

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	09/28/2010		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	First National of Colorado, Inc.		09/28/2010
			Entity Type
			CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	First National of Nebraska, Inc.		
Street Address:	1620 Dodge Street		
Internal Address:	STOP 3290		
City:	Omaha		
State/Country:	NEBRASKA		
Postal Code:	68197		
Entity Type:	CORPORATION: NEBRASKA		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Registration Number:	3401479	RANDOM ACT OF FINANCE
CORRESPONDENCE DATA			
Fax Number:	4026021950		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	402-602-3109		
Email:	TrademarkOffice@fnni.com		
Correspondent Name:	Kim M. Argo		
Address Line 1:	1620 Dodge Street		
Address Line 2:	STOP 3290		
Address Line 4:	Omaha, NEBRASKA 68197		
NAME OF SUBMITTER:	Kim M. Argo		
Signature:	/Kim M. Argo/		

OP \$40.00 3401479

Date:

02/27/2014

Total Attachments: 6

source=Merger- First National of Colorado and First National of Nebraska#page1.tif

source=Merger- First National of Colorado and First National of Nebraska#page2.tif

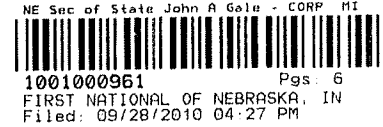
source=Merger- First National of Colorado and First National of Nebraska#page3.tif

source=Merger- First National of Colorado and First National of Nebraska#page4.tif

source=Merger- First National of Colorado and First National of Nebraska#page5.tif

source=Merger- First National of Colorado and First National of Nebraska#page6.tif

**ARTICLES OF MERGER OF
FIRST NATIONAL OF COLORADO, INC.
WITH AND INTO
FIRST NATIONAL OF NEBRASKA, INC.**



Pursuant to the provisions of Section 21-20,131 of the Nebraska Business Corporation Act (the "Act"), First National of Nebraska, Inc., a Nebraska corporation, submits these Articles of Merger for filing with the Secretary of State of the State of Nebraska.

1. Constituent Corporations. The names of the constituent corporations First National of Colorado, Inc., a Delaware corporation ("FNCI"), and First National of Nebraska, Inc., a Nebraska corporation (the "Company"). FNCI desires to merge with and into the Company and the Company shall be the surviving entity.

2. Plan of Merger. A copy of the Plan of Merger, dated as of September 28, 2010, is attached hereto as Exhibit A (the "Plan of Merger").

3. Shareholder Approval. The Company owns all of the outstanding shares of the capital stock of FNCI and has approved the merger of FNCI with and into the Company.

4. Effective Date. These Articles of Merger shall be effective upon the filing date hereof.

[Signature on the following page]

IN WITNESS WHEREOF, the undersigned has caused these Articles of Merger to be executed on this ~~27~~²⁸ day of September 2010.

FIRST NATIONAL OF NEBRASKA, INC.,
the surviving corporation


By: 
Name: Nicholas J. Baxter
Title: Senior Vice President

Exhibit A
Plan of Merger
[attached]

PLAN OF MERGER
OF
FIRST NATIONAL OF COLORADO, INC.
AND
FIRST NATIONAL OF NEBRASKA, INC.

This Plan of Merger has been adopted and approved by the Board of Directors of First National of Nebraska, Inc., a Nebraska corporation ("FNNI"), as of July 28, 2010, and sets forth the terms and conditions pursuant to which First National of Colorado, Inc., a Delaware corporation ("FNC" or "Target") shall be merged with and into FNNI.

Section 1. Merger; Effective Time. Upon the terms and subject to the conditions hereof, in accordance with the Business Corporation Law of the State of Nebraska (the "BCL") and the Delaware General Corporation Law ("DGCL"), the Target will be merged with and into FNNI (the "Merger"). FNNI will be the surviving corporation (hereinafter referred to sometimes as the "Surviving Corporation") of the Merger, and the separate existence of the Target shall cease. The Merger shall be effective (the "Effective Time") immediately upon filing the Articles of Merger (the "Articles of Merger") pursuant to Section 21-20,132 of the BCL and Certificate of Ownership and Merger (the "Certificate of Ownership and Merger") pursuant to Section 253 of the DGCL.

Section 2. Effect of Merger. The Merger shall have the effects set forth in the BCL and DGCL. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time, all the properties, rights, privileges, immunities, powers and franchises of the Target and FNNI shall vest in the Surviving Corporation, and all debts, liabilities, obligations and duties of the Target and FNNI shall become the debts, liabilities, obligations and duties of the Surviving Corporation.

Section 3. FNNI and Target Stock Information. FNC has 100 shares of no par common stock outstanding, all entitled to vote; and FNNI has 315,000 shares of common stock outstanding, par value \$5.00 per share, all entitled to vote. FNNI owns all the outstanding stock of FNC.

Section 4. Cancellation of Securities. All of the issued and outstanding stock of the Target is owned by FNNI, and no shares of the Surviving Corporation are to be issued or any other consideration given for such capital stock of the Target. At the Effective Time, by virtue of the Merger and without further action on the part of the Target or FNNI, the capital stock of the Target shall be cancelled and cease to exist.

Section 5. Governing Documents.

(a) The Amended and Restated Articles of Incorporation, as amended, of FNNI in effect immediately prior to the Effective Time shall be the articles of incorporation of the Surviving Corporation (the "Articles of Incorporation"). The Amended and Restated By-Laws

of FNNI, as in effect immediately prior to the Effective Time, shall be the by-laws of the Surviving Corporation and in full force and effect from and after the Effective Time (the "By-Laws").

(b) At the Effective Time, the certificate of incorporation and bylaws of the Target shall have no further force and effect.

Section 6. Principal Office. The location of the principal office of the Surviving Corporation is 1620 Dodge Street, Omaha, NE 68197. The name of its registered agent in Nebraska is Timothy Hart.

Section 7. Directors and Officers. At the Effective Time, the directors and officers of FNNI immediately prior to the Effective Time shall remain the directors and officers (holding the same titles and positions) of the Surviving Corporation and shall serve in accordance with the Articles of Incorporation and By-Laws of the Surviving Corporation until their respective successors shall have been duly elected and qualified.


Section 8. Further Assurances. After the Effective Time, the Surviving Corporation and its officers and directors may execute and deliver such deeds, assignments, assurances and other documents and do all other things necessary or desirable to vest, perfect or confirm title to the Target's property or rights in the Surviving Corporation and otherwise to carry out the purposes of the Merger in the name of the Target or otherwise.

Section 9. Certificate of Ownership and Merger. FNNI shall cause the Articles of Merger to be executed and filed with the Nebraska Secretary of State as provided in Section 21-20,132 of the BCL and the Certificate of Ownership and Merger to be executed and filed with the Delaware Secretary of State as provided in Section 253 of the DGCL.

[Signatures on following page]

IN WITNESS WHEREOF, First National of Nebraska, Inc., has caused this Plan of Merger to be signed by its duly authorized officer on this 26 day of September 2010.

FIRST NATIONAL OF NEBRASKA, INC.

BY: 
NAME: Nicholas W. Baxter
TITLE: Senior Vice President