

(a) None

(b) None

Table of Contents

Item 6. Exhibits.

(a) *Exhibits:*

EXHIBIT INDEX

Exhibit No.	Description
3.1	Second Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit No. 3.1 to our Registration Statement on Form S-1 filed with the SEC on March 3, 2000, File No. 333-94623).
3.2	Second Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit No. 3.2 to our Registration Statement on Form S-1 filed with the SEC on March 3, 2000, File No. 333-94623).
3.3	First Amendment to the Second Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit No. 3.3 to our Registration Statement on Form S-1 filed with the SEC on May 4, 2001, File No. 333-94623).
3.4	Second Amendment to the Second Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit No. 3.4 to our Annual Report on Form 10-K, filed with the SEC on April 1, 2002, File No. 001-15749).
3.5	Third Amendment to the Second Amended and Restated Bylaws of the Registrant (incorporated by reference to Exhibit No. 3.2 to our Current Report on Form 8-K, filed with the SEC on February 18, 2009, File No. 001-15749).
4	Specimen Certificate for shares of Common Stock of the Registrant (incorporated by reference to Exhibit No. 4 to our Quarterly Report on Form 10-Q, filed with the SEC on August 8, 2003, File No. 001-15749).
+*10.1	Alliance Data Systems Corporation Amended and Restated Executive Deferred Compensation Plan, effective January 1, 2008.
+10.2	Transition Agreement, dated as of March 27, 2009, by and between J. Michael Parks and ADS Alliance Data Systems, Inc. (incorporated by reference to Exhibit No. 10.1 to our Current Report on Form 8-K, filed with the SEC on March 30, 2009, File No. 001-15749).
+10.3	Separation Agreement and General Release of Claims, dated as of March 24, 2009, by and among John W. Scullion, LoyaltyOne, Inc. and Alliance Data Systems Corporation (incorporated by reference to Exhibit No. 10.2 to our Current Report on Form 8-K, filed with the SEC on March 30, 2009, File No. 001-15749).
+10.4	Time-Based Restricted Stock Unit Award Agreement under the 2005 Long Term Incentive Plan, dated as of March 27, 2009, by and between J. Michael Parks and Alliance Data Systems Corporation (incorporated by reference to Exhibit No. 10.3 to our Current Report on Form 8-K, filed with the SEC on March 30, 2009, File No. 001-15749).
10.5	Series 2009-A Indenture Supplement, dated as of April 14, 2009 (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K, filed with the SEC by WFN Credit Company, LLC and World Financial Network Credit Card Master Note Trust on April 20, 2009, File Nos. 333-60418 and 333-113669).
*31.1	Certification of Chief Executive Officer of Alliance Data Systems Corporation pursuant to Rule 13a-14 (a) promulgated under the Securities Exchange Act of 1934, as amended.
*31.2	Certification of Chief Financial Officer of Alliance Data Systems Corporation pursuant to Rule 13a-14(a) promulgated under the Securities Exchange Act of 1934, as amended.

Exhibit No.	Description
*32.1	Certification of Chief Executive Officer of Alliance Data Systems Corporation pursuant to Rule 13a-14(b) promulgated under the Securities Exchange Act of 1934, as amended, and Section 1350 of Chapter 63 of Title 18 of the United States Code.
*32.2	Certification of Chief Financial Officer of Alliance Data Systems Corporation pursuant to Rule 13a-14(b) promulgated under the Securities Exchange Act of 1934, as amended, and Section 1350 of Chapter 63 of Title 18 of the United States Code.

* Filed herewith

\+ Management contract, compensatory plan or arrangement

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ALLIANCE DATA SYSTEMS CORPORATION

By: /s/ EDWARD J. HEFFERNAN

Edward J. Heffernan
President and Chief Executive Officer

Date: May 11, 2009

By: /s/ MICHAEL D. KUBIC

Michael D. Kubic
Senior Vice President, Interim Chief Financial Officer, Corporate Controller, and Chief Accounting Officer (Principal Financial and Accounting Officer)

Date: May 11, 2009

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* Filed herewith

\+ Management contract, compensatory plan or arrangement

Exhibit 10.1

ALLIANCE DATA SYSTEMS CORPORATION

EXECUTIVE DEFERRED COMPENSATION PLAN

Amended and restated effective January 1, 2008

ALLIANCE DATA SYSTEMS CORPORATION
EXECUTIVE DEFERRED COMPENSATION PLAN

TABLE OF CONTENTS

ARTICLE I — PREAMBLE

The Alliance Data Systems Corporation Supplemental Executive Retirement Plan (the "SERP") was established, effective May 1, 1999, to provide an opportunity for a select group of management and highly compensated employees to defer a portion of their regular compensation and bonuses payable for services rendered to Alliance Data Systems Corporation ("ADSC") and its participating affiliates and to receive certain employer contributions. On December 8, 2004, due to changes in the law, the Compensation Committee of the Board of Directors of ADSC took action to freeze the SERP, effective December 31, 2004. Effective January 1, 2005, contributions shall be made to the Alliance Data Systems Corporation Executive Deferred Compensation Plan (the "Plan"), which is simply the SERP amended, restated, and renamed. The provisions of the SERP, as in effect on December 31, 2004, shall govern any compensation or employer contribution that is "deferred," within the meaning of Code Section 409A, prior to January 1, 2005. Compensation and employer contributions deferred on or after such date shall be governed by the provisions of the Plan. The plan is hereby amended and restated on December 7, 2007 and effective January 1, 2008 to accommodate additional changes in applicable laws and regulations. The purpose of the Plan continues to be to assist in attracting and retaining qualified individuals to serve as officers and key managers. The Plan is unfunded for tax purposes and for purposes of Title I of ERISA.

ARTICLE II — DEFINITIONS

2.1 **Account** means the account maintained on the books of an Employer for the purpose of accounting for Associate Contributions and Company Contributions, if any, allocated to a Participant. Each Account shall be a bookkeeping entry only and shall be used solely as a device for the measurement and determination of the amounts to be paid to a Participant, or his or her designated beneficiary, pursuant to the Plan.

2.2 **ADSC** means Alliance Data Systems Corporation.

2.3 **Alliance** or **ADSI** means ADS Alliance Data Systems, Inc.

2.4 **Associate** means any person receiving compensation for personal services rendered in the employment of an Employer.

2.5 **Associate Contributions** means both Elective Contributions and Section 415 Contributions.

2.6 **Change in Control** means one of the following events: (i) the merger, consolidation or other reorganization of ADSC in which its outstanding common stock, $0.01 par value, is converted into or exchanged for a different class of securities of ADSC, a class of securities of any other issuer (except a direct or indirect wholly owned subsidiary of ADSC), cash, or other property, (ii) the sale, lease or exchange of all or substantially all of the assets of ADSC to any other corporation or entity (except a direct or indirect wholly owned subsidiary of ADSC), (iii) the adoption by the stockholders of ADSC of a plan of liquidation and dissolution, (iv) the acquisition (other than any acquisition pursuant to any other clause of this definition) by any person or entity other than (*x*) Welsh Carson Anderson & Stowe partnerships and partners or (*y*) Limited Brands, Inc. and its affiliates, including without limitation a “group” as contemplated by Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (whether or not such Act is then applicable to ADSC), of beneficial ownership, as contemplated by such section, of more than twenty percent (20%) (based on voting power) of ADSC’s outstanding capital stock and such person, entity or group either has, or either publicly or by written notice to ADSC states an intention to seek, a representative member on the Board, (v) the acquisition (other than any acquisition pursuant to any other clause of this definition) by any person, entity or group other than (*x*) Welsh Carson Anderson & Stowe partnerships and partners or (*y*) Limited Brands, Inc. and its affiliates, of beneficial ownership of more than thirty percent (30%) (based on voting power) of ADSC’s outstanding capital stock, or (vi) as a result of or in connection with a contested election of directors, the persons who were the directors of ADSC before such election shall cease to constitute a majority of the Board.

2.7 **Code** means the Internal Revenue Code of 1986, as amended.

2.8 **Code Section 401(a)(4) Limit** means the limit on the amount of the Retirement Contribution or the Discretionary Profit Sharing Contribution a Participant may receive under the Qualified Plan on account of the nondiscrimination requirements imposed under Code Section 401(a)(4), as determined by the Benefits Administration Committee of the Qualified Plan in its discretion.

2.9 **Code Section 401(a)(17) Limit** means the limit imposed under Code section 401(a)(17) on the amount of a Participant’s compensation that may be taken into account under the Qualified Plan. This limit is subject to adjustment each year.

2.10 **Code Section 415 Limit** means the limit imposed under Code section 415 on the amount that may be contributed with respect to a Participant under the Qualified Plan. This limit is subject to adjustment each year.

2.11 **Committee** means the committee appointed pursuant to Section 10.1 to administer the Plan.

2.12 **Company Contribution** means a contribution made by an Employer to the Plan pursuant to Section 4.3 or Section 4.4.

2.13 **Discretionary Profit Sharing Contribution** means the non-matching contribution made by an Employer to the Qualified Plan pursuant to its section 4.8 in effect as of January 1, 2004.

2.14 **Eligible Compensation** means base salary or wages, performance based cash incentives, and commissions paid annually to an Associate, increased by the amount of any pre-tax contributions to the Qualified Plan or other benefit plans under section 125 of the Code and by the amount of any Elective Contributions. Excluded from Eligible Compensation are Company Contributions, Section 415 Contributions, severance payments, disability payments, workers compensation payments, stock option earnings, restricted stock or other equity-based compensation, referral or sign-on bonuses, service-related cash awards, and gross-up of wages for contest or other earnings. Eligible Compensation in excess of $1 million annually shall not be taken into account under the Plan.

2.15 **Elective Contributions** means contributions directed by a Participant to the Plan pursuant to Section 4.1.

2.16 **Employer** means Alliance and any other entity affiliated with ADSC that has adopted the Plan with the approval of the Committee.

2.17 **ERISA** means the Employee Retirement Income Security Act of 1974, as amended.

2.18 **Incentive Compensation** means that portion of a Participant's Eligible Compensation that is paid as an incentive bonus based on performance, including, but not limited to commissions, spot bonuses, and annual incentive compensation payments.

2.19 **Participant** means an Associate who is eligible to participate in the Plan.

2.20 **Plan** means this Alliance Data Systems Corporation Executive Deferred Compensation Plan.

2.21 **Qualified Plan** means the Alliance Data Systems 401(k) and Retirement Savings Plan.

2.22 **Regular Compensation** means a Participant's base salary or wages.

2.23 **Retirement Contribution** means the non-matching contribution made to the Qualified Plan pursuant to its Section 4.5 in effect as of January 1, 2004.

2.24 **Section 415 Contributions** means contributions made pursuant to Section 4.2.

2.25 **Specified Participant** means a Participant who as of the date of the Participant's separation from service, is a key employee (within the meaning of Code Section 416(i) without regard to paragraph (5) thereof) of an Employer at any time during the year ending on the December 31st (the "Specified Participant Identification Date") immediately preceding the 12-month period beginning on April 1st (the "Specified Participant Effective Date") that includes the date of the Participant's separation from service. Notwithstanding the foregoing, the Employer may, in accordance with the requirements of Treasury Regulation Section 1.409A-1(i)(3) and (i)(8), designate a date other than December 31st to be the Specified Participant Identification Date, and may, in accordance with the requirements of Treasury Regulation Section 1.409A-1(i)(4) and (i)(8), designate a date other than April 1st to be the Specified Participant Effective Date.

ARTICLE III — ELIGIBILITY

3.1 **Eligibility**. All full time Associates who are on the United States payroll of an Employer are eligible to participate in the Plan provided (i) the Associate's Regular Compensation is at least $150,000 on an annual basis, or the Associate's Eligible Compensation was at least $170,000 as of December 31st, 2003, and has not fallen below that amount in any subsequent year, and (ii) the Associate is a participant in the Qualified Plan.

3.2 **Enrollment Procedure**. Each Participant shall be eligible for a Company Contribution and a Section 415 Contribution without application. To be eligible to make Elective Contributions, a Participant must complete and file the Enrollment Form approved by the

Committee prior to the beginning of the calendar year in which the Participant performs the services for which the election is to be effective or, in the first calendar year in which an Associate becomes eligible to participate in the Plan, no later than thirty (30) days after the first day of such eligibility and effective for services to be performed subsequent to the election. For this purpose, the first day of eligibility shall be the earlier of (i) the first day of the month that next follows the date that an Associate first satisfies the criteria of Section 3.1; or (ii) the date on which the Associate is first eligible to participate in any agreement, method, program or other arrangement with respect to which deferrals of compensation are treated, together with deferrals of compensation under the Plan, as having been deferred under a single nonqualified deferred compensation plan under Section 1.409A-1(c)(2) of the Treasury Regulations. A Participant's election to make Elective Contributions for a calendar year shall become irrevocable on the last day for filing the Enrollment Form as set forth in this Section 3.2. If a Participant does not elect to make Elective Contributions before the last day for filing the Enrollment Form for any calendar year, he or she may not make Elective Contributions until the following calendar year.

3.3 **Modification**. A Participant may change or revoke an election to make Elective Contributions at any time on or before the last day for filing the Enrollment Form as set forth in Section 3.2. A Participant may not revoke, change or terminate an Elective Contributions election for the calendar year at any time thereafter.

3.4 **Ineligible Participant**. Notwithstanding any other provisions of this Plan, if the Committee believes that any Participant may not qualify as a member of a group of "management or highly compensated employees," as determined in accordance with sections 201(2), 301(a)(3), and 401(a)(l) of ERISA, the Committee in its sole discretion may direct that such Participant shall cease to be eligible to participate in this Plan as of the next following calendar year. Notwithstanding the foregoing, such Participant's Elective Contributions, if any, then in effect for the calendar year in which such determination has been made shall continue until the earlier of (i) the end of such calendar year, or (ii) the date that Elective Contributions would otherwise cease pursuant to Section 8.1 or 8.2.

ARTICLE IV — CONTRIBUTIONS

4.1 **Elective Contributions.** At the time of enrollment, a Participant may direct an Employer to withhold a percentage of the Regular Compensation and also, provided the enrollment is effective no later than April 1st of the applicable year, the Incentive Compensation earned for services performed in the year for which the enrollment is effective and allocate it to his or her Account. The percentage selected for each type of Compensation may be any whole number percentage up to fifty (50).

4.2 **Section 415 Contributions.** Whether or not a Participant elects to make Elective Contributions, the Employer shall allocate to each Participant any contributions to the Qualified Plan that would otherwise have been returned to the Participant on account of the Code Section 415 Limit, except that any such amount shall be returned to the Participant in cash if it (i) is attributable to after-tax contributions, or (ii) does not exceed $200.00 and the Participant does not have an Account.

4.3 **Make-Up Retirement Contributions.** Whether or not a Participant elects to make Elective Contributions, the Employer shall allocate to each Participant an amount equal to the amount of the Retirement Contribution, if any, that the Employer could not make to such Participant under the Qualified Plan because of either (i) the Code Section 401(a)(4) Limit, or (ii) the Code Section 401(a)(17) Limit, reduced, if necessary, to take into account the $1 million limit on Eligible Compensation, provided, however, that if the Participant does not already have an Account, such allocation shall be made only if the amount to be so allocated exceeds $200.00. If the amount to be allocated does not exceed $200.00, it will be paid in cash.

4.4 **Make-Up Discretionary Profit Sharing Contributions.** Whether or not a Participant elects to make Elective Contributions, the Employer shall allocate to each Participant an amount equal to the amount of the Discretionary Profit Sharing Contribution, if any, that the Employer could not make to such Participant under the Qualified Plan because of either (i) the Code Section 401(a)(4) Limit, or (ii) the Code Section 401(a)(17) Limit, reduced, if necessary, to take into account the $1 million limit on Eligible Compensation, provided, however, if the Participant does not already have an Account, such allocation shall be made only if the amount to be so allocated exceeds $200.00. If the amount to be allocated does not exceed $200.00, it will be paid in cash.

4.5 **Crediting Contributions.** The amount of Eligible Compensation that a Participant elects to defer pursuant to Section 4.1 shall be credited to the Participant's Account as of the date such Compensation would otherwise become payable to the Participant. Section 415 Contributions shall be credited as of the date distributed from the Qualified Plan. Company Contributions shall be credited as of the date such contributions would otherwise have been made under the Qualified Plan.

ARTICLE V — LEAVE OF ABSENCE

5.1 **Paid Leave of Absence.** If a Participant is authorized by an Employer for any reason to take a paid bona fide leave of absence, the Participant shall continue to be considered employed by the Employer for up to six months of such leave, or if longer, for so long as the Participant retains a right to reemployment with the Employer under an applicable statute or by contract (the "Maximum Leave Period"). Associate Contributions shall continue during such paid leave of absence up to the Maximum Leave Period, and the Participant shall remain eligible for Company Contributions.

5.2 **Unpaid Leave of Absence.** If a Participant is authorized by the Employer for any reason to take an unpaid bona fide leave of absence, the Participant shall continue to be considered employed by the Employer during such leave up to the Maximum Leave Period, but Elective Contributions shall cease until the Participant returns to a paid employment status. Upon such return, Elective Contributions shall resume. Notwithstanding the foregoing, Elective Contributions with respect to any Regular Compensation or Incentive Compensation that would otherwise be payable to the Participant during a period of leave, up to the Maximum Leave Period, shall be made pursuant to the Participant's election then in effect for such compensation. The Participant shall remain eligible for Company Contributions and Section 415 Contributions.

ARTICLE VI — VESTING

6.1 **Vesting**. Participants are always 100% vested in their Associate Contributions and the earnings on these contributions. Participants shall be 100% vested in their Company Contributions and the earnings thereon, after being credited with three (3) Years of Vesting Service under the Qualified Plan, and until then shall be totally unvested. If a Participant separates from service and receives a payout of his vested Account at a time when the Account is not fully vested, the Participant will forfeit the nonvested portion of the Account; and the forfeiture shall not be restored for any reason, including a subsequent reemployment. Forfeitures shall be used to offset future Company Contributions. Upon termination of the Plan, unallocated forfeitures shall be returned to the Employer.

6.2 **Change of Control**. In the event of a Change of Control, all Participants shall be 100% vested in their Company Contributions, notwithstanding Section 6.1.

ARTICLE VII — FUNDING AND INVESTMENT

7.1 **Unfunded Plan.** Neither Associate Contributions nor Company Contributions shall be set aside in a trust or otherwise funded. Any assets of an Employer available to pay Plan benefits shall be subject to the claims of the Employer’s general unsecured creditors and may be used by the Employer in its sole discretion for any purpose. Any payments made to Participants under the Plan will be made from the general assets of the Employer.

7.2 **Change of Control.** In the event of a Change of Control, ADSC will establish the type of trust known as a “rabbi trust,” to which will be contributed sufficient assets to fully fund all Accounts. All assets in the rabbi trust will remain subject to the claims of the Employer’s creditors, and a Participant will continue to have the status of an unsecured creditor with respect to the Employer’s obligation to make benefit payments.

7.3 **Investment of Accounts.** Associate and Company Contributions shall be credited with interest at a rate established by, and adjusted periodically at the sole discretion of, the Committee. The Committee may, in its sole discretion, direct that the Employer invest the amount credited to an Account, in whole or in part, in such property (real, personal, tangible or intangible), as the Committee may select (collectively the “Investments”), or may direct that the Employer retain the amount credited as cash to be added to its general assets. The Employer shall be the sole owner and beneficiary of all Investments, and all contracts and other evidences of the Investments shall be registered in the name of the Employer.

ARTICLE VIII — DISTRIBUTION OF BENEFITS

8.1 **In-Service Distributions**. A Participant who is actively employed by an Employer generally may not withdraw or otherwise access any amounts credited to an Account. However, at the time a Participant elects to make Elective Contributions, a Participant may elect to have all contributions made pursuant to that election for that year distributed in any subsequent calendar year, subject to any restriction imposed under Code Section 409A. The distribution shall be made within sixty (60) days of January 1st of the specified year or, if earlier, the date required under Section 8.2. Furthermore, amounts may be withdrawn in the event of an “unforeseeable emergency” as defined in Treasury Regulation Section 1.409A-3(i)(3)(i). Any such early withdrawal must be approved by the Committee and may not exceed the amount reasonably necessary to satisfy the emergency need, taking into account the availability of reimbursement or compensation from insurance or otherwise and the assets of the Participant (to the extent liquidation of such assets would not cause severe financial hardship), as well as any taxes incurred as a result of the distribution. If the Committee or its delegate approves a distribution on this basis, the distribution shall be made as soon as practicable thereafter and the Participant’s election to make Elective Contributions shall be cancelled immediately. The Participant shall not be eligible to make subsequent Elective Contributions until the first day of the following calendar year, pursuant to the enrollment procedure set forth in Section 3.2.

8.2 **Other Distributions**. If a Participant has a “separation from service” as defined in Treasury Regulation Section 1.409A-1(h)(1) or becomes “disabled” within the meaning of Code Section 409A(a)(2)(C), the value of the Participant’s Associate Contributions, the vested portion of the Company Contributions, and any accrued interest thereon will be distributed. For this purpose an individual who is receiving severance payments from an Employer as part of a separation agreement shall be considered to have separated from the service of the Employer; provided that such individual does not otherwise provide bona services to the Employer, whether as an employee or as an independent contractor, at a level greater than twenty percent (20%) of the average level of services performed by the individual over the immediately preceding thirty-six (36)-month period (or the full period of services if such individual was employed for less than thirty-six (36) months). Payments will be made within ninety (90) days after the Participant becomes eligible for the distribution; provided, however, that in the case of a Specified Participant, such distribution shall be paid on the date that is six (6) months and one (1) day after the date of the separation, unless the Specified Participant dies before then, in which case such distribution shall be paid pursuant to Section 8.3. All benefits will be paid in one (1) lump-sum payment, subject to applicable withholding.

8.3 **Death Benefits**. Any vested, undistributed amount credited to a Participant’s Account on the date he or she dies shall be distributed in one lump sum to the Participant’s designated beneficiary. If the Committee determines there is no valid beneficiary designation on file, or cannot locate the designated beneficiary, benefits will be paid to the Participant’s estate. Payments will be made within ninety (90) days after the date of the Participant’s death.

8.4 **Withholding**. If the Employer believes it is required to withhold and pay over any taxes or other amounts from a Participant’s Eligible Compensation pursuant to any state, federal, or local law, such amounts shall, to the extent possible, be withheld from the Participant’s Eligible Compensation before such amounts are credited under the Plan. Any additional withholding amount required shall be paid by the Participant to the Employer as a condition to the crediting of any contributions to the Participant’s Account. The Employer shall withhold any required state, federal, or local taxes or other amounts from any benefits payable to a Participant or beneficiary.

ARTICLE IX — AMENDMENT AND TERMINATION

9.1 **Amendment.** ADSC may at any time amend, suspend, or reinstate any or all of the provisions of the Plan, except that no such amendment, suspension, or reinstatement may adversely affect the vested portion of any Participant’s Account as it existed as of the effective date of such amendment, suspension, or reinstatement, without such Participant's prior written consent, unless the Committee determines, in its sole discretion, that the amendment is needed to preserve favorable tax treatment. Written notice of any amendment or other action with respect to the Plan shall be given to each Participant.

9.2 **Termination.** ADSC, in its sole discretion, may terminate this Plan at any time and for any reason whatsoever. Upon termination of the Plan, the Committee shall cause to be distributed to each Participant the entire value of the vested portion of his or her Account as soon as the distribution may be made without adverse tax consequences. To the extent applicable, such distribution may be made pursuant to a termination and liquidation of the Plan in accordance with the appropriate provisions of Treasury Regulation Section 1.409A-3(j)(4)(ix). The Committee shall take such actions as it deems appropriate, in its sole discretion, to administer any Accounts existing prior to such termination distributions.

ARTICLE X — ADMINISTRATION

10.1 **Committee**. The Committee shall administer the Plan. The members of the Committee shall be Associates who are appointed by, and serve at the pleasure of, the ADSC Board. The Committee has complete and absolute authority to interpret any provision of the Plan and, in its sole discretion, decide all questions and issues arising under the Plan including, without limitation, questions of fact, eligibility to participate in the Plan, and the amount of benefits, if any, due under the Plan. Decisions of the Committee are final and binding upon all parties. Additional information about the Plan is available by contacting:

Executive Deferred Compensation Plan Committee
c/o Vice President, Compensation
Alliance Data Systems
17655 Waterview Parkway
Dallas, TX 75252

10.2 **Claims Procedure**. In the event a Participant or beneficiary has a dispute concerning his or her benefit, the claim for the benefit shall first be submitted in writing to the Senior Director, Compensation, of Alliance. In the event that the Senior Director, Compensation, does not provide a response satisfactory to the Participant within ninety (90) days after receipt of the claim, the Participant or named beneficiary may submit the claim in writing, within sixty (60) days thereafter to the Committee, whose decision regarding the claim shall be final and binding on each Participant or person claiming under the Plan. The claimant shall be notified of the Committee's decision within sixty (60) days, unless special circumstances require an extension of time for processing, in which case a decision shall be rendered within a reasonable period of time, but not later than one hundred twenty (120) days after receipt of a request for review.

10.3 **Participant Statements**. A summary of the status of each Participant's Account, reflecting Associate Contributions, the vested and unvested Company Contributions, and accrued interest, will be prepared and distributed annually.

ARTICLE XI — MISCELLANEOUS

11.1 **Not a Contract of Employment**. This Plan shall not be deemed to constitute a contract between an Employer and any Associate or other person, whether or not in the employ of an Employer. Nothing herein contained shall be deemed to give any Associate or other person, whether or not in the employ of an Employer any right to be retained in the employ of an Employer, nor to interfere with the right of an Employer to discharge any Associate at any time or to treat the Associate without any regard to the effect which such treatment might have upon said Associate as a participant of the Plan.

11.2 **Non-Assignability**. Except as may otherwise be required by law, no distribution or payment under the Plan to any Participant, named beneficiary, heirs and successors shall be subject in any manner to anticipation, alienation, sale, transfer, assignment, pledge, encumbrance or charge, whether voluntary or involuntary; and any attempt to so anticipate, alienate, sell, transfer, assign, pledge, encumber, or charge the same shall be void. Nor shall any such distribution or payment be in any way subject to the debts, contracts, liabilities, engagements, or torts of any person entitled to such distribution or payment. If any Participant, named beneficiary, heir, or successor is adjudicated bankrupt or purports to anticipate, alienate, sell, transfer, assign, pledge, encumber, or charge any such distribution or payment, voluntarily or involuntarily, the Committee, in its discretion, may cancel such distribution or payment or may hold or cause to be held or applied such distribution or payment, or any part thereof, to or for the benefit of such Participant, named beneficiary, heir or successor in such manner as the Committee shall direct.

11.3 **Savings Clause**. If any provision of this instrument is finally held by a court of competent jurisdiction to be invalid or unenforceable, the remaining provisions hereof shall continue to be fully effective.

11.4 **Governing Law**. The provisions of the Plan shall be construed, administered and governed under applicable Federal law and the laws of the State of Delaware.

This amendment and restatement of the Alliance Data Systems Corporation Executive Deferred Compensation Plan is hereby adopted this 7th day of December, 2007, and is effective as of January 1, 2008.

ALLIANCE DATA SYSTEMS CORPORATION

Dwayne H Tucker

By: Dwayne H. Tucker
Title: Executive Vice President, Human Resources

Exhibit 31.1

**CERTIFICATION OF THE
CHIEF EXECUTIVE OFFICER
OF
ALLIANCE DATA SYSTEMS CORPORATION**

I, Edward J. Heffernan, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Alliance Data Systems Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ EDWARD J. HEFFERNAN

Edward J. Heffernan
Chief Executive Officer

Date: May 11, 2009

Exhibit 31.2

**CERTIFICATION OF THE
CHIEF FINANCIAL OFFICER
OF
ALLIANCE DATA SYSTEMS CORPORATION**

I, Michael D. Kubic, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Alliance Data Systems Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ MICHAEL D. KUBIC

Michael D. Kubic
Interim Chief Financial Officer

Date: May 11, 2009

Exhibit 32.1

CERTIFICATION OF
CHIEF EXECUTIVE OFFICER
OF
ALLIANCE DATA SYSTEMS CORPORATION

This certification is provided pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and accompanies the quarterly report on Form 10-Q for the quarter ended March 31, 2009 (the "Form 10-Q") of Alliance Data Systems Corporation (the "Registrant").

I, Edward J. Heffernan, certify that to the best of my knowledge:

(i) the Form 10-Q fully complies with the requirements of section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m(a) or 78o(d)); and

(ii) the information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

/s/ EDWARD J. HEFFERNAN
Name: **Edward J. Heffernan**
Chief Executive Officer

Dated: May 11, 2009

Subscribed and sworn to before me
this 11th day of May, 2009.

/s/ JANE BAEDKE
Name: **Jane Baedke**
Title: **Notary Public**

My commission expires:
October 23, 2012

A signed original of this written statement required by Section 906 has been provided to the Registrant and will be retained by the Registrant and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 32.2

CERTIFICATION OF
CHIEF FINANCIAL OFFICER
OF
ALLIANCE DATA SYSTEMS CORPORATION

This certification is provided pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and accompanies the quarterly report on Form 10-Q for the quarter ended March 31, 2009 (the "Form 10-Q") of Alliance Data Systems Corporation (the "Registrant").

I, Michael D. Kubic, certify that to the best of my knowledge:

(i) the Form 10-Q fully complies with the requirements of section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m(a) or 78o(d)); and

(ii) the information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

/s/ MICHAEL D. KUBIC
Name: **Michael D. Kubic**
Interim Chief Financial Officer

Dated: May 11, 2009

Subscribed and sworn to before me
this 11th day of May, 2009.

/s/ JANE BAEDKE
Name: **Jane Baedke**
Title: **Notary Public**

My commission expires:
October 23, 2012

A signed original of this written statement required by Section 906 has been provided to the Registrant and will be retained by the Registrant and furnished to the Securities and Exchange Commission or its staff upon request.