

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM531049

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	01/01/2013		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Epsilon Marketing Services, LLC		12/19/2012	Limited Liability Company:
RECEIVING PARTY DATA			
Name:	Epsilon Data Management, LLC		
Street Address:	6021 Connection Drive		
City:	Irving		
State/Country:	TEXAS		
Postal Code:	75039		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	74552379	E-MERGE	
CORRESPONDENCE DATA			
Fax Number:	7137220122		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	7137220120		
Email:	trademarks@fleckman.com		
Correspondent Name:	John C. Cain, Fleckman & McGlynn, PLLC		
Address Line 1:	8945 Long Point Rd., Ste 120		
Address Line 4:	Houston, TEXAS 77055		
ATTORNEY DOCKET NUMBER:	5240-419		
NAME OF SUBMITTER:	John C. Cain		
SIGNATURE:	/John C. Cain/		
DATE SIGNED:	07/09/2019		
Total Attachments: 6			
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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"EPSILON MARKETING SERVICES, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "EPSILON DATA MANAGEMENT, LLC" UNDER THE NAME OF "EPSILON DATA MANAGEMENT, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2012, AT 6:01 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2013.



0758026 8100M

121404515

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0106894

DATE: 12-31-12

TRADEMARK
REEL: 006689 FRAME: 0336

**CERTIFICATE OF MERGER OF
EPSILON MARKETING SERVICES, LLC
into
EPSILON DATA MANAGEMENT, LLC**

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Act, the undersigned limited liability company executed the following Certificate of Merger:

FIRST: Epsilon Marketing Services, LLC, a Delaware limited liability company ("*Epsilon Marketing*") is currently the sole member of Epsilon Data Management, LLC, a Delaware limited liability company ("*Subsidiary*"). Effective upon the filing of this Certificate of Merger with the Secretary of State of Delaware, Epsilon Marketing shall merge itself with and into Subsidiary with Subsidiary surviving such merger. The name of the surviving limited liability company is Epsilon Data Management, LLC, a Delaware limited liability company, and the name of the limited liability company being merged into this surviving limited liability company is Epsilon Marketing Services, LLC, a Delaware limited liability company.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent limited liability companies.

THIRD: The name of the surviving limited liability company is Epsilon Data Management, LLC, a Delaware limited liability company.

FOURTH: The merger is to become effective on January 1, 2013.

FIFTH: The Agreement of Merger is on file at an office of the surviving limited liability company with an address of 7500 Dallas Parkway, Suite 700, Plano, Texas 75024.

SIXTH: A copy of the Agreement of Merger will be furnished by the surviving limited liability company on request and without cost to any member of the constituent limited liability companies.

IN WITNESS WHEREOF, said surviving limited liability company has caused this certificate to be signed by an authorized officer, this 19th day of December, 2012.

EPSILON DATA MANAGEMENT, LLC

By: Cynthia L. Hageman
Cynthia L. Hageman
Assistant Secretary

**CERTIFICATE OF MERGER OF
EPSILON MARKETING SERVICES, LLC
into
EPSILON DATA MANAGEMENT, LLC**

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Act, the undersigned limited liability company executed the following Certificate of Merger:

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SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent limited liability companies.

THIRD: The name of the surviving limited liability company is Epsilon Data Management, LLC, a Delaware limited liability company.

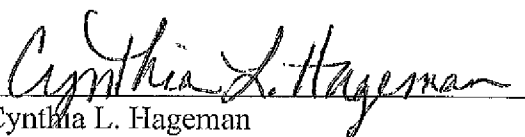
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SIXTH: A copy of the Agreement of Merger will be furnished by the surviving limited liability company on request and without cost to any member of the constituent limited liability companies.

IN WITNESS WHEREOF, said surviving limited liability company has caused this certificate to be signed by an authorized officer, this 19th day of December, 2012.

EPSILON DATA MANAGEMENT, LLC

By: 
Cynthia L. Hageman
Assistant Secretary

AGREEMENT OF MERGER

Now on this 19th day of December, 2012, Epsilon Data Management, LLC ("**EDM**" or "**Surviving LLC**") and Epsilon Marketing Services, LLC ("**Marketing**" or "**Merged LLC**"), both of which are Delaware limited liability companies, pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Act, have entered into the following Agreement of Merger.

WITNESSETH that:

WHEREAS, Marketing is the sole member of EDM and as such owns 100% of the limited liability company interest of EDM;

WHEREAS, the respective Boards of Managers of the foregoing named limited liability companies deem it advisable that the limited liability companies merge into a single limited liability company as hereinafter specified and pursuant to a certificate of merger of EDM and Marketing ("**Certificate of Merger**");

WHEREAS, EDM filed its Certificate of Incorporation in the office of the Secretary of State of Delaware on July 30, 1970, and was converted to a Delaware limited liability company effective as of 5:00 p.m. EST on December 30, 2005; and

WHEREAS, Marketing filed its Certificate of Incorporation in the office of the Secretary of State of Delaware on July 20, 2000, and was converted to a Delaware limited liability company effective as of 5:00 p.m. EST on December 30, 2005.

NOW, THEREFORE, the limited liability companies, parties to this Agreement, as approved by their respective Boards of Managers, and in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of their merger and of carrying the same into effect as follows:

FIRST: Upon the terms and subject to the conditions set forth in this Agreement, Marketing shall merge itself with and into EDM, which shall be the surviving limited liability company.

SECOND: The Certificate of Formation of EDM, as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Certificate of Formation of the limited liability company surviving this merger.

THIRD: (a) The uncertificated interest of the Merged LLC, which shall be issued and outstanding on the effective date of the merger, shall be automatically cancelled and retired, shall cease to exist and shall no longer be outstanding. The sole member of the Merged LLC, ADS Alliance Data Systems, Inc., a Delaware corporation, shall become the sole member of the Surviving LLC on the effective date of the merger and shall receive an equivalent number of uncertificated interests in the surviving LLC.

(b) The uncertificated interest of the Surviving LLC which shall be outstanding on the effective date of the merger, shall, by virtue of the merger and without any action on the part of

the holder thereof, be automatically cancelled and retired, shall cease to exist and shall no longer be outstanding; and the holder of any such uncertificated interest shall cease to have any rights with respect thereto.

(c) Upon the effective date of the merger, each option, right, or warrant to acquire an interest of the Surviving LLC, if any, shall, by virtue of the merger and without any action on the part of the holder thereof, be automatically cancelled and retired, shall cease to exist and shall no longer be outstanding; and the holder of any such options, rights, or warrants shall cease to have any rights with respect thereto.

FOURTH: The terms and conditions of the merger are as follows:

(a) The limited liability company agreement of the Surviving LLC as it shall exist on the effective date of the merger shall be and remain the limited liability company agreement of the Surviving LLC until the same shall be altered, amended or repealed as therein provided.

(b) The managers and officers of the Surviving LLC shall continue in office until the next annual meeting of members and until their successors shall have been elected and qualified.

(c) This merger shall become effective on January 1, 2013.

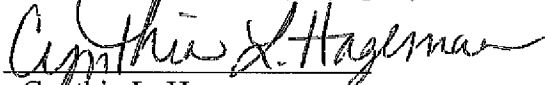
(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the Merged LLC shall be transferred to, vested in and devolve upon the Surviving LLC without further act or deed and all property, rights, and every other interest of the Surviving LLC and the Merged LLC shall be as effectively the property of the Surviving LLC as they were of the Surviving LLC and the Merged LLC respectively. The Merged LLC hereby agrees from time to time, as and when requested by the Surviving LLC or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Surviving LLC may deem to be necessary or desirable in order to vest in and confirm to the Surviving LLC title to and possession of any property of the Merged LLC acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and managers of the Merged LLC and the proper officers and managers of the Surviving LLC are fully authorized in the name of the Merged LLC or otherwise to take any and all such action. Upon and from and after the effective date of the merger, all liabilities and obligations of the Merged LLC shall become liabilities and obligations of the Surviving LLC.

FIFTH: Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by the Board of Managers of any constituent limited liability at any time prior to the time that the Certificate of Merger filed with the Secretary of State becomes effective. This Agreement may be amended by the Board of Managers of its constituent limited liability companies at any time prior to the time that the Certificate of Merger filed with the Secretary of State becomes effective, provided that an amendment made subsequent to the adoption of the Agreement by the members of any constituent limited liability company shall not (1) alter or change the amount or kind of interests, shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series

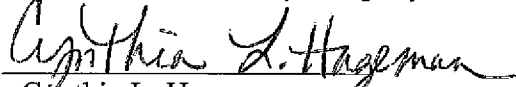
thereof of such constituent limited liability company, (2) alter or change any term of the Certificate of Formation of the Surviving LLC to be effected by the merger, or (3) alter or change any of the terms and conditions of the Agreement if such alteration or change would adversely affect the holders of any interest thereof of such constituent limited liability company.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Managers have caused these presents to be executed by the Assistant Secretary of each party hereto as the respective act, deed and agreement of said limited liability companies on this 19th day of December, 2012.

Epsilon Data Management, LLC,
a Delaware limited liability company

By: 
Cynthia L. Hageman
Assistant Secretary

Epsilon Marketing Services, LLC,
a Delaware limited liability company

By: 
Cynthia L. Hageman
Assistant Secretary