

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE BY SECURED PARTY

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
MCG Capital Corporation, as Administrative Agent (as successor in interest to Union Bank of California, N.A.)		11/09/2012	CORPORATION:

RECEIVING PARTY DATA

Name:	WE'RE READY TO ASSEMBLE, INC.
Street Address:	1001 19th Street North, 10th Floor
City:	Arlington
State/Country:	VIRGINIA
Postal Code:	22209
Entity Type:	CORPORATION: DELAWARE

Name:	SALESTALK, INC.
Street Address:	1001 19th Street North, 10th Floor
City:	Arlington
State/Country:	VIRGINIA
Postal Code:	22209
Entity Type:	CORPORATION: CALIFORNIA

Name:	TOP PRIORITY SALES, INC.
Street Address:	1001 19th Street North, 10th Floor
City:	Arlington
State/Country:	VIRGINIA
Postal Code:	22209
Entity Type:	CORPORATION: DELAWARE

Name:	NATIONAL VENDOR SERVICES, INC.
Street Address:	1001 19th Street North, 10th Floor
City:	Arlington

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State/Country:	VIRGINIA
Postal Code:	22209
Entity Type:	CORPORATION: DELAWARE

Name:	NATIONAL PRODUCT SERVICES ACQUISITION CORPORATION
Street Address:	1001 19th Street North, 10th Floor
City:	Arlington
State/Country:	VIRGINIA
Postal Code:	22209
Entity Type:	CORPORATION: DELAWARE

Name:	NPS CANADA HOLDINGS, INC.
Street Address:	1001 19th Street North, 10th Floor
City:	Arlington
State/Country:	VIRGINIA
Postal Code:	22209
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	2485257	ACUMEN
Serial Number:	78245476	RETAIL SERVICE PRO
Serial Number:	78267836	SERVICEFIRST

CORRESPONDENCE DATA

Fax Number: 8132270431
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
 Phone: (813) 227-7431
 Email: hkattan@trenam.com
 Correspondent Name: Heather Kattan, Esquire
 Address Line 1: 101 E. Kennedy Boulevard, Suite 2700
 Address Line 4: Tampa, FLORIDA 33602

ATTORNEY DOCKET NUMBER:	12-2518: RELEASE
NAME OF SUBMITTER:	Heather Kattan, Esquire
Signature:	/Heather Kattan/
Date:	11/15/2012

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**TERMINATION AND RELEASE OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY**

This **TERMINATION AND RELEASE OF SECURITY INTEREST IN INTELLECTUAL PROPERTY**, dated as of November 9th, 2012 ("Release"), is made by MCG Capital Corporation, a Delaware corporation, as Administrative Agent (as successor in interest to Union Bank of California, N.A.) ("Administrative Agent") in favor of We're Ready to Assemble, Inc., a Delaware corporation, SalesTalk, Inc., a California corporation, Top Priority Sales, Inc., a Delaware corporation, National Vendor Services, Inc., a Delaware corporation, National Product Services Acquisition Corporation, a Delaware corporation, and NPS Canada Holdings, Inc., a Delaware corporation (each a "Grantor", and collectively, the "Grantors").

WHEREAS, pursuant to that certain Security Agreement dated as of May 26, 2004 (as amended, restated, supplemented, modified, extended, renewed or replaced from time to time, the "Security Agreement") by and among the Grantors and Administrative Agent, Grantors granted to the Administrative Agent, for the benefit of the Secured Party, a security interest in all of Grantors' right, title and interest in, to and under the Copyrights, Patents, Marks, and the goodwill of such Grantors' business connected with and symbolized by the Marks ("IP Collateral"); and

WHEREAS, the Security Agreement was recorded at the United States Patent and Trademark Office ("USPTO") on May 27, 2004 at Reel 2978 Frame 0564.

NOW THEREFORE, in consideration of the mutual promises and undertakings set forth herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and with the intention of being legally bound hereby, Administrative Agent, on behalf of the Secured Party, and Grantors agree as follows:

SECTION 1. Defined Terms. All capitalized terms used herein but not otherwise defined herein have the meanings given to them in the Security Agreement.

SECTION 2. Termination and Release. Administrative Agent, on behalf of the Secured Party, without representation, warranty, or recourse, hereby:

(a) terminates, cancels, discharges, and releases the mortgage, pledge, and hypothecation and lien on and security interest in and to the right, title, and interest in, to, and under all the IP Collateral, including, but not limited to, the foregoing listed on Schedule A attached hereto; and

(b) authorizes the recordation of this Release with the USPTO at Grantors' expense.

SECTION 3. Choice of Law. This Release shall be governed by and construed in accordance with the laws of the state governing the Security Agreement.

IN WITNESS WHEREOF, the Administrative Agent, on behalf of itself and the Lenders, has caused this Termination and Release of Security Interest in Intellectual Property to be duly executed as of the date first set forth above.

Administrative Agent:

MCG Capital Corporation, as Administrative Agent

By: [Signature]
Name: Tod K. Reichert
Title: Executive Vice President

STATE OF Virginia
COUNTY OF ARLINGTON

On this 9th day of November, 2012, before me, personally appeared Tod K. Reichert, as Executive Vice President of MCG Capital Corporation, who executed the foregoing Intellectual Termination and Release of Security Interest in Intellectual Property and he duly acknowledged to me that he executed said instrument as his free and voluntary act for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year above written.

NOTARY PUBLIC:

Sign: [Signature]
Print: Emma J. Burch
State of Virginia at Large (Seal)
My Commission Expires: Commission No. 268852

My Commission Expires May 31, 2014

Personally Known OR Produced Identification
Type of Identification Produced _____

Schedule A

Registered Marks

Mark	Reg. No.	Reg. Date
ACUMEN	2485257	09/04/01

Pending Applications

Mark	Appl. No.	Filing Date
RETAIL SERVICE PRO	78245476	05/05/03
SERVICEFIRST	78267836	06/27/03