

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM590171

|                              |                |
|------------------------------|----------------|
| <b>SUBMISSION TYPE:</b>      | NEW ASSIGNMENT |
| <b>NATURE OF CONVEYANCE:</b> | MERGER         |
| <b>EFFECTIVE DATE:</b>       | 01/01/2020     |

**CONVEYING PARTY DATA**

| Name                           | Formerly | Execution Date | Entity Type             |
|--------------------------------|----------|----------------|-------------------------|
| Schools Financial Credit Union |          | 05/15/2019     | Corporation: CALIFORNIA |

**RECEIVING PARTY DATA**

|                        |   |
|------------------------|---|
| <b>Name:</b>           | SchoolsFirst Federal Credit Union               |
| <b>Street Address:</b> | 2115 N. Broadway                                |
| <b>City:</b>           | Santa Ana                                       |
| <b>State/Country:</b>  | CALIFORNIA                                      |
| <b>Postal Code:</b>    | 92706   |
| <b>Entity Type:</b>    | Federally Chartered Credit Union: UNITED STATES |

**PROPERTY NUMBERS Total: 2**

| Property Type         | Number   | Word Mark                      |
|-----------------------|----------|--------------------------------|
| <b>Serial Number:</b> | 75563110 | SCHOOLS FINANCIAL CREDIT UNION |
| <b>Serial Number:</b> | 77266633 | SCHOOLS FINANCIAL CREDIT UNION |

**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.*

**Email:** trademarks@swmlp.com  
**Correspondent Name:** Steve Balian  
**Address Line 1:** 550 N. Brand Blvd.  
**Address Line 4:** Glendale, CALIFORNIA 91203

|                           |                  |
|---------------------------|------------------|
| <b>NAME OF SUBMITTER:</b> | Steven V. Balian |
| <b>SIGNATURE:</b>         | /SVB/            |
| <b>DATE SIGNED:</b>       | 08/04/2020       |

**Total Attachments: 11**

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Secretary of State  
State of California

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PLAN OF MERGER OF  
SCHOOLS FINANCIAL CREDIT UNION INTO  
SCHOOLSFIRST FEDERAL CREDIT UNION

This Plan of Merger is agreed to between SchoolsFirst Federal Credit Union, a federal credit union, the continuing/surviving credit union ("Surviving Credit Union"), and Schools Financial Credit Union, a California state-chartered credit union, the merging/disappearing credit union ("Disappearing Credit Union"). The parties agree as follows:

1. The Disappearing Credit Union shall merge with and into the Surviving Credit Union.
2. Each membership in the Disappearing Credit Union shall be converted into a membership in the Surviving Credit Union. Each membership in the Surviving Credit Union shall remain a membership in the Surviving Credit Union.
3. The field of membership shall be that of the Surviving Credit Union.
4. Except any National Credit Union Administration amendments to the field of membership in Section 5 of Surviving Credit Union's Charter, the Charter of the Surviving Credit Union, as in effect immediately prior to the effective date of the merger, shall remain the Charter of the Surviving Credit Union.
5. The bylaws of Surviving Credit Union, as in effect immediately prior to the effective date of the merger, shall remain the bylaws of the Surviving Credit Union.
6. The Board of Directors of the Surviving Credit Union shall be made up of thirteen (13) seats comprised of eleven (11) members from the Surviving Credit Union and two (2) members from the Disappearing Credit Union after the merger. The Supervisory Committee of the Surviving Credit Union immediately prior to the effective date of the merger shall remain as the Supervisory Committee of the Surviving Credit Union after the merger. The President/CEO of the Surviving Credit Union, Bill Cheney, will remain the President/CEO of the Surviving Credit Union after the merger. The senior management of Surviving Credit Union immediately prior to the effective date of the merger shall manage the Surviving Credit Union. Tim Marriot, the President/CEO of the Disappearing Credit Union, shall join the senior management team of Surviving Credit Union upon the effective date of the merger.
7. The parties agree that the Disappearing Credit Union will distribute a portion of its net worth to its members in the form of a special dividend, totaling up to \$4 million dollars. The special dividend will be distributed on a one-time (pro-rata) basis to eligible members of Disappearing Credit Union as a result of the merger.
8. Upon consummation of the merger, the Surviving Credit Union shall succeed, without other transfer, to all the rights and property of the Disappearing Credit Union and shall be subject to all the debts, liabilities, and obligations of the Disappearing Credit Union in the same manner as if incurred by the Surviving Credit Union.

9. All prepaid insurance premiums of the Disappearing Credit Union will be applied to the Surviving Credit Union in any equitable manner to which the applicable insurance carrier may agree.
10. All rights of creditors and all liens and trusts upon or arising from the property of the Surviving Credit Union and the Disappearing Credit Union shall be preserved unimpaired, provided that the liens and trust obligations upon property of a Disappearing Credit Union shall be limited to the property affected thereby immediately prior to the time the merger is effective.
11. Any action or proceeding pending by or against the Disappearing Credit Union may be prosecuted to judgment, which shall bind the Surviving Credit Union, or the Surviving Credit Union may be proceeded against or substituted in its place.

[SIGNATURES ON NEXT PAGE]

IN WITNESS WHEREOF, the parties hereto have executed this Plan of Merger of May 15, 2019.

SCHOOLS FINANCIAL CREDIT UNION  
(Disappearing/Merging Credit Union)

SCHOOLSFIRST FEDERAL CREDIT UNION  
(Surviving/Continuing Credit Union)

(S) \_\_\_\_\_  
[Name]  
Chairperson of the Board

(S) *Lynn April Hartline*  
Lynn April Hartline  
Chairperson of the Board

(S) \_\_\_\_\_  
[Name]  
Secretary

(S) *Linda Salata*  
Linda Salata  
Secretary

IN WITNESS WHEREOF, the parties hereto have executed this Plan of Merger of May 15,  
2019.

SCHOOLS FINANCIAL CREDIT UNION  
(Disappearing/Merging Credit Union)

SCHOOLSFIRST FEDERAL CREDIT  
UNION  
(Surviving/Continuing Credit Union)

(S) Marie B. Smith  
Marie B. Smith  
Chairperson of the Board

(S) \_\_\_\_\_  
[Name]  
Chairperson of the Board

(S) Dolores Bleekman  
Dolores Bleekman  
Secretary

(S) \_\_\_\_\_  
[Name]  
Secretary

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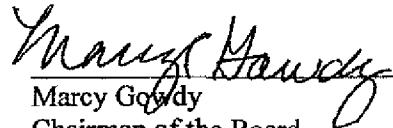
CERTIFICATE OF MERGER


The undersigned certify that:

1. They are the Chairman of the Board and Secretary of SCHOOLSFIRST FEDERAL CREDIT UNION ("Continuing Credit Union").
2. A plan of merger with SCHOOLS FINANCIAL CREDIT UNION has been duly approved by the board of directors of the credit union.
3. A copy of the plan of merger is attached and a copy of the written approval by the Commissioner of the Department of Business Oversight is attached hereto.
4. The total number of members of the Continuing Credit Union is 931,049 as of November 30, 2019. However, no vote of the Continuing Credit Union is required.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of our own knowledge.

DATE: December 17, 2019

  
\_\_\_\_\_  
Marcy Gowdy  
Chairman of the Board

  
\_\_\_\_\_  
Adam O'Connor  
Secretary

## CERTIFICATE OF MERGER

The undersigned certify that:

1. They are the Chairperson of the Board and Secretary of SCHOOLS FINANCIAL CREDIT UNION ("Merging Credit Union").
2. A plan of merger with SCHOOLSFIRST FEDERAL CREDIT UNION has been duly approved by the board of directors of the credit union.
3. A copy of the plan of merger is attached hereto and a copy of the written approval by the Commissioner of the Department of Business Oversight is attached hereto.
4. If the credit union is the surviving credit union in the merger, this paragraph 4 does not apply. If the credit union is the merging credit union in the merger, check whether paragraph A, B or C below is applicable:
  - A. The total number of members of the merging credit union is 157,655 and the plan of merger has been duly approved by the required vote of the members pursuant to Section 15201 (a) or (b) of the Financial Code.
  - B. The total number of members of the merging credit union is \_\_\_\_\_ and the plan of merger has been duly approved by the required vote of the members pursuant to National Credit Union Administration Rules.
  - C. No vote of the members of the merging credit union was required, the Commissioner of the Department of Business Oversight having approved the merger pursuant to subdivision (c) of Section 15201 of the Financial Code.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of our own knowledge.

DATE: December 12, 2019

Marie B. Smith  
Marie B. Smith  
Chairperson of the Board

Dolores Bleekman  
Dolores Bleekman  
Secretary



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STATE OF CALIFORNIA

**Department of Business Oversight**

GOVERNOR **Gavin Newsom** • COMMISSIONER **Manuel P. Alvarez**

IN REPLY REFER TO:  
FILE NO: LIS 2554

August 6, 2019

Timothy I. Oppelt  
Styskal, Wiese & Melchione, LLP  
550 N. Brand Boulevard, Suite 550  
Glendale, CA 91203

Re: Merger of Schools Financial Credit Union with and into SchoolsFirst Federal Credit Union

Dear Mr. Oppelt:

The Department of Business Oversight ("Department") has no objection to the application made by your letter, dated May 24, 2019, for the merger of Schools Financial Credit Union ("Disappearing CU") with and into SchoolsFirst Federal Credit Union ("Surviving CU"). Please follow the procedures outlined below to effect the merger.

1. After the members of Disappearing CU approve the merger in accordance with Financial Code section 15201, Surviving CU and Disappearing CU will each complete and submit to the Department a copy of their respective Certificate of Merger prepared in accordance with Financial Code section 15202, subdivision (a). The submission should also include a copy of the plan of merger approved by the members of Disappearing CU. Samples of the Certificate of Merger are available on the "Credit Unions" page of the Department's website under the "Credit Union Forms" link, and electronic submissions are acceptable. The Department will then provide another letter approving the merger.
2. In accordance with Financial Code section 15203, Disappearing CU and Surviving CU shall file with the Secretary of State their respective Certificates of Merger, attaching the plan of merger and the Department's written approval of the merger. Once the Secretary of State certifies these documents as filed, Disappearing CU and Surviving CU shall submit to the Department a certified copy of each Certificate of Merger, including all attachments. The merger will only become effective when certified copies of both Certificates of Merger are filed with the Department. Disappearing CU and Surviving CU should, but are not required to, file their respective Certificate of Merger with the Department on the same day.

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1515 K Street, Suite 200, Sacramento, CA 95814-4052  
(866) 275-2677  
[www.dbo.ca.gov](http://www.dbo.ca.gov)

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REEL: 007021 FRAME: 0036

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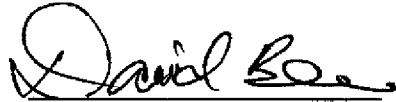
Timothy I. Oppelt  
August 6, 2019  
Page 2

Please contact the undersigned at (213) 576-7554 with any questions.

Sincerely,

Manuel P. Alvarez  
Commissioner of Business Oversight

By

A handwritten signature in black ink, appearing to read "David Bae", written over a horizontal line.

David Bae  
Senior Counsel

cc: Cherie Freed, Regional Director, National Credit Union Administration  
Laura Leung, Department of Business Oversight, Office of Credit Unions

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STATE OF CALIFORNIA

**Department of Business Oversight**

GOVERNOR **Gavin Newsom** • COMMISSIONER **Manuel P. Alvarez**

IN REPLY REFER TO:  
FILE NO: LIS 2554

December 19, 2019

**VIA EMAIL & U.S. MAIL**

Timothy I. Oppelt  
Styskal, Wiese & Melchione, LLP  
550 N. Brand Boulevard, Suite 550  
Glendale, CA 91203

Re: Approval of Plan of Merger of Schools Financial Credit Union with and into SchoolsFirst Federal Credit Union

Dear Mr. Oppelt:

The Plan of Merger for the merger of Schools Financial Credit Union ("Disappearing CU") with and into SchoolsFirst Federal Credit Union ("Surviving CU") pursuant to Financial Code section 15200 is approved. After annexing this letter and the Plan of Merger to the Certificate of Merger ("Certificate") for filing with the Secretary of State, Disappearing CU and Surviving CU will each submit to the Department of Business Oversight a copy of the Certificate, including all attachments, certified by the Secretary of State in accordance with Financial Code section 15203.

The Department of Business Oversight will notify you in writing once the merger has become effective.

Please call me at (213) 576-7554 with any questions.

Sincerely,

Manuel P. Alvarez  
Commissioner of Business Oversight

By

A handwritten signature in black ink that reads "David Bae".

David Bae  
Senior Counsel

cc: Scott Hunt, Director, Office of National Examinations and Supervision, National Credit Union Administration  
Cherie Freed, Regional Director, National Credit Union Administration  
Laura Leung, Department of Business Oversight, Office of Credit Unions

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1515 K Street, Suite 200, Sacramento, CA 95814-4052  
(866) 275-2677  
[www.dbo.ca.gov](http://www.dbo.ca.gov)

**TRADEMARK**

**REEL: 007021 FRAME: 0038**

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National Credit Union Administration  
Office of National Examinations and Supervision

September 18, 2019

SENT BY EMAIL

Mr. Tim Marriott  
President and CEO  
Schools Financial CU  
1485 Response Road #126  
Sacramento, CA 95815

Mr. Bill Cheney  
President and CEO  
SchoolsFirst FCU  
2115 N. Broadway  
Santa Ana, CA 92706

Dear Messrs. Marriott and Cheney:

I approve the proposed merger of Schools Financial Credit Union (charter # 68398) into SchoolsFirst Federal Credit Union (charter # 24212), contingent on:

1. Schools Financial Credit Union providing the finalized member notice to the Office of Credit Union Resources and Expansion (CURE) at least fifteen (15) calendar days prior to mailing it to its members. Note: This must be the same member notice submitted to the National Credit Union Administration on September 16, 2019.
2. Approval of the merger by Schools Financial Credit Union's membership.
3. Adoption of the proposed Bylaw amendment by Schools Financial Credit Union to make the field of membership (FOM) compatible with SchoolsFirst Federal Credit Union.

Authorization to Retain Certain Schools Financial Credit Union Loans

Schools Financial Credit Union has a small portfolio of approximately \$7.4 million of non-owner occupied loans with maturities exceeding 15 years. While it is not permissible for a Federal Credit Union to originate a non-owner occupied loan with a maturity greater than 15 years, I will allow SchoolsFirst Federal Credit Union to hold these loans to maturity.

Membership Vote

Schools Financial Credit Union must conduct the membership vote in accordance with Section 708b.106 of the NCUA Rules and Regulations. The members must receive written notice, ballot, and any additional materials at least 45 calendar days, but no more than 90 calendar days, before the member meeting. The member notice provides details of the member-to-member (MTM) communication process.

To allow CURE time to set up a URL address specific to this merger, the merging credit union must email, at least fifteen (15) calendar days prior to mailing the notice to the members, a copy of the notice to CURE at [CUREMail@ncua.gov](mailto:CUREMail@ncua.gov), using the format below:

SUBJECT: *MTM Communication Member Notice for Schools Financial Credit Union, Charter/Insurance Number 68398*

- The date (mm/dd/yy) the member notice and ballot are scheduled for mailing to the members.

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1775 Duke Street – Alexandria, VA 22314-3428 – 703-518-6400

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REEL: 007021 FRAME: 0039

Messrs. Marriott and Cheney  
Page 2

- A signed PDF copy of the approved member notice containing the MTM-URL Address of <https://www.ncua.gov/support-services/credit-union-resources-expansion/resources/comments-proposed-credit-union-mergers>.
- The name and phone number of the merging credit union's contact person.

As soon as the balloting is complete, please forward to [ONESMAIL@NCUA.GOV](mailto:ONESMAIL@NCUA.GOV) the results using form NCUA 6308A, *Certification of Vote on Merger Proposal*. If approved by the membership of Schools Financial Credit Union, you may proceed to combine the records and operations.

Completion of Merger

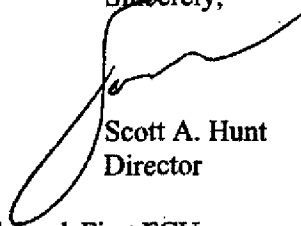
Within 30 days of completion of the merger, please forward to [ONESMAIL@NCUA.GOV](mailto:ONESMAIL@NCUA.GOV) the information or documents listed below:

- The merger effective date (date the records were combined);
- Financial reports for both credit unions immediately prior to the merger;
- A combined financial report as of the effective date of the merger;
- The original NCUA share insurance certificate and charter of the merging credit union;
- A signed and notarized *Merger Agreement*, NCUA 6304; and
- A *Certification of Completion of Merger*, NCUA 6309.

All mergers are required to observe Accounting Standards Codification (ASC) Topic 805, *Business Combinations*, and ASC Topic 820, *Fair Value Measurements and Disclosures* methods when combining records. The continuing credit union must ensure the proper accounting method for the merger is used.

As soon as we receive and review the above information, NCUA will arrange for the consolidation of the capitalization deposits. Please contact National Supervision Analyst Robert Dean at [rrdean@ncua.gov](mailto:rrdean@ncua.gov) if you have any questions.

Sincerely,



Scott A. Hunt  
Director

cc: Chairperson Marcy Gowdy, SchoolsFirst FCU  
Chairperson Marie Smith, Schools Financial CU  
Portfolio Manager Laura Leung, California Division of Financial Institutions  
Kristina A. Del Vecchio, Joseph & Cohen  
Regional Director Cherie Freed, NCUA Western Region  
NCUA Office of Credit Union Resource and Expansion

ONES/RRD: rd