

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Asset Marketing Services, Inc.		10/04/2012	CORPORATION: MINNESOTA

RECEIVING PARTY DATA

Name:	U.S. Bank National Association, as Administrative Agent
Street Address:	800 Nicollet Mall
City:	Minneapolis
State/Country:	MINNESOTA
Postal Code:	55402
Entity Type:	National Banking Association: UNITED STATES

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	3875374	ASSET MARKETING SERVICES
Registration Number:	3704865	GOVMINT
Registration Number:	3714603	GOVMINT
Registration Number:	3727689	GOVMINT
Registration Number:	3704864	GOVMINT
Registration Number:	3704893	GOVMINT
Registration Number:	3967274	FF
Registration Number:	3945735	FF

CORRESPONDENCE DATA

Fax Number: 6123408856  
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CH \$215.00 3875374

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ATTORNEY DOCKET NUMBER: M235403

NAME OF SUBMITTER: Jeffrey R. Cadwell

Signature: /Jeffrey R. Cadwell/

Date: 10/05/2012

**Total Attachments: 4**

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## CONFIRMATORY GRANT OF SECURITY INTEREST IN TRADEMARKS

THIS CONFIRMATORY GRANT OF SECURITY INTEREST IN TRADEMARKS (the "Confirmatory Grant") is made effective as of October 4, 2012, by and from ASSET MARKETING SERVICES, INC., a Minnesota corporation, (the "Grantor"), to and in favor of U.S. BANK NATIONAL ASSOCIATION, a national banking association (the "Grantee") for itself and as Administrative Agent for the Banks (as defined in the Credit Agreement referenced below).

WHEREAS, AMS Holding, LLC, a Delaware limited liability company ("Holdings"), Asset Marketing Services, Inc., a Minnesota corporation ("AMS"), Nextten Stauer, LLC, a Minnesota limited liability company ("Stauer"), Metrix Media, LLC, a Minnesota limited liability company ("Metrix") and New York Mint, LLC, a Delaware limited liability company ("NYM," and together with Holdings, AMS, Metrix and Stauer, each a "Borrower" and collectively, the "Borrowers"), the Secured Party, and the Lenders have entered into a Credit Agreement dated concurrently herewith (as amended, supplemented, extended, restated or otherwise modified from time to time, the "Credit Agreement") pursuant to which the Lenders have agreed, among other things, to extend to the Borrowers certain credit accommodations;

WHEREAS, the Grantor, the Banks, and the Grantee have entered into a Pledge and Security Agreement and Irrevocable Proxy of even date herewith, (as may be amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement");

WHEREAS, the Grantor owns the trademarks (the "Trademarks") listed on Exhibit A attached hereto, which trademarks are registered or applied for with the United States Patent and Trademark Office; and

WHEREAS, this Confirmatory Grant has been granted in conjunction with the security interest granted to Grantee under the Security Agreement. The rights and remedies of Grantee with respect to the security interest granted herein are without prejudice to and are in addition to those set forth in the Security Agreement and the other Loan Documents, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Confirmatory Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

NOW, THEREFORE, in consideration of the mutual covenants and agreements set forth herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, it is hereby agreed that:

1) Definitions. All capitalized terms not defined herein shall have the respective meaning given to them in the Credit Agreement.

2) The Security Interest.

(a) This Confirmatory Grant is made to secure the satisfactory performance and payment of (i) all the Obligations and (ii) all of the obligations and liabilities of the Subsidiary Guarantors under the Guaranty. Upon the payment in full of all Obligations (other than contingent indemnification obligations), Grantee shall promptly, upon such satisfaction, execute, acknowledge, and deliver to Grantor (at Grantor's expense) all reasonably requested

instruments releasing the security interest in the Trademarks acquired under this Confirmatory Grant.

(b) The Grantor hereby grants to Grantee a security interest in all of the Trademarks set forth in Exhibit A now owned or from time to time after the date hereof owned or acquired by the Grantor.

(c) Unless and until an Event of Default occurs and is continuing, the Grantor shall retain the legal and equitable title to the Trademarks, and shall have the right to use and register the Trademarks in the ordinary course of the business of the Grantor.

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IN WITNESS WHEREOF, the Grantor has executed this Confirmatory Grant of Security Interest in Trademarks effective as of the date first written above.

ASSET MARKETING SERVICES, INC.



By:   
Name: Robert Epping  
Title: Treasurer and CFO

Confirmatory Grant of Security Interest in Trademarks

**TRADEMARK**  
**REEL: 004875 FRAME: 0487**

**Exhibit A**

a. United States Registrations

Registration Number	Date of Registration	Mark	Status
3,875,374	11/16/2010	Asset Marketing Services	Registered.
3,704,865	11/03/2009	Govmint	Registered.
3,714,603	11/24/2009	Govmint	Registered.
3,727,689	12/22/2009	Govmint	Registered.
3,704,864	11/3/2009	Govmint	Registered.
3,704,893	11/3/2009	Govmint	Registered.
3,967,274	5/24/2011	FF & Design 	Registered.
3,945,735	4/12/2011	FF & Design 	Registered.

b. United States Applications

Application No.	Application Date	Mark	Status
85/209,579	1/03/2011	Club70	Pending.
85/202,438	12/21/2010	MS70 Society	Pending.