

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
 Stylesheet Version v1.2

ETAS ID: TM431321

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Alvarez & Marsal Holdings, LLC		06/13/2017	Limited Liability Company: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Wells Fargo Bank, National Association, as Administrative Agent		
<b>Street Address:</b>	1525 West W.T. Harris Blvd.		
<b>Internal Address:</b>	MAC D1109-019		
<b>City:</b>	Charlotte		
<b>State/Country:</b>	NORTH CAROLINA		
<b>Postal Code:</b>	28262		
<b>Entity Type:</b>	National Banking Association: UNITED STATES		
<b>PROPERTY NUMBERS Total: 7</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4777960	ACTIVATE CHANGE	
<b>Registration Number:</b>	4883076	ALVAREZ & MARSAL PRIME	
<b>Registration Number:</b>	4856965	A&M PRIME	
<b>Registration Number:</b>	4856964	A&M CONTEXT	
<b>Registration Number:</b>	4868381	ALVAREZ & MARSAL CONTEXT	
<b>Registration Number:</b>	5197200	GCRS	
<b>Serial Number:</b>	87410876	A&M CAPITAL OPPORTUNITIES	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	7043738822		
<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>			
<b>Phone:</b>	(704) 373-4640		
<b>Email:</b>	bsmith@mcguirewoods.com		
<b>Correspondent Name:</b>	Betty G. Smith, Senior Paralegal		
<b>Address Line 1:</b>	McGuireWoods LLP, 201 N. Tryon Street		
<b>Address Line 2:</b>	Suite 3000		
<b>Address Line 4:</b>	Charlotte, NORTH CAROLINA 28202		
<b>ATTORNEY DOCKET NUMBER:</b>	2029724-0515		

OP \$190.00 4777960

<b>NAME OF SUBMITTER:</b>	Betty G. Smith
<b>SIGNATURE:</b>	/Betty G. Smith/
<b>DATE SIGNED:</b>	06/15/2017
<b>Total Attachments: 4</b> source=Notice of Grant of Security Interest in Trademarks - Alvarez & Marsal Holdings, LLC (2017)#page1.tif source=Notice of Grant of Security Interest in Trademarks - Alvarez & Marsal Holdings, LLC (2017)#page2.tif source=Notice of Grant of Security Interest in Trademarks - Alvarez & Marsal Holdings, LLC (2017)#page3.tif source=Notice of Grant of Security Interest in Trademarks - Alvarez & Marsal Holdings, LLC (2017)#page4.tif	

**NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS**

June 13, 2017

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Amended and Restated Collateral Agreement dated as of June 13, 2017 (as amended, restated, supplemented or otherwise modified from time to time, the "Agreement") among the Grantor (as identified on the signature page attached hereto), the other grantors party thereto and the Administrative Agent for the Secured Parties, the undersigned Grantor has granted a continuing security interest in and continuing lien upon the Trademarks, including the United States Trademarks on Schedule 1 hereto (the "Trademark Collateral") to the Administrative Agent for the ratable benefit of the Secured Parties. Terms used herein but not otherwise defined herein shall have the meaning ascribed to them in the Agreement.

The Grantor and the Administrative Agent, on behalf of the Secured Parties, hereby acknowledge and agree that the grant of a security interest in the Trademark Collateral (a) may only be terminated in accordance with the terms of the Agreement and (b) is not to be construed as an assignment of any trademark or trademark application.

This Notice of Grant of Security Interest in Trademarks has been entered into in conjunction with the provisions of the Agreement. The Grantor does hereby acknowledge and confirm that the grant of the security interest hereunder to, and the rights and remedies of, the Administrative Agent with respect to the Trademark Collateral are more fully set forth in the Agreement, the terms and provisions of which are incorporated herein by reference as if fully set forth herein.

[Signature page follows]

GRANTOR:

Alvarez & Marsal Holdings, LLC  
600 Madison Avenue  
New York, New York 10022

Very truly yours,

ALVAREZ & MARSAL HOLDINGS, LLC

By: 

Name: Steven J. Cohn

Title: Chief Financial Officer

JURISDICTION OF FORMATION OF  
GRANTOR: DELAWARE

Alvarez & Marsal Holdings, LLC  
Notice of Grant of Security Interest in Trademarks  
Signature Page


**TRADEMARK**  
**REEL: 006084 FRAME: 0507**

Acknowledged and accepted:

**ADMINISTRATIVE AGENT:**

Wells Fargo Bank, National Association  
1525 West W.T. Harris Blvd.  
MAC D1109-019  
Charlotte, NC 28262

**WELLS FARGO BANK,  
NATIONAL ASSOCIATION**

By:   
Name: Daniel Clarke  
Title: SVP

SCHEDULE 1

TRADEMARKS

<u>OWNER</u>	<u>MARK</u>	<u>APPLICATION NUMBER</u>	<u>FILE DATE</u>	<u>REGISTRATION NUMBER</u>	<u>REGISTRATION DATE</u>
ALVAREZ & MARSAL HOLDINGS, LLC	ACTIVATE CHANGE	86/099001	10/23/2013	4,777,960	07/21/2015
ALVAREZ & MARSAL HOLDINGS, LLC	ALVAREZ & MARSAL PRIME	86/546128	02/25/2015	4,883,076	01/05/2016
ALVAREZ & MARSAL HOLDINGS, LLC	A&M PRIME	86/546110	02/25/2015	4,856,965	11/17/2015
ALVAREZ & MARSAL HOLDINGS, LLC	A&M CONTEXT	86/545949	02/25/2015	4,856,964	11/17/2015
ALVAREZ & MARSAL HOLDINGS, LLC	ALVAREZ & MARSAL CONTEXT	86/545985	02/25/2015	4,868,381	12/08/2015
ALVAREZ & MARSAL HOLDINGS, LLC	GCRS	87/039381	05/17/2016	5,197,200	05/02/2017
ALVAREZ & MARSAL HOLDINGS, LLC	A&M CAPITAL OPPORTUNITIES	87/410876	04/13/2017	--	--