

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST
EFFECTIVE DATE:	12/15/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
ALPS Advisers, Inc.		12/15/2006	CORPORATION: COLORADO

RECEIVING PARTY DATA

Name:	ING Capital LLC
Street Address:	1325 Avenue of the Americas
City:	New York
State/Country:	NEW YORK
Postal Code:	10019
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	2002065	LIBERTY ALL-STAR
Registration Number:	2749315	ALL-STAR
Registration Number:	2757987	ALL-STAR FUNDS

CORRESPONDENCE DATA

Fax Number: (212)492-0083
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 212-373-3083
 Email: zhilden@paulweiss.com
 Correspondent Name: Zoe Hilden
 Address Line 1: 1285 Avenue of the Americas
 Address Line 2: Paul, Weiss, Rifkind, Wharton & Garrison
 Address Line 4: New York, NEW YORK 10019

NAME OF SUBMITTER:	Zoe Hilden
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CH \$90.00 2002065

Signature:	/Zoe Hilden/
Date:	12/18/2006
Total Attachments: 9 source=Security_Interest#page1.tif source=Security_Interest#page2.tif source=Security_Interest#page3.tif source=Security_Interest#page4.tif source=Security_Interest#page5.tif source=Security_Interest#page6.tif source=Security_Interest#page7.tif source=Security_Interest#page8.tif source=Security_Interest#page9.tif	

Notice of Grant of Security Interest in Trademarks

NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS (“Notice”), dated as of December 15, 2006, made by ALPS HOLDINGS, INC., a Delaware corporation, and ALPS ADVISERS, INC., a Colorado corporation (together, “Grantors”), in favor of ING CAPITAL LLC, a Delaware limited liability company (“Secured Party”).

WHEREAS, Grantors are the owners of the trademarks and service marks set forth on Schedule 1 attached hereto, including the associated registrations and applications for registration set forth in Schedule 1 attached hereto (collectively, the “Trademarks”); and

WHEREAS, pursuant to the Guarantee and Collateral Agreement dated as of December 14, 2006 by and among Grantors and the Secured Party (the “Agreement”), Grantors granted, assigned and conveyed to Secured Party a security interest in, and lien on, certain intellectual property owned by the Grantors, including the Trademarks and the goodwill of the business symbolized by the Trademarks and all products and proceeds of the foregoing (collectively, the “Trademark Collateral”); and

WHEREAS, pursuant to the Agreement, Grantors agreed to execute and deliver to Secured Party this Notice for purposes of filing the same with the United States Patent and Trademark Office (the “PTO”) to confirm, evidence and perfect the security interest in the Trademark Collateral granted pursuant to the Agreement;


NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and subject to the terms and conditions of the Agreement, the Grantors hereby grant, assign and convey to Secured Party a security interest in, and lien on, the Trademark Collateral, in each case, now existing or hereafter acquired, provided that the grant of security interest shall not include any Trademark that may be deemed invalidated, canceled or abandoned due to the grant and/or enforcement of such security interest unless and until such time that the grant and/or enforcement of the security interest will not affect the validity of such Trademark.

The Grantor hereby acknowledges the sufficiency and completeness of this Notice to create the security interest in the Trademark Collateral and to grant the same to the Secured Party, and the Grantor hereby requests the relevant trademark office and/or governing body to file and record the same together with the annexed Schedule 1.


The Grantor and the Secured Party hereby acknowledge and agree that the security interest in the Trademark Collateral may only be terminated in accordance with the terms of the Security Agreement.

IN WITNESS WHEREOF, the undersigned have caused this Notice to be duly executed and delivered as of the date first above written.

ALPS HOLDINGS, INC.

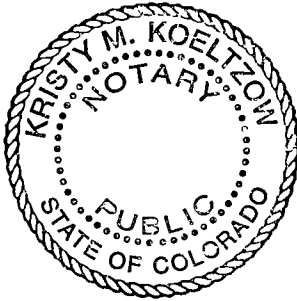
By: 
Name: **Edmund J. Burke**
Title: **President**

ALPS ADVISERS, INC.

By: 
Name: **Edmund J. Burke**
Title: **President**

STATE OF Colorado)
) ss.:
COUNTY OF Denver)

On this 14th day of Dec., 2008 before me personally came Edmund J-
Burke, to me known to be the person who signed the foregoing instrument and who being duly sworn by me did depose and state that [~~he, she~~] is the President of ALPS ADVISERS, INC.; [~~he, she~~] signed the instrument in the name of ALPS ADVISERS, INC.; and [~~he, she~~] had the authority to sign the instrument on behalf of ALPS ADVISERS, INC.



Kristy M. Koeltzow
Notary Public
Commission Exp: 12/16/09

STATE OF Colorado)
~~Denver~~)
COUNTY OF Denver) ss.:
~~Colorado~~)

On this 14th day of Dec., 2006 before me personally came Edmund J. Burke, to me known to be the person who signed the foregoing instrument and who being duly sworn by me did depose and state that [he, ~~she~~] is the President of ALPS HOLDINGS, INC.; [he, ~~she~~] signed the instrument in the name of ALPS HOLDINGS, INC.; and [he, ~~she~~] had the authority to sign the instrument on behalf of ALPS HOLDINGS, INC.



[Signature]
Notary Public
Commission Exp. 12/16/09

Schedule 1

USPTO Registered Trademarks:

Mark: Liberty All-Star
Registered: September 24, 1996
Reg. No.: 2002065
Owner: ALPS Advisers, Inc.

Mark: All-Star
Registered: August 12, 2003
Reg. No.: 2749315
Owner: ALPS Advisers, Inc.

Mark: All-Star Funds
Registered: September 2, 2003
Reg. No.: 2757987
Owner: ALPS Advisers, Inc.

USPTO Trademark Applications:

Mark: Services Tailored Around You
Filed: July 12, 2006
Serial No.: 78/928119
Owner: ALPS Holdings, Inc.

Mark: ALPS
Filed: June 22, 2006
Serial No.: 78/914891
Owner: ALPS Holdings, Inc.

Mark: Fabric Weave Logo
Filed: June 23, 2006
Serial No.: 78/915256
Owner: ALPS Holdings, Inc.

SPECIAL POWER OF ATTORNEY

STATE OF)
) ss.:
COUNTY OF)

KNOW ALL MEN BY THESE PRESENTS, ALPS HOLDINGS, INC., a Delaware corporation with its principal place of business at 1625 Broadway, Suite 2200, Denver, Colorado 80202, and ALPS ADVISERS, INC., a Colorado corporation with its principal place of business at 1625 Broadway, Suite 2200, Denver, Colorado 80202 (together, the “Grantors”), hereby appoint and constitute ING CAPITAL LLC, a Delaware limited liability company (the “Secured Party”), their true and lawful attorney, with full power of substitution, and with full power and authority to perform the following acts on behalf of each Grantor, which Power of Attorney may be exercised upon the occurrence and during the continuance of an Event of Default:


1. For the purpose of assigning, selling or otherwise disposing of all right, title and interest of the Grantors in and to any trademarks, trade names and service marks, and all registrations, recordings, reissues, extensions and renewals thereof, and all pending applications therefor, together with the goodwill of the business symbolized thereby, and for the purpose of the recording, registering and filing of, or accomplishing any other formality with respect to, the foregoing, to execute and deliver any and all agreements, documents, instruments of assignment or other papers necessary or advisable to effect such purpose.

2. To execute any and all documents, statements, certificates or other papers necessary or advisable in order to obtain the purposes described above.


This Power of Attorney is made in favor of the Secured Party pursuant to a certain Guarantee and Collateral Agreement dated as of December 14, 2006 by and among Grantors and the Secured Party.

IN WITNESS WHEREOF, each Grantor has caused this Power of Attorney to be duly executed by its duly authorized officer as of the 14 day of Dec. 2006

ALPS HOLDINGS, INC.

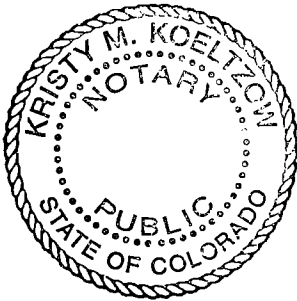
By: 
Name: **Edmund J. Burke**
Title: **President**

ALPS ADVISERS, INC.

By: 
Name: **Edmund J. Burke**
Title: **President**

STATE OF Colorado)
) ss.:
COUNTY OF Denver)

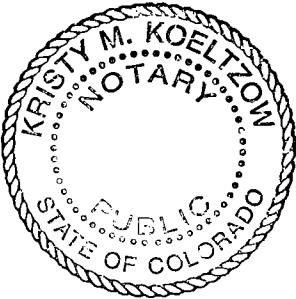
On this 14 day of Dec., 2006 before me personally came Edmund J. Dunne, Jr. to me known to be the person who signed the foregoing instrument and who being duly sworn by me did depose and state that [he, she] is the President of ALPS ADVISERS, INC.; [he, she] signed the instrument in the name of ALPS ADVISERS, INC.; and [he, she] had the authority to sign the instrument on behalf of ALPS ADVISERS, INC.



[Signature]
Notary Public
Commission Exp. 12/16/2006

STATE OF Colorado)
) ss.:
COUNTY OF Denver)

On this 14 day of Dec, 2006 before me personally came Edmund J. Burke, to me known to be the person who signed the foregoing instrument and who being duly sworn by me did depose and state that [he, ~~she~~] is the President of ALPS HOLDINGS, INC.; [he, ~~she~~] signed the instrument in the name of ALPS HOLDINGS, INC.; and [he, ~~she~~] had the authority to sign the instrument on behalf of ALPS HOLDINGS, INC.



Kristy M. Koeltzow
Notary Public
Commission Exp. 12/16/2009