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VIA FEDERAL EXPRESS

June 28, 2007

Re: Notice of Change in Control With Respect to
World Financial Network National Bank

Mr. Jim Bundy
Senior Licensing Analyst
Office of the Comptroller of the Currency
Western District Office
1225 17th Street, Suite 300
Denver, CO 80202

Dear Mr. Bundy:

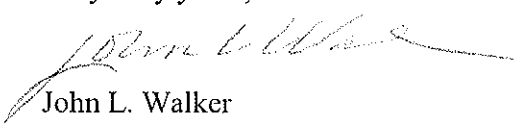
Pursuant to the Change in Bank Control Act, 12 U.S.C. § 1817(j), enclosed is the original copy of the notice of change in control (the "Notice") by Blackstone Capital Partners V ("BCP V"), an affiliate of The Blackstone Group ("Blackstone"), and certain affiliated persons set out in the Notice, to indirectly acquire World Financial Network National Bank (the "Bank"). The change in control is part of a transaction involving the merger of a BCP V-controlled entity, Aladdin Merger Sub, Inc., with Alliance Data Systems Corporation ("Alliance Data"), which owns the Bank.

Also enclosed is a check for the filing fee in the amount of \$10,000.00.

Pursuant to the Freedom of Information Act, 5 U.S.C. § 552(b)(4), and the regulations of the Office of the Comptroller of the Currency thereunder, 12 C.F.R. Part 4, Subpart B, we request that the materials that are included in the Notice and marked "Confidential" (the "Confidential Materials") not be made available to the public for inspection or copying. The Confidential Materials, which have not otherwise been disclosed to the public, contain sensitive commercial and financial information respecting the businesses of Blackstone, BCP V and the affiliated persons set out in the Notice, Alliance Data, and the Bank, and public disclosure of the Confidential Materials would likely cause substantial competitive harm to such persons.

Please contact the undersigned (212-455-7365; jwalker@stblaw.com) if you have any question regarding the Notice.

Very truly yours,


John L. Walker

Enclosures