

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT								
NATURE OF CONVEYANCE:	RELEASE BY SECURED PARTY								
CONVEYING PARTY DATA									
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th style="width: 30%;">Name</th> <th style="width: 30%;">Formerly</th> <th style="width: 20%;">Execution Date</th> <th style="width: 20%;">Entity Type</th> </tr> <tr> <td>Morgan Stanley Senior Funding, Inc.</td> <td></td> <td>12/02/2013</td> <td>CORPORATION: DELAWARE</td> </tr> </table>	Name	Formerly	Execution Date	Entity Type	Morgan Stanley Senior Funding, Inc.		12/02/2013	CORPORATION: DELAWARE	
Name	Formerly	Execution Date	Entity Type						
Morgan Stanley Senior Funding, Inc.		12/02/2013	CORPORATION: DELAWARE						
RECEIVING PARTY DATA									
Name:	Ascensus, Inc.								
Street Address:	200 Dryden Road								
City:	Dresher								
State/Country:	PENNSYLVANIA								
Postal Code:	19025								
Entity Type:	CORPORATION: DELAWARE								
PROPERTY NUMBERS Total: 8									
Property Type	Number	Word Mark							
Registration Number:	3651929	ASCENSUS							
Registration Number:	3644352	ASCENSUS							
Registration Number:	2681039	IRADIRECT							
Registration Number:	2713230	IRADIRECT							
Registration Number:	3020665	IRA SUPERTRAIN							
Registration Number:	3648277	PEOPLE MATTER. QUALITY FIRST. INTEGRITY							
Registration Number:	2830707	RETIREMENT CENTRAL							
Registration Number:	3810501	SIMPLIFIER							
CORRESPONDENCE DATA									
Fax Number:	3128035299								
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>									
Phone:	(312) 845-3430								
Email:	kalwa@chapman.com								

CH \$215.00 3651929

Correspondent Name: Richard Kalwa
Address Line 1: 111 West Monroe Street
Address Line 2: Chapman and Cutler LLP
Address Line 4: Chicago, ILLINOIS 60603

ATTORNEY DOCKET NUMBER: 4119111

NAME OF SUBMITTER: Richard Kalwa

Signature: /richard kalwa/

Date: 12/03/2013

Total Attachments: 4
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**TERMINATION AND RELEASE OF
SECURITY INTEREST IN PLEDGED TRADEMARKS**

TERMINATION AND RELEASE OF SECURITY INTEREST IN PLEDGED TRADEMARKS (this "Termination and Release"), dated as of December 2, 2013, from Morgan Stanley Senior Funding, Inc., in its capacity as collateral agent and administrative agent ("Collateral Agent") under the Credit Agreement, dated as of December 21, 2012 (together with all exhibits and schedules thereto and as the same may be amended, restated, supplemented or otherwise modified from time to time (the "Credit Agreement"), among ASCENSUS, INC., a Delaware corporation (the "Company"), AJCF CORP. (f/k/a C.G. JCF Corp.) ("Holdings"), AJCF Holdings, LLC (f/k/a/ C.G. JCF, LLC) ("Super HoldCo"), the Lenders party thereto, Morgan Stanley Senior Funding, Inc., as administrative agent ("Administrative Agent") for the Lenders, and the other parties thereto, to ASCENSUS, INC. (the "Grantor"). Capitalized terms used herein without definition are used as defined in the Credit Agreement or the Security Agreement (referenced below).

WITNESSETH:

WHEREAS, pursuant to that certain Guarantee and Collateral Agreement, dated as of December 21, 2012 (the "Security Agreement") made by the Grantor in favor of the Collateral Agent, a security interest (the "Security Interest") was granted by the Grantor to the Collateral Agent in certain Pledged Trademarks (as hereinafter defined);

WHEREAS, pursuant to the Security Agreement, that certain Notice and Confirmation of Grant of Security Interest in Trademarks, dated as of December 21, 2012, between the Grantor and the Collateral Agent, was recorded in the Trademarks Division of the United States Patent and Trademark Office on December 27, 2012 at Reel 4929, Frame 0425; and

WHEREAS, the Collateral Agent now desires to terminate and release the entirety of its Security Interest in the Pledged Trademarks.

NOW, THEREFORE, for good and valuable consideration including the satisfaction of all Obligations secured by the Pledged Trademarks pursuant to the Security Agreement, the receipt and adequacy of which are hereby acknowledged, and upon the terms set forth in this Termination and Release, the Collateral Agent hereby states as follows:

1. Pledged Trademarks: The term "Pledged Trademarks," as used herein, shall mean all Trademarks, including, without limitation, those items listed on Schedule I

attached hereto, together with all Proceeds and products of any and all of the Trademarks..

2. Release of Security Interest: The Collateral Agent hereby terminates, releases and discharges its Security Interest in the Pledged Trademarks, and any right, title or interest of the Collateral Agent in such Pledged Trademarks shall hereby cease and become void.

3. Further Assurances: The Collateral Agent shall, at the Grantor's sole cost and expense and at any of the Grantor's reasonable request, execute, acknowledge and deliver to the Grantor all further releases and other documents (including without limitation Uniform Commercial Code termination statements), and take all other actions necessary or reasonably desirable for the release of such Security Interest.

4. Governing Law. This Termination and Release shall be governed by and construed in accordance with the laws of the State of New York without giving effect to the conflict of laws principles thereof for all other matters.

* * *

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IN WITNESS WHEREOF, the undersigned has executed this Termination and Release by its duly authorized officer as of the date first above written.

MORGAN STANLEY SENIOR FUNDING, INC.,
as Collateral Agent



By: 

Name: STEPHEN B. KING

Title: VP

[Signature Page to Termination and Release]

SCHEDULE I
TRADEMARKS

Trademark	Registration Date	Registration No.	Status
ASCENSUS	07/07/2009	3651929	REGISTERED
ASCENSUS (and design) 	06/23/2009	3644352	REGISTERED
IRAdirect	01/28/2003	2681039	REGISTERED
IRAdirect (and design) 	05/06/2003	2713230	REGISTERED
IRA Supertrain	11/09/2005	3020665	REGISTERED
PEOPLE MATTER. QUALITY FIRST. INTEGRITY ALWAYS.	06/30/2009	3648277	REGISTERED
Retirement Central	04/06/2004	2830707	REGISTERED
SIMPLIFIER	06/29/2010	3810501	REGISTERED

TRADE NAMES / FICTITIOUS NAMES

None.

TRADEMARK LICENSES

None.