

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM512357

| | | | |
|--|-----------------------|-----------------------------|--------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | MERGER | | |
| EFFECTIVE DATE: | 02/01/2019 | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Access National Bank | | 01/29/2019 | Corporation: |
| RECEIVING PARTY DATA | | | |
| Name: | Union Bank & Trust | | |
| Street Address: | 1051 East Cary Street | | |
| Internal Address: | Suite 1200 | | |
| City: | Richmond | | |
| State/Country: | VIRGINIA | | |
| Postal Code: | 23219 | | |
| Entity Type: | Corporation: VIRGINIA | | |
| PROPERTY NUMBERS Total: 14 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 5325190 | THE DIFFERENCE IS ACCESS | |
| Registration Number: | 5308021 | ACCESS NATIONAL MORTGAGE | |
| Registration Number: | 5303043 | ACCESS NATIONAL BANK | |
| Registration Number: | 5262538 | | |
| Registration Number: | 4966253 | ACCESSCONNECT | |
| Registration Number: | 3868470 | ACCESS INVESTMENT SERVICES | |
| Registration Number: | 2959184 | ACCESS NATIONAL BANK | |
| Registration Number: | 5069375 | MIDDLEBURG MORTGAGE | |
| Registration Number: | 4341906 | MIDDLEBURG TRUST COMPANY | |
| Registration Number: | 3250637 | MIDDLEBURG BANK | |
| Registration Number: | 3279627 | | |
| Registration Number: | 2326165 | MIDDLEBURG BANK | |
| Registration Number: | 4341908 | MIDDLEBURG INVESTMENT GROUP | |
| Registration Number: | 3328257 | ACCESS NATIONAL MORTGAGE | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 8049167270 | | |
| <i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent</i> | | | |
| TRADEMARK | | | |

CH \$365.00 5325190

using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 804.916.7160
Email: trademarksri@leclairryan.com
Correspondent Name: Edward T. White, LeClairRyan
Address Line 1: 919 East Main Street
Address Line 2: Twenty-Fourth Floor
Address Line 4: Richmond, VIRGINIA 23219

| | |
|--------------------------------|-------------------|
| ATTORNEY DOCKET NUMBER: | 03098.0062 |
| NAME OF SUBMITTER: | EDWARD T. WHITE |
| SIGNATURE: | /Edward T. White/ |
| DATE SIGNED: | 03/01/2019 |

Total Attachments: 7

source=Merger - Access National Bank with and into Union Bank & Trust#page1.tif
source=Merger - Access National Bank with and into Union Bank & Trust#page2.tif
source=Merger - Access National Bank with and into Union Bank & Trust#page3.tif
source=Merger - Access National Bank with and into Union Bank & Trust#page4.tif
source=Merger - Access National Bank with and into Union Bank & Trust#page5.tif
source=Merger - Access National Bank with and into Union Bank & Trust#page6.tif
source=Merger - Access National Bank with and into Union Bank & Trust#page7.tif

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, JANUARY 30, 2019

The State Corporation Commission finds the accompanying articles submitted on behalf of
Union Bank & Trust

comply with the requirements of law and confirms payment of all required fees. Therefore, it is
ORDERED that this

CERTIFICATE OF MERGER

be issued and admitted to record with the articles of merger in the Office of the Clerk of the
Commission, effective February 1, 2019, at 12:02 AM. Each of the following:

ACCESS NATIONAL BANK (A FEDERAL CORPORATION NOT
QUALIFIED IN VA)

is merged into Union Bank & Trust, which continues to exist under the laws of VIRGINIA with
the name Union Bank & Trust, and the separate existence of each non-surviving entity ceases.

STATE CORPORATION COMMISSION

By 

Mark C. Christie
Commissioner

MERGACPT
CIS0353
19-01-30-1106

ARTICLES OF MERGER

merging

**ACCESS NATIONAL BANK,
a national banking association**

with and into

**UNION BANK & TRUST,
a Virginia chartered banking corporation**

Pursuant to the provisions of Section 13.1-720 of the Virginia Stock Corporation Act, as amended (the “VSCA”), Access National Bank, a national banking association formed under the laws of the United States (the “Merged Bank”), and Union Bank & Trust, a Virginia chartered banking corporation (the “Surviving Bank”), hereby execute the following Articles of Merger:

I.

The Plan of Merger (the “Plan”), pursuant to which the Merged Bank will merge with and into the Surviving Bank (the “Merger”) with the Surviving Bank continuing as the surviving corporation following the Merger, is attached hereto as Exhibit A and made a part hereof.

II.

The Merged Bank certifies that its participation in the merger was duly authorized as required by the laws of the United States.

III.

The Plan was adopted and approved by the Board of Directors of the Surviving Bank in accordance with Section 13.1-718 of the VSCA on October 4, 2018 at a duly called meeting of such Board at which a quorum was present and acting throughout. The sole shareholder of the Surviving Bank approved the Plan on October 4, 2018 in accordance with Section 13.1-718 of the VSCA.

IV.

Pursuant to Section 13.1-606 of the VSCA, the effective time of the Merger shall be 12:02 a.m. Eastern Time on February 1, 2019.

[signatures on following page]

IN WITNESS WHEREOF, the Merged Bank and the Surviving Bank have each duly caused these Articles of Merger to be executed on this 29th day of January, 2019.

ACCESS NATIONAL BANK

By: 

Michael W. Clarke
Chief Executive Officer

UNION BANK & TRUST

By: _____
John C. Asbury
Chief Executive Officer

[Signature Page to Bank Articles of Merger]

TRADEMARK
REEL: 006578 FRAME: 0530

IN WITNESS WHEREOF, the Merged Bank and the Surviving Bank have each duly caused these Articles of Merger to be executed on this 29th day of January, 2019.

ACCESS NATIONAL BANK

By: _____
Michael W. Clarke
Chief Executive Officer

UNION BANK & TRUST

By: _____
John C. Asbury
Chief Executive Officer

[Signature Page to Bank Articles of Merger]

Exhibit A
PLAN OF MERGER

PLAN OF MERGER

merging

ACCESS NATIONAL BANK,
a national banking association

with and into

UNION BANK & TRUST,
a Virginia chartered banking corporation

1. Merger. Access National Bank, a national banking association (“Access National Bank”), shall, at the time of issuance of the certificate of merger by the State Corporation Commission (the “SCC”) of the Commonwealth of Virginia (or at such later time as may be specified in the articles of merger filed with the SCC) (such time being referred to herein as the “Effective Time”), be merged (the “Merger”) with and into Union Bank & Trust, a Virginia chartered banking corporation (“Union Bank”). Union Bank shall be the surviving corporation (the “Surviving Bank”) in the Merger and shall continue its existence under the laws of the Commonwealth of Virginia, and the separate existence of Access National Bank shall cease.

2. Effects of the Merger. At the Effective Time, the Merger shall have the effects set forth in Section 13.1-721 of the Virginia Stock Corporation Act (the “VSCA”) and Section 6.2-822.C of the Virginia Banking Act. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time all the property, rights, privileges, powers and franchises of Access National Bank and Union Bank shall be vested in the Surviving Bank, and all debts, liabilities and duties of Access National Bank and Union Bank shall be the debts, liabilities and duties of the Surviving Bank; *provided, however*, that the Surviving Bank shall not, through the Merger, acquire power to engage in any business or to exercise any right, privilege or franchise which is not conferred on the Surviving Bank by the Code of Virginia or applicable regulations.

3. Manner and Basis of Converting Shares. At the Effective Time, by virtue of the Merger and without any action on the part of Union Bank or Access National Bank or the holder of any of the following securities:

- (a) Each share of Union Bank common stock issued and outstanding immediately prior to the Effective Time shall be unaffected by the Merger, shall remain issued and outstanding, and no additional shares of Union Bank common stock will be issued.
- (b) Each share of Access National Bank capital stock issued and outstanding prior to the Effective Time shall be automatically cancelled and no cash, new shares of capital stock, or other property shall be delivered in exchange therefor.
- (c) Certificates evidencing shares of Access National Bank capital stock shall not evidence any interest in Access National Bank or the Surviving Bank, the stock transfer

book of Access National Bank shall be closed and no transfer of any shares of Access National Bank capital stock shall be recorded therein.

4. Articles of Incorporation and Bylaws. As of the Effective Time, the articles of incorporation and bylaws of Union Bank, as in effect immediately prior to the Effective Time, will be the articles of incorporation and bylaws of the Surviving Bank, in each case until altered, amended or repealed in accordance with their terms and applicable law.

5. Amendment. Subject to applicable law, this Plan of Merger may be amended, modified or supplemented only by written agreement of Union Bank and Access National Bank at any time prior to the Effective Time; provided, that after approval of this Plan of Merger and the Merger by the respective shareholders of Access National Bank and Union Bank, there may not be, without further approval of such shareholders, an amendment to this Plan of Merger that requires further approval of such shareholders under applicable law.

6. Abandonment. At any time prior to the Effective Time, the Merger may be abandoned, subject to the terms of the Agreement and Plan of Merger of Access National Bank with and into Union Bank & Trust, dated January 29, 2019, without further shareholder action in the manner determined by the Boards of Directors of Union Bank and Access National Bank. Written notice of such abandonment shall be filed with the SCC and other appropriate regulatory agencies prior to the Effective Time.