

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM335113

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	TRADEMARK SECURITY AGREEMENT		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
KCG HOLDINGS, INC.		03/13/2015	CORPORATION: DELAWARE
KNIGHT CAPITAL GROUP, INC.		03/13/2015	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	The Bank of New York Mellon		
Street Address:	101 Barclay Street, Floor 4W		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10286		
Entity Type:	CORPORATION: NEW YORK		
PROPERTY NUMBERS Total: 11			
Property Type	Number	Word Mark	
Registration Number:	4140219	BONDSCOPE	
Registration Number:	3992781	FIND OUT WHAT KNIGHT CAN DO FOR YOU	
Registration Number:	3332616	KNIGHT DIRECT	
Registration Number:	3302204	KNIGHT	
Registration Number:	3302294	KNIGHT THE SCIENCE OF TRADING THE STANDA	
Registration Number:	3655970	THE SCIENCE OF TRADING. THE STANDARD OF	
Registration Number:	3706318	KNIGHT TRANSITION MANAGEMENT	
Registration Number:	3593799	KNIGHT LINK	
Registration Number:	3525360	KNIGHT BONDPOINT	
Registration Number:	3316331	KNIGHT MATCH	
Registration Number:	4377546	KNIGHT FUTURES	
CORRESPONDENCE DATA			
Fax Number:	2122919868		
<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:	212-558-4229		
Email:	demarcor@sullcrom.com, nguyenb@sullcrom.com		
Correspondent Name:	Raffaele A. DeMarco		

OP \$290.00 4140219

Address Line 1: 125 Broad Street
Address Line 2: Sullivan & Cromwell LLP
Address Line 4: New York, NEW YORK 10004-2498

ATTORNEY DOCKET NUMBER: 021893/00013 (RAD)

NAME OF SUBMITTER: Raffaele A. DeMarco

SIGNATURE: /Raffaele A. DeMarco/

DATE SIGNED: 03/14/2015

Total Attachments: 5

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TRADEMARK SECURITY AGREEMENT

This Trademark Security Agreement (this "Trademark Security Agreement"), dated as of March 13, 2015 by KCG Holdings, Inc., a Delaware corporation (the "Issuer") and each Guarantor listed on Schedule 1 hereto (collectively, the "Guarantors," together with the Issuer, the "Pledgors"), in favor of The Bank of New York Mellon, in its capacity as Collateral Agent pursuant to the Indenture dated as of March 13, 2015 (in such capacity, the "Collateral Agent").

W I T N E S S E T H:

WHEREAS, the Pledgors are party to a Security Agreement dated as of March 13, 2015 (the "Security Agreement") in favor of the Collateral Agent pursuant to which the Pledgors are required to execute and deliver this Trademark Security Agreement.

NOW, THEREFORE, in consideration of the premises and to induce the Collateral Agent, for the ratable benefit of the Notes Secured Parties, to enter into the Indenture, the Pledgors hereby agree with the Collateral Agent as follows:

SECTION 1. Defined Terms. Unless otherwise defined herein, terms defined in the Security Agreement and used herein have the meaning given to them in the Security Agreement.

SECTION 2. Grant of Security Interest in Trademark Collateral. Each Pledgor hereby acknowledges that it has, pursuant to the Security Agreement, pledged and granted to the Collateral Agent for the ratable benefit of the Notes Secured Parties a lien on and security interest in and to all of its right, title and interest in, to and under all the following Pledged Collateral of such Pledgor (collectively, the "Trademark Collateral"):

- (a) Trademarks of such Pledgor listed on Schedule 2 attached hereto;
- (b) all goodwill associated with such Trademarks; and
- (c) all Proceeds of any and all of the foregoing (other than Excluded Property).

SECTION 3. Security Agreement. The security interest referenced in this Trademark Security Agreement is in conjunction with the security interest granted to the Collateral Agent pursuant to the Security Agreement, and the Pledgors hereby acknowledge and affirm that the rights and remedies of the Collateral Agent with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein. In the event that any provision of this Trademark Security Agreement is deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall control.

SECTION 4. Termination. Upon the full payment and performance of the Secured Obligations, upon written request of the Issuer, the Collateral Agent shall execute, acknowledge, and deliver to the Pledgors an instrument in writing in recordable form releasing the collateral pledge, grant, assignment, lien and security interest in the Trademarks under the Security Agreement as referenced in this Trademark Security Agreement.

[Signature Page Follows]

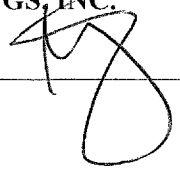
IN WITNESS WHEREOF, each Pledgor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

KCG HOLDINGS, INC.

By: _____

Name:

Title:



KNIGHT CAPITAL GROUP, INC.

By: _____

Name:

Title:



Accepted and Agreed:

THE BANK OF NEW YORK MELLON,
as Collateral Agent

By: 
Name: **FRANCINE KINCAID**
Title: **VICE PRESIDENT**

Alltagash - Trademark Security Agreement

TRADEMARK
REEL: 005477 FRAME: 0992

SCHEDULE 1
to
TRADEMARK SECURITY AGREEMENT

GUARANTORS

NAME	ADDRESS
Knight Capital Group, Inc.	545 Washington Boulevard, 3rd Floor, Jersey City, NJ 07310

SCHEDULE 2
to
TRADEMARK SECURITY AGREEMENT

TRADEMARK REGISTRATIONS AND APPLICATIONS

Trademark Registrations:

OWNER	REGISTRATION NUMBER	TITLE
Knight Capital Group, Inc.	4140219	BONDSCOPE
Knight Capital Group, Inc.	3992781	FIND OUT WHAT KNIGHT CAN DO FOR YOU
Knight Capital Group, Inc.	3332616	KNIGHT DIRECT
Knight Capital Group, Inc.	3302204	Kn̄ight KNIGHT Logo
Knight Capital Group, Inc.	3302294	Kn̄ight <small>▷ THE SCIENCE OF TRADING ▷ THE STANDARD OF TRUST</small> KNIGHT THE SCIENCE OF TRADING THE STANDARD OF TRUST
Knight Capital Group, Inc.	3655970	THE SCIENCE OF TRADING. THE STANDARD OF TRUST.
Knight Capital Group, Inc.	3706318	KNIGHT TRANSITION MANAGEMENT
Knight Capital Group, Inc.	3593799	KNIGHT LINK
Knight Capital Group, Inc.	3525360	KNIGHT BONDPOINT
Knight Capital Group, Inc.	3316331	KNIGHT MATCH
Knight Capital Group, Inc.	4377546	KNIGHT FUTURES

Trademark Applications:

None.