

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM729297

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
ADS ALLIANCE DATA SYSTEMS, INC.		03/23/2022	Corporation:

RECEIVING PARTY DATA

Name:	BREAD FINANCIAL PAYMENTS, INC.
Street Address:	7500 Dallas Parkway
Internal Address:	Suite 700
City:	Plano
State/Country:	TEXAS
Postal Code:	75024
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 52

Property Type	Number	Word Mark
Serial Number:	97282288	B
Serial Number:	97282290	B
Serial Number:	97282292	B
Serial Number:	97282293	B
Serial Number:	97306341	B
Serial Number:	97306342	B
Serial Number:	97306345	B
Serial Number:	97306347	B
Serial Number:	97282296	B
Serial Number:	97282298	B
Serial Number:	97282299	B
Serial Number:	97282301	B
Serial Number:	97306329	B
Serial Number:	97306332	B
Serial Number:	97306333	B
Serial Number:	97306338	B
Serial Number:	97302531	B BREAD CASHBACK
Serial Number:	97302533	B BREAD CASHBACK

CH \$1315.00 97282288

TRADEMARK

Property Type	Number	Word Mark
Serial Number:	97302534	B BREAD CASHBACK
Serial Number:	97303029	B BREAD CASHBACK
Serial Number:	97303030	BREAD CASHBACK
Serial Number:	97303035	BREAD CASHBACK
Serial Number:	97303038	BREAD CASHBACK
Serial Number:	97303039	BREAD CASHBACK
Serial Number:	97169150	BREAD FINANCIAL
Serial Number:	97170743	BREAD FINANCIAL
Serial Number:	97170838	BREAD FINANCIAL
Serial Number:	97170872	BREAD FINANCIAL
Serial Number:	97306351	B BREAD FINANCIAL
Serial Number:	97306352	B BREAD FINANCIAL
Serial Number:	97306353	B BREAD FINANCIAL
Serial Number:	97306355	B BREAD FINANCIAL
Serial Number:	97306358	B BREAD FINANCIAL
Serial Number:	97306359	B BREAD FINANCIAL
Serial Number:	97306361	B BREAD FINANCIAL
Serial Number:	97306362	B BREAD FINANCIAL
Serial Number:	97171622	BREAD FINANCIAL, THE BEST THING SINCE ON
Serial Number:	97171789	BREAD FINANCIAL, THE BEST THING SINCE ON
Serial Number:	97171802	BREAD FINANCIAL, THE BEST THING SINCE ON
Serial Number:	97171811	BREAD FINANCIAL, THE BEST THING SINCE ON
Serial Number:	97303044	B BREAD LOANS
Serial Number:	97303046	BREAD LOANS
Serial Number:	97306369	BREAD PAY
Serial Number:	97306373	BREAD PAY
Serial Number:	97306376	BREAD PAY
Serial Number:	97306379	BREAD PAY
Serial Number:	97306380	B BREAD PAY
Serial Number:	97306382	B BREAD PAY
Serial Number:	97306384	B BREAD PAY
Serial Number:	97306385	B BREAD PAY
Serial Number:	97302524	B BREAD SAVINGS
Serial Number:	97302528	BREAD SAVINGS

CORRESPONDENCE DATA

Fax Number: 5134210991

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.

Phone: 5133694250
Email: ipdocket@porterwright.com
Correspondent Name: MARTIN J. MILLER
Address Line 1: 41 SOUTH HIGH STREET
Address Line 2: 29TH FLOOR
Address Line 4: COLUMBUS, OHIO 43215

ATTORNEY DOCKET NUMBER: 4011425-229624

NAME OF SUBMITTER: MARTIN J. MILLER

SIGNATURE: /MARTIN J. MILLER/

DATE SIGNED: 05/20/2022

Total Attachments: 6

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Delaware

The First State

Page 1

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 RESTATED CERTIFICATE OF "ADS ALLIANCE DATA SYSTEMS, INC.", CHANGING ITS NAME FROM "ADS ALLIANCE DATA SYSTEMS, INC." TO "BREAD FINANCIAL PAYMENTS, INC.", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF MARCH, A.D. 2022, AT 4:36 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID RESTATED CERTIFICATE IS THE TWENTY-THIRD DAY OF MARCH, A.D. 2022 AT 12:01 O`CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

2007312 8100
SR# 20221109952

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

Authentication: 202977473
Date: 03-22-22

TRADEMARK
REEL: 007728 FRAME: 0904

AMENDED & RESTATED CERTIFICATE OF INCORPORATION OF
ADS ALLIANCE DATA SYSTEMS, INC.

ADS Alliance Data Systems, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), certifies that:

1. The current name of the Corporation is ADS Alliance Data Systems, Inc. The Corporation was originally incorporated under the name "J. C. Penney Systems Services, Inc." The Corporation's original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on April 22, 1983.

2. This Amended and Restated Certificate of Incorporation was duly adopted in accordance with Sections 141, 242 and 245 of the General Corporation Law of the State of Delaware.

3. The text of the Amended and Restated Certificate of Incorporation is set forth in EXHIBIT A attached hereto.

4. This Amended & Restated Certificate of Incorporation shall become effective at 12:01 a.m. (Eastern Time) on March 23, 2022, in accordance with the provisions of Section 103 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, ADS Alliance Data Systems, Inc. has caused this Amended and Restated Certificate of Incorporation to be signed by Joseph L. Motes III, a duly authorized officer of the Corporation, on March 22, 2022.


By: 
Joseph L. Motes III
Executive Vice President, Chief Administrative
Officer, General Counsel and Secretary

Exhibit A
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION OF
BREAD FINANCIAL PAYMENTS, INC.

1. The name of the Corporation is: Bread Financial Payments, Inc. (the "Corporation").
2. The address of its registered office in the State of Delaware is: Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name of its registered agent at such address is: The Corporation Trust Company.
3. The nature of the business or purposes to be conducted or promoted is:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.
4. The total number of shares of stock which the Corporation shall have authority to issue is one thousand (1,000) shares, consisting of one thousand (1,000) shares of common stock, par value \$1.00 per share ("Common Stock").
5. Unless otherwise specified in this Amended and Restated Certificate of Incorporation, no holder of shares of stock of the Corporation shall have any preemptive or other right to receive any securities of the Corporation.
6. (a) The number of directors of the Corporation shall be not less than one (1) nor more than ten (10), the exact number to be fixed from time to time in the manner provided by the Bylaws of the Corporation.

(b) Election of directors need not be by written ballot unless the Bylaws shall so provide. No holders of Common Stock of the Corporation shall have any rights to cumulate votes in the election of directors.
7. In furtherance of, and not in limitation of, the powers conferred by statute, the Board of Directors is expressly authorized to adopt, amend or repeal the Bylaws of the Corporation or adopt new Bylaws, without any action on the part of the stockholders; provided, however, that no such adoption, amendment, or repeal shall be valid with respect to Bylaw provisions that have been adopted, amended, or repealed by the stockholders; and further provided, that Bylaws adopted or amended by the Board of Directors and any powers thereby conferred may be amended, altered, or repealed by the stockholders.
8. The Corporation is to have perpetual existence.
9. (a) A director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director to the fullest

extent permitted by Delaware Law.

(b) (1) Each person (and the heirs, executors or administrators of such person) who was or is a party or is threatened to be made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless by the Corporation to the fullest extent permitted by Delaware Law. The right to indemnification conferred in this ARTICLE NINTH shall also include the right to be paid by the Corporation the expenses incurred in connection with any such proceeding in advance of its final disposition to the fullest extent authorized by Delaware Law. The right to indemnification conferred in this ARTICLE NINTH shall be a contract right.

(2) The Corporation may, by action of its Board of Directors, provide indemnification to such of the employees and agents of the Corporation to such extent and to such effect as the Board of Directors shall determine to be appropriate and authorized by Delaware Law.

(c) The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under Delaware Law.

(d) The rights and authority conferred in this ARTICLE NINTH shall not be exclusive of any other right which any person may otherwise have or hereafter acquire.

(e) Neither the amendment nor repeal of this ARTICLE NINTH, nor the adoption of any provision of this Amended and Restated Certificate of Incorporation or the bylaws of the Corporation, nor, to the fullest extent permitted by Delaware Law, any modification of law, shall adversely affect any right or protection of any person granted pursuant hereto existing at, or arising out of or related to any event, act or omission that occurred prior to, the time of such amendment, repeal, adoption or modification (regardless of when any proceeding (or part thereof) relating to such event, act or omission arises or is first threatened, commenced or completed).

10. The Corporation shall have the right, subject to any express provisions or restrictions contained in this Amended and Restated Certificate of Incorporation or Bylaws of the Corporation, from time to time, to amend this Amended and Restated Certificate of Incorporation or any provision thereof in any manner now or hereafter provided by law,

and all rights and powers of any kind conferred upon a director or stockholder of the Corporation by this Amended and Restated Certificate of Incorporation or any amendment thereof are conferred subject to such right.



State of Delaware

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 898
DOVER, DELAWARE 19903

8542704
BAILEY CAVALIERI
10 W. BROAD STREET
STE. 2100
COLUMBUS, OH 43215

11-22-2021

ATTN: ECORP

DESCRIPTION	AMOUNT
6411544 - BREAD FINANCIAL HOLDINGS CORPORATION - 03/22/2022 0100C Name Reserve; Charge	
Name Reservation Fee	\$75.00
6411545 - BREAD FINANCIAL PAYMENTS CORPORATION - 03/22/2022 0100C Name Reserve; Charge	
Name Reservation Fee	\$75.00
TOTAL CHARGES	\$150.00
TOTAL PAYMENTS	\$150.00
BALANCE	\$0.00