

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Release of Security Interest in Trademarks		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
ING Capital LLC		12/23/2008	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	ZC Sterling Corporation		
Street Address:	210 Interstate North Parkway NW		
Internal Address:	Suite 400		
City:	Atlanta		
State/Country:	GEORGIA		
Postal Code:	30339		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2207669	NEVER SAY NO	
CORRESPONDENCE DATA			
Fax Number:	(212)735-2000		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	212-735-3000		
Email:	esakur@skadden.com		
Correspondent Name:	Skadden, Arps, Slate, Meagher & Flom		
Address Line 1:	Four Times Square		
Address Line 2:	Attn: John Ubani		
Address Line 4:	New York, NEW YORK 10036		
ATTORNEY DOCKET NUMBER:	290710/39		
NAME OF SUBMITTER:	John Ubani, Jr.		
Signature:	/John Ubani/		

CH \$40.00 2207669

Date:

12/30/2008

Total Attachments: 3

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RELEASE OF SECURITY INTEREST IN TRADEMARKS

TO: ZC Sterling Corporation ("Grantor")

WHEREAS, pursuant to a Credit Agreement (as the same may be amended, restated, supplemented or otherwise modified from time to time), dated as of December 21, 2005, among the Grantor, the Lenders party thereto, and ING Capital LLC as administrative agent ("**Administrative Agent**") for the benefit of the Lenders, the Lenders severally agreed to maintain loans to the Borrower, upon the terms and subject to the conditions set forth therein;

WHEREAS, the Grantor and the Administrative Agent entered into a Trademark Security Agreement dated December 21, 2005 (the "**Short Form Trademark Security Agreement**") pursuant to a Pledge and Security Agreement, dated December 21, 2005 between the Grantor and the Administrative Agent (the "**Pledge and Security Agreement**");

WHEREAS, pursuant to the Pledge and Security Agreement and the Short Form Trademark Security Agreement (recorded in the United States Patent and Trademark Office on January 18, 2006 at Reel 3251/Frame 0984), as collateral security for the full, prompt, and complete payment and performance when due of the Obligations, the Grantor granted the Administrative Agent a lien on and security interest in all right, title and interest of the Grantor in, to and under the Trademark Collateral:

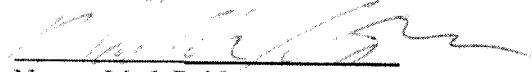
WHEREAS, the Obligations have been fully satisfied, and the Grantor has requested that the Administrative Agent release its security interest in the Trademark Collateral granted pursuant to the Pledge and Security Agreement and Short Form Trademark Security Agreement, including those on Schedule I hereto.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and in accordance with the terms and obligations set forth in the above-referenced agreements, the Administrative Agent hereby releases and discharges its lien on and security interest in the Trademark Collateral granted to the Administrative Agent.

This Release of Security Interest in Trademarks and the rights and obligations of the parties hereto shall be governed by, and construed and interpreted in accordance with, the laws of the State of New York. Unless otherwise defined herein, capitalized terms used herein shall have the meanings given to them in the agreements referenced above.

Dated: December 23, 2008

ING CAPITAL LLC
as Administrative Agent

By: 
Name: Mark R. Newsome
Title: Director

[TRADEMARK RELEASE]

TRADEMARK
REEL: 003911 FRAME: 0447

SCHEDULE I

REGISTERED TRADEMARKS:

<u>Debtor/ Grantor</u>	<u>Trademarks</u>	<u>Jurisdiction</u>	<u>Registration/ Filing Date</u>	<u>Status</u>	<u>Registration No.</u>
ZC Sterling Corporation	Never Say No®		June 3, 1997	Active & In Use	2,207,669
ZC Sterling Corporation	Best Shores SM		March 16, 2005	Rejected – considering appeal - In Use	N/A

TRADEMARK APPLICATIONS: None.

TRADEMARK LICENSES:

ZC Sterling Corporation	ZC Tax Source SM		Not Registered	Active & In Use	N/A
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