

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM735823

SUBMISSION TYPE:	RESUBMISSION
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	02/01/2022
RESUBMIT DOCUMENT ID:	900684404

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Bridg, Inc.		02/01/2022	Corporation: DELAWARE

RECEIVING PARTY DATA

Name:	Cardlytics, Inc.
Street Address:	675 Ponce De Leon Ave NE #6000
City:	Atlanta
State/Country:	GEORGIA
Postal Code:	30308
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Serial Number:	97043534	BRIDG

CORRESPONDENCE DATA

Fax Number: 4043659532

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: 4045047656

Email: aklein@mmmlaw.com

Correspondent Name: Morris, Manning & Martin, LLP

Address Line 1: 1600 Atlanta Financial Center

Address Line 2: 3343 Peachtree Road, NE

Address Line 4: Atlanta, GEORGIA 30326

NAME OF SUBMITTER:	Ashley N. Klein
SIGNATURE:	/Ashley N. Klein/
DATE SIGNED:	06/20/2022

Total Attachments: 6

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Delaware

The First State

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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 OWNERSHIP, WHICH MERGES:

"BRIDG, INC.", A DELAWARE CORPORATION,
WITH AND INTO "CARDLYTICS, INC." UNDER THE NAME OF
"CARDLYTICS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER
THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS
OFFICE ON THE FIRST DAY OF FEBRUARY, A.D. 2022, AT 1:10 O`CLOCK
P.M.



Jeffrey W. Bullock, Secretary of State

4533188 8100M
SR# 20220325376

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

Authentication: 202544221
Date: 02-01-22

TRADEMARK
REEL: 007739 FRAME: 0100

**CERTIFICATE OF OWNERSHIP AND MERGER
MERGING**

BRIDG, INC.,
a Delaware corporation
WITH AND INTO
CARDLYTICS, INC.,
a Delaware corporation

Pursuant to Section 253 of the General Corporation Law of the State of Delaware, **CARDLYTICS, INC.**, a Delaware corporation organized and existing under and by virtue of the laws of the State of Delaware ("**Parent**"),

DOES HEREBY CERTIFY THAT:

FIRST: Parent was organized pursuant to the provisions of the General Corporation Law of the State of Delaware.

SECOND: Parent owns 100% of the outstanding stock of Bridg, Inc., a corporation organized pursuant to the provisions of the General Corporation Law of the State of Delaware ("**Subsidiary**").

THIRD: The Board of Directors of Parent (the "**Board**") has adopted the resolutions as of February 1, 2022 attached as **EXHIBIT A** hereto approving the merger of Subsidiary with and into Parent, with Parent as the surviving corporation, pursuant to Section 253 of the General Corporate Law of the State of Delaware.

FOURTH: The Parent shall be the surviving corporation of the Merger

FIFTH: The Amended and Restated Certificate of Incorporation of Parent, as in effect immediately prior to the Merger, shall be the certificate of incorporation of the surviving corporation.

SIXTH: The proposed merger has been adopted, approved, certified, executed and acknowledged by the Board in accordance with the General Corporation Law of the State of Delaware.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, CARDLYTICS, INC., a Delaware corporation, has caused this certificate to be signed by its Chief Executive Officer as of February 1, 2022.

CARDLYTICS, INC.,
a Delaware corporation

By: /s/ Lynne Laube
Name: Lynne Laube
Title: Chief Executive Officer

EXHIBIT A

RESOLUTIONS OF THE BOARD OF DIRECTORS OF PARENT

**PROPOSED RESOLUTIONS OF THE
BOARD OF DIRECTORS OF
CARDLYTICS, INC.**

APPROVAL OF MERGER WITH BRIDG, INC.

WHEREAS, Cardlytics, Inc., a Delaware corporation (the “*Company*”) holds legal and beneficial ownership of all of the outstanding shares of capital stock of Bridg, Inc., a Delaware corporation (“*Subsidiary*”); and

WHEREAS, the Company’s board of directors (the “*Board*”) considers it to be in the best interests of the Company to merge Subsidiary with and into the Company pursuant to Section 253 of the Delaware General Corporation Law.

NOW, THEREFORE, BE IT RESOLVED, that the Company be, and it hereby is, authorized to effect a merger (the “*Merger*”) of Subsidiary with and into the Company with the Company as the surviving entity and the existence of Subsidiary ceasing;

RESOLVED FURTHER, that the Agreement and Plan of Merger between the Company and Subsidiary in the form as attached hereto as EXHIBIT A (the “*Merger Agreement*”) be, and it hereby is, adopted and approved;

RESOLVED FURTHER, that the Certificate of Ownership and Merger in the form as attached hereto as EXHIBIT B (the “*Certificate*”) be, and it hereby is, adopted and approved;

RESOLVED FURTHER, that the officers of the Company be, and each of them hereby is, authorized for and on behalf of the Company to take such further actions to provide notification of the Merger to appropriate persons;

RESOLVED FURTHER, that the officers of the Company be, and each of them hereby is, authorized for and on behalf of the Company, to take all steps necessary or advisable for the transfer of record ownership of Subsidiary’s assets to the Company upon consummation of the Merger and to obtain such consents from third parties and governmental or regulatory authorities as may be necessary or advisable to secure for the Company the contractual and legal rights, privileges and licenses held by Subsidiary;

RESOLVED FURTHER, that upon the effective date of the Merger (the “*Effective Date*”), the Company will adopt as its own and assume all of the contractual obligations, indebtedness and other liabilities of Subsidiary in existence at the Effective Date;

RESOLVED FURTHER, for U.S. federal income tax purposes, it is intended that the Merger qualify as a tax-free liquidation of Subsidiary into the Company under Section 332 of the Internal Revenue Code of 1986, as amended (the “*Code*”) and/or qualify as a reorganization under the provisions of Section 368(a) of the Code and the Treasury Regulations promulgated thereunder, for which the Merger Agreement is to be adopted as a plan of reorganization within the meaning of Treasury Regulations Section 1.368-2(g); and

RESOLVED FURTHER, that the officers of the Company be, and each of them hereby is, authorized, for and in the name and on behalf of the Company, to take any and all actions which they may deem necessary or advisable in order to consummate the proposed Merger and the filing of the Certificate with the Secretary of State of Delaware and with such other offices or agencies as may be necessary or appropriate.