

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM328049

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	08/31/2013		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Walnut Street Securities, Inc.		12/31/2014	CORPORATION: MISSOURI
RECEIVING PARTY DATA			
Name:	Cetera Advisor Networks LLC		
Street Address:	200 N. Sepulveda Blvd., Suite 1200		
City:	El Segundo		
State/Country:	CALIFORNIA		
Postal Code:	90245		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2855318	WALNUT STREET SECURITIES	
CORRESPONDENCE DATA			
Fax Number:	2127986307		
<i>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.</i>			
Phone:	(212) 326-0443		
Email:	dfinguerra-ducharme@pryorcashman.com		
Correspondent Name:	Dyan Finguerra-DuCharme		
Address Line 1:	Pryor Cashman LLP		
Address Line 2:	7 Times Square		
Address Line 4:	New York, NEW YORK 10036		
ATTORNEY DOCKET NUMBER:	18243.00030		
NAME OF SUBMITTER:	Dyan Finguerra-DuCharme		
SIGNATURE:	/dyan finguerria-ducharme/		
DATE SIGNED:	01/06/2015		
Total Attachments: 6			
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Delaware

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The First State

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 MERGER, WHICH MERGES:

"WALNUT STREET SECURITIES, INC.", A MISSOURI CORPORATION, WITH AND INTO "CETERA ADVISOR NETWORKS LLC" UNDER THE NAME OF "CETERA ADVISOR NETWORKS LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF AUGUST, A.D. 2013, AT 12:41 O'CLOCK P.M.


AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF AUGUST, A.D. 2013, AT 12:01 O'CLOCK A.M.

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0703589

DATE: 08-30-13

TRADEMARK
REEL: 005435 FRAME: 0035

**State of Delaware
Certificate of Merger of Foreign Corporation
into Domestic Limited Liability Company**

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act.

First: The name of the surviving Limited Liability Company is Cetera Advisor Networks LLC, a Delaware Limited Liability Company ("Cetera").

Second: The name of the foreign corporation being merged into this surviving Limited Liability Company is Walnut Street Securities, Inc., a Missouri corporation ("WSSI").

Third: The Plan and Agreement of Merger, dated as of August 30, 2013, by and among Cetera and WSSI (the "Merger Agreement") has been approved and executed by each of the constituent entities.

Fourth: The name of the surviving Limited Liability Company is: Cetera Advisor Networks LLC.

Fifth: The certificate of formation of Cetera following the merger shall be its existing certificate of formation.

Fifth: The merger is to become effective at 12:01 AM Eastern Standard Time on August 31, 2013.

Sixth: The Merger Agreement is on file at 200 N. Sepulveda Blvd., Suite 1200, El Segundo, CA 90245, Attn: Valerie Brown, CEO, a place of business of the surviving Limited Liability Company.

Seventh: A copy of the Merger Agreement will be furnished by the surviving Limited Liability Company, on request and without cost, to any member or stockholder of the constituent entities.

IN WITNESS WHEREOF, said Limited Liability Company has caused this certificate to be signed by an authorized person, this 30th day of August, A.D. 2013.

Cetera Advisor Networks LLC

By: *Douglas S. King*

Name: DOUGLAS S. KING
PRESIDENT + CEO

[Signature Page to Delaware Certificate of Merger (Walnut Street-Cetera Merger)]

TRADEMARK