

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM391472

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST
SEQUENCE:	1

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
KeyBank National Association		07/14/2016	Corporation: OHIO

RECEIVING PARTY DATA

Name:	U.S. Security Associates, Inc.
Street Address:	200 Mansell Court East, Fifth Floor
City:	Roswell
State/Country:	GEORGIA
Postal Code:	30076
Entity Type:	Corporation: DELAWARE
Name:	OSP Security, Inc.
Street Address:	200 Mansell Court East, Fifth Floor
City:	Roswell
State/Country:	GEORGIA
Postal Code:	30076
Entity Type:	Corporation: DELAWARE
Name:	U.S. Security Holdings, Inc.
Street Address:	200 Mansell Court East, Fifth Floor
City:	Roswell
State/Country:	GEORGIA
Postal Code:	30076
Entity Type:	Corporation: DELAWARE
Name:	Andrews International, Inc.
Street Address:	444 North Moss Street
City:	Burbank
State/Country:	CALIFORNIA
Postal Code:	91502
Entity Type:	Corporation: DELAWARE
Name:	American Premier Security, LLC
Street Address:	200 Mansell Court East, Fifth Floor
City:	Roswell

TRADEMARK

State/Country:	GEORGIA
Postal Code:	30076
Entity Type:	Corporation: DELAWARE
Name:	Staff Pro Inc.
Street Address:	15272 Newsboy Circle
City:	Huntington Beach
State/Country:	CALIFORNIA
Postal Code:	92649
Entity Type:	Corporation: CALIFORNIA
Name:	International Security Associates, Inc.
Street Address:	200 Mansell Court East, Fifth Floor
City:	Roswell
State/Country:	GEORGIA
Postal Code:	30076
Entity Type:	Corporation: GEORGIA

PROPERTY NUMBERS Total: 47

Property Type	Number	Word Mark
Registration Number:	1530244	ADVANCE SECURITY
Registration Number:	1070786	ADVANCE SECURITY
Registration Number:	1230573	
Registration Number:	2807698	AMERICA'S TEAM
Registration Number:	3859642	AMERICA'S TEAM
Registration Number:	3671073	AMERICAN PREMIER SECURITY
Registration Number:	2932146	ENTERPRISE SECURITY MANAGER
Registration Number:	3722894	GATEMASTER
Registration Number:	2123215	HEALTHCARE SECURITY H USA
Registration Number:	2812128	MARKET MASTER
Registration Number:	2476272	PAST POSITIVE
Registration Number:	3759331	PAST-POSITIVE ON-LINE
Registration Number:	3917312	PAY-POSITIVE
Registration Number:	2083926	POST-POSITIVE
Registration Number:	3095093	PREMIER
Registration Number:	0847640	PROTECT
Registration Number:	2585122	RESPONSIVE MANAGEMENT
Registration Number:	2100491	SECURITY ENGINEERS
Registration Number:	3118526	SUPERVISED GUARD TOURS
Registration Number:	3147589	TOUR-POSITIVE
Registration Number:	2793613	U.S. SECURITY ASSOCIATES SECURITY

Property Type	Number	Word Mark
Registration Number:	2790176	U.S. SECURITY ASSOCIATES
Registration Number:	2849430	USA U. S. SECURITY ASSOCIATES
Registration Number:	3026482	USALINK WE'RE ONLY ONE "CLICK" AWAY U.S.
Registration Number:	2935679	GREAT GUARDS
Registration Number:	3298140	ANDREWS INTERNATIONAL
Registration Number:	3292953	ANDREWS INTERNATIONAL
Registration Number:	3756851	VERASYS
Registration Number:	3836866	THE FUTURE OF EVENT STAFFING
Registration Number:	3808694	THE EVENT STAFFING PROFESSIONALS
Registration Number:	0691812	ADVANCE
Registration Number:	4362519	SECURITY INFORMATION SYSTEMS
Serial Number:	77751218	PREMIER CONCIERGE SERVICE
Serial Number:	77685567	WEATHER WATCH
Serial Number:	86200695	GATEMASTER
Serial Number:	86044596	GUEST VERIFICATION SYSTEM
Serial Number:	77529839	HEALTHCARE PARTNERS
Serial Number:	86044600	INSTANT ALERT!
Serial Number:	85813189	INTERNATIONAL SECURITY ASSOCIATES
Serial Number:	85849196	INTERNATIONAL SECURITY ASSOCIATES ISA
Serial Number:	86044597	RED BOX ALERT
Serial Number:	85958189	SCHEDULEMASTER
Serial Number:	86044602	SOLUTIONS FOR A SAFER WORLD
Serial Number:	86051723	U.S. SECURITY ASSOCIATES AVIATION SERVIC
Serial Number:	86258021	U.S. SECURITY ASSOCIATES AVIATION SERVIC
Serial Number:	86051738	U.S. SECURITY ASSOCIATES STAFFING, INC.
Serial Number:	86051732	U.S. SECURITY ASSOCIATES GOVERNMENTAL SE

CORRESPONDENCE DATA

Fax Number: 2128225607

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: 2125305607

Email: abrook@milbank.com

Correspondent Name: Milbank Tweed Hadley & McCloy

Address Line 1: 28 Liberty Street

Address Line 4: New York, NEW YORK 10038

NAME OF SUBMITTER: Anna Brook

SIGNATURE: /Anna Brook/

DATE SIGNED: 07/14/2016

Total Attachments: 12

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RELEASE OF INTELLECTUAL PROPERTY SECURITY AGREEMENT

This RELEASE OF INTELLECTUAL PROPERTY SECURITY AGREEMENT (this “Release”), dated as of July 14, 2016, is made by KEYBANK NATIONAL ASSOCIATION, as administrative agent (the “Administrative Agent”) in favor of U.S. SECURITY ASSOCIATES HOLDINGS, INC. (the “Borrower”), U.S. SECURITY ASSOCIATES HOLDINGS II CORP., U.S. SECURITY HOLDINGS, INC., MANSFIELD INDUSTRIES, INC., AMERICAN PREMIER SECURITY, INC., U.S. SECURITY ASSOCIATES, INC., U.S. SECURITY ASSOCIATES STAFFING, INC., U.S. SECURITY ASSOCIATES AVIATION SERVICES, INC. (collectively, the “Initial Grantors”) and ANDREWS INTERNATIONAL, INC. (“Andrews International”), INTERNATIONAL SECURITY ASSOCIATES, INC. (“International Security Associates”) and STAFF PRO INC. (“Staff Pro”, and, together with the Initial Grantors, Andrews International and International Security Associates, the “Grantors”) (terms used in this Release and not herein defined shall have the meanings set forth in the Credit Agreement and the Pledge and Security Agreement, each as defined below).

WHEREAS, the Borrower and the Administrative Agent entered into that certain Credit and Guaranty Agreement, dated as of July 28, 2011 (as amended by the First Amendment to Credit and Guaranty Agreement, dated as of February 10, 2012, the Second Amendment to Credit and Guaranty Agreement, dated as of July 31, 2013, and the Third Amendment to Credit and Guaranty Agreement, dated as of November 25, 2014, and as may be further amended, restated or otherwise modified, the “Credit Agreement”), among the Borrower, certain affiliates thereof, the Administrative Agent and the various financial institutions party thereto as lenders thereunder (each individually a “Lender”, and collectively the “Lenders”), pursuant to which Credit Agreement the Lenders made credit extensions to the Borrower;

WHEREAS, in connection with the Credit Agreement, and pursuant to that certain Pledge and Security Agreement, dated as of July 28, 2011, among the Borrower, the Grantors referred to therein and the Administrative Agent (the “Pledge and Security Agreement”) and that certain Intellectual Property Security Agreement, dated as of July 28, 2011, among the Initial Grantors and the Administrative Agent (the “Intellectual Property Security Agreement”), the Initial Grantors granted security interests in certain intellectual property owned by the Initial Grantors, including, without limitation, the Patents and Trademarks listed on Annex I attached hereto;

WHEREAS, the Intellectual Property Security Agreement was recorded in the U.S. Patent and Trademark Office on the dates and on the reels and frames set forth on Annex I hereto;

WHEREAS, in connection with the Credit Agreement, and pursuant to the Pledge and Security Agreement, and that certain Intellectual Property Security Agreement Supplement, dated as of March 12, 2012, among Andrews International and the Administrative Agent (the “First Intellectual Property Security Agreement Supplement”), Andrews International granted security interests in certain intellectual property owned by Andrews International, including, without limitation, the Trademarks listed on Annex II attached hereto;

WHEREAS, the First Intellectual Property Security Agreement Supplement was recorded in the U.S. Patent and Trademark Office on the dates and on the reels and frames set forth on Annex II hereto;

WHEREAS, in connection with the Credit Agreement, and pursuant to the Pledge and Security Agreement, and that certain Intellectual Property Security Agreement Supplement, dated as of June 13, 2012, among American Premier Security, LLC, Andrews International and the Administrative Agent (the “Second Intellectual Property Security Agreement Supplement”), American Premier Security, LLC and Andrews International granted security interests in certain intellectual property owned by American Premier Security, LLC and Andrews International, without limitation, the Trademarks listed on Annex III attached hereto;

WHEREAS, the Second Intellectual Property Security Agreement Supplement was recorded in the U.S. Patent and Trademark Office on the dates and on the reels and frames set forth on Annex III hereto;

WHEREAS, in connection with the Credit Agreement, and pursuant to the Pledge and Security Agreement, and that certain Intellectual Property Security Agreement Supplement, dated as of May 9, 2014, among Staff Pro and the Administrative Agent (the “Third Intellectual Property Security Agreement Supplement”), Staff Pro granted security interests in certain intellectual property owned by Staff Pro, including, without limitation, the Trademarks listed on Annex IV attached hereto;

WHEREAS, the Third Intellectual Property Security Agreement Supplement was recorded in the U.S. Patent and Trademark Office on the dates and on the reels and frames set forth on Annex IV hereto;

WHEREAS, in connection with the Credit Agreement, and pursuant to the Pledge and Security Agreement, and that certain Intellectual Property Security Agreement Supplement, dated as of July 7, 2014, among U.S. Security Associates, Inc., International Security Associates, Staff Pro and the Administrative Agent (the “Fourth Intellectual Property Security Agreement Supplement”), U.S. Security Associates, Inc., International Security Associates and Staff Pro granted security interests in certain intellectual property owned by U.S. Security Associates, Inc., International Security Associates and Staff Pro, including, without limitation, the Trademarks listed on Annex V attached hereto; and

WHEREAS, the Fourth Intellectual Property Security Agreement Supplement was recorded in the U.S. Patent and Trademark Office on the dates and on the reels and frames set forth on Annex V hereto.

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Administrative Agent agrees as follows:

1. The Administrative Agent hereby **RELEASES**, without representation, recourse or warranty whatsoever, all of its security interest in the Collateral, including without limitation the Patents and Trademarks, whether granted pursuant to the Pledge and Security Agreement, the Intellectual Property Security Agreement, the First Intellectual Property Security Agreement Supplement, the Second Intellectual Property Security Agreement Supplement, the

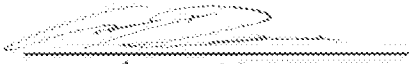
Third Intellectual Property Security Agreement Supplement, the Fourth Intellectual Property Security Agreement Supplement or any other agreement or document delivered in connection with the Credit Agreement, and the Administrative Agent hereby reassigns any and all such right, title and interest (if any) that the Administrative Agent may have in the Collateral, including without limitation the Patents and Trademarks, to the Grantors.

2. The Administrative Agent agrees, at the Grantors' expense, to cooperate with the Grantors and their Subsidiaries and to provide the Grantors and their Subsidiaries with the information and additional authorization reasonably required or desirable to effect the release of the Administrative Agent's security interest in the released collateral described herein.

3. THIS RELEASE AND THE RIGHTS AND OBLIGATIONS OF THE PARTIES HEREUNDER SHALL BE GOVERNED BY, AND SHALL BE CONSTRUED AND ENFORCED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK, INCLUDING, WITHOUT LIMITATION, SECTIONS 5-1401 AND 5-1402 OF THE NEW YORK GENERAL OBLIGATIONS LAW AND RULE 327(b) OF THE NEW YORK CIVIL PRACTICE LAW AND RULES.

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**KEYBANK NATIONAL ASSOCIATION
as Administrative Agent**

By: 
Name: *Aj Deekhran*
Title: *SVP*

ANNEX I TO
RELEASE OF INTELLECTUAL PROPERTY SECURITY AGREEMENT

PATENTS

Reel/Frame: 26671-977

Recordation Date: July 29, 2011

U.S. REGISTERED PATENTS

Grantor	Title	Patent No.	Issue/Filing Date
U.S. Security Associates, Inc.	SUPERVISED GUARD TOUR SYSTEMS AND METHODS	7,286,048	10-23-2007 (Issued)
U.S. Security Associates, Inc.	SUPERVISED GUARD TOUR TRACKING SYSTEMS AND METHODS	7,289,023	10-30-2007 (Issued)
U.S. Security Associates, Inc.	SUPERVISED GUARD TOUR TRACKING SYSTEMS AND METHODS	WO 2007028172	09-01-2006 (Filed)
U.S. Security Associates, Inc.	SYSTEMS AND METHODS FOR MONITORING AND ACTUATING A VEHICLE GATE	12/176,048	07-18-2008 (Filed)
U.S. Security Associates, Inc.	SYSTEMS AND METHODS FOR TRAINING SECURITY OFFICERS	12/547,308	08-25-2009 (Filed)
U.S. Security Associates, Inc.	SYSTEMS, METHODS AND COMPUTER PROGRAM FOR LABELED FORMS PROCESSING A/K/A USA LINK	11/210,365	8/24/2005 (Filed)

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TRADEMARK
REEL: 005834 FRAME: 0867

TRADEMARKS

Reel/Frame: 4593/0973

Recordation Date: July 29, 2011

U.S. REGISTERED TRADEMARKS

Grantor	Mark	Country	Reg. No.	App./Reg. Date
U.S. Security Associates, Inc.	Advance Security (and Shield Design)	U.S.	1530244	March 14, 1989
U.S. Security Associates, Inc.	Advance Security (and Shield Design)	U.S.	1070786	August 2, 1977
U.S. Security Associates, Inc.	Advanced Security (and Star Design)	U.S.	1230573	March 8, 1983
U.S. Security Associates, Inc.	America's Team	U.S.	2807698	January 27, 2004
U.S. Security Associates, Inc.	America's Team	U.S.	3859642	October 12, 2010
OSP Security, Inc.	American Premier Security	U.S.	3671073	August 18, 2009
U.S. Security Associates, Inc.	Enterprise Security Manager	U.S.	2932146	March 8, 2005
U.S. Security Associates, Inc.	Gatmaster	U.S.	3722894	December 8, 2009
U.S. Security Associates, Inc.	Healthcare Security (H USA design)	U.S.	2123215	December 23, 1997
U.S. Security Holdings, Inc.	Market Master	U.S.	2812128	February 10, 2004
U.S. Security Holdings, Inc.	Past Positive	U.S.	2476272	August 7, 2001
U.S. Security Associates, Inc.	Past Positive Online	U.S.	3759331	March 9, 2010
U.S. Security Associates, Inc.	Pay-Positive	U.S.	3917312	February 8, 2011
U.S. Security Associates, Inc.	Post-Positive	U.S.	2083926	July 29, 1997
U.S. Security Associates, Inc.	Premier Concierge Services	U.S.	77751218	June 3, 2009
U.S. Security Associates, Inc.	Premier	U.S.	3095093	May 23, 2006
U.S. Security Associates, Inc.	Protect	U.S.	0847640	April 16, 1968
U.S. Security Holdings, Inc.	Responsive Management	U.S.	2585122	June 25, 2002
U.S. Security Associates, Inc.	Security Engineers	U.S.	2100491	September 23, 1997
U.S. Security Associates	Supervised Guard Tours	U.S.	3118526	July 18, 2006

Grantor	Mark	Country	Reg. No.	App./Reg. Date
U.S. Security Associates, Inc.	Tour-Positive	U.S.	3147589	September 26, 2006
U.S. Security Associates, Inc.	U.S. Security Associates (and design: shield patch)	U.S.	2793613	December 16, 2003
U.S. Security Associates, Inc.	U.S. Security Associates	U.S.	2790176	December 9, 2003
U.S. Security Associates, Inc.	USA U.S. Security Associates (design: flag draped)	U.S.	2849430	June 1, 2004
U.S. Security Associates, Inc.	USALink We're Only One "Click" Away	U.S.	3026482	December 13, 2005
U.S. Security Associates, Inc.	Weather Watch	U.S.	77685567	March 6, 2009
U.S. Security Associates, Inc.	Great Guards	U.S.	2935679	March 29, 2005

ANNEX II TO
RELEASE OF INTELLECTUAL PROPERTY SECURITY AGREEMENT

TRADEMARKS

Reel/Frame: 4735/0588

Recordation Date: 03/13/2012

U.S. REGISTERED TRADEMARKS

Grantor	Mark	Country	Reg. No.	App/ Reg. Date
Andrews International, Inc. (f/k/a Andrews International, LLC)	ANDREWS INTERNATIONAL Block Letters	U.S.	3,298,140	September 25, 2007
Andrews International, Inc. (f/k/a Andrews International, LLC)	ANDREWS INTERNATIONAL and Design	U.S.	3,292,953	September 18, 2007
Andrews International, Inc. (f/k/a Andrews International, LLC)	Verasys	U.S.	3,756,851	March 9, 2010

ANNEX III TO
RELEASE OF INTELLECTUAL PROPERTY SECURITY AGREEMENT

TRADEMARKS

Reel/Frame: 4801/0085

Recordation Date: 06/13/2012

U.S. REGISTERED TRADEMARKS

Grantor	Mark	Country	Reg. No.	App/ Reg. Date
American Premier Security, LLC	AMERICAN PREMIERE SECURITY	U.S.	3671073	August 18, 2009
Andrews International, Inc. (f/k/a Andrews International, LLC)	ANDREWS INTERNATIONAL Block Letters	U.S.	3,298,140	September 25, 2007
Andrews International, Inc. (f/k/a Andrews International, LLC)	ANDREWS INTERNATIONAL and Design	U.S.	3,292,953	September 18, 2007
Andrews International, Inc. (f/k/a Andrews International, LLC)	Verasys	U.S.	3,756,851	March 9, 2010

ANNEX IV TO
RELEASE OF INTELLECTUAL PROPERTY SECURITY AGREEMENT

TRADEMARKS

Reel/Frame: 5286/0949

Recordation Date: 05/27/2014

U.S. REGISTERED TRADEMARKS

Grantor	Mark	Country	Reg. No.	App/ Reg. Date
Staff Pro Inc.	THE FUTURE OF EVENT PLANNING	U.S.	3836866	Aug. 24, 2010
Staff Pro Inc.	THE EVENT STAFFING PROFESSIONALS	U.S.	3808694	June 22, 2010

ANNEX V TO
RELEASE OF INTELLECTUAL PROPERTY SECURITY AGREEMENT

PATENTS

Reel/Frame: 033379/0162
Recordation Date: 07/22/2014

U.S. REGISTERED PATENTS

<u>Grantor</u>	<u>Title</u>	<u>Patent No.</u>	<u>Issue/Filing Date</u>
U.S. Security Associates, Inc.	SYSTEMS AND METHODS FOR PROVIDING SECURITY AT A VEHICLE YARD	8698625	04/15/2014 (Issued)
U.S. Security Associates, Inc.	SYSTEMS AND METHODS FOR MANAGING SECURITY DATA	N/A	11/07/2012 (Filed)

TRADEMARKS

Reel/Frame: 5327/0232
Recordation Date: July 22, 2014

U.S. REGISTERED TRADEMARKS

<u>Grantor</u>	<u>Mark</u>	<u>Country</u>	<u>App./ Reg. No.</u>	<u>App./ Reg. Date</u>
U.S. Security Associates, Inc.	Advance	U.S.	0691812	January 19, 1960
U.S. Security Associates, Inc.	Gatmaster (Truck design)	U.S.	86200695	February 21, 2014
U.S. Security Associates, Inc.	Guest Verification System	U.S.	86044596	August 21, 2013
U.S. Security Associates, Inc.	Healthcare Partners	U.S.	77529839	July 23, 2008

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TRADEMARK
REEL: 005834 FRAME: 0873

<u>Grantor</u>	<u>Mark</u>	<u>Country</u>	<u>App./ Reg. No.</u>	<u>App./ Reg. Date</u>
U.S. Security Associates, Inc.	Instant Alert!	U.S.	8604460	August 21, 2013
International Security Associates, Inc.	International Security Associates	U.S.	85813189	December 31, 2012
International Security Associates, Inc.	International Security Associates (and Design)	U.S.	85849196	February 13, 2013
U.S. Security Associates, Inc.	Redbox Alert	U.S.	86044597	August 21, 2013
U.S. Security Associates, Inc.	Schedule Master	U.S.	85958189	June 12, 2013
U.S. Security Associates, Inc.	Security Information Systems	U.S.	4362519	January 6, 2012
U.S. Security Associates, Inc.	Solutions for a Safer World	U.S.	86044602	August 21, 2013
U.S. Security Associates, Inc.	U.S. Security Associates Aviation Services	U.S.	86051723	August 29, 2013
U.S. Security Associates, Inc.	U.S. Security Associates Aviation Services (and Patch Design)	U.S.	86258021	April 21, 2014
U.S. Security Associates, Inc.	U.S. Security Associates Staffing	U.S.	86051738	August 29, 2013
U.S. Security Associates, Inc.	U.S. Security Associates Governmental Services	U.S.	86051732	August 29, 2013

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RECORDED: 07/14/2016

REEL: 005834 FRAME: 0874