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September 9, 1999

CERTIFIED MAIL/
RETURN RECEIPT REQUESTED

Top Hat Plan Exemption
Pension and Welfare Benefits Administration
Room N-5638
U.S. Department of Labor
200 Constitution Avenue, N.W.
Washington, D.C. 20210

Re: Alliance Data Systems Supplemental Savings Plan

Dear Sir or Madam:

On behalf of our client, ADS, Alliance Data Systems, Inc., we hereby submit a statement which complies with the reporting and disclosure requirements of Regulation Section 2520.104-23. Coincident with this filing, a filing with the DFVC Program is being submitted in accordance with the provisions of the Pension and Welfare Benefits Administration's DFVC Notice (60 Federal Register 20874) dated April 27, 1995.

A self-addressed, postage-paid envelope is enclosed for your convenience in returning the enclosed duplicate of this letter after it has been time-stamped "Received".

If you have any questions, please contact me.

Very truly yours,



Joan Peifer Brandt
Employee Benefits Specialist

cc: Michelle Toney

JPB:ajo
Enclosures

ADS, Alliance Data Systems, Inc.

In accordance with the Department of Labor Regulation Section 2520.104-23 for satisfaction of the reporting and disclosure requirements of Part I of Title I of the Employee Retirement Income Security Act of 1974, as amended, the following information is provided.

The employer's name and address is:

ADS, Alliance Data Systems, Inc.

17655 Waterview Parkway

Dallas, Texas 75252

The employer identification number assigned by the Internal Revenue Service is 13-3163498.

Alliance Data Systems Corporation maintained one pension plan primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees. This plan was the Alliance Data Systems Supplemental Savings Plan. The Plan was merged into the ADS, Alliance Data Systems, Inc. Supplemental Executive Retirement Plan effective May 1, 1999. There were 15 employees eligible to participate in the Alliance Data Systems Supplemental Savings Plan.