

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM303109

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Release of Security Interest

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
JPMorgan Chase Bank, N.A.		04/29/2014	Bank: UNITED STATES

**RECEIVING PARTY DATA**

<b>Name:</b>	Cetera Financial Holdings, Inc.
<b>Street Address:</b>	200 N. Sepulveda Blvd., Suite 1200
<b>City:</b>	El Segundo
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	90245
<b>Entity Type:</b>	CORPORATION: DELAWARE
<b>Name:</b>	Cetera Financial Group, Inc., a Delaware company
<b>Street Address:</b>	200 N. Sepulveda Blvd., Suite 1200
<b>City:</b>	El Segundo
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	90245
<b>Entity Type:</b>	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 19**

Property Type	Number	Word Mark
<b>Registration Number:</b>	3953295	CETERA FINANCIAL GROUP
<b>Registration Number:</b>	3953736	C CETERA FINANCIAL GROUP
<b>Registration Number:</b>	4089914	MULTIFINANCIAL C A CETERA COMPANY
<b>Registration Number:</b>	4068476	PERSONALLY CONNECTED
<b>Registration Number:</b>	4078041	PLATFORMPREP
<b>Registration Number:</b>	4165371	SMARTWORKS ADVISER
<b>Registration Number:</b>	3907114	REP ON DEMAND
<b>Registration Number:</b>	3764318	FLEXINSURED ACCOUNT
<b>Registration Number:</b>	3578407	M
<b>Registration Number:</b>	3610806	MULTIFINANCIAL SECURITIES CORPORATION
<b>Registration Number:</b>	3743278	SKILLBUILDER U
<b>Registration Number:</b>	3912040	SMARTWORKS
<b>Registration Number:</b>	4227341	ICONNECT2INVEST
<b>Registration Number:</b>	4195933	XMA

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	4400652	CONNECT2CLIENTS
Registration Number:	4386542	C CETERA
Registration Number:	4386541	CETERA
Registration Number:	4386540	C
Serial Number:	85974525	DATAPAK

**CORRESPONDENCE DATA**

**Fax Number:**

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

**Email:** marina.kelly@thomsonreuters.com

**Correspondent Name:** Elaine Carrera, Legal Assistant

**Address Line 1:** 80 Pine Street

**Address Line 2:** c/o Cahill Gordon & Reindel LLP

**Address Line 4:** New York, NEW YORK 10005

<b>NAME OF SUBMITTER:</b>	Elaine Carrera, Legal Assistant
<b>SIGNATURE:</b>	/Marina Kelly Thomson Reuters/
<b>DATE SIGNED:</b>	04/30/2014

**Total Attachments: 6**

- source=Cetera Trademark Release#page1.tif
- source=Cetera Trademark Release#page2.tif
- source=Cetera Trademark Release#page3.tif
- source=Cetera Trademark Release#page4.tif
- source=Cetera Trademark Release#page5.tif
- source=Cetera Trademark Release#page6.tif

### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

**1. Name of conveying party(ies):**

JPMorgan Chase Bank, N.A.

- Individual(s)
- Partnership
- Corporation- State: \_\_\_\_\_
- Other Bank
- Association
- Limited Partnership

Citizenship (see guidelines) USA

Additional names of conveying parties attached?  Yes  No

**3. Nature of conveyance/Execution Date(s) :**

Execution Date(s) April 29, 2014

- Assignment
- Security Agreement
- Other Release of Security Interest
- Merger
- Change of Name

**2. Name and address of receiving party(ies)**

Additional names, addresses, or citizenship attached?  Yes  No

Name: Cetera Financial Holdings, Inc.

Street Address: 200 N. Sepulveda Blvd., Suite 1200

City: El Segundo

State: CA

Country: USA Zip: 90245

- Individual(s) Citizenship \_\_\_\_\_
- Association Citizenship \_\_\_\_\_
- Partnership Citizenship \_\_\_\_\_
- Limited Partnership Citizenship \_\_\_\_\_
- Corporation Citizenship USA-DE
- Other \_\_\_\_\_ Citizenship \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designations must be a separate document from assignment)

**4. Application number(s) or registration number(s) and identification or description of the Trademark.**

A. Trademark Application No. (s) \_\_\_\_\_ Text

See Schedule I

B. Trademark Registration No. (s)

See Schedule I

Additional sheet(s) attached?  Yes  No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

**5. Name & address of party to whom correspondence concerning document should be mailed:**

Name: Elaine Carrera, Legal Assistant

Internal Address: \_\_\_\_\_

Street Address: c/o Cahill Gordon & Reindel LLP  
80 Pine Street

City: New York

State: NY Zip: 10005

Phone Number: (212) 701-3365

Docket Number: \_\_\_\_\_

Email Address: ecarrera@cahill.com

**6. Total number of applications and registrations involved:**

19

**7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$** \_\_\_\_\_

- Authorized to be charged to deposit account
- Enclosed

**8. Payment Information:**

Deposit Account Number \_\_\_\_\_

Authorized User Name \_\_\_\_\_

**9. Signature:**

Elaine Carrera  
Signature

April 29, 2014

Date

Elaine Carrera

Name of Person Signing

Total number of pages including cover sheet, attachments, and document:

6

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:  
Mail Stop Assignment Recordation Branch, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

Addendum to Cover Page of Trademarks Form Cover Sheet

2. Name and address of receiving party(ies)

Cetera Financial Group, Inc., a Delaware Company  
200 N. Sepulveda Blvd., Suite 1200  
El Segundo, CA 90245  
Citizenship – USA – DE

**RELEASE OF GRANT OF SECURITY INTEREST  
IN UNITED STATES TRADEMARKS**

**THIS RELEASE OF GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS** (this “Release”) is made as of April 29, 2014 (the “Effective Date”), by JPMorgan Chase Bank, N.A., as collateral agent (in such capacity, the “Collateral Agent”), in favor of Cetera Financial Holdings Inc., a Delaware corporation, and Cetera Financial Group, Inc., a Delaware corporation (each, a “Pledgor” and collectively, the “Pledgors”).

**WHEREAS**, pursuant to the terms and conditions of that certain Trademark Security Agreement, dated as of August 7, 2013 (the “Trademark Security Agreement”), the Pledgors granted to the Collateral Agent a security interest in (i) all of its right, title and interest in and to the United States trademarks, trademark registrations and trademark applications set forth on Schedule I hereto (the “Marks”), (ii) all Proceeds (as such term is defined in that certain Collateral Agreement among the Pledgors, the other assignors from time to time party thereto and the Collateral Agent, dated as of August 8, 2013 (as amended, modified, restated and/or supplemented from time to time)) and products of the Marks, (iii) the goodwill of the business with which the Marks are associated and (iv) all causes of action arising prior to or after the date thereof for infringement of any of the Marks or unfair competition regarding the same (collectively, the “Trademarks”);

**WHEREAS**, the Trademark Security Agreement was recorded with the Assignment Division of the U.S. Patent & Trademark Office on August 13, 2013, at Reel 5087 and Frame 0560;

**WHEREAS**, all of the obligations of the Pledgors to release the Collateral Agent’s security interest in the Trademarks have been satisfied and fulfilled or otherwise extinguished, and the parties seek to make record of the Collateral Agent’s release to each Pledgor of any and all of its security interest in the Trademarks;

**NOW, THEREFORE**, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Collateral Agent hereby terminates the Trademark Security Agreement, and hereby terminates, cancels, discharges, reassigns and releases any and all liens and security interests it has in, to and under all of the Trademarks, including, without limitation, the registrations and recordings thereof, and applications filed in connection therewith set forth on Schedule I hereto.

If and to the extent the Collateral Agent has acquired any right, title or interest in, to or under any of the Trademarks, it hereby irrevocably re-assigns and re-transfers all such rights, title and interest to the Pledgors.

The Collateral Agent shall take all further actions, and provide to the Pledgors and its successors, assigns or other legal representatives, all such cooperation and assistance (including, without limitation, the execution, acknowledgement, procurement and delivery of any and all documents or other instruments), reasonably requested by the Pledgors, and at the Pledgors’ cost and expense, to more fully and effectively effectuate the purposes of this Release.

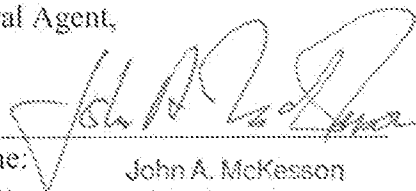
**IN WITNESS WHEREOF**, the Collateral Agent has caused this Release to be executed by its duly authorized representative as of the Effective Date:

JPMORGAN CHASE BANK, N.A.,  
as Collateral Agent,

By:

Name:

Title:



John A. McKesson

Vice President

[Signature Page to Release of Trademarks]

**TRADEMARK**  
**REEL: 005271 FRAME: 0151**

**SCHEDULE I**  
to  
**RELEASE OF GRANT OF SECURITY INTEREST**  
**IN UNITED STATES TRADEMARKS**

**UNITED STATES TRADEMARKS:**

Grantor	Mark	Trademark Registration/ Serial Number
Cetera Financial Holdings, Inc.	CETERA FINANCIAL GROUP	3,953,295
Cetera Financial Holdings, Inc.	C CETERA FINANCIAL GROUP AND DESIGN	3,953,736
Cetera Financial Holdings, Inc.	MULTIFINANCIAL C A CETERA COMPANY AND DESIGN	4,089,914
Cetera Financial Holdings, Inc.	PERSONALLY CONNECTED	4,068,476
Cetera Financial Holdings, Inc.	PLATFORMPREP	4,078,041
Cetera Financial Holdings, Inc.	SMARTWORKS ADVISOR	4,165,371
Cetera Financial Holdings, Inc.	REP ON DEMAND	3,907,114
Cetera Financial Group, Inc., as successor to Cetera Brokers Network, LLC	FLEXINUSRED ACCOUNT	3,764,318
Cetera Financial Group, Inc., as successor to Cetera Brokers Network, LLC	M AND DESIGN	3,578,407
Cetera Financial Group, Inc., as successor to Cetera Brokers Network, LLC	MULTIFINANCIAL SECURITIES CORPORATION AND DESIGN	3,610,806
Cetera Financial Group, Inc., as successor to Cetera Brokers Network, LLC	SKILLBUILDER U AND DESIGN	3,743,278
Cetera Financial Group, Inc., as successor to Cetera Brokers Network, LLC	SMARTWORKS	3,912,040
Cetera Financial Holdings, Inc.	ICONNECT2INVEST	4,227,341
Cetera Financial Holdings, Inc.	XMA	4,195,933

Cetera Financial Holdings, Inc.	DATAPAK	85/974,525
Cetera Financial Holdings, Inc.	CONNECT2CLIENTS	4400652 85/389,506
Cetera Financial Holdings, Inc.	C CETERA	4386542 85/653,699
Cetera Financial Holdings, Inc.	CETERA	4386541 85/653,688
Cetera Financial Holdings, Inc.	C	4386540 85/653,680