

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest in Trademarks

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Alvarez & Marsal Holdings, LLC		12/16/2010	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Wells Fargo Bank, National Association, as Administrative Agent
Street Address:	1525 West W.T. Harris Boulevard
Internal Address:	MAC D1109-019
City:	Charlotte
State/Country:	NORTH CAROLINA
Postal Code:	28262
Entity Type:	a national banking association: UNITED STATES

PROPERTY NUMBERS Total: 23

Property Type	Number	Word Mark
Registration Number:	3710391	ALVAREZ & MARSAL PERFORMANCE ACCELERATOR
Registration Number:	3624268	CHANGING THE BUSINESS OF HEALTHCARE
Registration Number:	3624242	PERFORMANCE IMPROVEMENT WITH AN EDGE
Registration Number:	3702455	MANAGEMENT CONSULTING WITH AN EDGE
Registration Number:	3624126	ANALYZE, ACT, ACCELERATE
Registration Number:	3430322	IMPART GROUP
Registration Number:	2864713	ALVAREZ & MARSAL
Registration Number:	2810398	A&M
Registration Number:	2810397	ALVAREZ & MARSAL
Serial Number:	85174696	A&M RAPID RESULTS PROGRAM
Serial Number:	85174769	ALVAREZ & MARSAL RAPID RESULTS
Serial Number:	85172972	A&M WOMEN'S LEADERSHIP CONNECTION
Serial Number:	85172950	ALVAREZ & MARSAL WOMEN'S LEADERSHIP CONNECTION

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Serial Number:	85172926	A&M EVN
Serial Number:	85172919	A&M ENHANCED VALUE NETWORK
Serial Number:	85172906	ALVAREZ & MARSAL ENHANCED VALUE NETWORK
Serial Number:	85172878	ACTION MATTERS
Serial Number:	77789103	EVADA
Serial Number:	77832571	ALVAREZ & MARSAL CAPITAL
Serial Number:	77832601	A&M CAP RE
Serial Number:	77832596	A&M CAPITAL REAL ESTATE
Serial Number:	77832591	A&M CAPITAL PARTNERS
Serial Number:	77832581	A&M CAPITAL

CORRESPONDENCE DATA

Fax Number: (704)350-7800
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 704.350.7738
Email: bsmith@winston.com
Correspondent Name: Betty G. Smith
Address Line 1: Winston & Strawn LLP, 214 N. Tryon St.
Address Line 2: 22nd Floor
Address Line 4: Charlotte, NORTH CAROLINA 28202

ATTORNEY DOCKET NUMBER:	250056.07053
NAME OF SUBMITTER:	Betty G. Smith
Signature:	/Betty G. Smith/
Date:	12/19/2010

Total Attachments: 6

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NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS

December 16, 2010

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Collateral Agreement dated as of December 16, 2010 (as amended, restated, supplemented or otherwise modified from time to time, the "Agreement") among the Grantor (as identified on the signature page attached hereto), the other grantors party thereto and the Administrative Agent for the Secured Parties, the undersigned Grantor has granted a continuing security interest in and continuing lien upon the Trademarks, including the United States Trademarks on Schedule 1 hereto (the "Trademark Collateral") to the Administrative Agent for the ratable benefit of the Secured Parties. Terms used herein but not otherwise defined herein shall have the meaning ascribed to them in the Agreement.

The Grantors and the Administrative Agent, on behalf of the Secured Parties, hereby acknowledge and agree that the grant of a security interest in the Trademark Collateral (a) may only be terminated in accordance with the terms of the Agreement and (b) is not to be construed as an assignment of any trademark or trademark application.

This Notice of Grant of Security Interest in Trademarks has been entered into in conjunction with the provisions of the Agreement. The Grantor does hereby acknowledge and confirm that the grant of the security interest hereunder to, and the rights and remedies of, the Administrative Agent with respect to the Trademark Collateral are more fully set forth in the Agreement, the terms and provisions of which are incorporated herein by reference as if fully set forth herein.

[Signature page follows]

GRANTOR:

600 Lexington Avenue
New York, New York 10022

Very truly yours,

ALVAREZ & MARSAL HOLDINGS, LLC

By: Antonio C. Alvarez
Name: Antonio C. Alvarez II
Title: Manager

ADMINISTRATIVE AGENT:

1525 West W.T. Harris Boulevard
MAC D1109-019
Charlotte, North Carolina 28262

Acknowledged and accepted:

WELLS FARGO BANK, NATIONAL
ASSOCIATION

By: _____
Name: _____
Title: _____

GRANTOR:

600 Lexington Avenue
New York, New York 10022

Very truly yours,

ALVAREZ & MARSAL HOLDINGS, LLC

By: _____
Name: _____
Title: _____

ADMINISTRATIVE AGENT:

1525 West W.T. Harris Boulevard
MAC D1109-019
Charlotte, North Carolina 28262

Acknowledged and accepted:

WELLS FARGO BANK, NATIONAL
ASSOCIATION

By: _____
Name: Tyrone J. Williams
Title: Senior Vice President

SCHEDULE 1

TRADEMARKS

<u>Trademark No.</u>	<u>Trademark Serial Number</u>	<u>Description of Trademark Item</u>	<u>Date of Trademark</u>
3710391	77/648432	 <p>ALVAREZ & MARSAL PERFORMANCE ACCELERATOR</p>	November 10, 2009
3624268	77/423728	<p align="center">Changing the Business of Healthcare</p>	May 19, 2009
3624242	77/416133	<p align="center">Performance Improvement with an Edge</p>	May 19, 2009
3702455	77/394620	<p align="center">Management Consulting with an Edge</p>	October 27, 2009
3624126	77/394605	<p align="center">Analyze, Act, Accelerate</p>	May 19, 2009
3430322	77/271611	<p align="center">IMPART GROUP</p>	May 20, 2008
2864713	76/548100	 <p>ALVAREZ & MARSAL</p>	July 20, 2004
2810398	76/507416	<p align="center">A&M</p>	February 3, 2004

<u>Trademark No.</u>	<u>Trademark Serial Number</u>	<u>Description of Trademark Item</u>	<u>Date of Trademark</u>
2810397	76/507415	ALVAREZ & MARSAL	February 3, 2004

TRADEMARK APPLICATIONS

<u>Trademark Applications No.</u>	<u>Description of Trademark Applied for</u>	<u>Date of Trademark Applications</u>
85/174696	A&M RAPID RESULTS PROGRAM	November 11, 2010
85/174769	ALVAREZ & MARSAL RAPID RESULTS	November 11, 2010
85/172972	A&M WOMEN'S LEADERSHIP CONNECTION	November 9, 2010
85/172950	Alvarez & Marsal Women's Leadership Connection	November 9, 2010
85/172926	A&M EVN	November 9, 2010
85/172919	A&M ENHANCED VALUE NETWORK	November 9, 2010

Trademark Applications No.	Description of Trademark Applied for	Date of Trademark Applications
85/172906	ALVAREZ & MARSAL ENHANCED VALUE NETWORK	November 9, 2010
85/172878	ACTION MATTERS	November 9, 2010
77/789103	EVADA	July 24, 2009
77/832571	ALVAREZ & MARSAL CAPITAL	September 22, 2009
77/832601	A&M CAP RE	September 22, 2009
77/832596	A&M CAPITAL REAL ESTATE	September 22, 2009
77/832591	A&M CAPITAL PARTNERS	September 22, 2009
77/832581	A&M CAPITAL	September 22, 2009