

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

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

**RECEIVING PARTY DATA**

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

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

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

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

900238820

**TRADEMARK**  
 REEL: 004901 FRAME: 0589

CH \$1115.00 2485257

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

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

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Registration Number:	2485257	ACUMEN
Registration Number:	1561305	SALESTALK
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  
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

**Total Attachments: 3**

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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 9<sup>th</sup>, 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, NPS Canada Holdings, Inc., a Delaware corporation, and NPS Express, Inc., a Delaware corporation (each a "Grantor", and collectively, the "Grantors").

**WHEREAS**, pursuant to that certain Amended and Restated Security Agreement dated as of April 20, 2005 (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 April 22, 2005 at Reel 3141 Frame 0141.

**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 the Secured Party, 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  
(as successor in interest to Union Bank of California, N.A.)

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

STATE OF Virginia  
COUNTY OF Arkington

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. Burk  
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
SALESTALK	1561305	10/17/89

Pending Applications

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