

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM345132

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	05/29/2015

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
PENSCO Trust Company		05/29/2015	LIMITED LIABILITY COMPANY: NEW HAMPSHIRE
PENSCO Trust Company LLC		05/29/2015	LIMITED LIABILITY COMPANY: COLORADO

RECEIVING PARTY DATA

Name:	PENSCO Trust Company, LLC
Street Address:	595 Market Street, 4th Floor
City:	San Francisco
State/Country:	CALIFORNIA
Postal Code:	94105
Entity Type:	LIMITED LIABILITY COMPANY: COLORADO

PROPERTY NUMBERS Total: 14

Property Type	Number	Word Mark
Serial Number:	86653154	ALT-NAV
Serial Number:	86377646	THE PENSCO MARKETPLACE
Registration Number:	4721594	PENSCO PLEDGE
Registration Number:	4670862	PENSCO OPPORTUNITY ANALYZER
Registration Number:	4663775	PENSCO MAKES IT POSSIBLE
Registration Number:	4663774	PENSCO
Registration Number:	4275871	PENSCO ADVISORADVANTAGE PROGRAM
Registration Number:	4299391	PENSCO REFERRALADVANTAGE
Registration Number:	4275868	PENSCO ADVANTAGETEAM
Registration Number:	4275866	PENSCO SUCCESSORCUSTODIAN
Registration Number:	4306748	
Registration Number:	4274883	PENSCO TRUST COMPANY
Registration Number:	3079226	PENSCO TRUST COMPANY
Registration Number:	4275867	PENSCO ADVISORADVANTAGE

CH \$365.00 86653154

CORRESPONDENCE DATA**Fax Number:** 4154212922*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:** (415) 421-6500**Email:** trademarks@sflaw.com**Correspondent Name:** Cristina Rubke, Shartsis Friese LLP**Address Line 1:** One Maritime Plaza, 18th floor**Address Line 4:** San Francisco, CALIFORNIA 94111**ATTORNEY DOCKET NUMBER:** 2825/048**NAME OF SUBMITTER:** Cristina N. Rubke**SIGNATURE:** /Cristina Rubke/**DATE SIGNED:** 06/18/2015**Total Attachments: 12**

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Paper documents must be typewritten or machine printed.

ABOVE SPACE FOR OFFICE USE ONLY

Statement of Merger
(Surviving Entity is a Domestic Entity)
filed pursuant to § 7-90-203.7 of the Colorado Revised Statutes (C.R.S.)

I. For each merging entity, its ID number (if applicable), entity name or true name, form of entity, jurisdiction under the law of which it is formed, and principal address are

ID Number n/a
(Colorado Secretary of State ID number)

Entity name or true name PENSCO Trust Company LLC

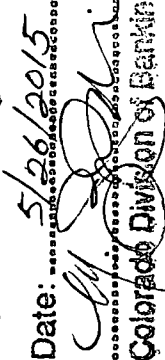
Form of entity limited liability company

Jurisdiction New Hampshire

Street address 30 Penhallow Street
(Street number and name)
Suite 200 E.
Portsmouth NH 03801
(City) (State) (ZIP/Postal Code)
(Province - if applicable) (Country)

Mailing address
(leave blank if same as street address)
(Street number and name or Post Office Box information)

(City) (State) (ZIP/Postal Code)
(Province - if applicable) (Country)

Approved for Filing
Date: 5/26/2015

Colorado Division of Banking

ID Number _____
(Colorado Secretary of State ID number)

Entity name or true name _____

Form of entity _____

Jurisdiction _____

Street address

_____ (Street number and name)

_____ (City) _____ (State) _____ (ZIP/Postal Code)

_____ (Province – if applicable) _____ (Country)

Mailing address

(leave blank if same as street address)

_____ (Street number and name or Post Office Box information)

_____ (City) _____ (State) _____ (ZIP/Postal Code)

_____ (Province – if applicable) _____ (Country)

ID Number

_____ (Colorado Secretary of State ID number)

Entity name or true name

Form of entity

Jurisdiction

Street address

_____ (Street number and name)

_____ (City) _____ (State) _____ (ZIP/Postal Code)

_____ (Province – if applicable) _____ (Country)

Mailing address

(leave blank if same as street address)

_____ (Street number and name or Post Office Box information)

_____ (City) _____ (State) _____ (ZIP/Postal Code)

_____ (Province – if applicable) _____ (Country)

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

- There are more than three merging entities and the ID number (if applicable), entity name or true name, form of entity, jurisdiction under the law of which it is formed, and the principal address of each additional merging entity is stated in an attachment.

2. For the surviving entity, its entity ID number (if applicable), entity name or true name, form of entity, jurisdiction under the law of which it is formed, and principal address are

ID Number

20151233068
(Colorado Secretary of State ID number)

Entity name or true name

PENSCO Trust Company LLC

Form of entity limited liability company

Jurisdiction Colorado

Street address 1560 Broadway
(Street number and name)

4th Floor

Denver CO 80202
(City) (State) (ZIP/Postal Code)

United States
(Province - if applicable) (Country)

Mailing address
(leave blank if same as street address) (Street number and name or Post Office Box information)

(City) (State) (ZIP/Postal Code)
(Province - if applicable) (Country)

3. Each merging entity has been merged into the surviving entity.

4. *(If the following statement applies, adopt the statement by marking the box.)*

The plan of merger provides for amendments to a constituent filed document of the surviving entity and an appropriate statement of change or other document effecting the amendments will be delivered to the Secretary of State for filing pursuant to Part 3 of Article 90 of Title 7, C.R.S.

5. *(If the following statement applies, adopt the statement by marking the box and state the appropriate document number(s).)*

One or more of the merging entities is a registrant of a trademark described in a filed document in the records of the secretary of state and the document number of each filed document is

Document number _____

Document number _____

Document number _____

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

There are more than three trademarks and the document number of each additional trademark is stated in an attachment.

6. *(If applicable, adopt the following statement by marking the box and include an attachment.)*

This document contains additional information as provided by law.

7. *(Caution: Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.)*

(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)

The delayed effective date and, if applicable, time of this document are 05/29/2015 5:01 pm
(mm/dd/yyyy hour:minute am/pm)

Notice:

Causing this document to be delivered to the Secretary of State for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that such document is such individual's act and deed, or that such individual in good faith believes such document is the act and deed of the person on whose behalf such individual is causing such document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S. and, if applicable, the constituent documents and the organic statutes, and that such individual in good faith believes the facts stated in such document are true and such document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the Secretary of State, whether or not such individual is identified in this document as one who has caused it to be delivered.

8. The true name and mailing address of the individual causing this document to be delivered for filing are

<u>Kelly</u>	<u>Kevin</u>		
<small>(Last)</small>	<small>(First)</small>	<small>(Middle)</small>	<small>(Suffix)</small>
<u>1200 17th Street</u>			
<small>(Street number and name or Post Office Box information)</small>			
<u>Suite 3000</u>			
<u>Denver</u>	<u>CO</u>	<u>80202</u>	
<small>(City)</small>	<small>(State)</small>	<small>(ZIP/Postal Code)</small>	
<u></u>	<u>United States</u>		
<small>(Province - if applicable)</small>	<small>(Country)</small>		

(If applicable, adopt the following statement by marking the box and include an attachment.)

- This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

Disclaimer:

This form/cover sheet, and any related instructions, are not intended to provide legal, business or tax advice, and are furnished without representation or warranty. While this form/cover sheet is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form/cover sheet. Questions should be addressed to the user's legal, business or tax advisor(s).

CERTIFICATE OF MERGER

of

PENSCO TRUST COMPANY LLC
(a New Hampshire trust company organized in limited liability company form)

with and into

PENSCO TRUST COMPANY LLC
(a Colorado trust company organized in limited liability company form)

Pursuant to N.H. Rev. Stat. Ann. § 304-C:158, the undersigned limited liability companies have executed the following Certificate of Merger:

FIRST: The names of the constituent entities are PENSCO Trust Company LLC, a New Hampshire trust company organized in limited liability company form under the laws of the State of New Hampshire, and PENSCO Trust Company LLC, a Colorado trust company organized in limited liability company form under the laws of the State of Colorado.

SECOND: The Plan and Agreement of Merger by and between PENSCO Trust Company LLC, a Colorado limited liability company, and PENSCO Trust Company LLC, a New Hampshire limited liability company, dated April 2, 2015, has been approved and signed by each constituent entity.

THIRD: The name of the surviving entity is PENSCO Trust Company, LLC, a Colorado limited liability company.

FOURTH: The merger is to become effective at 5:01 p.m. on May 29, 2015.

FIFTH: The Plan and Agreement of Merger is on file at 1560 Broadway, Suite 400, Denver, Colorado 80202-3308, the place of business of the surviving entity.

SIXTH: A copy of the Plan and Agreement of Merger will be furnished by the surviving entity on request and without cost, to any person holding an interest in any constituent entity.

SEVENTH: The surviving entity agrees that it may be served with process in the State of New Hampshire in any proceeding for enforcement of any obligation of any constituent entity that was organized under the laws of the State of New Hampshire and for enforcement of any obligation of the surviving entity arising from the merger and irrevocably appoints the Secretary of State of the State of New Hampshire as its agent to accept service of process in any such proceeding. The Secretary of State shall mail any such process to the surviving entity at 1560 Broadway, Suite 400, Denver, Colorado 80202-3308.


IN WITNESS WHEREOF, each constituent entity has caused this certificate to be signed by an authorized person, as of May 21, 2015.



PENSCO TRUST COMPANY LLC, a Colorado trust company

By: 
Name: Kelly Rodrigues
Title: CEO

PENSCO TRUST COMPANY LLC, a New Hampshire trust company

By: 
Name: Kelly Rodrigues
Title: CEO

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER (“Agreement”) is entered into as of this 2nd day of April, 2015 by and between PENSICO TRUST COMPANY LLC, a Colorado limited liability company (“CO LLC”), and PENSICO TRUST COMPANY LLC, a New Hampshire limited liability company (“NH LLC”).

RECITALS

A. CO LLC is a limited liability company organized and existing under the laws of the State of Colorado having its principal office at 1560 Broadway, 4th Floor, Denver, CO 80202.

B. NH LLC is a New Hampshire non-depository trust company organized as a limited liability company existing under the laws of the State of New Hampshire having its principal place of business at 30 Penhallow Street, Suite 200 E., Portsmouth, NH 03801.

C. The managers and sole member of CO LLC and the managers and sole member of NH LLC have determined that it is in the best interest and welfare of the entities that NH LLC merge into CO LLC on the terms and conditions hereinafter set forth for the purpose of changing the state of domicile of the non-depository trust company operated by NH LLC to the State of Colorado to be operated by the CO LLC as a non-depository trust company domiciled in the State of Colorado as approved and regulated by the Colorado Division of Banking.

D. The managers and sole member of CO LLC and the managers and sole member of NH LLC have, by resolutions, approved and authorized the execution and delivery of this Agreement on the terms and conditions set forth herein.

E. The surviving entity shall be CO LLC.

NOW, THEREFORE, in consideration of the mutual covenants, promises, agreements and provisions contained herein and subject to the satisfaction of the terms and conditions set forth herein, and intending to be legally bound hereby, CO LLC and NH LLC agree as follows:

ARTICLE 1 PRINCIPAL TERMS OF THE MERGER

1.1 **The Plan of Merger**. Subject to the terms and conditions of this Agreement, the merger of NH LLC into CO LLC (the “Merger”) will be carried out in the following manner:

(a) A Statement of Merger shall be duly executed and filed with the Colorado Secretary of State (the “CO Secretary of State”) in accordance with the Colorado Corporations and Associations Act, C.R.S. 7-90-101 et seq. (the “Corporations Act”). The Merger shall become effective upon such filing (“Effective Time”).

(b) A Certificate of Merger shall be duly executed and filed with the New Hampshire Secretary of State (the "NH Secretary of State") in accordance with New Hampshire Revised Limited Liability Company Section 304-C:158.

(c) At the Effective Time, NH LLC shall merge with and into CO LLC, the separate existence of NH LLC shall cease, and CO LLC, shall continue as the surviving LLC, in its capacity as the company surviving the Merger ("Surviving LLC").

1.2 **The Surviving LLC.** At the Effective Time, NH LLC shall cease to exist for all purposes and CO LLC shall be the Surviving LLC with its principal office located at 1560 Broadway, 4th Floor, Denver, CO 80202. The Articles of Organization and Operating Agreement of CO LLC as in effect immediately prior to the Effective Time will remain the Articles of Organization and Operating Agreement of CO LLC as the Surviving LLC after the Effective Time until amended or repealed in accordance with their provisions and applicable law. The managers and member of CO LLC immediately prior to the Effective Time shall be the managers and member of CO LLC after the Effective Time.

1.3 **Effect of Merger.** The effect of the merger, as of the Effective Time, shall be as provided in the Corporations Act and specifically C.R.S. 7-90-204 as well as New Hampshire Revised Limited Liability Company Section 304-C:158.

1.4 **Owner's Interests.** The ownership interest of the sole member of NH LLC shall be and become incorporated into the sole member's ownership interest in CO LLC without further action by either entity.

ARTICLE 2 WARRANTIES AND REPRESENTATIONS

CO LLC and NH LLC each warrant and represent to the other as follows:

2.1 CO LLC is duly organized, validly existing and in good standing under the laws of the State of Colorado.

2.2 NH LLC is duly organized, validly existing and in good standing under the laws of the State of New Hampshire.

2.3 Each of the entities has good and valid title to all of the assets owned by it as of the date of closing.

2.4 To the best of each of the entities' knowledge and belief, each entity has complied in all material respects with, and is not in default in any material respect under, any laws, ordinances, contracts, regulations, agreements or other documents applicable to it or to which it is a party.

2.5 To the best of each entities' knowledge and belief, all governmental approvals and authorizations in order to effectuate the transaction contemplated by this Agreement have been obtained.

**ARTICLE 3
MISCELLANEOUS**

3.1 Consummation of the Merger is subject to approval by the Banking Board of the State of Colorado and by the members of each constituent trust company to this Agreement. This Agreement and the transaction contemplated herein may be terminated at any time prior to the Effective Time by either CO LLC or NH LLC, in their sole discretion, by written notice to the other entity, for any reason whatsoever. Upon any such termination, neither party shall have further rights or obligations under this Agreement or liability to their respective members or managers.

3.2 This Agreement shall be governed by, construed, interpreted in accordance with the laws of the State of Colorado. Exclusive jurisdiction for any action hereunder shall be in the City and County of Denver, Colorado, and the parties waive any and all other venues to which they may be entitled for any reason whatsoever.

3.3 This Agreement and all certificates, schedules, minutes, and other documents delivered pursuant to it, supercede all prior agreements and understandings between the parties relating to the transaction contemplated herein.

3.4 This Agreement may be executed in one or more counterparts, each of which shall be deemed an original, but all of which shall constitute one in the same instrument.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, this Agreement has been signed on behalf of said LLCs by their duly authorized officers as of the date first above written.

NH LLC:

PENSCO TRUST COMPANY LLC

By: 

Name: Kelly Rodrigues

Title: CEO

CO LLC:

PENSCO TRUST COMPANY LLC

By: 

Name: Kelly Rodrigues

Title: CEO



State of New Hampshire

Banking Department

53 Regional Drive, Suite 200
Concord, New Hampshire 03301

Telephone: (603) 271-3561
FAX: (603) 271-1090 or (603) 271-0750

GLENN A. PERLOW
BANK COMMISSIONER

INGRID E. WHITE
DEPUTY BANK COMMISSIONER

PETITION FOR AUTHORITY TO CONTRACT FOR UNION THROUGH MERGER PURSUANT TO RSA 388

PENSCO Trust Company LLC of New Hampshire

With and Into

PENSCO Trust Company LLC of Colorado

FINAL AUTHORIZATION

Pursuant to New Hampshire RSA 388:8, PENSCO Trust Company LLC (PENSCO NH), a New Hampshire chartered non-depository trust located in Portsmouth, NH, filed a petition with the Bank Commissioner on April 7, 2015, to merge with and into PENSCO Trust Company LLC (PENSCO CO), a Colorado chartered non-depository trust.

Pursuant to New Hampshire RSA 388:10, a copy of PENSCO NH's Sole Member's Certificate of Consent has been filed with the Commissioner. Also, a copy of PENSCO NH's Board resolution in favor of the merger has been filed with the Commissioner. The Commissioner waives public notice of the merger and notice to depositors as neither entity is a depository institution.

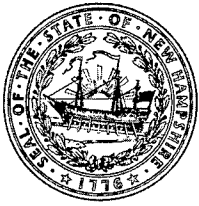
Pursuant to the authority granted by New Hampshire RSA 388:9 and based on the statements made in the Petition, the Deputy Bank Commissioner as legal designee of the Commissioner, finds that the public convenience and advantage and the interest of the institutions, their members and stockholders will be promoted by the proposed union. The Deputy Bank Commissioner also finds that the proposed union can be made without affecting the interests of depositors or restricting withdrawal of depositor funds since both institutions are nondepositories.

The Merger by and between PENSCO CO, a Colorado chartered non-depository trust, and PENSCO NH, a New Hampshire chartered non-depository trust shall be effective at 5:01 pm on May 29, 2015.

Dated: 5/22/15



Ingrid E. White
Deputy Commissioner



State of New Hampshire

Banking Department

53 Regional Drive, Suite 200
Concord, New Hampshire 03301

Telephone: (603) 271-3561
FAX: (603) 271-1090 or (603) 271-0750

GLENN A. PERLOW
BANK COMMISSIONER

INGRID E. WHITE
DEPUTY BANK COMMISSIONER

PETITION FOR AUTHORITY TO CONTRACT FOR UNION THROUGH MERGER PURSUANT TO RSA 388

PENSCO Trust Company LLC of New Hampshire

With and Into

PENSCO Trust Company LLC of Colorado

FINAL APPROVAL

Pursuant to New Hampshire RSA 388:14, the Deputy Bank Commissioner's Final Authorization of May 22, 2015, and the Petition for Authority to Contract for Union of PENSCO Trust Company LLC (PENSCO NH), a New Hampshire chartered non-depository trust, with and into PENSCO Trust Company LLC (PENSCO CO), a Colorado chartered non-depository trust, the Deputy Bank Commissioner hereby approves merger under the plan filed with the Banking Department.

This Final Approval shall be effective on the Commissioner's signature.

Dated: 5/22/15


Ingrid E. White
Deputy Commissioner