

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM487106

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
SEQUENCE:	2		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
CLS Investments, LLC		05/25/2018	Limited Liability Company: NEBRASKA
F T J Fundchoice, L.L.C.		05/25/2018	Limited Liability Company: MISSOURI
Blu Giant, LLC		05/25/2018	Limited Liability Company: NEBRASKA
Northern Lights Compliance Services, LLC		05/25/2018	Limited Liability Company: NEBRASKA
Northstar Financial Services Group, LLC		05/25/2018	Limited Liability Company: DELAWARE
Orion Advisor Services, LLC		05/25/2018	Limited Liability Company: NEBRASKA
RECEIVING PARTY DATA			
Name:	Antares Capital LP, as Collateral Agent		
Street Address:	500 W Monroe Street		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60661		
Entity Type:	Limited Partnership: DELAWARE		
PROPERTY NUMBERS Total: 32			
Property Type	Number	Word Mark	
Registration Number:	3533650	WNW NW NNW N NNE NE ENE	
Registration Number:	3970377	ADVISORONE	
Registration Number:	3977129	ADVISORONE FUNDS	
Registration Number:	2763387	FTJ FUNDCHOICE	
Registration Number:	3296396	GEMCOM, LLC	
Registration Number:	4768332	NORTHERN LIGHTS COMPLIANCE SERVICES	
Registration Number:	3342664	NORTHSTAR FINANCIAL SERVICES GROUP, LLC	
Registration Number:	3443491	GEMINI FUND SERVICES, LLC	
Registration Number:	4244958	GEMINI FUND SERVICES, LLC POOLED INVESTM	

CH \$815.00 3533650

Property Type	Number	Word Mark
Registration Number:	4418599	
Registration Number:	4776207	BLU GIANT
Registration Number:	4776210	BLU GIANT
Registration Number:	5180361	GEMINI COMPANIES
Registration Number:	5180363	GEMINI ALTERNATIVE FUNDS
Registration Number:	5180364	GEMINI HEDGE FUND SERVICES
Registration Number:	5180366	GEMINI FUND SERVICES
Registration Number:	3305450	ORION ADVISOR SERVICES, LLC
Registration Number:	4488174	ENJOY YOUR BUSINESS AGAIN
Registration Number:	5066712	ORION CONNECT
Serial Number:	87637848	CLS SMART ETF MODELS
Serial Number:	87660469	CLS SMART ETF MODELS
Serial Number:	87709083	ADVISOR INSIGHT CONFERENCE
Serial Number:	87741749	CLS CLICK
Serial Number:	87337991	PORTFOLIO TARGET
Serial Number:	85565670	NORTHSTAR
Serial Number:	87721207	GEMINI
Serial Number:	87721357	GEMINI
Serial Number:	87637845	ORION ADVISOR
Serial Number:	87660641	ORION COMMUNITIES
Serial Number:	87746508	ASTRO
Serial Number:	87746514	A ASTRO
Serial Number:	87851672	COMPASS

CORRESPONDENCE DATA

Fax Number: 3125774565

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: 312-577-8265

Email: kristin.brozovic@kattenlaw.com

Correspondent Name: Kristin Brozovic c/o Katten

Address Line 1: 525 W Monroe St

Address Line 4: Chicago, ILLINOIS 60661

ATTORNEY DOCKET NUMBER:	387132-485
NAME OF SUBMITTER:	Kristin Brozovic
SIGNATURE:	/Kristin Brozovic/
DATE SIGNED:	08/22/2018

Total Attachments: 8

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SECOND LIEN TRADEMARK SECURITY AGREEMENT

This SECOND LIEN TRADEMARK SECURITY AGREEMENT, dated as of May 25, 2018 (this “*Agreement*”), is made by CLS Investments, LLC, a Nebraska limited liability company, F T J FundChoice, L.L.C., a Missouri limited liability company, Blu Giant, LLC, a Nebraska limited liability company, Northern Lights Compliance Services, LLC, a Nebraska limited liability company, NorthStar Financial Services Group, LLC, a Delaware series limited liability company, and Orion Advisor Services, LLC, a Nebraska limited liability company (the “*Debtors*”), in favor of Antares Capital LP (“*Antares*”), as collateral agent for the Secured Creditors (as defined in the Security Agreement hereinafter identified and defined) (Antares acting as such collateral agent and any successor or successors to Antares in such capacity being hereinafter referred to as the “*Collateral Agent*”).

WHEREAS, the Debtors are party to that certain Second Lien Security Agreement, dated as of May 25, 2018 (as amended, restated, amended and restated, supplemented and/or otherwise modified from time to time, the “*Security Agreement*”), by and among the Debtors, the Collateral Agent and the other debtors party thereto, pursuant to which the Debtors granted a security interest to the Collateral Agent in the Trademark Collateral (as defined below) and is required to execute and deliver this Agreement.

NOW, THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Debtors hereby agree with the Collateral Agent as follows:

Section 1. Defined Terms. All capitalized terms used herein without definition shall have the same meanings herein as such terms have in the Security Agreement. The rules of construction specified in Section 1(a) of the Security Agreement shall also apply to this Agreement mutatis mutandis.

Section 2. Grant of Security Interest in Trademark Collateral. As collateral security for the Secured Obligations, the Debtors hereby grant to the Collateral Agent for the benefit of the Secured Creditors a lien on and security interest in and acknowledges and agrees that the Collateral Agent has and shall continue to have for the benefit of the Secured Creditors a continuing lien on and security interest in all of such Debtors’ Trademarks, including the Trademark registrations and pending applications for registration in the U.S. Patent and Trademark Office listed on Schedule A attached hereto and all proceeds of the foregoing, in each case, to the extent the foregoing items constitute Collateral (collectively, the “*Trademark Collateral*”).

Section 3. Certain Limited Exclusions. Notwithstanding the foregoing, in no event shall the Trademark Collateral include or the security interest granted hereunder attach to any “intent-to-use” application for registration of a trademark filed pursuant to Section 1(b) of the Lanham Act, 15 U.S.C. § 1051, prior to the filing of a “Statement of Use” pursuant to Section 1(d) of the Lanham Act or an “Amendment to Allege Use” pursuant to Section 1(c) of the Lanham Act with respect thereto, solely to the extent, if any, that, and solely during the period, if any, in which, the grant of a security interest therein would impair the validity or enforceability of any registration that issues from such intent-to-use application under applicable federal law.

Section 4. Security Agreement. The security interest granted to the Collateral Agent pursuant to this Agreement is granted in conjunction with the security interest granted to the Collateral Agent for the benefit of the Secured Creditors pursuant to the Security Agreement, and the Debtors hereby acknowledge and affirms that the rights and remedies of the Collateral Agent with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the

Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein. In the event that any provision of this Agreement is deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall control.

Section 5. Governing Law. THIS AGREEMENT AND THE RIGHTS AND OBLIGATIONS OF THE PARTIES HEREUNDER AND ALL CLAIMS AND CONTROVERSIES ARISING OUT OF THE SUBJECT MATTER HEREOF, WHETHER SOUNDING IN CONTRACT LAW, TORT LAW OR OTHERWISE, SHALL BE GOVERNED BY, AND SHALL BE CONSTRUED AND ENFORCED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK.

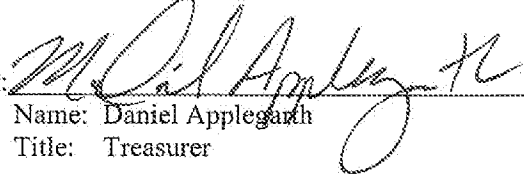
Section 6. Counterparts. This Agreement may be executed in any number of counterparts and by the different parties hereto on separate counterparts, each of which when so executed and delivered shall be an original, but all of which shall together constitute one and the same instrument. Delivery of an executed counterpart of a signature page to this Agreement by facsimile or other electronic transmission (including “.pdf” or “.tiff”) will be effective as delivery of a manually executed counterpart thereof.

Section 6. Intercreditor Agreement Governs. NOTWITHSTANDING ANYTHING HEREIN TO THE CONTRARY, THE LIENS AND SECURITY INTERESTS GRANTED TO THE COLLATERAL AGENT FOR THE BENEFIT OF THE SECURED CREDITORS PURSUANT TO THIS AGREEMENT AND THE EXERCISE OF ANY RIGHT OR REMEDY BY THE COLLATERAL AGENT HEREUNDER ARE SUBJECT TO THE PROVISIONS OF THE INTERCREDITOR AGREEMENT. IN THE EVENT OF ANY CONFLICT BETWEEN THE TERMS OF THE INTERCREDITOR AGREEMENT AND THIS AGREEMENT, THE PROVISIONS OF THE INTERCREDITOR AGREEMENT SHALL GOVERN AND CONTROL.

[Signature Pages Follow]

IN WITNESS WHEREOF, each Debtor has caused this Agreement to be duly executed and delivered as of the date first above written.

CLS INVESTMENTS, LLC

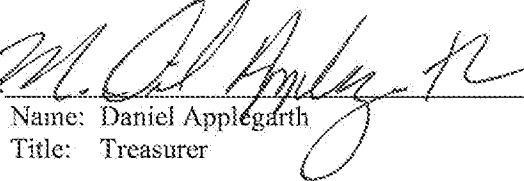
By: 
Name: Daniel Applegarth
Title: Treasurer

F T J FUNDCHOICE, L.L.C.

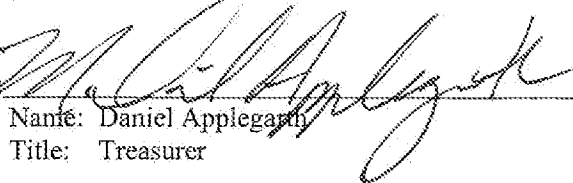
By: NorthStar EYBA, LLC, its sole member

By: 
Name: Daniel Applegarth
Title: Treasurer

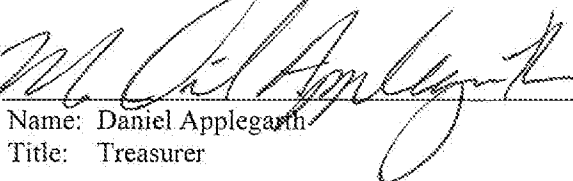
BLU GIANT, LLC

By: 
Name: Daniel Applegarth
Title: Treasurer

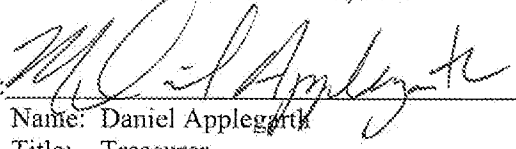
**NORTHERN LIGHTS COMPLIANCE SERVICES,
LLC**

By: 
Name: Daniel Applegarth
Title: Treasurer

**NORTHSTAR FINANCIAL SERVICES GROUP,
LLC**

By: 
Name: Daniel Applegarth
Title: Treasurer

ORION ADVISOR SERVICES, LLC

By: 
Name: Daniel Applegarth
Title: Treasurer

ACCEPTED AND AGREED
as of the date first above written:

ANTARES CAPITAL LP,
as Collateral Agent

By: Devasena Vallabhaneni
Name: Devasena Vallabhaneni
Title: Duly Authorized Signatory

SCHEDULE A
to
SECOND LIEN TRADEMARK SECURITY AGREEMENT
TRADEMARK REGISTRATIONS AND APPLICATIONS

Mark	Registered Owner	Serial No.	Filing Date	Registration No.	Registration Date
WNW NW NNW N NNE NE ENE	CLS Investments, LLC	77427541	3/20/08	3533650	11/18/08
ADVISORONE FUNDS	CLS Investments, LLC	85146851	10/6/10	3977129	6/14/11
ADVISORONE	CLS Investments, LLC	85146852	10/6/10	3970377	5/31/11
ADVISORONE FUNDS	CLS Investments, LLC	85146861	10/6/10	3977129	6/14/11
CLS SMART ETF MODELS	CLS Investments, LLC	87637848	10/9/17	N/A	N/A
CLS SMART ETF MODELS	CLS Investments, LLC	87660469	10/25/17	N/A	N/A
ADVISOR INSIGHT CONFERENCE	CLS Investments, LLC	87709083	12/5/17	N/A	N/A
CLS CLICK	CLS Investments, LLC	87741749	1/3/18	N/A	N/A
FTJ FUNDCHOICE	F T J FundChoice, L.L.C.	76330686	10/26/01	2763387	9/16/03
PORTFOLIO TARGET	F T J FundChoice, L.L.C.	87337991	2/16/17	N/A	N/A
GEMCOM, LLC	Blu Giant, LLC	77037643	11/6/06	3296396	9/25/07
NORTHERN LIGHTS COMPLIANCE SERVICES	Northern Lights Compliance Services, LLC	86451703	11/12/14	4768332	7/7/15
NORTHSTAR FINANCIAL SERVICES GROUP, LLC	NorthStar Financial Services Group, LLC	77037277	11/6/06	3342664	11/27/07
GEMINI FUND SERVICES, LLC	Northstar Financial Services Group, LLC	77037554	11/6/06	3443491	6/10/08
GEMINI FUND	Northstar	85556695	2/29/12	4244958	11/20/12

SERVICES, LLC POOLED INVESTMENT SOLUTIONS	Financial Services Group, LLC				
NORTHSTAR	NorthStar Financial Services Group, LLC	85565670	3/9/12	N/A	N/A
Design Only	NorthStar Financial Services Group, LLC	85876537	3/14/13	4418599	10/15/13
BLU GIANT	NorthStar Financial Services Group, LLC	86451706	11/12/14	4776207	7/21/15
BLU GIANT	NorthStar Financial Services Group, LLC	86451733	11/12/14	4776210	7/21/15
GEMINI COMPANIES	NorthStar Financial Services Group, LLC	87143263	8/18/16	5180361	4/11/17
GEMINI ALTERNATIVE FUNDS	NorthStar Financial Services Group, LLC	87143270	8/18/16	5180363	4/11/17
GEMINI HEDGE FUND SERVICES	NorthStar Financial Services Group, LLC	87143276	8/18/16	5180364	1/24/17
GEMINI FUND SERVICES	NorthStar Financial Services Group, LLC	87143282	8/18/16	5180366	4/11/17
GEMINI	NorthStar Financial Services Group, LLC	87721207	12/14/17	N/A	N/A
GEMINI	NorthStar Financial Services Group, LLC	87721357	12/14/17	N/A	N/A
ORION ADVISOR SERVICES, LLC	Orion Advisor Services, LLC	77037419	11/6/06	3305450	10/9/07
ENJOY YOUR BUSINESS AGAIN	Orion Advisor Services, LLC	86012317	7/17/13	4488174	2/25/14
ORION CONNECT	Orion Advisor Services,	86451701	11/12/14	5066712	10/24/16

	LLC				
NORTHERN LIGHTS COMPLIANCE SERVICES	Orion Advisor Services, LLC	86451713	11/12/14	4768332	7/7/15
ORION ADVISOR	Orion Advisor Services, LLC	87637845	10/9/17	N/A	N/A
ORION COMMUNITIES	Orion Advisor Services, LLC	87660641	10/26/17	N/A	N/A
ASTRO	Orion Advisor Services, LLC	87746508	1/8/18	N/A	N/A
A ASTRO	Orion Advisor Services, LLC	87746514	1/8/18	N/A	N/A
COMPASS	Orion Advisor Services, LLC	87851672	3/27/18	N/A	N/A