

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM369611

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: 27			
Property Type	Number	Word Mark	
Serial Number:	86481835	CONNECT2CLIENTS	
Serial Number:	86481633	CONNECT2CLIENTS	
Serial Number:	86653538	IC2I	
Serial Number:	86595705	TOWER SQUARE INVESTMENT MANAGEMENT	
Serial Number:	86685311	ADAPTIVE INTELLIGENCE PORTFOLIOS	
Registration Number:	4664849	PENTAMETER	
Serial Number:	86505086	TOWER SQUARE INVESTMENT MANAGEMENT	
Registration Number:	4689345	DATAPAK	
Registration Number:	2122102	TOWER SQUARE SECURITIES	
Serial Number:	86258230	CATCHLIGHT CAPITAL	
Registration Number:	4632535	COMPETITIVE EDGE	
Registration Number:	3279172	ETF SELECT	
Registration Number:	2165498	1 FP	
Registration Number:	3066881	INVESTORS CAPITAL	
Registration Number:	3047858	INVESTORS CAPITAL HOLDINGS	
Registration Number:	3504418	J.P. TURNER & COMPANY	
Registration Number:	3598192		
Registration Number:	3211043	NEURALVISION	
Registration Number:	3131411	STRATEGIC ASSET MANAGEMENT	

OP \$690.00 86481835

Property Type	Number	Word Mark
Registration Number:	3214231	SAM
Registration Number:	3480600	THE LEGEND GROUP
Registration Number:	3902615	SAM
Registration Number:	3760971	STRATEGIC ASSET MANAGEMENT
Registration Number:	2633966	INVESTING WITH INTELLIGENCE
Registration Number:	2562204	FREEMARK LIBERTY SERIES
Registration Number:	2307318	FREEMARK FREEDOM SERIES
Registration Number:	4645920	RCS CAPITAL

CORRESPONDENCE DATA

Fax Number:

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.

Email: michael.barys@thomsonreuters.com

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:

27

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
5660/0682

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 October 26, 2015 (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 November 4, 2015 at Reel/Frame 5660/0682, 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.

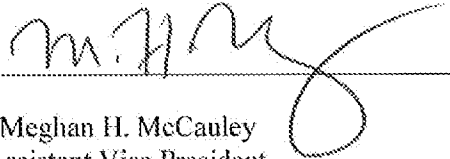
IN WITNESS WHEREOF, the parties have executed this Notice effective as of the Effective
Date:

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	Trademark	Serial No.	Reg. No.	Status
Cetera Financial Holdings, Inc.	CONNECT2CLIENTS	86481835		Pending ITU
Cetera Financial Holdings, Inc.	CONNECT2CLIENTS	86481633		Pending ITU
Cetera Financial Holdings, Inc.	IC2I	86653538		Pending ITU
Cetera Financial Holdings, Inc.	TOWER SQUARE INVESTMENT MANAGEMENT	86595705		Pending ITU
Cetera Financial Holdings, Inc.	ADAPTIVE INTELLIGENCE PORTFOLIOS	86685311		
Cetera Financial Holdings, Inc.	PENTAMETER	86222883	4664849	
Cetera Financial Holdings, Inc.	TOWER SQUARE INVESTMENT MANAGEMENT	86505086		Pending ITU
Cetera Financial Holdings, Inc.	DATAPAK	85974525	4689345	
Cetera Financial Holdings, Inc.	TOWER SQUARE SECURITIES	74727482	2122102	
FAS Holdings, Inc.	CATCHLIGHT CAPITAL	86258230		Pending ITU
FAS Holdings, Inc.	COMPETITIVE EDGE	86300134	4632535	
FAS Holdings, Inc.	ETF SELECT	77038796	3279172	
FAS Holdings, Inc.	1 FP	75251838	2165498	
Investors Capital Holdings, LLC	INVESTORS CAPITAL	76603171	3066881	
Investors Capital Holdings, LLC	INVESTORS CAPITAL HOLDINGS	76602898	3047858	
J.P. Turner & Company, LLC	J.P. TURNER & COMPANY, L.L.C.	77387832	3504418	
J.P. Turner & Company, LLC	Phoenix Design Mark	77553195	3598192	
Legend Group Holdings, LLC	NEURALVISION	78856502	3211043	
Legend Group Holdings, LLC	STRATEGIC ASSET MANAGEMENT	78607450	3131411	
Legend Group Holdings, LLC	SAM	78607447	3214231	
Legend Group Holdings, LLC	THE LEGEND GROUP	78607443	3480600	
Legend Group Holdings, LLC	SAM	77794641	3902615	
Legend Group Holdings, LLC	STRATEGIC ASSET MANAGEMENT	77794599	3760971	
Legend Group Holdings, LLC	INVESTING WITH INTELLIGENCE	76025490	2633966	
Legend Group Holdings, LLC	FREEMARK LIBERTY SERIES	75712649	2562204	
Legend Group Holdings, LLC	FREEMARK FREEDOM SERIES	75564452	2307318	
RCS Capital Corporation	RCS CAPITAL	85915954	4645920	