

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM308672

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/24/2014

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
The Biltmore Bank of Arizona		03/12/2014	CORPORATION: ARIZONA

RECEIVING PARTY DATA

Name:	Grandpoint Bank
Street Address:	355 South Grand Avenue, Suite 2400
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90071
Entity Type:	California state-chartered bank: CALIFORNIA

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2843747	THE BILTMORE BANK OF ARIZONA

CORRESPONDENCE DATA

Fax Number: 3147193066
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: 314-863-0800
Email: laila.wolfgram@stinsonleonard.com
Correspondent Name: Laila S. Wolfgram
Address Line 1: 700 Forsyth Blvd, Suite 1100
Address Line 4: Saint Louis, MISSOURI 63105

ATTORNEY DOCKET NUMBER:	015216-0004
NAME OF SUBMITTER:	Laila S. Wolfgram
SIGNATURE:	/laila s. wolfgram/
DATE SIGNED:	06/25/2014

Total Attachments: 12

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DEPARTMENT OF BUSINESS OVERSIGHT*Ensuring a Fair and Secure Financial Services Marketplace for all Californians*

Jan Lynn Owen
Commissioner of Business Oversight



March 24, 2014

Steven J. Sweeney, Esq.
 Horgan, Rosen, Beckham & Coren, LLP
 23975 Park Sorrento, Suite 200
 Calabasas, CA 91302

Re: Grandpoint Bank - The Biltmore Bank of Arizona Merger - Endorsed Agreement -
 Pursuant to Financial Code § 4880 et seq.

Dear Mr. Sweeney:

Enclosed are five endorsed filed copies of the Agreement of Merger (Agreement) for the merger of The Biltmore Bank of Arizona (Disappearing Bank) with and into Grandpoint Bank (Bank) pursuant to Financial Code § of 4880 et seq. (Merger). The Agreement was filed by the Commissioner as of 5:00 p.m, Pacific Standard Time, March 21, 2014. At that time, the Merger became effective for all purposes pursuant to Financial Code § 4887(b).

Please call me at (916) 322-5983 if you have any questions.

Sincerely,

Jan Lynn Owen
 Commissioner
 Department of Business Oversight

By

Manuela Rumsey
 Senior Counsel

MR:is
 Enclosures

cc: Federal Deposit Insurance Corporations, San Francisco
 Department of Business Oversight, Los Angeles
 Annette Cheng, Department of Business Oversight, Los Angeles
 Patrick Carroll, Department of Business Oversight, San Francisco

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 Los Angeles, CA 90013-2344
 (213) 576-7500

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 San Diego, CA 92101-7697
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www.dbo.ca.gov • 1-866-275-2677

TRADEMARK
REEL: 005309 FRAME: 0113

By *Manuela Rumsey*
MANUELA RUMSEY
Senior Counsel

MAR 18 2014

Lee

PLAN OF REORGANIZATION
AND
AGREEMENT OF MERGER

(~~Biltmore Bank~~/Grandpoint Bank)

This PLAN OF REORGANIZATION AND AGREEMENT OF MERGER, dated as of November 21, 2013 (this "Agreement"), is entered into by and between Grandpoint Bank, a California state-chartered bank ("GB"), and The Biltmore Bank of Arizona, an Arizona state-chartered bank ("BB"), with reference to the following recitals:

RECITALS

WHEREAS, GB is a corporation duly organized, validly existing and doing business in good standing under the laws of the State of California, and has authorized capital stock which consists of 10,000,000 shares of common stock ("GB Stock"), of which, as of the date hereof, there is 1 share outstanding;

WHEREAS, BB is a corporation duly organized, validly existing and doing business in good standing under the laws of the State of Arizona, and has authorized capital stock which consists of 10,000,000 shares of common stock, par value \$1.00 ("BB Stock"), of which, as of the date hereof, there are 2,027,500 shares outstanding;

WHEREAS, GB is duly licensed to conduct and is now conducting a banking business headquartered, and with branches, in the State of California, and is also duly qualified to conduct and is now conducting a banking business with branches in the States of Arizona and Washington;

WHEREAS, BB is duly licensed to conduct and is now conducting a banking business headquartered, and with branches, in the State of Arizona;

WHEREAS, Grandpoint Capital, Inc., a Delaware corporation and registered bank holding company ("GC"), is a corporation duly organized, validly existing and doing business in good standing under the laws of the State of Delaware;

WHEREAS, GC owns all of the outstanding shares of GB Stock and all of the outstanding shares of BB Stock; and

WHEREAS, GB and BB deem it desirable and in their best interests and in the best interests of GC that GB and BB merge (the "Merger") into a single California state-chartered banking corporation under and pursuant to the laws of the United States, the State of California and the State of Arizona and to that end are entering into this Agreement;

NOW, THEREFORE, GB and BB do hereby agree that, at the Effective Time (as hereinafter defined), GB and BB shall merge into a single California state-chartered banking corporation on the terms and conditions herein provided, as follows:

AGREEMENT

ARTICLE I – THE MERGER

At the Effective Time: (i) BB shall be merged with and into GB which shall thereupon be the Surviving Corporation and a wholly-owned subsidiary of GC; (ii) the separate corporate existence of BB shall cease and GB shall succeed to the properties, rights, privileges, powers, immunities and franchises of BB; and (iii) all rights of creditors and liens upon the property of BB shall be preserved unimpaired, limited in lien to the property affected by such liens immediately prior to the Merger, including that all deposit liabilities of BB shall be assumed by GB.

ARTICLE II – ARTICLES OF INCORPORATION;
BYLAWS; BOARD OF DIRECTORS AND OFFICERS; CHARTER

2.1 The Articles of Incorporation of GB as in effect immediately prior to the Effective Time shall be and remain the Articles of Incorporation of the Surviving Corporation without change or amendment, until altered, amended or repealed as provided for therein or by law.

2.2 The Bylaws of GB as in effect immediately prior to the Effective Time shall be and remain the Bylaws of the Surviving Corporation without change or amendment, until altered, amended or repealed as provided for therein or by law.

2.3 The directors and corporate officers of GB immediately prior to the Effective Time shall continue to serve as the directors and corporate officers of the Surviving Corporation until such time as they have resigned or shall have been legally removed or until their respective successors shall have been duly elected and qualified as provided for by the Bylaws of GB.

2.4 The banking charter of GB issued by the California Department of Business Oversight shall be and remain the banking charter of the Surviving Corporation; and GB's insurance of deposits coverage by the Federal Deposit Insurance Corporation shall be and remain the insurance of deposits coverage of the Surviving Corporation.

2.5 Pursuant to California Financial Code Section 4888, the banking offices of BB shall become branch banking offices of GB, any loan production offices of BB shall become loan production offices of GB, and all safe deposit, deposit and loan customers of BB shall, by operation of law, become customers of GB.

ARTICLE III – CONVERSION OF SHARES

In and by virtue of the Merger, the shares of BB Stock and GB Stock outstanding at the Effective Time shall be converted as follows:

(a) As of the Effective Time, the issued and outstanding share of GB Stock shall not be changed or converted as a result of the Merger but shall remain outstanding as the share of the Surviving Corporation.

(b) As of the Effective Time, each issued and outstanding share of BB Stock shall cease to be outstanding, and shall be cancelled and retired without payment of any consideration.

(c) The provisions of this Article III shall not be affected by the requirements of Title 10, Chapter 13 of the Arizona Revised Statutes regarding dissenting shares because BB is a wholly-owned subsidiary of GC and the Merger is conditioned upon approval by GC as the sole shareholder of BB, as set forth in Article VI, below. Upon GC's approval of the Merger, GC shall have waived its rights to dissent.

ARTICLE IV – FURTHER ASSURANCES

The parties hereto shall execute and deliver, or cause to be executed and delivered, all such conveyances, deeds, transfers, assignments and other documents and/or instruments, and will take or cause to be taken such further or other action as GB may deem necessary or desirable in order to vest in and confirm to GB title to and possession of all of BB's property, rights, privileges, powers, franchises and interests hereunder, and otherwise to carry out the intent and purposes of this Agreement.

ARTICLE V – EFFECTIVE TIME

The Merger shall become effective at (the "Effective Time") the close of business on the day on which an executed copy of this Agreement, or a substantially similar agreement, with all requisite accompanying certificates shall have been filed with: (i) the California Commissioner of Business Oversight in accordance with Section 4887(a) of the California Financial Code; (ii) the California Secretary of State, in accordance with Section 1103 of the California General Corporation Law; (iii) the California Commissioner of Business Oversight, in accordance with Section 4887(b) of the California Financial Code; and (iv) the Arizona Corporation Commission, in accordance with Sections 10-123 and 10-1105 of the Arizona Revised Statutes.

ARTICLE VI – CONDITIONS

The filing of this Agreement, or a substantially similar agreement, with the California Secretary of State, the California Commissioner of Business Oversight and the Arizona Corporation Commission, as provided in Article V above, is subject to: (i) the prior approval of GC as the sole shareholder of BB; (ii) the prior approval of GC as the sole shareholder of GB; (iii) the prior approval of the California Department of Business Oversight pursuant to Section 4880 *et. seq.* of the California Financial Code; (iv) the prior approval of the Federal Deposit Insurance Corporation pursuant to 12 U.S.C. 1828(c); and (v) the prior approval of Superintendent of the Arizona Department of Financial Institutions pursuant to Section 6-322 of the Arizona Revised Statutes.

ARTICLE VII – SURRENDER OF ARIZONA BANKING PERMIT

As soon as practicable after the Effective Time, the parties shall cause the Arizona state banking permit of BB to be surrendered to the Superintendent of the Arizona

Department of Financial Institutions pursuant to Section 6-205 of the Arizona Revised Statutes.

ARTICLE VIII – TERMINATION

This Agreement may be terminated at any time prior to the Effective Time, before or after approval thereof by GC as the sole shareholder of GB and BB, by the mutual consent and action of the Boards of Directors of GB and BB.

ARTICLE IX – CHOICE OF LAW

This Agreement's validity, interpretation and performance shall be controlled by and construed under the laws of the State of California.

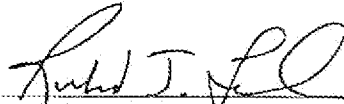
ARTICLE X – COUNTERPARTS

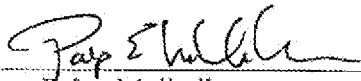
This Agreement may be executed in several counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the parties hereto, pursuant to the approval and authority duly given by resolution of their respective Boards of Directors, have caused this Agreement to be signed by the officers named below as of the day and year first written above.

THE BILTMORE BANK OF ARIZONA,
an Arizona banking corporation

By: 
Name: Richard Lehmann
Title: Chairman of the Board

By: 
Name: Paige Mulhollan
Title: Secretary

GRANDPOINT BANK,
a California banking corporation

By: _____
Name: Don M. Griffith
Title: Chairman and Chief Executive Officer

By: _____
Name: Janet Marantz
Title: Corporate Secretary

IN WITNESS WHEREOF, the parties hereto, pursuant to the approval and authority duly given by resolution of their respective Boards of Directors, have caused this Agreement to be signed by the officers named below as of the day and year first written above.

THE BILTMORE BANK OF ARIZONA,
an Arizona banking corporation

By: _____
Name:
Title:

By: _____
Name:
Title:

GRANDPOINT BANK,
a California banking corporation

By: Don M. Griffith
Name: Don M. Griffith
Title: Chairman and Chief Executive Officer

By: Janet Marantz
Name: Janet Marantz
Title: Corporate Secretary

The Biltmore Bank of Arizona

Certificate of Approval
of
Plan of Reorganization and Agreement of Merger

The undersigned certify that:

1. They are the Chairman of the Board and Secretary, respectively, of The Biltmore Bank of Arizona, an Arizona banking corporation (the "Bank").
2. The principal terms of the Plan of Reorganization and Agreement of Merger in the form attached were duly approved by the board of directors and by the sole shareholder of the Bank by a vote that equaled or exceeded the vote required which was more than 50% of the outstanding shares.
3. The shareholder approval was by the holder of 100% of the outstanding shares of the Bank.
4. There is only one class of shares and the number of shares outstanding entitled to vote on the merger was 2,027,500.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: March 12, 2014



Richard Lehmann
Chairman of the Board



Paige Mulhollan
Secretary

Grandpoint Bank

Certificate of Approval

of

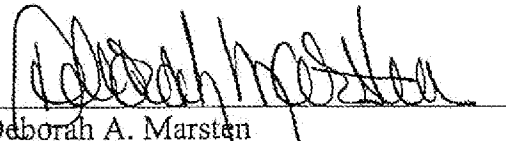
Plan of Reorganization and Agreement of Merger

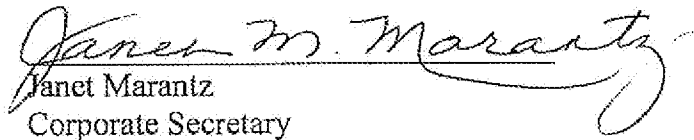
The undersigned certify that:

- 1. They are the Vice Chairman and Chief Operating Officer and Corporate Secretary, respectively, of Grandpoint Bank, a California banking corporation (the "Bank").
- 2. The principal terms of the Plan of Reorganization and Agreement of Merger in the form attached were duly approved by the board of directors and by the sole shareholder of the Bank by a vote that equaled or exceeded the vote required which was more than 50% of the outstanding shares.
- 3. The shareholder approval was by the holder of 100% of the outstanding shares of the Bank.
- 4. There is only one class of shares and the number of shares outstanding entitled to vote on the merger was 1.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: March 12, 2014


 Deborah A. Marsten
 Vice Chairman and Chief Operating Officer


 Janet Marantz
 Corporate Secretary

Grandpoint Bank is a member of the FDIC. The FDIC is not responsible for the accuracy or completeness of the information provided on this website. For more information, please visit www.fdic.gov.



CHIEF OF BANK

Grandpoint Bank is a member of the FDIC. The FDIC is not responsible for the accuracy or completeness of the information provided on this website. For more information, please visit www.fdic.gov.



FILED EFFECTIVE

5:00 p.m., Pacific Standard Time
March 21, 2014

JAN LYNN OWEN
Commissioner of
Business Oversight

By

Manuela Rumsey
MANUELA RUMSEY
Senior Counsel



I hereby certify that the foregoing
transcript of _____ page(s)
is a full, true and correct copy of the
original record in the custody of the
California Secretary of State's office.

MAR 19 2014

Date: _____

Debra Bowen
DEBRA BOWEN, Secretary of State

TRADEMARK

REEL: 005309 FRAME: 0122

DEPARTMENT OF BUSINESS OVERSIGHT*Ensuring a Fair and Secure Financial Services Marketplace for all Californians***Jan Lynn Owen**
Commissioner of Business Oversight

March 24, 2014

VIA EMAIL & U.S. MAILSteven J. Sweeney, Esq.
Horgan, Rosen, Beckham & Coren, LLP
23975 Park Sorrento, Suite 200
Calabasas, CA 91302

Re: Certificates of Merger

Dear Mr. Sweeney:

This responds to your letters dated March 12, 2014, and March 20, 2014, by which you requested Certificates of Merger pursuant to Financial Code § 4891 for the merger of The Biltmore Bank of Arizona with and into Grandpoint Bank.

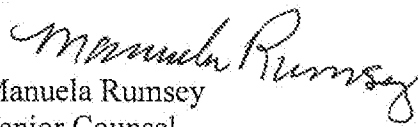
Enclosed are four Certificates of Merger. Please consider your cancelled check to be your receipt of payment.

If you have any questions regarding this matter, please contact me.

Sincerely,

Jan Lynn Owen
Commissioner
Department of Business Oversight

By


Manuela Runsey
Senior CounselMR:is
Enclosure

1515 K Street, Suite 200
Sacramento, CA 95814-4052
(916) 445-2705

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San Francisco, CA 94104-4429
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(619) 525-4233

7575 Metropolitan Drive, Suite 108
San Diego, CA 92108
(619) 682-7227

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STATE OF CALIFORNIA

DEPARTMENT OF BUSINESS OVERSIGHT

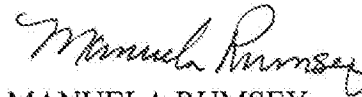
CERTIFICATE OF MERGER

Pursuant to Financial Code § 4891, I, JAN LYNN OWEN, Commissioner of Business Oversight of the State of California, do hereby certify that The Biltmore Bank of Arizona (the disappearing depository corporation) merged into Grandpoint Bank (the surviving depository corporation) and that, under Financial Code § 4887(b), the merger became effective at 5:00 p.m. Pacific Time, March 21, 2014.

Given under my hand and official seal on this 24th day of March, 2014, in Sacramento, California.

JAN LYNN OWEN
Commissioner of Business Oversight

By



MANUELA RUMSEY
Senior Counsel

