

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | TERMINATION OF SECURITY INTEREST IN TRADEMARKS | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Bank of America, N.A., as administrative agent | | 07/12/2011 | National Banking Association: UNITED STATES |
| RECEIVING PARTY DATA | | | |
| Name: | Kearney-National Inc. | | |
| Street Address: | 565 Fifth Avenue | | |
| Internal Address: | Fourth Floor | | |
| City: | New York | | |
| State/Country: | NEW YORK | | |
| Postal Code: | 10017 | | |
| Entity Type: | CORPORATION: DELAWARE | | |
| PROPERTY NUMBERS Total: 6 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 2480291 | COTO TECHNOLOGY | |
| Registration Number: | 2766878 | COTO TECHNOLOGY | |
| Registration Number: | 1015714 | COTO | |
| Registration Number: | 2867486 | AMERICAN SPIRIT | |
| Registration Number: | 2863403 | AMERICAN TRADITION | |
| Registration Number: | 2475403 | AMERICAN FLAGPOLE | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | (212)593-5955 | | |
| | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | | |
| Phone: | 212-756-2132 | | |
| Email: | scott.kareff@srz.com | | |
| Correspondent Name: | S. Kareff c/o Schulte Roth & Zabel LLP | | |
| Address Line 1: | 919 Third Avenue | | |
| Address Line 2: | 22nd Floor | | |

CH \$165.00 2480291

900196917

**TRADEMARK
 REEL: 004581 FRAME: 0208**

Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER: 015061-0010

NAME OF SUBMITTER: Scott Kareff (015061-0010)

Signature: /kc for sk/

Date: 07/13/2011

Total Attachments: 2
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TERMINATION OF SECURITY INTEREST IN TRADEMARKS

This **TERMINATION OF SECURITY INTEREST IN TRADEMARKS**, dated as of July 12, 2011, is made by Bank of America, N.A., as Administrative Agent (the "Secured Party").

WHEREAS, Kearney-National Inc. (the "Grantor") has granted a security interest in certain personal property to the Secured Party, including without limitation a security interest in certain trademarks, trademark applications, and/or trademark licenses ("Trademarks");

WHEREAS, the security interest granted to the Secured Party was recorded at the United States Patent and Trademark Office on June 17, 2004 at Reel 2875 and Frame 0726; and

WHEREAS, the Secured Party has agreed to terminate and release its security interest in all of such Trademarks, including, without limitation, the Trademarks identified on Schedule A attached hereto.

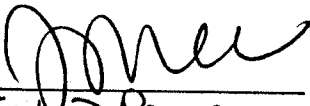
NOW, THEREFORE, for valuable consideration, the Secured Party hereby terminates and releases all mortgages, liens, and security interests granted to the Secured Party in the following Trademarks:

1. all of the Grantor's Trademarks to which the Grantor is a party including those referred to on Schedule A attached hereto;
2. all goodwill of the business connected with the use of, and symbolized by, each Trademark; and
3. all products and proceeds of the foregoing, including, without limitation, any claim by the Grantor against third parties for past, present or future (i) infringement or dilution of any Trademark or (ii) injury to the goodwill associated with any Trademark.

IN WITNESS WHEREOF, the Secured Party has caused this Termination of Security Interest in Trademarks to be duly executed as of the date first set forth above.

Secured Party:

Bank of America, N.A., as Administrative Agent

By: 
Name: Judy D Payne
Title: Vice President

Schedule A

**Kearney-National Inc.
(Delaware Corporation)**

U.S. Trademarks

Registered Marks

| Mark | Registration No. | Registration Date |
|----------------------------|------------------|-------------------|
| COTO TECHNOLOGY and Design | 2480291 | 08/21/01 |
| COTO TECHNOLOGY | 2766878 | 09/23/03 |
| COTO | 1015714 | 07/15/75 |
| AMERICAN SPIRIT | 2867486 | 07/27/04 |
| AMERICAN TRADITION | 2863403 | 07/13/04 |
| AMERICAN FLAGPOLE | 2475403 | 08/07/07 |