

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM385632

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Barclays Bank PLC		05/23/2016	Public Limited Company:
RECEIVING PARTY DATA			
Name:	Aretec Group Inc. (formerly known as RCS Captital Corporation)		
Street Address:	245 Park Avenue		
Internal Address:	39th Floor		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10170		
Entity Type:	Corporation: DELAWARE		
Name:	Cetera Financial Holdings, Inc.		
Street Address:	200 N. Sepulveda Blvd.		
Internal Address:	Suite 1200		
City:	El Segundo		
State/Country:	CALIFORNIA		
Postal Code:	90245		
Entity Type:	Corporation: DELAWARE		
Name:	Cetera Financial Group, Inc.		
Street Address:	200 N. Sepulveda Blvd.		
Internal Address:	Suite 1200		
City:	El Segundo		
State/Country:	CALIFORNIA		
Postal Code:	90245		
Entity Type:	Corporation: DELAWARE		
Name:	FAS Holdings, Inc		
Street Address:	655 West Broadway		
Internal Address:	12th Floor		
City:	San Diego		
State/Country:	CALIFORNIA		
Postal Code:	92101		
Entity Type:	Corporation: DELAWARE		

TRADEMARK

Name:	Legend Group Holdings, LLC
Street Address:	4600 East Park Drive
Internal Address:	Suite 300
City:	Palm Beach Gardens
State/Country:	FLORIDA
Postal Code:	33410
Entity Type:	Limited Liability Company: DELAWARE
Name:	Investors Capital Holdings, LLC
Street Address:	6 Kimball Lane
Internal Address:	Suite 150
City:	Lynnfield
State/Country:	MASSACHUSETTS
Postal Code:	01940
Entity Type:	Limited Liability Company: DELAWARE
Name:	Realty Capital Securities, LLC
Street Address:	Three Copley Place
Internal Address:	Suite 3300
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02116
Entity Type:	Limited Liability Company: DELAWARE
Name:	Trupoly, LLC
Street Address:	405 Park Avenue
Internal Address:	12th Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10022
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 45

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:	4689345	DATAPAK
Registration Number:	3764318	FLEXINSURED ACCOUNT

TRADEMARK

REEL: 005800 FRAME: 0737

Property Type	Number	Word Mark
Registration Number:	4887018	IC2I
Registration Number:	4227341	ICONNECT2INVEST
Registration Number:	4501486	MANAGED WEALTH ADVANTAGE
Registration Number:	4089914	MULTIFINANCIAL C A CETERA COMPANY
Registration Number:	3743278	SKILLBUILDER U
Registration Number:	3912040	SMARTWORKS
Registration Number:	4664849	PENTAMETER
Registration Number:	4068476	PERSONALLY CONNECTED
Registration Number:	4078041	PLATFORMPREP
Registration Number:	3907114	REP ON DEMAND
Registration Number:	4165371	SMARTWORKS ADVISER
Registration Number:	2122102	TOWER SQUARE SECURITIES
Registration Number:	4886991	TOWER SQUARE INVESTMENT MANAGEMENT
Registration Number:	4882991	TOWER SQUARE INVESTMENT MANAGEMENT
Registration Number:	4195933	XMA
Registration Number:	2165498	1 FP
Registration Number:	3279172	ETF SELECT
Registration Number:	4632535	COMPETITIVE EDGE
Registration Number:	2307318	FREEMARK FREEDOM SERIES
Registration Number:	2562204	FREEMARK LIBERTY SERIES
Registration Number:	2633966	INVESTING WITH INTELLIGENCE
Registration Number:	3211043	NEURALVISION
Registration Number:	3902615	SAM
Registration Number:	3214231	SAM
Registration Number:	3760971	STRATEGIC ASSET MANAGEMENT
Registration Number:	3480600	THE LEGEND GROUP
Registration Number:	3131411	STRATEGIC ASSET MANAGEMENT
Registration Number:	3066881	INVESTORS CAPITAL
Registration Number:	3047858	INVESTORS CAPITAL HOLDINGS
Registration Number:	4645920	RCS CAPITAL
Registration Number:	4083225	R C SECURITIES
Registration Number:	4083031	RC SECURITIES
Registration Number:	4605004	TRUPOLY
Registration Number:	4919274	CONNECT2CLIENTS
Registration Number:	4919272	CONNECT2CLIENTS
Serial Number:	86875145	TOWER SQUARE
Serial Number:	86685311	ADAPTIVE INTELLIGENCE PORTFOLIOS

CORRESPONDENCE DATA**Fax Number:** 2126983599*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.***Phone:** 212-698-3500**Email:** patents@dechert.com**Correspondent Name:** Alan Wang**Address Line 1:** Dechert LLP**Address Line 2:** 1095 Avenue of Americas**Address Line 4:** New York, NEW YORK 10036-6797

NAME OF SUBMITTER:	Alan Wang
---------------------------	-----------

SIGNATURE:	/Alan Wang/
-------------------	-------------

DATE SIGNED:	05/25/2016
---------------------	------------

Total Attachments: 6

source=NAI_1501055446_1_RCS - DIP Trademark Security Release (Executed)#page1.tif

source=NAI_1501055446_1_RCS - DIP Trademark Security Release (Executed)#page2.tif

source=NAI_1501055446_1_RCS - DIP Trademark Security Release (Executed)#page3.tif

source=NAI_1501055446_1_RCS - DIP Trademark Security Release (Executed)#page4.tif

source=NAI_1501055446_1_RCS - DIP Trademark Security Release (Executed)#page5.tif

source=NAI_1501055446_1_RCS - DIP Trademark Security Release (Executed)#page6.tif

RELEASE OF TRADEMARK SECURITY AGREEMENT

This **RELEASE OF TRADEMARK SECURITY AGREEMENT** (this “*Release*”) is made effective as of May 23, 2016, by BARCLAYS BANK PLC, as collateral agent (in such capacity, the “*Collateral Agent*”) in favor of the Grantors (as defined below).

WHEREAS, reference is made to that certain (a) Collateral Agreement dated as of February 8, 2016 among RCS Capital Corporation as Borrower, the Subsidiary Guarantors from time to time party thereto and the Collateral Agent (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “*Collateral Agreement*”); (b) Superpriority Secured Debtor-In-Possession Term Loan Agreement dated as of February 8, 2016, as amended by that certain First Amendment to Superpriority Secured Debtor-in-Possession Term Loan Agreement dated as of March 1, 2016, and as amended by that certain Second Amendment to Superpriority Secured Debtor-in-Possession Term Loan Agreement dated as of May 4, 2016 (as further amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “*Credit Agreement*”); and (c) the Trademark Security Agreement dated as of February 8, 2016 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “*Security Agreement*”), among Aretec Group Inc. (formerly known as RCS Capital Corporation), a Delaware corporation, Cetera Financial Holdings, Inc., a Delaware corporation, Cetera Financial Group, Inc., a Delaware corporation, FAS Holdings, Inc., a Delaware corporation, Legend Group Holdings, LLC, a Delaware limited liability company, Investors Capital Holdings, LLC, a Delaware limited liability company, Realty Capital Securities, LLC, a Delaware limited liability company, Trupoly, LLC (as successor to Project T Acquisition, LLC), a Delaware limited liability company (each a “*Grantor*” and collectively the “*Grantors*”) and the Collateral Agent.

WHEREAS, pursuant to the Collateral Agreement, the Grantors entered into that certain Security Agreement, whereby the Grantors granted to the Collateral Agent a security interest in and to certain intellectual property of the Grantors;

WHEREAS, the Trademark Security Agreement was recorded in the United States Patent and Trademark Office on February 9, 2016 at Reel 5727 and Frame 0593;

WHEREAS, in accordance with the provisions of the 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 Security 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 Security Agreement, and (ii) terminates, releases and discharges its security interest in, and

reassigns to Grantor all right, title and interest in or 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.

BARCLAYS BANK PLC,

as Collateral Agent

By: 



Name:



Title: Vanessa A. Kurbatskiy
Vice President




Schedule I

Trademark Registrations and Applications

Registrations:

Grantor	Title	Trademark Registration / Serial Number
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.	DATAPAK	4689345
Cetera Financial Group, Inc.	FLEXINSURED ACCOUNT	3764318
Cetera Financial Holdings, Inc.		4887018
Cetera Financial Holdings, Inc.	ICONNECT2INVEST	4227341
Cetera Financial Holdings, Inc.	MANAGED WEALTH ADVANTAGE	4501486
Cetera Financial Holdings, Inc.	 MultiFinancial A CETERA COMPANY	4089914
Cetera Financial Group, Inc.		3743278

Grantor	Title	Trademark Registration / Serial Number
Cetera Financial Group, Inc.	SMARTWORKS	3912040
Cetera Financial Holdings, Inc.	PENTAMETER	4664849
Cetera Financial Holdings, Inc.	PERSONALLY CONNECTED	4068476
Cetera Financial Holdings, Inc.	PLATFORMPREP	4078041
Cetera Financial Holdings, Inc.	REP ON DEMAND	3907114
Cetera Financial Holdings, Inc.	SMARTWORKS ADVISER	4165371
Cetera Financial Holdings, Inc.	TOWER SQUARE SECURITIES	2122102
Cetera Financial Holdings, Inc.	 TOWER SQUARE INVESTMENT MANAGEMENT	4886991
Cetera Financial Holdings, Inc.	TOWER SQUARE INVESTMENT MANAGEMENT	4882991
Cetera Financial Holdings, Inc.	XMA	4195933
FAS Holdings, Inc.		2165498
FAS Holdings, Inc.	ETF SELECT	3279172
FAS Holdings, Inc.	COMPETITIVE EDGE	4632535
Legend Group Holdings, LLC	FREEMARK FREEDOM SERIES	2307318
Legend Group Holdings, LLC	FREEMARK LIBERTY SERIES	2562204
Legend Group Holdings, LLC	INVESTING WITH INTELLIGENCE	2633966
Legend Group Holdings, LLC	NEURALVISION	3211043
Legend Group Holdings, LLC	SAM	3902615
Legend Group Holdings, LLC	SAM	3214231
Legend Group Holdings, LLC	STRATEGIC ASSET MANAGEMENT	3760971
Legend Group Holdings, LLC	THE LEGEND GROUP	3480600
Legend Group Holdings, LLC	STRATEGIC ASSET MANAGEMENT	3131411
Investors Capital Holdings, LLC	INVESTORS CAPITAL	3066881

Grantor	Title	Trademark Registration / Serial Number
Investors Capital Holdings, LLC	INVESTORS CAPITAL HOLDINGS	3047858
Aretec Group Inc. (formerly known as RCS Capital Corporation)	RCS CAPITAL	4645920
Aretec Group Inc. (formerly known as RCS Capital Corporation)		4083225
Aretec Group Inc. (formerly known as RCS Capital Corporation)		4083031
Aretec Group Inc. (formerly known as RCS Capital Corporation)	TRUPOLY	4605004
Cetera Financial Holdings, Inc.	CONNECT2CLIENTS	4919274
Cetera Financial Holdings, Inc.	 Connect2Clients	4919272
Cetera Financial Holdings, Inc.	TOWER SQUARE	86/875,145
Cetera Financial Holdings, Inc.	ADAPTIVE INTELLIGENCE PORTFOLIOS	86/685,311