

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest in Trademarks

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Academi LLC		12/16/2010	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Bank of America, N.A., as Administrative Agent
Street Address:	231 South LaSalle Street
Internal Address:	Mail Code: IL4-135-05-41
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60603
Entity Type:	national banking association: UNITED STATES

PROPERTY NUMBERS Total: 17

Property Type	Number	Word Mark
Serial Number:	85632803	ACADEMI ELITE TRAINING. TRUSTED PROTECTION.
Serial Number:	85632789	ACADEMI ELITE TRAINING. TRUSTED PROTECTION.
Serial Number:	85632776	ACADEMI
Serial Number:	85632759	ACADEMI
Serial Number:	85632651	ACADEMI
Serial Number:	85626350	
Serial Number:	85626343	
Serial Number:	85626336	
Serial Number:	85626330	
Serial Number:	85626325	
Serial Number:	85620993	ACADEMI
Serial Number:	85620983	ACADEMI
Serial Number:	85620978	ACADEMI

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Serial Number:	85620917	ACADEMI
Serial Number:	85620897	ACADEMI
Serial Number:	85620863	ACADEMI
Serial Number:	85445716	ACADEMI

CORRESPONDENCE DATA

Fax Number: 9192868199
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
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Address Line 2: Suite 500
Address Line 4: Morrisville, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER:	017625-4644 JES
NAME OF SUBMITTER:	John E. Slaughter
Signature:	/John E. Slaughter/
Date:	03/04/2013

Total Attachments: 4
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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Security and Pledge Agreement dated as of December 16, 2010 (as the same may be amended, modified, extended or restated from time to time, the "Agreement") by and among the Obligor party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A., as Administrative Agent (the "Administrative Agent") for the holders of the Secured Obligations referenced therein, the undersigned Obligor has granted a continuing security interest in and continuing lien upon the trademarks and trademark applications shown below to the Administrative Agent for the ratable benefit of the holders of the Secured Obligations:

TRADEMARKS

<u>Trademark No.</u>	<u>Description of Trademark Item</u>	<u>Date of Trademark</u>
	See <u>Schedule 1</u> attached hereto	

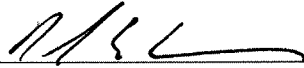
TRADEMARK APPLICATIONS

<u>Trademark Applications No.</u>	<u>Description of Trademark Applied for</u>	<u>Date of Trademark Applications</u>
	See <u>Schedule 1</u> attached hereto	

The undersigned Obligor and the Administrative Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

ACADEMI LLC,
a Delaware limited liability company

By: 
Name: Douglas W Lee
Title: CFO

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: _____

Name: **Anne M. Zeschke**

Title: **Vice President**

Schedule 1

Academi LLC
(Delaware Limited Liability Company)

U.S. Trademarks

Pending Applications

Mark	Appl. No.	Filing Date
ACADEMI ELITE TRAINING. TRUSTED PROTECTION. and Design	85632803	05/23/12
ACADEMI ELITE TRAINING. TRUSTED PROTECTION. and Design	85632789	05/23/12
ACADEMI and Design	85632776	05/23/12
ACADEMI and Design	85632759	05/23/12
ACADEMI and Design	85632651	05/23/12
Design only	85626350	05/15/12
Design only	85626343	05/15/12
Design only	85626336	05/15/12
Design only	85626330	05/15/12
Design only	85626325	05/15/12
ACADEMI	85620993	05/09/12
ACADEMI and Design	85620983	05/09/12
ACADEMI	85620978	05/09/12
ACADEMI	85620917	05/09/12
ACADEMI	85620897	05/09/12
ACADEMI	85620863	05/09/12
ACADEMI	85445716	10/12/11