

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM314141

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|---|--|-----------------------|-----------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | Notice of Grant of Security Interest in Trademarks (Second Lien) | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Constellis Group, Inc. | | 07/25/2014 | CORPORATION: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | Bank of America, N.A., as Administrative Agent | | |
| Street Address: | 900 W. Trade Street | | |
| City: | Charlotte | | |
| State/Country: | NORTH CAROLINA | | |
| Postal Code: | 28255 | | |
| Entity Type: | national banking association: UNITED STATES | | |
| PROPERTY NUMBERS Total: 1 | | | |
| Property Type | Number | Word Mark | |
| Serial Number: | 85467934 | CONSTELLIS | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 9192868199 | | |
| <i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i> | | | |
| Phone: | 919 286-8000 | | |
| Email: | PTO_TMconfirmation@mvalaw.com | | |
| Correspondent Name: | Moore & Van Allen PLLC | | |
| Address Line 1: | 430 Davis Drive | | |
| Address Line 2: | Suite 500 | | |
| Address Line 4: | Morrisville, NORTH CAROLINA 27560 | | |
| ATTORNEY DOCKET NUMBER: | 017625-4895 JES | | |
| NAME OF SUBMITTER: | John E. Slaughter | | |
| SIGNATURE: | /John E. Slaughter/ | | |
| DATE SIGNED: | 08/15/2014 | | |
| 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 Second Lien Security and Pledge Agreement dated as of July 25, 2014 (as the same may be amended, modified, extended or restated from time to time, the "Agreement") by and among the Obligors 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,

Constellis Group, Inc.


By: 
Name: Jason DeYopker
Title: Authorized Signatory

ACADEMI HOLDINGS, LLC
IP NOTICE - CONSTELLIS GROUP, INC. TRADEMARKS
SECOND LIEN

TRADEMARK
REEL: 005344 FRAME: 0636

Acknowledged and Accepted:

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

By: 
Name: Maria A. McClain
Title: Vice President

ACADEMI HOLDINGS, LLC
IP NOTICE – CONSTELLIS GROUP, INC. TRADEMARKS
SECOND LIEN

TRADEMARK
REEL: 005344 FRAME: 0637

Schedule 1

**Constellis Group, Inc.
(Delaware Corporation)**

U.S. Trademark

Pending Application

| Mark | Appl. No. | Filing Date |
|-------------|------------------|--------------------|
| CONSTELLIS | 85467934 | 11/09/11 |

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