

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM460605

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	03/01/2017		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Valor Federal Credit Union		03/01/2017	Federally Chartered Credit Union: PENNSYLVANIA
RECEIVING PARTY DATA			
Name:	Pentagon Federal Credit Union		
Street Address:	7940 Jones Branch Drive		
City:	McLean		
State/Country:	VIRGINIA		
Postal Code:	22102		
Entity Type:	Federally Chartered Credit Union: VIRGINIA		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	5066683	VALOR CREDIT UNION	
Registration Number:	4699889	POWER BANKING	
CORRESPONDENCE DATA			
Fax Number:	9374436635		
<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:	202-263-4159		
Email:	trademarks@thompsonhine.com		
Correspondent Name:	Clifton E. McCann		
Address Line 1:	1919 M Street, N.W., Suite 700		
Address Line 4:	Washington, D.C. 20036-3537		
ATTORNEY DOCKET NUMBER:	090638-015 jmb		
NAME OF SUBMITTER:	Clifton E. McCann		
SIGNATURE:	/Clifton E. McCann /		
DATE SIGNED:	02/02/2018		
Total Attachments: 4			
source=Valor merger affirmation#page1.tif			
source=Valor merger affirmation#page2.tif			

OP \$65.00 5066683

source=Valor merger affirmation#page3.tif

source=Valor merger affirmation#page4.tif

AFFIRMATION OF MERGER AND TRANSFER OF TRADEMARK RIGHTS

WHEREAS, Valor Federal Credit Union, a federally chartered credit union organized under the laws of Pennsylvania, with a principal place of business at 315 Franklin Avenue, Scranton, Pennsylvania 18503 (hereinafter "VFCU"), was, prior to March 1, 2017, the owner of the following trademarks and U.S. trademark registrations:

Mark	Reg. No.	Reg. Date
VALOR CREDIT UNION & Design	5066683	10/25/2016
POWER BANKING	4699889	03/10/2015

WHEREAS, Pentagon Federal Credit Union, a federally chartered credit union organized under the laws of Virginia and having a principal place of business at 7940 Jones Branch Drive, McLean, Virginia 22102 (hereinafter "PenFed"), acquired ownership of the above trademarks and registrations pursuant to a Merger Agreement effective March 1, 2017, attached hereto as Exhibit A; and

WHEREAS, the U.S. National Credit Union Administration (NCUA) has recognized the completion of the above merger on March 1, 2017, as reflected in the NCUA's May 10, 2017 letter, attached hereto as Exhibit B;

NOW, THEREFORE, PenFed confirms that Exhibit A and Exhibit B are true copies of the original documents and that, effective March 1, 2017, PenFed acquired all right, title and interest that VFCU had in, to, and under the above trademarks and registrations, along with the goodwill of the business in connection with which VFCU used the trademarks. PenFed has prepared this document to facilitate recordation of its ownership of the trademarks and registrations in the U.S. Patent and Trademark Office.

PENTAGON FEDERAL CREDIT UNION

By:

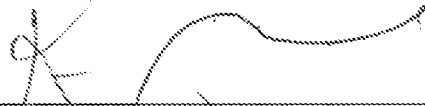

Name: Kevyn Myers
Title: Executive Vice President
Date: February 2, 2018

EXHIBIT A

MERGER AGREEMENT

This agreement, made and entered into this 1st day of MARCH, 2017, by and between Pentagon Federal Credit Union, (continuing credit union) and Valor Federal Credit Union (merging credit union).

The continuing credit union and the merging credit union agree to the following terms:

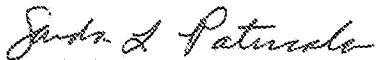
1. The merging credit union will transfer to the continuing credit union all of its assets, rights, and property.

2. The continuing credit union will assume and pay all the liabilities of the merging credit union. In addition, the continuing credit union will issue all members of the merging credit union the same amount of shares they currently own in the merging credit union, subject to the following share adjustments (if any):

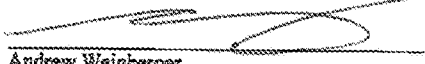
As described in the Merger Plan dated December 7, 2016.


Pentagon Federal Credit Union by:


Edward B. Cody
Chairman, Board of Directors


Sandra L. Patricola
Treasurer

Valor Federal Credit Union by:


Andrew Weinberger
Chairman, Board of Directors



Jos Nemshick
Secretary

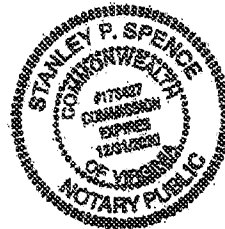
Commonwealth of Virginia

City/County of Fairfax

Before me a Notary Public (or other officer authorized) appeared the above named Edward B. Cody and Sandra L. Patricia, Board Presiding Officer and Treasurer of Pentagon Federal Credit Union, who being personally known to me as (or proved by the oath of credible witnesses to be) the persons who executed the annexed instrument acknowledged the same to be their free act and deed and in their respective capacities the free act and deed of said credit union.

(SEAL)


Notary Public
My commission expires 12/31, 2020

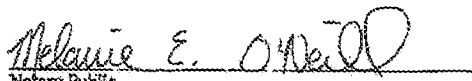


State of _____

City/County of _____

Before me a Notary Public (or other officer authorized) appeared the above named Andrew Weinberger and Joe Nemshick, Board Presiding Officer and Secretary of Valor Federal Credit Union, who being personally known to me as (or proved by the oath of credible witnesses to be) the persons who executed the annexed instrument acknowledged the same to be their free act and deed and in their respective capacities the free act and deed of said credit union.

(SEAL)


Notary Public
My commission expires Jan 28, 2018

COMMONWEALTH OF PENNSYLVANIA
NOTARIAL SEAL
Melanie E. O'Neill, Notary Public
Northmoreland Twp., Wyoming County
My Commission Expires Jan. 28, 2018
NCUA 6304 (Page 2 of 2) (07/03)
BERSER, PENNSYLVANIA ASSOCIATION OF NOTARIES

EXHIBIT B



National Credit Union Administration
Office of National Examinations and Supervision

May 10, 2017

SENT BY EMAIL

Mr. Stanley P. Spence
Vice President and Associate General Counsel
Pentagon Federal Credit Union
7940 Jones Branch Drive
McLean, VA 22102

Dear Mr. Spence:

The merger of Valor Federal Credit Union (FCU) into Pentagon FCU (PenFed) is complete. Accordingly, we are canceling Valor FCU's insurance certificate effective March 1, 2017. I would like to note that PenFed failed to inform NCUA of the merger completion within 30 days as required by §708b.108 of the NCUA Rules and Regulations. The merger completion notification was dated April 27, 2017, and the merger was completed on March 1, 2017. In the future, please insure that you notify NCUA within 30 days of a merger completion.

The National Credit Union Administration's Office of Consumer Financial Protection and Access will send you the updated Field of Membership in a separate letter. The capitalization balance of Valor FCU will be credited to PenFed's capitalization account. Please verify the consolidated balance when you receive your next share insurance statement. If the balance is incorrect, please contact NCUA's Office of the Chief Financial Officer at (703) 518-6570.

If you have any questions, please contact the Office of National Examinations and Supervision at (703) 518-6640 or ONESMAIL@NCUA.GOV.

Sincerely,

A handwritten signature in black ink, appearing to read 'Scott A. Hunt', written over a horizontal line.

Scott A. Hunt
Director

ONES/RRD: rd

cc: Jane Walters, Director, NCUA Region II

1775 Duke Street - Alexandria, VA 22314-3428 - 703-518-6640