

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
The Community Preservation Corporation		01/31/2012	CORPORATION: NEW YORK
CPC Resources, Inc.		01/31/2012	CORPORATION: NEW YORK

**RECEIVING PARTY DATA**

<b>Name:</b>	Deutsche Bank Trust Company Americas, as Administrative Agent
<b>Street Address:</b>	60 Wall Street
<b>City:</b>	New York
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10005
<b>Entity Type:</b>	Banking Corporation: NEW YORK

**PROPERTY NUMBERS Total: 6**

Property Type	Number	Word Mark
Registration Number:	2611093	THE COMMUNITY PRESERVATION CORPORATION
Registration Number:	2760535	CPC
Registration Number:	2796431	CPC RESOURCES
Registration Number:	3817020	CPC GREEN FINANCING INITIATIVE SIMPLE. SENSIBLE. SUSTAINABLE.
Registration Number:	3790123	
Registration Number:	2303897	

**CORRESPONDENCE DATA**

Fax Number: (212)455-2502  
 Phone: (212) 455-2222  
 Email: ksolomon@stblaw.com

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

Correspondent Name: Marcela Robledo, Esq.

**TRADEMARK**  
**REEL: 004728 FRAME: 0050**

Address Line 1: Simpson Thacher & Bartlett LLP  
Address Line 2: 425 Lexington Avenue  
Address Line 4: New York, NEW YORK 10017

ATTORNEY DOCKET NUMBER: 022537/0195

NAME OF SUBMITTER: Marcela Robledo

Signature: /mr/

Date: 03/01/2012

Total Attachments: 5  
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GRANT OF SECURITY INTEREST  
IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, The Community Preservation Corporation, a not-for profit corporation with principal offices at 28 East 28<sup>th</sup> Street, New York, NY 10016 and CPC Resources, Inc., a not-for-profit corporation with principal offices at 28 East 28<sup>th</sup> Street, New York, NY 10016 (each a "Grantor" and collectively, the "Grantors") hereby grants to Deutsche Bank Trust Company Americas, as Administrative Agent, with principal offices at 60 Wall Street, New York, New York 10005, (the "Grantee"), a continuing security interest in (i) all of each Grantor's right, title and interest in, to and under to the United States trademarks, trademark registrations and trademark applications, including any licenses of the foregoing in which Grantor is an exclusive licensee (the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Collateral Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

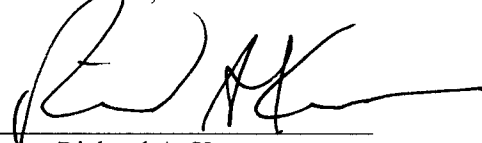
THIS GRANT is made to secure the satisfactory performance and payment of all the Obligations of the Grantors, as such term is defined in the Collateral Agreement among the Grantors, the other assignors from time to time party thereto and the Grantee, dated as of January 31, 2012 (as amended, modified, restated and/or supplemented from time to time, the "Collateral Agreement"). Upon the occurrence of the Termination Date (as defined in the Collateral Agreement), the Grantee shall execute, acknowledge, and deliver to the Grantors an instrument in writing releasing the security interest in the Marks acquired under this Grant. Notwithstanding anything to the contrary herein, no security interest shall be deemed granted hereunder in any "intent to use" trademark applications solely to the extent that, and during the period in which, the grant of a security interest therein would impair the validity or enforceability thereof or result in the cancellation or voiding thereof.

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Collateral Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Collateral Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Collateral Agreement, the provisions of the Collateral Agreement shall govern.

**[Remainder of this page intentionally left blank; signature page follows]**

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the 31<sup>st</sup> day of  
January, 2012.

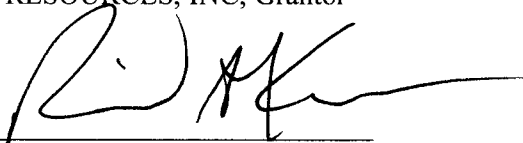
THE COMMUNITY PRESERVATION  
CORPORATION, Grantor

By 

Name: Richard A. Kumro

Title: Executive Vice President, General Counsel and  
Secretary

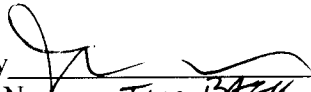
CPC RESOURCES, INC, Grantor

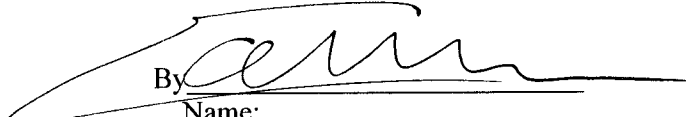
By 

Name: Richard A. Kumro

Title: Executive Vice President, General Counsel and  
Secretary


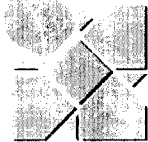

DEUTSCHE BANK TRUST COMPANY AMERICAS,  
as Administrative Agent and Grantee

By   
Name: Jim BTEK  
Title: VP

By   
Name:  
Title:

**SCHEDULE A**

**UNITED STATES TRADEMARK REGISTRATIONS AND APPLICATIONS**

Title	Reg. No.	Date Registered	Owner/Action Date/Renewal
THE COMMUNITY PRESERVATION CORPORATION	2,611,093	8/27/2002	THE COMMUNITY PRESERVATION CORPORATION
CPC	2,760,535	9/9/2003	THE COMMUNITY PRESERVATION CORPORATION
CPC Resources	2,796,431	12/23/2003	CPC RESOURCES, INC.
<p>CPC Green Financing Initiative Logo (Simple. Sensible. Sustainable.)</p> 	3,817,020	7/13/2010	THE COMMUNITY PRESERVATION CORPORATION
<p>CPC Leaf Design</p> 	3,790,123	5/18/2010	THE COMMUNITY PRESERVATION CORPORATION
<p>CPC Logo</p> 	2,303,897	12/28/1999	THE COMMUNITY PRESERVATION CORPORATION