

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Purchase Agreement

<b>CONVEYING PARTY DATA</b>			
Name	Formerly	Execution Date	Entity Type
KeyCorp		07/22/2013	CORPORATION: OHIO

<b>RECEIVING PARTY DATA</b>	
Name:	Victory Capital Management, Inc.
Street Address:	4900 Tiedeman Road
City:	Brooklyn
State/Country:	OHIO
Postal Code:	44114
Entity Type:	CORPORATION: NEW YORK

<b>PROPERTY NUMBERS Total: 4</b>		
Property Type	Number	Word Mark
Registration Number:	3509857	VICTORY CAPITAL ADVISERS
Registration Number:	2696403	VICTORY CAPITAL MANAGEMENT
Registration Number:	2698506	VICTORYCONNECT
Registration Number:	1929572	VICTORY FUNDS

<b>CORRESPONDENCE DATA</b>	
Fax Number:	2165665800
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>	
Phone:	216-566-5605
Email:	tom.zych@thompsonhine.com
Correspondent Name:	Thomas F. Zych
Address Line 1:	127 Public Square
Address Line 2:	3900 Key Center
Address Line 4:	Cleveland, OHIO 44114-1291

ATTORNEY DOCKET NUMBER:	050001-00331
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NAME OF SUBMITTER:	Thomas F. Zych
Signature:	/Thomas F. Zych/
Date:	07/25/2013
<b>Total Attachments: 3</b> source=Victory Marks' Service Mark Assignment (Executed Copy)#page1.tif source=Victory Marks' Service Mark Assignment (Executed Copy)#page2.tif source=Victory Marks' Service Mark Assignment (Executed Copy)#page3.tif	

## SERVICE MARK ASSIGNMENT

THIS SERVICE MARK ASSIGNMENT (this "Assignment") is made this 22nd day of July, 2013 by and between KeyCorp, an Ohio corporation ("Assignor") and Victory Capital Management, Inc., a New York corporation ("Assignee").

WHEREAS, Assignor is the owner of the service marks and service mark registrations listed on the attached Appendix A (collectively, the "Marks");

WHEREAS, Assignor and Victory Capital Holdings, Inc. ("Purchaser") are parties to that certain Purchase Agreement, dated as of February 19, 2013 (the "Purchase Agreement"), pursuant to which, among other things, Purchaser agreed to acquire all of the issued and outstanding common stock of Assignee and, in connection therewith, Assignor agreed to assign to Assignee all right, title and interest in, to and under the Marks and all goodwill associated therewith; and

WHEREAS, Assignee desires to acquire all right, title and interest in, to and under the Marks, together with all goodwill pertaining to the Marks and all registrations of the Marks, and Assignor desires to assign and transfer such rights to Assignee.

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor and Assignee agree as follows:

1. Assignor, on behalf of itself and its Affiliates (as defined in the Purchase Agreement), hereby assigns, transfers, conveys and delivers to Assignee and its successors and assigns all right, title and interest in, to and under the Marks, all registrations thereof, together with all goodwill pertaining to the Marks, all rights to sue or recover and retain damages and costs and attorneys' fees for past, present and future infringement or dilution of any of the foregoing, and all other rights relating to the Marks.

2. This Assignment will be governed by, and enforced, construed and interpreted in accordance with, the laws of the State of New York without regard to any principles of conflict of laws of such state.
3. This Assignment may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument.

IN WITNESS WHEREOF, Assignor and Assignee have caused this Assignment to be executed by their duly authorized officers as of the date first written above.

KeyCorp

By: William J. Blake  
Name: William J. Blake  
Title: Vice President

Victory Capital Management Inc.,

By: M. R. P.  
Name: Michael R. P.  
Title: CEO

APPENDIX A

MARKS

<u>MARK</u>	<u>REGISTRATION NUMBER</u>
VICTORY CAPITAL ADVISERS	U.S. REG. NO. 3,509,857
VICTORY CAPITAL MANAGEMENT	U.S. REG. NO. 2,696,403
VICTORYCONNECT	U.S. REG. NO. 2,698,506
VICTORY FUNDS	U.S. REG. NO. 1,929,572