

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
ING BROKERS NETWORK, LLC		04/09/2010	LIMITED LIABILITY COMPANY: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	CETERA BROKERS NETWORK, LLC		
<b>Street Address:</b>	200 N. Sepulveda Blvd.		
<b>Internal Address:</b>	Suite 1200		
<b>City:</b>	El Segundo		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	90245		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE		
<b>PROPERTY NUMBERS Total: 7</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2896361	REFERRIGHT	
Registration Number:	3578407	M	
Registration Number:	3610806	MULTIFINANCIAL SECURITIES CORPORATION	
Serial Number:	78794175	EQUITY TRIAD MATRIX	
Serial Number:	77532815	FLEXINSURED ACCOUNT	
Serial Number:	77683410	SKILLBUILDER U	
Serial Number:	77843508	SMARTWORKS	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(212)354-8113		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	2128198200		
Email:	fcutajar@whitecase.com		
Correspondent Name:	White & Case LLP		

OP \$190.00 2896361

Address Line 1: 1155 Avenue of the Americas  
Address Line 2: Patents & Trademarks  
Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:	1144527-0002
NAME OF SUBMITTER:	Frances B. Cutajar
Signature:	/Frances B. Cutajar/
Date:	07/06/2010

**Total Attachments: 10**

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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 ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "CETERA BROKERS NETWORK, LLC" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1998, AT 2:30 O'CLOCK P.M.

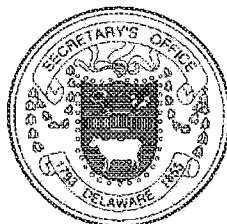
CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "ING LION NETWORK, INC." TO "ING ADVISORS NETWORK, INC.", FILED THE THIRD DAY OF DECEMBER, A.D. 1999, AT 10 O'CLOCK A.M.

CERTIFICATE OF CONVERSION, CHANGING ITS NAME FROM "ING ADVISORS NETWORK, INC." TO "ING BROKERS NETWORK, LLC", FILED THE TWENTY-SEVENTH DAY OF JUNE, A.D. 2001, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTIETH DAY OF JUNE, A.D. 2001, AT 8 O'CLOCK A.M.

CERTIFICATE OF FORMATION, FILED THE TWENTY-SEVENTH DAY OF JUNE, A.D. 2001, AT 10 O'CLOCK A.M.

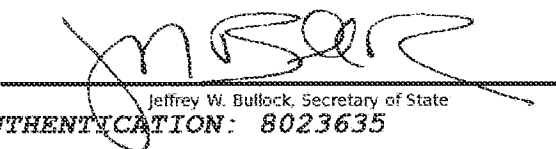
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE THIRTIETH DAY OF



2985460 8100H

100599482

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8023635

DATE: 05-28-10

TRADEMARK  
REEL: 004237 FRAME: 0530

# Delaware

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*The First State*

JUNE, A.D. 2001, AT 8 O'CLOCK A.M.

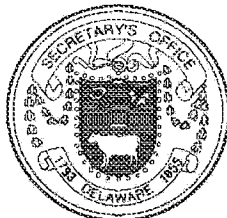
CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "ING  
BROKERS NETWORK, LLC" TO "CETERA BROKERS NETWORK, LLC", FILED  
THE THIRTIETH DAY OF APRIL, A.D. 2010, AT 12 O'CLOCK P.M.

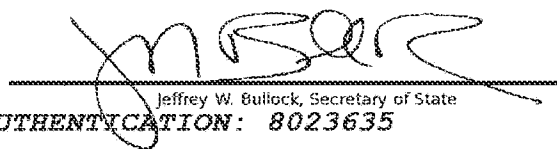
AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID  
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE  
AFORESAID LIMITED LIABILITY COMPANY, "CETERA BROKERS NETWORK,  
LLC".

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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8023635

DATE: 05-28-10

TRADEMARK  
REEL: 004237 FRAME: 0531

CERTIFICATE OF INCORPORATION

OF

ING Lion Network, Inc.

FIRST

The name of the Corporation is ING Lion Network, Inc.

SECOND

The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, City of Wilmington, County of New Castle, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

THIRD

The nature of the business or purpose to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law. In connection therewith, the Corporation shall possess and exercise all of the powers and privileges granted by the Delaware General Corporation Law or by this Certificate of Incorporation together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the business or purposes of the Corporation.

FOURTH

The total number of shares of stock which the Corporation shall have the authority to issue is One Hundred (100) shares of Common Stock, \$.01 par value per share.

FIFTH

The name and mailing address of the sole incorporator of the Corporation is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
J. Bret Treier, Esq.	106 South Main Street, Ste. 500, Akron, OH 44308

SIXTH

The board of directors of the Corporation shall have the power to adopt, amend or repeal the By-laws of the Corporation.

SEVENTH

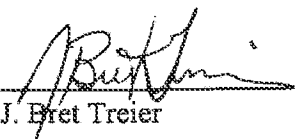
Section 203 of the Delaware General Corporation Law shall not apply to any business combination (as defined in Section 203(c)(3) of the Delaware General Corporation Law, as amended from time to time, or in any successor thereto, however denominated) in which the Corporation shall engage.

EIGHTH

The directors of the Corporation shall incur no personal liability to the Corporation or its stockholders for monetary damages for the breach of fiduciary duty as a director; provided, that such director liability shall not be limited or eliminated (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for any acts or omissions by the director not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit.

THE UNDERSIGNED, being the sole incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the Delaware General Corporation Law, does make this

Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true under penalties of perjury, and accordingly I have hereunto set my hand this 28<sup>th</sup> day of December, 1998.

  
\_\_\_\_\_  
J. Bret Treier

2488421.WPD

CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF INCORPORATION  
BEFORE PAYMENT OF CAPITAL

OF

ING LION NETWORK, INC.

I, the undersigned, being the sole incorporator of ING Lion Network, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DO HEREBY CERTIFY:

FIRST: That the First Article of the Certificate of Incorporation of the Corporation be and it hereby is amended to read as follows:


FIRST

The name of the Corporation is ING Advisors Network, Inc.

SECOND: That the Corporation has not received any payment for any of its stock.

THIRD: That the amendment was duly adopted in accordance with the provisions of section 241 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, I have signed this certificate this 22<sup>nd</sup> day of November, 1999.

  
\_\_\_\_\_  
J. Bret Treier  
Incorporator

(322482.1)

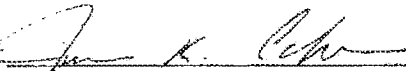


**CERTIFICATE OF CONVERSION  
OF ING ADVISORS NETWORK, INC.  
INTO A LIMITED LIABILITY COMPANY**

1. The corporation was incorporated in Delaware on December 29, 1998, under the name ING Lion Network, Inc.
2. The name of the corporation immediately prior to the filing of this certificate of conversion is ING Advisors Network, Inc.
3. The name of the limited liability company will be ING Brokers Network, LLC.
4. The effective date and time of the conversion shall be 8:00 A.M. on June 30, 2001.
5. The conversion has been approved in accordance with Section 266 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the converting corporation has executed this certificate this 26th day of June, 2001.

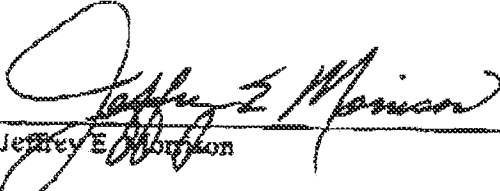
ING ADVISORS NETWORK, INC.

By:   
 Name: JOAN K. COHEN  
 Title: CFO

CERTIFICATE OF FORMATION  
OF  
ING BROKERS NETWORK, LLC

1. The name of the limited liability company is ING Brokers Network, LLC.
2. The address of the registered office of the limited liability company is 1209 Orange Street, Wilmington, DE 19801. The name and address of the registered agent of the limited liability company are The Corporation Trust Company, 1209 Orange Street, Wilmington, DE 19801.
3. The effective time and date of this Certificate of Formation are 8:00 A.M. on June 30, 2001.

IN WITNESS WHEREOF, the undersigned authorized person has executed this Certificate of Formation this 26th day of June, 2001.

  
\_\_\_\_\_  
Jeffrey E. Morrison

## STATE OF DELAWARE CERTIFICATE OF AMENDMENT

1. Name of Limited Liability Company: ING Brokers Network, LLC

2. The Certificate of Formation of the limited liability company is hereby amended as follows:

1. The name of the limited liability company is Cetera Brokers Network, LLC.

IN WITNESS WHEREOF, the undersigned have executed this Certificate on  
the 9th day of April, A.D. 2010.

By: 

Authorized Person(s)

Name: Greg A. Olson

Print or Type

Schedule A

Trademark Registrations and Applications

Mark	Reg./App. Number
REFERRIGHT	Reg. # 2,896,361
Multi Logo	Reg. # 3,578,407
MULTIFINANCIAL SECURITIES CORPORATION & Design	Reg. # 3,610,806
EQUITY TRIAD MATRIX	App. # 78/794,175
FLEXINSURED ACCOUNT	App. # 77/532,815
SKILLBUILDER U	App. # 77/683410
SMARTWORKS	App. # 77/843,508