

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM473471

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Notice of Succession of Agency (Intellectual Property)		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Business Development Corporation of America, as Prior Agent		03/01/2018	Corporation: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	BSP Agency, LLC, as Successor Agent		
<b>Street Address:</b>	9 WEST 57TH STREET		
<b>Internal Address:</b>	SUITE 4920		
<b>City:</b>	NEW YORK		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10019		
<b>Entity Type:</b>	Limited Liability Company: DELAWARE		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4228936	RMSE	
<b>Registration Number:</b>	3065803	BDS MKTG	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	9192868199		
<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>	919 286-8000		
<b>Email:</b>	PTO_TMconfirmation@mvalaw.com, vishvamiyani@mvalaw.com		
<b>Correspondent Name:</b>	MOORE & VAN ALLEN PLLC		
<b>Address Line 1:</b>	3015 CARRINGTON MILL BOULEVARD		
<b>Address Line 2:</b>	SUITE 400		
<b>Address Line 4:</b>	MORRISVILLE, NORTH CAROLINA 27560		
<b>ATTORNEY DOCKET NUMBER:</b>	036889.156		
<b>NAME OF SUBMITTER:</b>	John Slaughter		
<b>SIGNATURE:</b>	/john slaughter/		
<b>DATE SIGNED:</b>	05/10/2018		
<b>Total Attachments: 4</b>			

OP \$65.00 4228936

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## NOTICE OF SUCCESSION OF AGENCY (INTELLECTUAL PROPERTY)

This **NOTICE OF SUCCESSION OF AGENCY (INTELLECTUAL PROPERTY)** (this "Notice"), dated as of March 1, 2018 (the "Effective Date"), is entered into by and among Business Development Corporation of America ("BDCA" or the "Prior Agent"), in its capacity as administrative agent pursuant to the Credit Agreement as defined below (in such capacity, the "Prior Agent") and BSP Agency, LLC ("BSP" or the "Successor Agent"), pursuant to the Successor Agent Agreement as defined below.

**WHEREAS**, the Borrowers, the banks, financial institutions and other institutional lenders party thereto from time to time (the "Lenders") and BDCA, as agent, entered into that certain Amended and Restated Senior Credit Facility Agreement dated as of April 17, 2017 (as amended, supplemented, amended and restated or otherwise modified from time to time, the "Credit Agreement"; and together with the other Loan Documents (as defined in the Credit Agreement), collectively, the "Credit Facility Documents"), and pursuant to the Credit Facility Documents, the Borrowers granted to Prior Agent a security interest in certain collateral;

**WHEREAS**, the Prior Agent and applicable Borrowers entered into one or more Notices of Grant of Security Interest in intellectual property as identified on Schedule A attached hereto (the "IP Notices", which are included in the Credit Facility Documents).

**WHEREAS**, the IP Notices were recorded with the United States Patent and Trademark Office and United States Copyright Office as identified on Schedule A attached hereto; and

**WHEREAS**, pursuant to the Successor Agent Agreement dated as of even date herewith entered into by and among the Prior Agent, the Successor Agent, and others party thereto (the "Successor Agent Agreement"), the Prior Agent resigned as, and Successor Agent was appointed and accepted appointment as the Agent under the Credit Facility Documents with all the rights, powers, discretion and privileges of the Prior Agent, including in, to, and under the IP Notices.

**NOW, THEREFORE**, the parties agree as follows:

1. Defined Terms. Capitalized terms used herein without definition shall have the meanings attributed to such terms in the Successor Agent Agreement or Credit Facility Documents, as applicable.

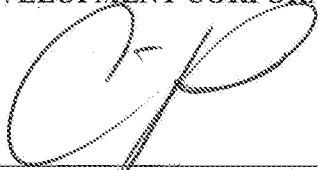
2. Succession and Replacement of Agency. Pursuant to the terms and conditions set forth in the Successor Agent Agreement, the Prior Agent has ceased to be the Agent under the Credit Facility Documents and is succeeded to and replaced by the Successor Agent as Agent under the Credit Facility Documents. 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 Credit Facility Documents, including the IP Notices and the collateral identified on Schedule A attached hereto, which security interest is now succeeded by and transferred to the Successor Agent.

3. Incorporation. All terms set forth in the Successor Agent Agreement are hereby incorporated herein by reference with the same force and effect as though fully set forth herein. To the extent that the terms set forth herein are inconsistent with the terms of the Successor Agent Agreement, the terms set forth in Successor Agent Agreement shall apply.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and delivered by their proper and duly authorized officers as of the day and year first written above.

**BUSINESS DEVELOPMENT CORPORATION OF AMERICA,**  
as Prior Agent

By: \_\_\_\_\_



Name: Corinne Pankovcin  
Title: CFO

**BSP AGENCY, LLC**, as Successor Agent

By: \_\_\_\_\_

Name: Nina Baryski  
Title: Authorized Signer

NOTICE OF SUCCESSION OF AGENCY (INTELLECTUAL PROPERTY) (BDS)

**TRADEMARK**  
**REEL: 006329 FRAME: 0052**

Schedule A

Notice of Grant of Security Interest in Trademarks  
Granted by BDS Marketing, LLC  
In Favor of Business Development Corporation of America, as Administrative Agent  
Recorded June 10, 2016 at Reel 5812 Frame 0929

Trademark Registrations

Mark	Reg. No.	Reg. Date
RMSE and Design	4228936	10/23/12
BDS MKTG	3065803	03/07/06

Notice of Grant of Security Interest in Copyrights  
Granted by BDS Marketing, LLC  
In Favor of Business Development Corporation of America, as Administrative Agent  
Recordation in Process

Copyright Registration

Title	Reg. No.	Reg. Date
Professional Assembly Fees.	TX0006813504	10/15/07