

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM385660

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Release of Second Lien Trademark Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Wilmington Trust, National Association		05/23/2016	National Banking Association: UNITED STATES
RECEIVING PARTY DATA			
Name:	Cetera Financial Holdings, Inc.		
Street Address:	200 N. Sepulveda Blvd., Suite 1200		
City:	El Segundo		
State/Country:	CALIFORNIA		
Postal Code:	90245		
Entity Type:	Corporation: DELAWARE		
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:	8004947512		
<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>			

OP \$365.00 4386542

Phone: 202-370-4750
Email: ipteam@nationalcorp.com
Correspondent Name: Joanna McCall
Address Line 1: 1025 Vermont Ave NW, Suite 1130
Address Line 2: National Corporate Research, LTD
Address Line 4: Washington, D.C. 20005

ATTORNEY DOCKET NUMBER: F163304

NAME OF SUBMITTER: Amanda M. Mitchell

SIGNATURE: /Amanda M. Mitchell/

DATE SIGNED: 05/25/2016

Total Attachments: 4

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RELEASE OF SECOND LIEN TRADEMARK SECURITY AGREEMENT

This **RELEASE OF SECOND LIEN TRADEMARK SECURITY AGREEMENT** (this "**Release**") is made effective as of May 23, 2016, by WILMINGTON TRUST, NATIONAL ASSOCIATION ("**Wilmington**"), as collateral agent (in such capacity, the "**Collateral Agent**") in favor of Cetera Financial Holdings, Inc. ("**Grantor**").

WHEREAS, reference is made to (a) the Second Lien Collateral Agreement dated as of April 29, 2014 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the "**Collateral Agreement**"), among RCS Capital Corporation, a Delaware corporation (the "**Borrower**"), RCAP Holdings, LLC, a Delaware limited liability company ("**RCAP Holdings**"), RCS Capital Management, LLC, a Delaware limited liability company ("**RCS Management**"), the Subsidiary Grantors from time to time party thereto and the Bank of America, N.A ("**Bank of America**") and (b) the Second Lien Credit Agreement, dated as of April 29, 2014 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the "**Credit Agreement**"), among the Borrower, RCAP Holdings, RCS Management, the lenders from time to time party thereto and Bank of America, as administrative agent and collateral agent;

WHEREAS, pursuant to the Collateral Agreement, the Grantor entered into that certain Trademark Security Agreement, dated as of April 29, 2014 (the "**Trademark Security Agreement**") whereby the Grantor granted to Bank of America a security interest in and to certain intellectual property of the Grantor;

WHEREAS, the Trademark Security Agreement was recorded in the United States Patent and Trademark Office on May 2, 2014 at Reel 5273 and Frame 0119;

WHEREAS, pursuant to that certain Agency Resignation, Appointment, Assignment and Assumption Agreement dated as of January 14, 2016 (as amended, modified, supplemented or restated and in effect from time to time), Bank of America, resigned as administrative agent under the Credit Agreement and the Trademark Security Agreement, and the Required Lenders (as defined therein) appointed Wilmington as successor administrative agent;

WHEREAS, the Notice of Succession of Agency was recorded in the U.S. Patent and Trademark Office on January 19, 2016 at Reel/Frame No. 5711/0618.

WHEREAS, in accordance with the provisions of the Collateral Agreement and the Trademark Security Agreement, the Collateral Agent now desires to release its security interest in and to the Trademark Collateral (as defined below).

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Collateral Agent hereby agrees as follows:

SECTION 1. Defined Terms. Each capitalized term used but not defined in this Agreement has the meaning given or ascribed to it in the Collateral Agreement. The rules of

construction specified in Section 1.01(b) of the Collateral Agreement also apply to this Agreement.

SECTION 2. Release of Grant of Security. The Collateral Agent hereby (i) terminates the Trademark Security Agreement, and (ii) terminates, releases and discharges its security interest in, and reassigns to Grantor all right, title and interest to, the following (the “***Trademark Collateral***”):

- (a) the United States Trademark applications and registrations of Grantor listed on Schedule I attached hereto;
- (b) all goodwill associated therewith or symbolized thereby; and
- (c) all Proceeds and products of any and all of the foregoing, all Supporting Obligations and all collateral security and guarantees given by any Person with respect to any of the foregoing.

SECTION 3. Recordation. The Collateral Agent hereby authorizes Grantor or any of its authorized representatives to file this Release with the United States Patent and Trademark Office or any other applicable governmental office. The Collateral Agent hereby further authorizes and requests that the Commissioner for Trademarks and any other applicable government officer record this Release.

SECTION 4. Further Assurances. The Collateral Agent hereby agrees to execute, acknowledge, procure, and deliver any further documents and to do such other acts as may be reasonably requested by Grantor, at Grantor’s expense, to fully effectuate the purposes of this Release.

SECTION 5. Governing Law. This Release shall be governed by, and construed in accordance with, the laws of the State of New York.

SECTION 6. Counterparts. This Release may be executed in any number of counterparts and by different parties in separate counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement.

[Signature Page Follows]





IN WITNESS WHEREOF, the Collateral Agent has caused this Release to be executed by its duly authorized officer.

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

By: J. Anderson
Name: Jennifer Anderson
Title: Assistant Vice President

SCHEDULE I

Trademark Registrations and Applications

Grantor	Mark	App. No.	Reg. No.	Trademark	Status
Cetera Financial Holdings, Inc.	 Cetera		4386542		
Cetera Financial Holdings, Inc.	 Cetera FINANCIAL GROUP		3953736		
Cetera Financial Holdings, Inc.			4386540		
Cetera Financial Holdings, Inc.	CETERA		4386541		
Cetera Financial Holdings, Inc.	CETERA FINANCIAL GROUP		3953295		
Cetera Financial Holdings, Inc.	CONNECT2CLIENTS		4400652		
Cetera Financial Holdings, Inc.	ICONNECT2INVEST		4227341		
Cetera Financial Holdings, Inc.	MultiFinancial  A CETERA COMPANY		4089914		
Cetera Financial Holdings, Inc.	PERSONALLY CONNECTED		4068476		
Cetera Financial Holdings, Inc.	PLATFORMPREP		4078041		
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Cetera Financial Holdings, Inc.	XMA		4195933		
Cetera Financial Holdings, Inc.	MANAGED WEALTH ADVANTAGE	86/036709	4501486		