

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM492145

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Release of Security Interest in Second Lien Trademark Collateral		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Barclays Bank PLC		10/01/2018	Public Limited Company: UNITED KINGDOM
RECEIVING PARTY DATA			
Name:	Aretec Group, Inc.		
Street Address:	200 N. Pacific Coast Hwy., Suite 1200		
City:	El Segundo		
State/Country:	CALIFORNIA		
Postal Code:	90245-4399		
Entity Type:	Corporation: DELAWARE		
Name:	Cetera Financial Holdings, Inc.		
Street Address:	200 N. Pacific Coast Hwy., Suite 1200		
City:	El Segundo		
State/Country:	CALIFORNIA		
Postal Code:	90245-4399		
Entity Type:	Corporation: DELAWARE		
Name:	Investors Capital Holdings, LLC		
Street Address:	200 N. Pacific Coast Hwy., Suite 1200		
City:	El Segundo		
State/Country:	CALIFORNIA		
Postal Code:	90245-4399		
Entity Type:	Limited Liability Company: DELAWARE		
Name:	Legend Group Holdings, LLC		
Street Address:	4600 East Park Drive, Suite 300		
City:	Palm Beach Gardens		
State/Country:	FLORIDA		
Postal Code:	33410		
Entity Type:	Limited Liability Company: DELAWARE		
Name:	J.P. Turner & Company, L.L.C.		
Street Address:	200 N. Pacific Coast Hwy., Suite 1200		
City:	El Segundo		

CH \$1240.00 4386542

State/Country:	CALIFORNIA
Postal Code:	90245-4399
Entity Type:	Limited Liability Company: GEORGIA

PROPERTY NUMBERS Total: 49

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:	4919274	CONNECT2CLIENTS
Registration Number:	4919272	CONNECT2CLIENTS
Registration Number:	4689345	DATAPAK
Registration Number:	3764318	FLEXINSURED ACCOUNT
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:	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

Property Type	Number	Word Mark
Registration Number:	4605004	TRUPOLY
Registration Number:	5026839	TOWER SQUARE
Registration Number:	5006067	ADAPTIVE INTELLIGENCE PORTFOLIOS
Registration Number:	5099168	PENTAMETER FIVE MEASURES OF BUSINESS SUC
Serial Number:	87091560	BIGGER DREAMS. BETTER SOLUTIONS.
Serial Number:	87162159	FORWARDFRAME
Registration Number:	5125829	DOL DYNAMIQS
Registration Number:	5423956	ADAPTIVE INTELLIGENCE MODELS
Registration Number:	5261935	1040 PROSPECTOR
Registration Number:	5163122	STRATEGIC ASSET REBALANCING SOLUTION
Serial Number:	87363900	MYADVICEARCHITECT
Serial Number:	87242248	ADVICEARCHITECT ECOSYSTEM
Serial Number:	87492455	ADVICE-CENTRIC EXPERIENCE
Registration Number:	2194574	PRIMESWEEP
Registration Number:	3598192	
Registration Number:	3504418	J.P. TURNER & COMPANY

CORRESPONDENCE DATA

Fax Number: 2127288111

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: 212 728 8000

Email: ipdept@willkie.com

Correspondent Name: Max Goodman c/o Willkie Farr & Gallagher

Address Line 1: 787 Seventh Avenue

Address Line 4: New York, NEW YORK 10019

ATTORNEY DOCKET NUMBER:	122453.00015 MG
NAME OF SUBMITTER:	Max S. Goodman
SIGNATURE:	/maxsgoodman/
DATE SIGNED:	10/01/2018

Total Attachments: 10

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**RELEASE OF SECURITY INTEREST
IN SECOND LIEN TRADEMARK COLLATERAL**

This RELEASE OF SECURITY INTEREST IN TRADEMARK COLLATERAL, dated as of October 1, 2018 (this "Release"), is made by BARCLAYS BANK PLC, as collateral agent (in such capacity, the "Collateral Agent"), in favor of ARETEC GROUP, INC., a Delaware corporation, CETERA FINANCIAL HOLDINGS, INC., a Delaware corporation, INVESTORS CAPITAL HOLDINGS, LLC, a Delaware limited liability company, LEGEND GROUP HOLDINGS, LLC, a Delaware limited liability company and J.P. TURNER & COMPANY, L.L.C., a Georgia limited liability company (the "Grantors", and each, a "Grantor"), as follows:

W I T N E S S E T H

WHEREAS, pursuant to the (a) Second Lien Trademark Security Agreement, dated as of May 23, 2016 (the "2016 Trademark Security Agreement") and recorded with the U.S. Patent and Trademark Office on May 24, 2016 at Reel/Frame 5800/0344, (b) First Supplemental Second Lien Trademark Security Agreement, dated as of September 14, 2016 (the "First Supplemental Trademark Security Agreement") and recorded with the U.S. Patent and Trademark Office on September 14, 2016 at Reel/Frame 5877/0262, (c) Second Supplemental Second Lien Trademark Security Agreement, dated as of May 24, 2017 (the "Second Supplemental Trademark Security Agreement") and recorded with the U.S. Patent and Trademark Office on May 25, 2017 at Reel/Frame 6069/0121, (d) Third Supplemental Second Lien Trademark Security Agreement, dated as of December 8, 2017 (the "Third Supplemental Trademark Security Agreement") and recorded with the U.S. Patent and Trademark Office on December 18, 2017 at Reel/Frame 6231/0043 and (e) Second Lien Trademark Security Agreement, dated as of September 29, 2017 (the "2017 Trademark Security Agreement", and, together with the 2016 Trademark Security Agreement, the First Supplemental Trademark Security Agreement, the Second Supplemental Trademark Security Agreement and the Third Supplemental Trademark Security Agreement, the "Second Lien Trademark Security Agreements") and recorded with the U.S. Patent and Trademark Office on October 4, 2017 at Reel/Frame 6172/0559, as security for the payment or performance, as the case may be, in full of the Obligations, the Grantors under each of the Second Lien Trademark Security Agreements pledged to the Collateral Agent, its successors and assigns, for the ratable benefit of the Secured Parties, and granted to the Collateral Agent, its successors and assigns, for the ratable benefit of the Secured Parties, a security interest in all right, title or interest in or to any and all of the following assets and properties then owned or at any time thereafter acquired by a Grantor or in which a Grantor then had or at any time in the future may acquire any right, title or interest (collectively, the "Released Trademark Collateral"):

(a) all Trademarks constituting Collateral owned by the Grantor and all registrations and applications for registration therefor and all renewals thereof (including, without limitation, each Trademark registration and application therefor, with all renewals thereof, referred to in Schedules I through V attached hereto, and all of the goodwill of the business connected with the use of or symbolized by, each Trademark), whether or not currently in use, but excluding any Trademark applications filed in the United States Patent and Trademark

Office on the basis of a Grantor's "intent-to-use" such trademark, unless and until acceptable evidence of use of such Trademark has been filed with the United States Patent and Trademark Office pursuant to Section 1(c) or Section 1(d) of the Lanham Act (15 U.S.C. § 1051 et seq.), whereupon such Trademark application will be deemed automatically included in the Trademark Collateral, but solely to the extent that granting the Security Interest in such Trademark application prior to such filing would adversely affect the enforceability or validity of such Trademark application or any registration issuing therefrom;

(b) rights in the foregoing provided by international treaties or conventions and all other rights corresponding thereto throughout the world;

(c) any and all claims for damages and injunctive relief for past, present and future infringement, dilution, misappropriation, violation, misuse or breach with respect to any of the foregoing, with the right to sue for and collect, or otherwise recover, all proceeds and damages relating thereto; and

(d) 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.

WHEREAS, the Grantors have requested that the Collateral Agent release its security interest in all of each Grantor's right, title and interest in or to the Released Trademark Collateral.

NOW, THEREFORE, the Collateral Agent, without recourse, representation or warranty of any kind or nature, and at each Grantor's sole cost and expense, hereby terminates, cancels and releases its security interest in all of each Grantor's right, title and interest in or to the Released Trademark Collateral, including the trademarks listed on Schedules I through V hereto, and any and all right, title and interest of the Collateral Agent in the Released Trademark Collateral shall hereby terminate, cease and become void.

The Collateral Agent authorizes and requests that the Commissioner for Trademarks and any other applicable government officer record this Release.

THIS RELEASE SHALL BE CONSTRUED IN ACCORDANCE WITH AND GOVERNED BY THE LAWS OF THE STATE OF NEW YORK.

Capitalized terms used but not defined herein shall have the meanings given to them in the 2016 Trademark Security Agreement and supplements thereto or the 2017 Trademark Security Agreement, as applicable.

IN WITNESS WHEREOF, the Collateral Agent has caused this Release to be duly executed and delivered by its duly authorized officer as of the date first written above.

BARCLAYS BANK PLC,
as Collateral Agent

By: 

Name: Vanessa A. Kurbatskiy

Title: Vice President

By: 

Name: Vanessa A. Kurbatskiy


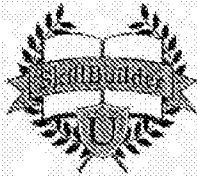

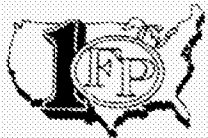
Title: Vice President

**SCHEDULE I
TO
RELEASE OF SECURITY INTEREST
IN TRADEMARK COLLATERAL**

Reel/Frame No. 5800/0344

Trademark Registrations and Applications

Owner	Title	Trademark Registration / Serial Number
Cetera Financial Holdings, Inc.		4386542
Cetera Financial Holdings, Inc.		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.	CONNECT2CLIENTS	4919274
Cetera Financial Holdings, Inc.		4919272
Cetera Financial Holdings, Inc.	DATAPAK	4689345
Cetera Financial Group, Inc.	FLEXINSURED ACCOUNT	3764318
Cetera Financial Holdings, Inc.		4887018
Cetera Financial Holdings, Inc.	ICONNECT2INVEST	4227341

Owner	Title	Trademark Registration / Serial Number
Cetera Financial Holdings, Inc.	MANAGED WEALTH ADVANTAGE	4501486
Cetera Financial Holdings, Inc.		4089914
Cetera Financial Group, Inc.		3743278
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.		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

Owner	Title	Trademark Registration / Serial Number
Investors Capital Holdings, LLC	INVESTORS CAPITAL	3066881
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.	TOWER SQUARE	5,026,839
Cetera Financial Holdings, Inc.	ADAPTIVE INTELLIGENCE PORTFOLIOS	5,006,067
Cetera Financial Holdings, Inc.		5,099,168

**SCHEDULE II
TO
RELEASE OF SECURITY INTEREST
IN TRADEMARK COLLATERAL**

Reel/Frame No. 5877/0262

Trademark Registrations and Applications

Owner	Title	Trademark Registration / Serial Number
Cetera Financial Holdings, Inc.	BIGGER DREAMS. BETTER SOLUTIONS	87/091560
Cetera Financial Holdings, Inc.	FORWARDFRAME	87/162,159
Cetera Financial Holdings, Inc.	DOL DynamIQs	5,125,829
Cetera Financial Holdings, Inc.	ADAPTIVE INTELLIGENCE MODELS	5,423,956
Cetera Financial Holdings, Inc.	1040 PROSPECTOR	5,261,935
Legend Group Holdings, LLC	STRATEGIC ASSET REBALANCING SOLUTION	5,163,122

**SCHEDULE III
TO
RELEASE OF SECURITY INTEREST
IN TRADEMARK COLLATERAL**

Reel/Frame No. 6069/0121

Trademark Registrations and Applications

Owner	Title	Trademark Registration / Serial Number
Cetera Financial Holdings, Inc.	MYADVICEARCHITECT	87/363,900
Cetera Financial Holdings, Inc.	ADVICEARCHITECT ECOSYSTEM	87/242,248

**SCHEDULE IV
TO
RELEASE OF SECURITY INTEREST
IN TRADEMARK COLLATERAL**

Reel/Frame No. 6231/0043


Trademark Registrations and Applications

Owner	Title	Trademark Registration / Serial Number
Cetera Financial Holdings, Inc.	ADVICE-CENTRIC EXPERIENCE	87/492,455
Cetera Financial Holdings, Inc.	PRIMESWEEP	2,194,574

**SCHEDULE V
TO
RELEASE OF SECURITY INTEREST
IN TRADEMARK COLLATERAL**

Reel/Frame No. 6172/0559

Trademark Registrations and Applications

Owner	Title	Trademark Registration / Serial Number
J.P. Turner & Company, L.L.C.		3598192
J.P. Turner & Company, L.L.C.	J.P. TURNER & COMPANY	3504418