

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Entity Conversion		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Harris Williams Advisors, Inc.		12/22/2005	CORPORATION: VIRGINIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Harris Williams LLC		
<b>Street Address:</b>	1001 Haxall Point		
<b>City:</b>	Richmond		
<b>State/Country:</b>	VIRGINIA		
<b>Postal Code:</b>	23219		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: VIRGINIA		
<b>PROPERTY NUMBERS Total: 3</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2207235	HARRIS WILLIAMS & CO.	
Registration Number:	3141862	COBBLESTONE ADVISORS	
Registration Number:	3097824	HARRIS WILLIAMS & CO. MIDDLE MARKET	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(804)644-0957		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	804-771-9500		
<b>Email:</b>	trademarks@hf-law.com		
<b>Correspondent Name:</b>	J. Kevin Muldowney		
<b>Address Line 1:</b>	2100 East Cary Street		
<b>Address Line 4:</b>	Richmond, VIRGINIA 23223		
<b>ATTORNEY DOCKET NUMBER:</b>	020408.00664		
<b>NAME OF SUBMITTER:</b>	Jessica L. Schurig, Paralegal		
<b>Signature:</b>	/Jessica L. Schurig/		

CH \$90.00 2207235

Date:

01/04/2008

**Total Attachments: 10**

source=Harris Williams LLC conversion docs#page1.tif  
source=Harris Williams LLC conversion docs#page2.tif  
source=Harris Williams LLC conversion docs#page3.tif  
source=Harris Williams LLC conversion docs#page4.tif  
source=Harris Williams LLC conversion docs#page5.tif  
source=Harris Williams LLC conversion docs#page6.tif  
source=Harris Williams LLC conversion docs#page7.tif  
source=Harris Williams LLC conversion docs#page8.tif  
source=Harris Williams LLC conversion docs#page9.tif  
source=Harris Williams LLC conversion docs#page10.tif

**ARTICLES OF ENTITY CONVERSION  
OF  
HARRIS WILLIAMS ADVISORS, INC.  
converting into  
HARRIS WILLIAMS LLC**

The undersigned corporation, pursuant to the provisions of Section 13.1-722.12(A) of the Code of Virginia of 1950, as amended, hereby sets forth the following:

1. Current and Conversion Names:

a. The current name of the corporation immediately prior to the filing of these Articles of Entity Conversion is Harris Williams Advisors, Inc. (the "Company").

b. The Company shall convert to a Virginia limited liability company, and its name upon conversion shall be Harris Williams LLC.

2. Plan. The Plan of Entity Conversion (the "Plan") of the Company (including the Articles of Organization of Harris Williams LLC) is attached as Exhibit A hereto.

3. Adoption. The Plan was adopted by Company's board of directors and approved by the unanimous consent of the Company's shareholder as of December 27, 2005 with the conversion to be effective as of January 1, 2006.

EFFECTIVE DATE: December 27, 2005

HARRIS WILLIAMS ADVISORS, INC.

By: 

Dena Frith Moore, Managing Director and  
Chief Operating Officer

Date of Execution: 12/22/05

## EXHIBIT A

### PLAN OF ENTITY CONVERSION OF HARRIS WILLIAMS ADVISORS, INC.

THIS PLAN OF ENTITY CONVERSION (the "Plan") dated as of December 27, 2005, pursuant to Section 13.1-1010.4 of the Virginia Limited Liability Company Act and Section 13.1-722.8 et seq. of the Virginia Stock Corporation Act, related to the conversion of Harris Williams Advisors, Inc., a Virginia corporation ("Advisors") into Harris Williams LLC, a Virginia limited liability company ("Harris Williams"), provides:

#### RECITALS:

A. Advisors is a corporation organized and existing under and by virtue of the laws of the Commonwealth of Virginia.

B. The shareholder and directors of Advisors deem it desirable and in the best interests of Advisors that it be converted from a Virginia corporation into Harris Williams LLC, a Virginia limited liability company.

#### PLAN:

NOW, THEREFORE, in consideration of the foregoing recitals specifically incorporated herein and the mutual promises, covenants, agreements and conditions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

#### ARTICLE I THE CONVERSION

1.1 Entity Conversion. Upon the Conversion Date (as defined below), Advisors shall be converted from a Virginia corporation into Harris Williams, a Virginia limited liability company (such act being referred to herein as the "Conversion").

1.2 Effect of Conversion. Upon the Conversion Date, the effect of the Conversion shall be as provided in the applicable provisions of the laws of the Commonwealth of Virginia. Without limiting the generality of the foregoing, and subject thereto, upon the Conversion Date:

(a) All property, rights, privileges, powers and franchises, and all and every other interest of Advisors shall remain the property of Harris Williams without reversion or impairment; provided, that all rights of creditors and all liens upon any property of Advisors shall be preserved unimpaired, and all debts, liabilities and duties of Advisors shall upon the Conversion Date remain debts, liabilities and duties of Harris Williams and shall be fully enforceable against it;

(b) The Articles of Organization attached hereto as Exhibit 1 shall constitute the Articles of Organization of Harris Williams;

(c) The shares of Common Stock of the shareholder of Advisors shall be reclassified into Membership Interests of Harris Williams upon the Conversion, as further provided in Article II below; and

(d) Advisors shall cease to be a Virginia corporation and shall become Harris Williams, a Virginia limited liability company on the Conversion Date.

1.3 Supplemental Action. If, at any time after the Conversion Date, Harris Williams shall determine that any further conveyances, agreements, documents, instruments and assurances or any further actions are necessary or desirable to vest, perfect, confirm or record in Harris Williams the title to any property, rights, privileges, powers and franchises of Advisors or otherwise to carry out the provisions of the Plan, any officer of Advisors in such capacity, shall execute or cause to be executed, and shall deliver, upon the request of Harris Williams any and all proper conveyances, agreements, documents, instruments and assurances, and perform all necessary or proper acts, to vest, perfect, confirm or record such title thereto in Harris Williams or otherwise to carry out the provisions of the Plan. In the event that any officer of Advisors refuses or is unable to act, any manager or officer of Harris Williams and each of them, is hereby appointed as Advisors' attorney-in-fact (which appointment shall be coupled with an interest and shall survive the Conversion) on its behalf to execute such documents and to take such other actions as Harris Williams' managers or officers shall deem necessary or desirable to effectuate the provisions of the Plan.

1.4 Articles of Organization; Operating Agreement. The Articles of Organization for Harris Williams are authorized by this Plan to be filed with and accepted by the Virginia State Corporation Commission. Harris Williams reserves the right to amend, alter, change or repeal any provisions contained in its Articles of Organization in the manner now or hereafter set forth therein or as is or may be prescribed by the laws of the Commonwealth of Virginia, and all of the rights, powers and privileges of the managers or members Harris Williams are granted and shall be held and enjoyed subject to such reserved rights. The Operating Agreement of Harris Williams as adopted on or after the Conversion Date, shall be the Operating Agreement of Harris Williams until the same shall be altered, amended, or repealed, or until a new Operating Agreement is adopted as provided therein.

## ARTICLE II TERMS OF CONVERSION

2.1 Harris Williams Advisors, Inc.'s Stock. In the Conversion, Advisors' Common Stock shall be reclassified into membership interests of Harris Williams and shall be the only authorized membership interests of Harris Williams outstanding on the Conversion Date. The sole Shareholder of Advisors as of the Conversion Date, after the Conversion, shall own 100% of the membership interest in Harris Williams.

2.2 Share Certificates. After the Conversion Date, the sole shareholder of Advisors shall surrender any stock certificates, documents or agreements representing or evidencing the theretofore issued and outstanding stock in Advisors, and shall receive in return (if Harris Williams determines to issue membership certificates) a certificate for the membership interest in Harris Williams into which such stock is reclassified.

### ARTICLE III GENERAL

3.1 Conversion Date. The Conversion shall become effective upon, and the "Conversion Date" shall mean, for the purpose of the Plan, 12:01 a.m. on January 1, 2006.

3.2 Action Approving Conversion. The Plan has been submitted to and approved by the shareholder and Board of Directors of Advisors, and any officer or director of Advisors is hereby authorized and directed to take all actions necessary or desirable in effecting the conversion on the Conversion Date, including but not limited to the filing of the Articles of Entity Conversion with the Virginia State Corporation Commission.

3.3 Other Agreements. The Plan shall supersede any other prior agreements, whether written or oral, that may have been made or entered into with regard to the Conversion. Nothing set forth herein is intended, or shall be construed, to confer upon or give any individual or entity, other than Advisors and, upon the Conversion, Harris Williams, any rights or remedies under or by reason hereof.

3.4 Counterparts. This Plan may be executed in any number of counterparts, and all such counterparts and copies shall together constitute an original document.

3.5 Governing Law. This Plan, and the respective rights and obligations of the parties hereunder, shall be governed by and construed in accordance with the laws of the Commonwealth of Virginia.

The undersigned hereby certifies that the above Plan of Conversion was duly approved and adopted by the unanimous consent of the shareholder and directors of Advisors as of December 27, 2005.

*[Remainder of page intentionally left blank. Signature page follows.]*

EFFECTIVE DATE: December 27, 2005

HARRIS WILLIAMS ADVISORS, INC.

By: 

Name: Debra Frith Moore

Title: Managing Director + COO

Date of Execution: 12/27/05

**EXHIBIT 1**

**COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION**

**ARTICLES OF ORGANIZATION FOR LIMITED LIABILITY COMPANY**

**Harris Williams LLC**

---

Pursuant to Sections 13.1-1011 of the Code of Virginia of 1950, as amended (the "Code"), the undersigned states as follows:

1. **Name.** The name of the limited liability company is Harris Williams LLC (the "Company").
2. **Registered Office and Agent.** The post office address of the initial registered agent of the Company is located in the City of Richmond, Virginia, at 701 E. Byrd Street, Richmond, Virginia 23219. The initial registered agent is James L. Weinberg, Esq., who is a resident of the Commonwealth of Virginia, a member of the Virginia State Bar, and whose business address is identical to the registered office address of the Company.
3. **Principal Office.** The principal office of the Company is located at 1001 Haxall Point, 9<sup>th</sup> Floor, Richmond, Virginia 23219.
4. **Duration.** The Company shall continue in existence until it is dissolved or terminated in accordance with the Virginia Limited Liability Company Act.

#727810 v2 020408 00664




**EXHIBIT 1****COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION****ARTICLES OF ORGANIZATION FOR LIMITED LIABILITY COMPANY****Harris Williams LLC**

Pursuant to Sections 13.1-1011 of the Code of Virginia of 1950, as amended (the "Code"), the undersigned states as follows:

1. **Name.** The name of the limited liability company is Harris Williams LLC (the "Company").
2. **Registered Office and Agent.** The post office address of the initial registered agent of the Company is located in the City of Richmond, Virginia, at 701 B. Byrd Street, Richmond, Virginia 23219. The initial registered agent is James L. Weinberg, Esq., who is a resident of the Commonwealth of Virginia, a member of the Virginia State Bar, and whose business address is identical to the registered office address of the Company.
3. **Principal Office.** The principal office of the Company is located at 1001 Haxall Point, 9<sup>th</sup> Floor, Richmond, Virginia 23219.
4. **Duration.** The Company shall continue in existence until it is dissolved or terminated in accordance with the Virginia Limited Liability Company Act.

Dated as of December 27, 2005

  
J. Kevin Muldowney, Organizer

S174431 - 9

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

AT RICHMOND, DECEMBER 28, 2005

The State Corporation Commission has found the accompanying articles of entity conversion submitted on behalf of

Harris Williams Advisors, Inc.

to comply with the requirements of law and confirms payment of all required fees. Therefore, it is ORDERED that this

CERTIFICATE OF ENTITY CONVERSION

be issued and admitted to record with the articles of entity conversion and articles of organization in the Office of the Clerk of the Commission, effective January 1, 2006.

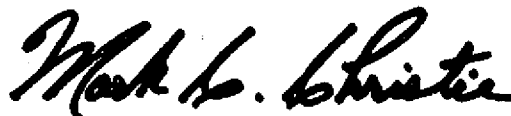
When the certificate becomes effective, Harris Williams Advisors, Inc. is deemed to be a limited liability company organized under the laws of this Commonwealth with the name

Harris Williams LLC

The limited liability company is granted the authority conferred on it by law in accordance with its articles of organization, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Commissioner

CNVRLACT  
CIS0352  
05-12-27-0699

TRADEMARK  
REEL: 003690 FRAME: 0101

# Commonwealth of Virginia



## State Corporation Commission

*I Certify the Following from the Records of the Commission:*

The foregoing is a true copy of all business entity documents on file in the Clerk's Office of the Commission relating to Harris Williams LLC, a Virginia limited liability company.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:  
December 28, 2007*

*Joel H. Peck*  
Joel H. Peck, Clerk of the Commission

# Commonwealth of Virginia



## STATE CORPORATION COMMISSION

*Richmond, December 28, 2007*

*This is to certify that the certificate of organization of*

**Harris Williams LLC**

*was issued and admitted to record in this office and that the said limited liability company is authorized to transact its business subject to all Virginia laws applicable to the company and its business. Effective date: January 1, 2006*



*State Corporation Commission*

*Attest:*

*Joel H. Beck*  
Clerk of the Commission