

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM474507

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/31/2018

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Investools, Inc.		03/29/2018	Corporation: UTAH

RECEIVING PARTY DATA

Name:	TD Ameritrade, Inc.
Street Address:	200 S. 108th Avenue
City:	Omaha
State/Country:	NEBRASKA
Postal Code:	68154
Entity Type:	Corporation: NEW YORK

PROPERTY NUMBERS Total: 36

Property Type	Number	Word Mark
Registration Number:	2706960	AUTOANALYZER
Registration Number:	2028670	INVESTOOLS
Registration Number:	2723809	INVESTOOLS
Registration Number:	2741378	INVESTOOLS
Registration Number:	2723810	INVESTOOLS
Registration Number:	4469993	INVESTOOLS
Registration Number:	3154150	INVESTOOLS METHOD
Registration Number:	4955087	
Registration Number:	3268098	INVESTOR TOOLBOX
Registration Number:	4386492	MARKET 360
Registration Number:	3176819	PROPHET
Registration Number:	2323525	PROPHETCHARTS
Registration Number:	4323419	TRADING ROOMS
Registration Number:	3158106	5-STEP INVESTING FORMULA
Registration Number:	3678013	7-STEP INVESTING FORMULA
Registration Number:	3498154	INVESTED
Registration Number:	3316101	INVESTOOLS
Registration Number:	3316100	INVESTOOLS

OP \$915.00 2706960

Property Type	Number	Word Mark
Registration Number:	3201422	INVESTTOOLS CURRENCY TRADER
Registration Number:	3201419	INVESTTOOLS CURRENCY TRADER
Registration Number:	3198623	INVESTTOOLS INVESTOR EDUCATION
Registration Number:	3201423	INVESTTOOLS INVESTOR EDUCATION
Registration Number:	3735644	INVESTTOOLS ONLINE
Registration Number:	2697796	MAKING MONEY IN THE STOCK MARKET IS NOW
Registration Number:	2732314	PROPHET.NET
Registration Number:	2653231	SECRETS TO ONLINE INVESTING
Registration Number:	2706961	TECHSIGNALS
Registration Number:	2827017	TURBOSEARCH
Registration Number:	2134871	WALL STREET CITY
Registration Number:	2412540	WHERE PEOPLE LEARN TO INVEST ONLINE
Registration Number:	2584528	ZIASUN
Registration Number:	2587381	ZIASUN
Serial Number:	77210349	INVESTTOOLS EDUCATED INVESTING
Serial Number:	77408963	PAPERPOD
Serial Number:	78781288	PHD
Serial Number:	77316979	TASTYTRADE

CORRESPONDENCE DATA

Fax Number: 2023712540

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.

Phone: 202-371-2600

Email: amartins@sternekessler.com

Correspondent Name: Monica Riva Talley

Address Line 1: 1100 New York Avenue, N.W.

Address Line 4: Washington, D.C. 20005

ATTORNEY DOCKET NUMBER:	3835.055STR0
NAME OF SUBMITTER:	Monica Riva Talley
SIGNATURE:	/Monica Riva Talley/
DATE SIGNED:	05/17/2018

Total Attachments: 11

source=2018-03-29 Investools merger into TD Ameritrade Inc.-UT (evidence)#page1.tif
source=2018-03-29 Investools merger into TD Ameritrade Inc.-UT (evidence)#page2.tif
source=2018-03-29 Investools merger into TD Ameritrade Inc.-UT (evidence)#page3.tif
source=2018-03-29 Investools merger into TD Ameritrade Inc.-UT (evidence)#page4.tif
source=2018-03-29 Investools merger into TD Ameritrade Inc.-UT (evidence)#page5.tif
source=2018-03-29 Investools merger into TD Ameritrade Inc.-UT (evidence)#page6.tif
source=2018-03-29 Investools merger into TD Ameritrade Inc.-UT (evidence)#page7.tif

source=2018-03-29 Investools merger into TD Ameritrade Inc.-UT (evidence)#page8.tif
source=2018-03-29 Investools merger into TD Ameritrade Inc.-UT (evidence)#page9.tif
source=2018-03-29 Investools merger into TD Ameritrade Inc.-UT (evidence)#page10.tif
source=2018-03-29 Investools merger into TD Ameritrade Inc.-UT (evidence)#page11.tif

7. The effective date and time of the Merger is and shall be 11:59 p.m. on March 31, 2018 or, if later, 11:59 p.m. on the date these Articles of Merger are filed with the Utah Division of Corporations and Commercial Code.

IN WITNESS WHEREOF, Investools and TD Ameritrade have executed these Articles of Merger as of this 29th day of March 2017.

INVESTTOOLS INC.

TD AMERITRADE, INC.

By: 

By: _____

Name: Lee O. McAdoo
Title: President

Name: Peter J. deSilva
Title: President

7. The effective date and time of the Merger is and shall be 11:59 p.m. on March 31, 2018 or, if later, 11:59 p.m. on the date these Articles of Merger are filed with the Utah Division of Corporations and Commercial Code.

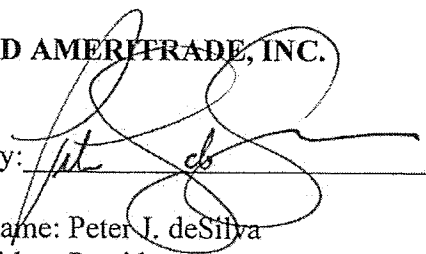
IN WITNESS WHEREOF, Investools and TD Ameritrade have executed these Articles of Merger as of this 29th day of March 2017.

INVESTTOOLS INC.

By: _____

Name: Lee A. McAdoo
Title: President

TD AMERITRADE, INC.

By:  _____

Name: Peter J. deSilva
Title: President

EXHIBIT A
PLAN OF MERGER

PLAN OF MERGER

OF

INVESTTOOLS INC.

(a Utah corporation)

INTO

TD AMERITRADE, INC.

(a New York corporation)

March 29, 2018

This Plan of Merger is entered into as of the date first set forth above by and between Investtools Inc., a Utah corporation ("Investtools"), and TD Ameritrade, Inc., a New York corporation ("TD Ameritrade"). Investtools and TD Ameritrade are referred to herein individually as "Party" and collectively as the "Parties."

Background Information

The Board of Directors of each Party deems it advisable that Investtools be merged with and into TD Ameritrade, upon the terms and subject to the conditions of this Plan of Merger. Accordingly, in consideration of the covenants and agreements contained herein, TD Ameritrade and Investtools hereby agree as follows:

OPERATIVE PROVISIONS

Article I

Merger and Name of Surviving Corporation

On and subject to the terms and conditions of this Plan of Merger, Investtools shall merge with and into TD Ameritrade (the "Merger") at the Effective Time, the separate existence of Investtools shall thereupon cease, and TD Ameritrade shall be the corporation surviving the Merger (the "Surviving Corporation").

Article II

Effect of Merger

2.1 The Merger shall have the effect set forth in the Utah Revised Business Corporation Act, as amended (the "Utah Corporate Code") and the New York Business Corporation Law, as amended (the "New York Corporate Law").

2.2 The Merger shall not result in any change in the members of the Board of Directors or officers of the Surviving Corporation.

2.3 For federal income tax purposes, the Parties intend that the Merger shall qualify as a reorganization within the meaning of Sections 368(a)(1)(A) and/or 368(a)(1)(D) of the Internal Revenue Code of 1986, as amended (the "Code").

Article III Approval of Merger

3.1 The holder of shares of Investools common stock was required to approve of the Merger. There were 100 issued and outstanding shares of Investools common stock, \$2.00 par value per share, on March 29, 2018, all of which shares were entitled to vote upon the Plan of Merger. As such, there were 100 votes entitled to be cast by the holders of such shares. The Merger was approved by the holders of 100 (or 100%) of the 100 issued and outstanding Investools common shares on March 29, 2018 in accordance with the requirements of the Utah Corporate Code.

3.2 The holder of shares of TD Ameritrade common stock was required to approve of the Merger. There were 200 issued and outstanding shares of TD Ameritrade common stock, no par value per share, on March 29, 2018, all of which shares were entitled to vote upon the Plan of Merger. As such, there were 200 votes entitled to be cast by the holders of such shares. The Merger was approved by the holders of 200 (or 100%) of the 200 issued and outstanding TD Ameritrade common shares on March 29, 2018 in accordance with the requirements of the New York Corporate Law.

Article IV Manner of Conversion

4.1 Subject to statutory dissenter's rights under the Utah Corporate Code, at and as of the Effective Time each share of Investools common stock, \$2.00 par value per share (each an "Investools Share"), shall convert into shares of TD Ameritrade common stock, no par value per share, automatically and without any further action on the part of Investools or any shareholder or stockholder thereof, such conversion to be effected at the rate of one (1) TD Ameritrade share for each ten (10) Investools shares.

4.2 Notwithstanding any provision of this Plan of Merger to the contrary, in the event any Investools Shareholder exercises his, her or its rights to dissent from the Merger under the Utah Corporate Code and obtain the fair value of his or her Investools Shares (such Investools Shareholder hereafter referred to as a "Dissenter"), then (a) any Investools Share held of record by such Dissenter shall not be cancelled as set forth above; (b) the Dissenter shall be entitled to only such rights as are granted by the Utah Corporate Code; (c) to the extent required by the Utah Corporate Code, the Surviving Corporation shall promptly pay to each Dissenter the amount, if any, to which they are entitled under Part 13 of the Utah Corporate Code; and (d) if any Dissenter effectively withdraws or loses (through failure to perfect or otherwise) his, her or its right to dissent from the Merger under the Utah Corporate Code and obtain the fair value of his or her Investools Shares, then as of the Effective Time or the occurrence of such event, whichever later occurs, the Investools Shares held by such Dissenter shall automatically be cancelled according to Section 4.1 above.

4.3 Each share of Surviving Corporation common stock which is issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding without any cancellation or conversion of any kind or nature.

4.4 From and after the Effective Time, all of the outstanding certificates that prior to that time represented Investools Shares shall be cancelled and shall have not further or continuing rights of any kind or nature. The registered owner on the books and records of Investools or its transfer agent of any such outstanding stock certificate shall surrender such certificate(s) to Surviving Corporation for cancellation, duly endorsed in blank.

Article IV Amendment and Termination

4.1 Notwithstanding anything to the contrary in this Plan of Merger, at any time prior to the Effective Time, this Plan of Merger may be terminated by (a) the Chief Executive Officer or President of Investools and (b) the Chief Executive Officer or President of TD Ameritrade, notwithstanding approval of this Plan of Merger by shareholders of either Party.

4.2 Notwithstanding anything to the contrary in this Plan of Merger, at any time prior to the Effective Time, this Plan of Merger may be amended by mutual written agreement, approved by (a) the Chief Executive Officer or President of Investools and (b) the Chief Executive Officer or President of TD Ameritrade, notwithstanding approval of this Plan of Merger by shareholders of either Party; *provided, however*, that that an amendment made subsequent to the approval of this Plan of Merger by the shareholders of either Party shall not (a) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such Party, (b) alter or change any term of the Certificate of Incorporation or bylaws of the TD Ameritrade to be effected by the Merger, or (c) alter or change any of the terms and conditions of this Plan of Merger if such alteration or change would adversely affect the holders of any class or series thereof of such Party.

Article V Effective Time; Miscellaneous

5.1 The Merger shall become effective upon the filing of a Certificate of Merger with the Secretary of State of New York (or upon any later effective time specified therein) and, solely with respect to Investools and the requirements of the Utah Corporate Code, upon the filing of Articles of Merger with the Secretary of State of Utah (or upon any later effective time specified therein) (the "Effective Time").

5.2 Notwithstanding anything to the contrary in this Plan of Merger, the Merger shall not be consummated or effective, and neither the Certificate of Merger nor Articles of Merger shall be filed, until the following conditions precedent have been satisfied, waived or otherwise discharged:

(a) This Plan shall have been authorized, adopted and approved by (i) the respective Boards of Directors of TD Ameritrade and Investools and (ii) by the shareholders of TD Ameritrade and Investools, in each case to the extent required under the New York Corporate Law and the Utah Corporate Code, as applicable; and

(b) Each Party shall have performed all of its respective covenants and agreements, and each Party's representations and warranties shall be true and correct in all material respects at and as of the date of closing, as set forth in or otherwise required by any separate written agreement entered into by the Parties on or after the date hereof with respect to the Merger.

5.3 If at any time any further grants, assignments, confirmations or assurances are necessary or desirable to vest, perfect or confirm title in the Surviving Corporation, of record or otherwise, to any property of Investools acquired or to be acquired by, or as a result of, the Merger, the officers and directors of TD Ameritrade shall be severally and fully authorized to execute and deliver, in the name of Investools, any and all such deeds, assignments, confirmation and assurances and to do all things necessary or proper so as best to prove, confirm and ratify title to such property in the Surviving Corporation and otherwise carry out the purposes of the Merger and the terms of this Plan of Merger.

5.4 For the convenience of the parties and to facilitate the filing and recording of this Plan of Merger, any number of counterparts hereof may be executed, each such counterpart shall be deemed to be an original instrument, and all such counterparts together shall be considered one and the same instrument.

5.5 Surviving Corporation agrees that service of process in a proceeding to enforce the rights of shareholders of Investools who exercise appraisal rights may be made in the manner provided in Utah Corporate Code Section 16-17-301;

5.6 This Plan and the documents and instruments and other agreements among the parties hereto referenced herein: (a) constitute the entire agreement among the parties with respect to the subject matter hereof and supersede all prior agreements and understandings both written and oral, among the parties with respect to the subject matter hereof, and (b) are not intended to confer upon any other person any rights or remedies hereunder, except as set forth in Section 5.7 hereof.

5.7 TD Ameritrade agrees that all rights to indemnification or exculpation existing in favor of, and all limitations on the personal liability of, each present and former director, officer, employee, fiduciary and agent of Investools (each a "Company Indemnitee") provided for in the Company's Articles of Incorporation or Bylaws shall continue in full force and effect for a period of six (6) years from the Effective Time; *provided, however*, that all rights to indemnification in respect of any claims asserted or made within such period shall continue until the disposition of such claim.

5.8 This Plan shall be governed by and construed in accordance with the laws of the State of Utah, regardless of the substantive laws that might otherwise govern under applicable

principles of conflicts of laws thereof. Each of the parties hereto irrevocably consents to the exclusive jurisdiction and venue of any court within the State of Utah in connection with any matter based upon or arising out of this Plan of Merger or the matters contemplated herein, and waives and covenants not to assert or plead any objection which they might otherwise have to such jurisdiction, venue and such process.


[Balance of page intentionally left blank]

[Signature Page to Plan of Merger]

IN WITNESS WHEREOF, the Parties hereto have executed this Plan of Merger on as of the date first above written.

INVESTTOOLS INC., a Utah corporation

TD AMERITRADE, INC., a New York corporation

By: 

By: _____

Name: Lee O. McAdoo
Title: President

Name: Peter J. deSilva
Title: President

[Signature Page to Plan of Merger]

IN WITNESS WHEREOF, the Parties hereto have executed this Plan of Merger on as of the date first above written.

INVESTTOOLS INC., a Utah corporation

TD AMERITRADE, INC., a New York corporation

By: _____

By:  _____

Name: Lee A. McAdoo
Title: President

Name: Peter J. deSilva
Title: President