

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM398015

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Russell Investments Group, Inc.		06/02/2016	Corporation: WASHINGTON
RECEIVING PARTY DATA			
Name:	Russell Investments Group, LLC		
Street Address:	1301 Second Avenue, 18th Floor		
City:	SEATTLE		
State/Country:	WASHINGTON		
Postal Code:	98101		
Entity Type:	Limited Liability Company: WASHINGTON		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3854008	LIFEPOINTS	
CORRESPONDENCE DATA			
Fax Number:	2067577097		
<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:	2067578097		
Email:	cindycaditz@dwt.com, ronrutherford@dwt.com, seatm@dwt.com, michaelamason@dwt.com		
Correspondent Name:	Cindy L. Caditz		
Address Line 1:	1201 Third Avenue, Suite 2200		
Address Line 4:	SEATTLE, WASHINGTON 98101		
ATTORNEY DOCKET NUMBER:	59293-627		
NAME OF SUBMITTER:	Cindy L. Caditz		
SIGNATURE:	/Cindy Caditz/		
DATE SIGNED:	09/09/2016		
Total Attachments: 8			
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UNITED STATES OF AMERICA

The State of



Washington

Secretary of State

I, **KIM WYMAN**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF CONVERSION

to

RUSSELL INVESTMENTS GROUP, LLC

a/an WA Limited Liability Company. Conversion documents are effective on the date indicated below.

Conversion Date: 06/02/2016

UBI Number: 603-495-825



Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

Kim Wyman, Secretary of State

Date Issued: 6/2/2016

TRADEMARK

REEL: 005874 FRAME: 0544

FILED

JUN 02 2016

ARTICLES OF CONVERSION

WA SECRETARY OF STATE

Russell Investments Group, Inc.
a Washington corporation
into
Russell Investments Group, LLC
a Washington limited liability company

ARTICLE I

The name and type of entity prior to conversion is Russell Investments Group, Inc., a Washington corporation (the "Converting Entity").

ARTICLE II

The name and type of entity after conversion is Russell Investments Group, LLC, a Washington limited liability company (the "Converted Entity").

ARTICLE III

The Converted Entity was converted from Converting Entity (the "Conversion").

ARTICLE IV

The Conversion was approved by unanimous consent of all the Shareholders and the Board of Directors of the Converting Entity, pursuant to RCW 23B.09.030,

DATED this 2nd day of June, 2016.

RUSSELL INVESTMENTS GROUP, INC.

By: 

Name: Matthew C. Moss

Its: Chief Financial Officer

TRADEMARK

REEL: 005874 FRAME: 0545

AGREEMENT AND PLAN OF CONVERSION

THIS AGREEMENT AND PLAN OF CONVERSION (the "Plan of Conversion") dated as of June 2, 2016 is adopted by Russell Investments Group, Inc., a Washington corporation (the "Converting Corporation") and provides for the conversion of the Converting Corporation into Russell Investments Group, LLC, a Washington limited liability company (the "LLC"), pursuant to Section 23B.09 of the Washington Revised code (the "RCW").

RECITALS

A. The Converting Corporation is a domestic corporation duly organized and existing under the laws of the State of Washington.

B. This Plan of conversion must be approved in accordance with Section 23B.09.030 of the RCW, which requires the Board of Directors of the Converting Corporation (the "Board") to adopt this Plan of Conversion and submit the Plan of Conversion to the shareholders of the Converting Corporation (the "Converting Shareholders") for approval by the holders of a majority of shares entitled to vote (the "Majority Holders") in accordance with the RCW and the organizational documents of the Converting Corporation.

C. Both the Board and the Majority Holders have voted for and approved the Conversion (as defined below) pursuant to this Plan of Conversion and Section 23B.09.030 of the RCW.

D. The Conversion will take place following the closing of the transactions contemplated by that certain Stock and Asset Purchase Agreement, dated October 8, 2015, by and among Frank Russell Company, a Washington corporation, Emerald Acquisition Limited, a company incorporated under the laws of England and Wales ("EAL") and, for the purposes of certain sections specified therein, London Stock Exchange Group plc, a company incorporated under the laws of England and Wales (the "SAPA").

E. Prior to the Conversion, Russell Investments US Institutional Holdco, Inc., a Delaware corporation ("Parent"), owns 100% of the equity interests of the Converting Corporation and, following the Conversion, Parent will continue to own 100% of the equity interests of the LLC.

F. The directors and officers of the Converting Corporation will, following the Conversion, continue to be the directors and officers of the LLC.

AGREEMENT

NOW, THEREFORE, the Converting Corporation hereby agrees, subject to the terms and conditions hereinafter set forth, as follows:

1. Conversion.

(a) Conversion. In accordance with the provisions of this Plan of Conversion and Section 23B.09 of the RCW, the Converting Corporation shall be converted into a Washington limited liability company, with the LLC as the resulting entity (the "Conversion"), and the existence of the Converting Corporation shall continue in the organizational form of the LLC.

(b) Filing and Effectiveness. The Conversion shall become effective when the following actions shall have been completed:

(i) The simultaneous acceptance and filing with the Washington Secretary of State of (A) the executed Cover Sheet for Conversion of Business Entity, (B) the Certificate of Formation of the LLC in substantially the form attached hereto as Exhibit A, and (C) the Articles of Conversion in substantially the form attached hereto as Exhibit B.

The time when the Conversion shall become effective, as aforesaid, is herein called the "Effective Time."

(c) Effect of the Conversion. At the Effective Time, (i) the existence of the Converting Corporation shall continue as the LLC, and (ii) the LLC shall (A) continue to possess all of the assets, rights, powers and property of the Converting Corporation as constituted immediately prior to the Effective Time, (B) be subject to all actions previously taken by the board of directors of the Converting Corporation, (C) retain, without transfer or assignment, all of the assets, rights, privileges, powers and property, real, personal and mixed, of the Converting Corporation, and (D) continue to be subject to all of the debts, liabilities and obligations of the Converting Corporation as constituted immediately prior to the Effective Time. The Conversion shall constitute a continuation of the existence of the Converting Corporation in the form of the LLC. The Converting Corporation and the LLC are the same entity. The Conversion shall otherwise have the effects specified in the RCW.

2. Directors and Officers. The Board and the officers of the Converting Company shall, following the Conversion, be the Board and the officers of the LLC.

3. Conversion of Shares and Other Equity Rights. Subject to the terms and conditions of this Plan of Conversion, at the Effective Time, automatically by virtue of the Conversion and without any further action on the part of the Converting Corporation, the LLC or any shareholder or stockholder thereof, respectively, the shares of common stock of the Converting Corporation (the "Converting Corporation Common Stock"), shall be automatically converted into a proportionate membership interest in the LLC. Following the Effective Time, all Converting Corporation Common Stock shall no longer be outstanding and shall automatically be canceled and retired and shall cease to exist, and each holder of Converting Corporation Common Stock immediately prior to the Effective Time shall cease to have any rights with respect thereto.

4. Limited Liability Company Agreement. The Limited Liability Company Agreement of the LLC shall be, as of the Effective Time, as set forth on Exhibit C attached hereto and shall continue in full force and effect as the Limited Liability Company Agreement of the LLC until duly amended in accordance with the provisions thereof and applicable law.

5. General.

(a) Abandonment. At any time before the Effective Time, this Plan of Conversion may be terminated and the Conversion may be abandoned for any reason whatsoever by the Converting Corporation, notwithstanding the approval of this Plan of Conversion by the board of directors and the sole stockholder of the Converting Corporation.

(b) Counterparts. This Plan of Conversion may be executed by means of telecopied or electronically transmitted (including in .pdf or .tif formats) signature pages.

(c) Registered Office. registered office of the LLC in the State of Washington is 505 Union Avenue SE, Suite 120, Olympia, Washington 98501, and CT Corporation System is the registered agent at such address.

(d) Plan of Conversion. Executed copies of this Plan of Conversion will be on file at the principal place of business of the LLC and copies thereof will be furnished to any stockholder of the Converting Corporation or any member of the LLC, upon request and without cost.

(e) Governing Law. This Plan of Conversion shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Washington.

6. Authorization; Further Assurances. If, at any time after the Effective Time, the LLC shall determine or be advised that any deeds, bills of sale, assignments, agreements, documents or assurances or any other acts or things are necessary, desirable or appropriate, consistent with the terms of this Plan of Conversion, (a) to vest, perfect or confirm, of record or otherwise, in the LLC its right, title or interest in, to or under any of the rights, privileges, immunities, powers, purposes, franchises, properties or assets of the Converting Corporation, or (b) to otherwise carry out the purposes of this Plan of Conversion, the LLC and its appropriate officers and directors (or their designees), are hereby authorized to engage such legal, accounting and other advisers, solicit in the name of the Converting Corporation any third-party consents or other documents required to be delivered by any third party, to execute and deliver, in the name and on behalf of the Converting Corporation, all such deeds, bills of sale, assignments, agreements, documents and assurances and do, in the name and on behalf of the Converting Corporation, all such other acts and things necessary, desirable or appropriate to vest, perfect or confirm its right, title or interest in, to or under any of the rights, privileges, immunities, powers, purposes, franchises, properties or assets of the Converting Corporation and otherwise to carry out the purposes of this Plan.

[Signature page follows]

IN WITNESS WHEREOF, this Agreement and Plan of Conversion, having first been approved by the resolutions of the board of directors and the sole stockholder of the Converting Corporation, is hereby executed on behalf of such corporation.

RUSSELL INVESTMENTS GROUP, INC.,
a Washington corporation

By: 

Name: Matthew C. Moss

Title: Chief Financial Officer

[SIGNATURE PAGE TO AGREEMENT AND PLAN OF CONVERSION OF
RUSSELL INVESTMENTS GROUP, INC.]

TRADEMARK
REEL: 005874 FRAME: 0549



Limited Liability Company
See attached detailed instructions

- Filing Fee \$180.00
- Filing Fee with Expedited Service \$230.00

This Box For Office Use Only

UBI Number:

CERTIFICATE OF FORMATION

Chapter 25.15 RCW

SECTION 1

NAME OF LIMITED LIABILITY COMPANY:

Russell Investments Group, LLC

(Must contain one of the following designations: Limited Liability Company, Limited Liability Co or one of these abbreviations: L.L.C. or LLC. If the designation is omitted, it will default to LLC when processed)

SECTION 2

ADDRESS OF THE PRINCIPAL OFFICE:

Street Address 1301 Second Avenue, Floor 18 City Seattle State WA Zip 98101

PO Box _____ City _____ State _____ Zip _____

SECTION 3

EFFECTIVE DATE OF FORMATION: *(Please check one of the following)*

- Upon filing by the Secretary of State
- Specific Date: _____ *(Specified effective date must be within 90 days AFTER the Certificate of Formation has been filed by the Office of the Secretary of State)*

SECTION 4

TENURE: *(Please check one of the following and indicate the date if applicable)*

- Perpetual existence
- Specific term of existence _____ *(Number of years or date of termination)*

SECTION 5

DESIGNATION OF REGISTERED AGENT: COMPLETE ITEM 1, 2, OR 3

1. If using a Commercial Registered Agent (as defined in RCW 23.95.105(3))

Yes: If yes, complete this section and then proceed to Consent of Registered Agent below.

No: If no, skip to item 2 below.

Name of Commercial Registered Agent: C T Corporation System

2. If using a Noncommercial Registered Agent (as defined in RCW 23.95.105(21))

Yes: If yes, complete this section and then proceed to Consent of Registered Agent below.

No: If no, skip to item 3 below.

Name of Noncommercial Registered Agent: _____

Physical Address in WA: _____

Alternate Mailing Address in WA: _____

3. If using an Office or Position in the entity to serve as agent (as defined in RCW 23.95.105(21)(b))

Yes: If yes, complete this section and then proceed to Consent of Registered Agent below.

Office or Position service as Agent: _____

Physical Address in WA: _____

Alternate Mailing Address in WA: _____

CONSENT SIGNATURE REQUIRED IN ADDITION TO COMPLETING ITEM 1, 2, or 3 ABOVE (RCW 23.95.415(2))

I hereby consent to serve as Registered Agent in the State of Washington for the above named entity. I understand it will be my responsibility to accept service of process, notices, and demands on behalf of the entity; to forward mail to the entity; and to immediately notify the Office of the Secretary of State if I resign or change the Registered Office Address.

X By: *[Signature]* **SALMENA AMENTA-GRAY** 6/2/2016
Signature of Registered Agent **SPECIAL ASSISTANT SECRETARY** Date Phone

SECTION 6

NAME, ADDRESS AND SIGNATURE OF EACH EXECUTOR:

(If necessary, attach additional names, addresses and signatures)

Name: Matthew C. Moss

Address: 1301 Second Avenue, Floor 18 City Seattle State WA Zip Code 98101

This document is hereby executed under penalties of perjury, and is, to the best of my knowledge, true and correct.

X *[Signature]* Matthew C. Moss 6/2/2016 206-505-7877
Signature of Executor Printed Name Date Phone