

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM369601

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Notice of Succession of Agency		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Bank of America, N.A.		01/14/2016	Association: UNITED STATES
RECEIVING PARTY DATA			
Name:	Wilmington Trust, National Association, as Successor Agent		
Street Address:	50 South Sixth Street, Suite 1290		
City:	Minneapolis		
State/Country:	MINNESOTA		
Postal Code:	55402		
Entity Type:	Association: UNITED STATES		
PROPERTY NUMBERS Total: 14			
Property Type	Number	Word Mark	
Registration Number:	4386542	C CETERA	
Registration Number:	3953736	C CETERA FINANCIAL GROUP	
Registration Number:	4386540	C	
Registration Number:	4386541	CETERA	
Registration Number:	3953295	CETERA FINANCIAL GROUP	
Registration Number:	4400652	CONNECT2CLIENTS	
Registration Number:	4227341	ICONNECT2INVEST	
Registration Number:	4089914	MULTIFINANCIAL C A CETERA COMPANY	
Registration Number:	4068476	PERSONALLY CONNECTED	
Registration Number:	4078041	PLATFORMPREP	
Registration Number:	3907114	REP ON DEMAND	
Registration Number:	4165371	SMARTWORKS ADVISER	
Registration Number:	4195933	XMA	
Registration Number:	4501486	MANAGED WEALTH ADVANTAGE	
CORRESPONDENCE DATA			
Fax Number:			
<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>			
Email:	michael.barys@thomsonreuters.com		

OP \$365.00 4386542

Correspondent Name: Elaine Carrera, Legal Assistant
Address Line 1: 80 Pine Street
Address Line 2: c/o Cahill Gordon & Reindal LLP
Address Line 4: New York, NEW YORK 10005

NAME OF SUBMITTER: Elaine Carrera

SIGNATURE: /Michael Barys/

DATE SIGNED: 01/19/2016

Total Attachments: 5

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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):

Bank of America, N.A.

- Individual(s)
- Partnership
- Corporation- State: _____
- Other _____
- 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) January 14, 2016

- Assignment
- Security Agreement
- Other Notice of Succession of Agency
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Wilmington Trust, National Association, as Successor Agent

Street Address: 50 South Sixth Street, Suite 1290

City: Minneapolis

State: MN

Country: USA Zip: 55402

- Individual(s) Citizenship _____
- Association Citizenship USA
- Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship _____
- 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 A

B. Trademark Registration No.(s)

See Schedule A

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:

14

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

January 14, 2016

Date

Elaine Carrera

Name of Person Signing

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

5

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

NOTICE OF SUCCESSION OF AGENCY
5273/0119

This NOTICE OF SUCCESSION OF AGENCY (this "Notice"), dated as of January 14, 2016 (the "Effective Date"), is executed by BANK OF AMERICA, N.A., in its capacity as Administrative Agent and Collateral Agent under the Original Agreements (as defined below) (the "Prior Agent"), and WILMINGTON TRUST, NATIONAL ASSOCIATION, in its capacity as Administrative Agent and Collateral Agent under the Current Agreements (as defined below) (the "Successor Agent").

WHEREAS, pursuant to that certain Second Lien Credit Agreement, dated as of April 29, 2014, by and among RCS Capital Corporation, Prior Agent and certain other parties thereto, as amended by Amendment No. 1 to the Second Lien Credit Agreement, dated as of June 30, 2015, as further amended by Amendment No. 2 to the Second Lien Credit Agreement, dated as of November 8, 2015 and as further amended, amended and restated, modified or otherwise supplemented (the "Original Credit Agreement"), the Prior Agent and certain grantor parties identified on the signature page hereto (the "Grantors") entered into that certain Second Lien Collateral Agreement, dated as of April 29, 2014 (the "Original Security Agreement" together with the Original Credit Agreement, collectively, the "Original Agreements"), and the Second Lien Trademark Security Agreement, dated as of April 29, 2014 (the "Trademark Security Agreement"), pursuant to which the Grantors granted a security interest in and to certain collateral;

WHEREAS, the Trademark Security Agreement was recorded with the United States Patent and Trademark Office on May 2, 2014 at Reel/Frame 5273/0119, with respect to the trademarks identified on Schedule A attached hereto;

WHEREAS, pursuant to that certain Agency Resignation, Appointment, Assignment and Assumption Agreement (the "Resignation Agreement" together with the Original Agreements as each such agreement is amended, amended and restated, modified or otherwise supplemented, collectively, the "Current Agreements"), dated as of January 14, 2016, by and among the Prior Agent, the Successor Agent and the Borrower, whereby the Prior Agent resigned as Administrative Agent and Collateral Agent and is succeeded to and replaced by the Successor Agent as successor Administrative Agent and Collateral Agent;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Defined Terms. All capitalized terms used, but not otherwise defined herein, shall have the respective meanings ascribed in or otherwise referenced in the Resignation Agreement.

2. Succession and Replacement of Agency. Pursuant to the terms and conditions set forth in the Resignation Agreement, the Prior Agent has ceased to be Administrative Agent and Collateral Agent under such capacity and is succeeded to and replaced by the Successor Agent as Administrative Agent and Collateral Agent under such capacity. Nothing herein shall be deemed to terminate, interrupt or impair the continuity of the security interest in the collateral originally granted to the Prior Agent under the Trademark Security Agreement, which security interest is now succeeded by and transferred to the Successor Agent.

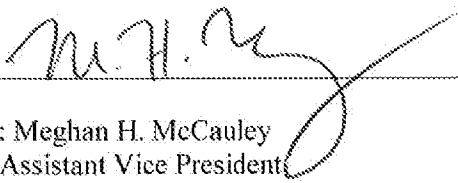
IN WITNESS WHEREOF, the parties have executed this Notice effective as of the Effective
Date:

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

By: _____

Name: **Roberto Salazar**
Title: **Vice President**



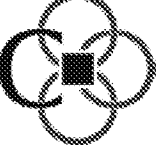

**WILMINGTON TRUST, NATIONAL
ASSOCIATION, as Successor Agent**

By:  _____

Name: Meghan H. McCauley

Title: Assistant Vice President

SCHEDULE A

Owner	Title	Trademark Registration/ Serial Number
Cetera Financial Holdings, Inc.	 Cetera	4386542/85653699
Cetera Financial Holdings, Inc.	 Cetera <small>FINANCIAL GROUP</small>	3953736/85016918
Cetera Financial Holdings, Inc.		4386540/85653680
Cetera Financial Holdings, Inc.	CETERA	4386541/85653688
Cetera Financial Holdings, Inc.	CETERA FINANCIAL GROUP	3953295/77942067
Cetera Financial Holdings, Inc.	CONNECT2CLIENTS	4400652/85389506
Cetera Financial Holdings, Inc.	ICONNECT2INVEST	4227341/85415379
Cetera Financial Holdings, Inc.	MultiFinancial  <small>A CETERA COMPANY</small>	4089914/85209017
Cetera Financial Holdings, Inc.	PERSONALLY CONNECTED	4068476/85172710
Cetera Financial Holdings, Inc.	PLATFORMPREP	4078041/85197603
Cetera Financial Holdings, Inc.	REP ON DEMAND	3907114/85021919
Cetera Financial Holdings, Inc.	SMARTWORKS ADVISER	4165371/85204976
Cetera Financial Holdings, Inc.	XMA	4195933/85433961
Cetera Financial Holdings, Inc.	MANAGED WEALTH ADVANTAGE	4501486/86036709