

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM330250

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	12/31/2014		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Walnut Street Securities, Inc.		12/31/2014	CORPORATION: MISSOURI
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Cetera Advisor Networks LLC		
<b>Street Address:</b>	200 N. Sepulveda Blvd., 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: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2855317	WALNUT STREET	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	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>			
<b>Phone:</b>	(212) 326-0443		
<b>Email:</b>	dfinguerra-ducharme@pryorcashman.com		
<b>Correspondent Name:</b>	Dyan Finguerra-DuCharme		
<b>Address Line 1:</b>	Pryor Cashman LLP		
<b>Address Line 2:</b>	7 Times Square		
<b>Address Line 4:</b>	New York, NEW YORK 10036		
<b>ATTORNEY DOCKET NUMBER:</b>	18243.00029		
<b>NAME OF SUBMITTER:</b>	Dyan Finguerra-DuCharme		
<b>SIGNATURE:</b>	/dyan finguerria-ducharme/		
<b>DATE SIGNED:</b>	01/28/2015		
<b>Total Attachments: 6</b>			
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## TRADEMARK ASSIGNMENT

This Trademark Assignment is entered into freely by and between Walnut Street Securities, Inc. ("Assignor") and Cetera Advisor Networks LLC ("Assignee") and is effective as of the 31 day of December 2014.

WHEREAS, Assignor is the owner of the trademarks identified as follows: WALNUT STREET SECURITIES, U.S. Registration No. 2855318; and WALNUT STREET, U.S. Registration No. 2855317 (the "Trademarks");

WHEREAS, Assignee is the successor to Assignor by merger, as evidenced by the certificate of merger attached as Exhibit A; and

WHEREAS, Assignor now desires to assign to Assignee all right, title and interest in and to said Trademark, together with the related goodwill, and Assignee desires to acquire from Assignor all of its right, title and interest in, and to said Trademark, together with the related goodwill.

NOW, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns, transfers, conveys and grants to Assignee, its successors, assigns and legal representatives forever, Assignor's entire right, title and interest in and to such Trademark throughout the world in perpetuity, together with the goodwill associated therewith and that part of the Assignor's business connected with the use thereof and symbolized thereby, and any and all of Assignor's other rights, privileges and priorities provided under state and federal law of the United States, and under the laws of any and all foreign jurisdictions with respect to the Trademark, including without limitation, Assignor's common law rights and rights under the laws of unfair competition, and any and all rights of action at law and suits in equity to recover for past infringements of the Assigned Trademarks currently known to Assignor as of the date hereof or that may become known after the date of this Agreement (the "Transferred Rights"), and any and all of Assignor's rights to obtain renewals, reissues, and extensions for such Trademark upon registration throughout the world, or other legal protections pertaining to the Transferred Rights;

AND, Assignor hereby covenants that Assignor has the full right to convey the interest assigned by this Agreement, has not conveyed any interest in or right to the Property to any third party;

AND, Assignor hereby further covenants and agrees that Assignor will, without further consideration, communicate with Assignee, its successors and assigns, any facts known to Assignor respecting the Trademark, and testify in any legal proceeding, sign all lawful papers when called upon to do so, execute and deliver any and all papers that may be necessary or desirable to perfect the title to the Trademark in said Assignee, its successors and assigns, and generally do everything possible to aid Assignee, its successors and assigns, to obtain and enforce proper trademark protection for the Trademark in the United States and any foreign country, it being understood that any expense incident to the execution of such papers shall be borne by Assignee, its successors and assigns.

**IN WITNESS WHEREOF**, the Parties have executed this Agreement as of the date first set forth above.

Date: December 31, 2014

ASSIGNEE


CETERA ADVISOR NETWORKS LLC

ASSIGNOR:

WALNUT STREET SECURITIES, INC.

  
Signature

STANLEY R. SMILEY  
Printed Name

  
Signature

THOMAS TAYLOR  
Printed Name

# Exhibit A

# Delaware

PAGE 1

*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](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 0703589

DATE: 08-30-13

TRADEMARK  
REEL: 005448 FRAME: 0019

**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 30<sup>th</sup> 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