

**ALLIANCE DATA SYSTEMS CORPORATION BOARD OF DIRECTORS
TABLE OF AUTHORITY**

Revised as of December 10, 2009

The following actions require the approval of the Board of Directors (“Board”) of Alliance Data Systems Corporation (the “Company”).

1. Approval of the Annual Operating Plan and any formal refinement of such plan.
2. Approval of any capital expenditure or lease commitment not within the Annual Operating Plan with an aggregate cost in excess of \$10 million.
3. All declarations of dividends and issuances of securities of the Company.
4. Hiring or promotion to a position as Executive Corporate Officer.
5. Compensation arrangements for the Chief Executive Officer and all members of the Company’s Executive Committee not specifically delegated to the Compensation Committee.
6. Significant corporate actions to the extent such actions are not specifically delegated to the Chief Executive Officer or the Executive Committee, including:
 - All mergers or consolidations
 - All acquisitions
 - All joint ventures
 - All divestitures
 - All material outsourcing arrangements
7. The acceptance/approval of the annual audited financial statements.
8. Material changes in accounting practice or policy.
9. Cash investment policy changes.
10. All matters relating to grants of stock options, restricted stock and restricted stock units, including establishing vesting and the other terms of such grants, not specifically delegated to the Compensation Committee.
11. Areas of material risk relating to litigation matters.
12. All matters related to the establishment of annual bonus/incentive goals not specifically delegated to the Compensation Committee.
13. Appointment or removal of directors and appointment of all Board committees and the members thereof.
14. All amendments to the Certificate of Incorporation or bylaws of the Company.
15. Any other matters judged by the Chief Executive Officer or the Board to be appropriate for Board approval or information, to include prior notification of significant matters arising in the ordinary course of the Company’s operations (*e.g.*, private label portfolio acquisitions where the portfolio acquired exceeds \$500 million in receivables).
16. All other matters requiring stockholder approval.