

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM433188

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME		
EFFECTIVE DATE:	08/01/2016		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
RS INVESTMENT MANAGEMENT CO. LLC		08/01/2016	Limited Liability Company:
NEWLY MERGED ENTITY DATA			
Name	Execution Date	Entity Type	
Victory Capital Management Inc.	08/01/2016	Corporation:	
MERGED ENTITY'S NEW NAME (RECEIVING PARTY)			
Name:	Victory Capital Management Inc.		
Street Address:	4900 Tiedman Road, 4th Floor		
City:	Brooklyn		
State/Country:	OHIO		
Postal Code:	44144		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Registration Number:	4671855		
Registration Number:	4012753	RS	
Registration Number:	4467236	RS FUNDS	
Registration Number:	4652983	RS INVESTMENTS	
Registration Number:	4117627	RS INVESTMENTS	
Registration Number:	4671854	RS INVESTMENTS	
CORRESPONDENCE DATA			
Fax Number:	2128138239		
<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:	2128138239		
Email:	weigell-docket@fzlz.com		
Correspondent Name:	Charles T. J. Weigell		

CH \$165.00 4671855

Address Line 1: 4 Times Square, 17th Floor
Address Line 4: New York, NEW YORK 10036

NAME OF SUBMITTER: Charles T. J. Weigell

SIGNATURE: /ctw/

DATE SIGNED: 06/29/2017

Total Attachments: 5

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Delaware

The First State

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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:

"RS INVESTMENT MANAGEMENT CO. LLC", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "VICTORY CAPITAL MANAGEMENT INC." UNDER THE NAME OF "VICTORY CAPITAL MANAGEMENT INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEW YORK, AS RECEIVED AND FILED IN THIS OFFICE ON THE FIRST DAY OF AUGUST, A.D. 2016, AT 2 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

6112423 8100M
SR# 20165165333

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

Authentication: 202753960
Date: 08-01-16

TRADEMARK
REEL: 006094 FRAME: 0699

CERTIFICATE OF MERGER
OF
RS INVESTMENT MANAGEMENT CO. LLC
INTO
VICTORY CAPITAL MANAGEMENT INC.

(Under Section 18-209 of the Limited Liability Company Act of the State of Delaware)

The undersigned, Michael D. Policarpo, being the Treasurer, Chief Financial Officer and Chief Operating Officer of Victory Capital Management Inc., hereby certifies:

FIRST: The name of each constituent entity is as follows: RS Investment Management Co. LLC, a Delaware limited liability company, and Victory Capital Management Inc., a New York corporation (which was formed under the name W.G. Spears, Inc.). Victory Capital Management Inc. shall survive the merger and shall continue in existence as the surviving corporation under the name Victory Capital Management Inc. RS Investment Management Co. LLC shall not survive the merger and shall cease to exist.

SECOND: The certificate of incorporation Victory Capital Management Inc. shall be the Certificate of Incorporation of the surviving corporation.

THIRD: The merger was authorized with respect to RS Investment Management Co. LLC in the following manner: an Agreement and Plan of Merger (the "Agreement and Plan of Merger") was adopted by the sole member of RS Investment Management Co. LLC by written consent on August 1, 2016 in accordance with Section 18-209 of the Limited Liability Company Act of the State of Delaware.

The merger was authorized with respect to Victory Capital Management Inc. in the following manner: the Agreement and Plan of Merger was adopted at a meeting of the board of directors of Victory Capital Management Inc. on August 1, 2016. The board of directors of Victory Capital Management Inc. submitted the Agreement and Plan of Merger to a vote of the shareholders of Victory Capital Management Inc. in accordance with Section 903 of the Business Corporation Law of the State of New York. The Agreement and Plan of Merger was duly adopted by the written consent of the sole shareholder of Victory Capital Management Inc. on August 1, 2016.

The Agreement and Plan of Merger was approved, adopted, executed and acknowledged by each of RS Investment Management Co. LLC and Victory Capital Management Inc. on August 1, 2016.

FOURTH: The merger shall be effective on the filing of the Certificate of Merger by the Department of State of Delaware.

FIFTH: A copy of the Agreement and Plan of Merger is on file at the place of business of Victory Capital Management Inc. at 4900 Tiedeman Road, 4th Floor, Brooklyn, OH 44144. A copy of the Agreement and Plan of Merger will be furnished by Victory Capital Management Inc., on request and without cost, to any member of RS Investment Management Co. LLC or any person holding an interest in Victory Capital Management Inc.

SIXTH: Victory Capital Management Inc. agrees that it may be served with process in the State of Delaware in any action, suit or proceeding for the enforcement of any obligation of RS Investment Management Co. LLC and irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of

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process in any such action, suit or proceeding. Process may be mailed by the Secretary of State of the State of Delaware to the following address:

Victory Capital Management Inc.

4900 Tiedeman Road

4th Floor

Brooklyn, OH 44144

[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, I hereunto sign my name and affirm that the statements made herein are true under the penalties of perjury, this 1st day of August, 2016.

Victory Capital Management Inc.

By: 

Name: Michael D. Policarpo
Title: Treasurer, Chief Financial Officer
and Chief Operating Officer

[Delaware Certificate of Merger - RSIM/VCM]