

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM519960

SUBMISSION TYPE:	RESUBMISSION
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/31/2018
RESUBMIT DOCUMENT ID:	900491405

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
SUN BANCORP, INC.		01/31/2018	Corporation: NEW JERSEY

RECEIVING PARTY DATA

Name:	OCEANFIRST FINANCIAL CORP.
Street Address:	975 Hooper Avenue
City:	Toms River
State/Country:	NEW JERSEY
Postal Code:	08753
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Registration Number:	4329364	BOOMERANG CHECKING
Serial Number:	86604734	PROSPERIS FINANCIAL SOLUTIONS
Serial Number:	86604936	PROSPERIS FINANCIAL SOLUTIONS
Serial Number:	86604176	SUN BANCORP, INC.
Serial Number:	86604383	SUN NATIONAL BANK
Registration Number:	3924460	SUN NATIONAL BANK

CORRESPONDENCE DATA

Fax Number:

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: 303.295.8284

Email: docket@hollandhart.com, ljheld@hollandhart.com

Correspondent Name: Betsy P. Bengtson, Holland & Hart LLP

Address Line 1: P.O. Box 8749

Address Line 2: Attn: Trademark Docketing

Address Line 4: Denver, COLORADO 80201-8749

ATTORNEY DOCKET NUMBER:	41892.0014
NAME OF SUBMITTER:	Betsy P. Bengtson

TRADEMARK

SIGNATURE:	/Betsy P. Bengtson/
DATE SIGNED:	04/19/2019
Total Attachments: 5 source=CoverSheet (003)#page1.tif source=OCEANFIRST MERGER DOC#page1.tif source=OCEANFIRST MERGER DOC#page2.tif source=OCEANFIRST MERGER DOC#page3.tif source=OCEANFIRST MERGER DOC#page4.tif	

Delaware

The First State

Page 1

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 OWNERSHIP, WHICH MERGES:

"SUN BANCORP, INC.", A NEW JERSEY CORPORATION, WITH AND INTO "OCEANFIRST FINANCIAL CORP." UNDER THE NAME OF "OCEANFIRST FINANCIAL CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF JANUARY, A.D. 2018, AT 2 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF JANUARY, A.D. 2018 AT 5:32 O`CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.




Jeffrey W. Bullock, Secretary of State

2564066 8100M
SR# 20180628651

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

Authentication: 202068291
Date: 01-31-18

TRADEMARK
REEL: 006649 FRAME: 0314

**CERTIFICATE OF OWNERSHIP AND MERGER
OF
SUN BANCORP, INC.
WITH AND INTO
OCEANFIRST FINANCIAL CORP.**

January 31, 2018

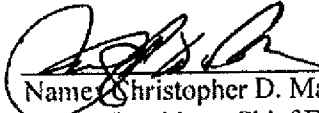
Pursuant to Section 253 of the Delaware General Corporation Law (the "DGCL"), OceanFirst Financial Corp., a Delaware corporation (the "Corporation"), does hereby certify to the following information relating to the merger (the "Second-Step Merger") of Sun Bancorp, Inc., a New Jersey corporation and a wholly-owned subsidiary of the Corporation ("Sun"), with and into the Corporation, with the Corporation remaining as the surviving corporation:

1. The Corporation is the owner of all of the issued and outstanding shares of common stock, par value \$5.00 per share, of Sun.
2. On June 29, 2017, the Board of Directors of the Corporation (the "Board"), at a duly convened meeting of the Board, adopted a resolution approving the Second-Step Merger, which resolution is set forth on Exhibit A attached hereto.
3. Pursuant to Section 253 of the DGCL, Sun is hereby merged with and into the Corporation.
4. The name of the surviving corporation in the Second-Step Merger is "OceanFirst Financial Corp."
5. This Certificate of Ownership and Merger and the Second-Step Merger are to become effective on January 31, 2018 at 5:32 p.m. Eastern Standard Time.

[Signature page follows]

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by its duly authorized officer as of the date first written above.

OCEANFIRST FINANCIAL CORP.

By: 
Name: Christopher D. Maher
Title: President, Chief Executive
Officer and Chairman of the
Board

[Signature Page to DE Certificate of Ownership and Merger]

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Exhibit A

Resolutions Authorizing the Second-Step Merger

WHEREAS, the Board has determined that it is in the best interests of the Company, OceanFirst Bank, a federal savings bank and a wholly-owned subsidiary of the Company (the "Bank"), and the Company's stockholders, that the Company effect a strategic business combination through a series of transactions whereby (i) Mercury Merger Sub Corp., a New Jersey corporation and a wholly-owned subsidiary of the Company ("Merger Sub"), will merge with and into Sun Bancorp, Inc., a New Jersey corporation ("Sun Bancorp"), with Sun Bancorp being the surviving corporation (the "First-Step Merger"), (ii) immediately thereafter, Sun Bancorp will merge with and into the Company, with the Company being the surviving corporation (together with the First-Step Merger, the "Integrated Mergers"), pursuant to an Agreement and Plan of Merger by and among the Company, Merger Sub and Sun Bancorp in substantially the form presented to and reviewed by the Board (the "Merger Agreement") and (iii) immediately following the consummation of the Integrated Mergers, Sun National Bank, a national bank and (after giving effect to the Integrated Mergers) a wholly-owned subsidiary of the Company ("Sun National Bank"), will merge (the "Bank Merger") with and into the Bank, with the Bank being the surviving bank (together with the Integrated Mergers, the "Acquisition") pursuant to an Agreement and Plan of Merger by and between Sun National Bank and the Bank in substantially the form presented to and reviewed by the Board (the "Bank Merger Agreement");

RESOLVED, that the Merger Agreement and the transactions contemplated thereby, including the Acquisition and the Share Issuance, along with the other agreements, instruments and transactions contemplated thereby, having been determined by the Board to be in the best interests of the Company, the Bank and the Company's stockholders, be, and hereby are, adopted and approved in all respects, and that the officers of the Company be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to execute and deliver the Merger Agreement, in substantially the form presented to and reviewed by the Board, with such changes and modifications thereto as the officer executing the same shall deem necessary, appropriate or advisable.