

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM530133

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Release of Security Interest in Trademarks		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Royal Bank of Canada		07/01/2019	National Banking Association: CANADA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Victory Capital Management, Inc.		
<b>Street Address:</b>	4900 Tiedeman Road, 4th Floor		
<b>City:</b>	Brooklyn		
<b>State/Country:</b>	OHIO		
<b>Postal Code:</b>	44144		
<b>Entity Type:</b>	Corporation: NEW YORK		
<b>PROPERTY NUMBERS Total: 30</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	1929572	VICTORY FUNDS	
<b>Registration Number:</b>	2382741	MUNDER CAPITAL MANAGEMENT	
<b>Registration Number:</b>	2387386	THE MUNDER FUNDS	
<b>Registration Number:</b>	2387387	MUNDER	
<b>Registration Number:</b>	2696403	VICTORY CAPITAL MANAGEMENT	
<b>Registration Number:</b>	2698506	VICTORYCONNECT	
<b>Registration Number:</b>	4012753	RS	
<b>Registration Number:</b>	3785466	MUNDER CAPITAL MANAGEMENT	
<b>Registration Number:</b>	3509857	VICTORY CAPITAL ADVISERS	
<b>Registration Number:</b>	5023124	VICTORY CAPITAL	
<b>Registration Number:</b>	4944702	EXPEDITION INVESTMENT PARTNERS	
<b>Registration Number:</b>	4935788	EXPEDITION INVESTMENT PARTNERS	
<b>Registration Number:</b>	4949614	TRIVALENT INVESTMENTS	
<b>Registration Number:</b>	4935789	TRIVALENT INVESTMENTS	
<b>Registration Number:</b>	4935791	SYCAMORE CAPITAL	
<b>Registration Number:</b>	4935792	SYCAMORE CAPITAL	
<b>Registration Number:</b>	5011405	INCORE CAPITAL MANAGEMENT	
<b>Registration Number:</b>	4964657	CEMP	
<b>Registration Number:</b>	5044164	CEMP VOLATILITY WEIGHTED INDEXES	
<b>TRADEMARK</b>			

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Property Type	Number	Word Mark
Serial Number:	87171388	SOPHUS CAPITAL
Serial Number:	87321133	VICTORYSHARES VS
Serial Number:	87324979	VS
Registration Number:	1862764	OAK VALUE
Serial Number:	87288955	VICTORYSHARES
Registration Number:	3990337	RS INVESTMENT TRUST
Registration Number:	4117627	RS   INVESTMENTS
Registration Number:	4467236	RS FUNDS
Registration Number:	4652983	RS INVESTMENTS
Registration Number:	4671854	RS INVESTMENTS
Registration Number:	4671855	

**CORRESPONDENCE DATA**

**Fax Number:**

*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:** 1-212-318-6565  
**Email:** EMILYCOLLINS@PAULHASTINGS.COM  
**Correspondent Name:** EMILY COLLINS  
**Address Line 1:** 200 PARK AVENUE  
**Address Line 2:** PAUL HASTINGS LLP  
**Address Line 4:** NEW YORK, NEW YORK 10166

<b>NAME OF SUBMITTER:</b>	Emily Collins
<b>SIGNATURE:</b>	/s/ Emily Collins
<b>DATE SIGNED:</b>	07/01/2019

**Total Attachments: 6**

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RELEASE OF SECURITY INTEREST  
IN TRADEMARKS

**THIS RELEASE OF SECURITY INTEREST IN TRADEMARKS** (“Release”) is made as of as of July 1, 2019 (the “Effective Date”) from Royal Bank of Canada, as administrative agent and collateral agent for the Secured Parties (in such capacity, the “Agent”) to Victory Capital Management, Inc. (the “Grantor”). All capitalized terms used but not defined herein have the definition assigned to them in the Credit Agreement, dated as of February 12, 2018 by and among Victory Capital Holdings, Inc., a Delaware corporation, as Borrower, the Lenders from time to time party thereto, Royal Bank of Canada, in its capacities as administrative agent and collateral agent for the Secured Parties and Royal Bank of Canada, as Issuing Bank.

**WHEREAS**, the Grantor was party to a Pledge and Security Agreement (as amended, modified or supplemented in accordance with its terms, the “Security Agreement”) dated as of February 12, 2018 in favor of the Agent and for the benefit of certain lenders;

**WHEREAS**, pursuant to the Security Agreement, the Grantor and the Agent entered into that certain Intellectual Property Security Agreement, dated as of February 12, 2018 (the “Trademark Security Agreement”);

**WHEREAS**, as of the Effective Date, all amounts owing and due under the Security Agreement were repaid, and upon such payment all security interests granted to Agent under the Security Agreement were released and terminated and Agent wishes to further evidence such release;

**WHEREAS**, pursuant to the Trademark Security Agreement the Grantor granted to the Agent, for the benefit of the lenders, a security interest in and to all of the Grantor’s right, title and interest in the Grantor’s Collateral, including the trademarks listed on Exhibit A attached hereto (the “Released Trademarks”), and the goodwill associated therewith;

**WHEREAS**, the Trademark Security Agreement was recorded with the United States Patent and Trademark Office on February 12, 2018, at Reel 6270, Frame 0802; and

**NOW, THEREFORE**, for good and valuable consideration, receipt and sufficiency of which is hereby acknowledged, the Agent, on behalf of itself, its successors, legal representatives and assigns, without representation or warranty of any kind, express or implied, free and clear of any claims by the Agent, (i) hereby irrevocably and forever terminates, releases and discharges fully its security interest in and to the Released Trademarks, and retransfers to Grantor, all of the Agent’s right, title and interest in and to the Released Trademarks, the goodwill associated therewith, and all causes of action for past infringement, if any; and (ii) terminates the Trademark Security Agreement with respect to the Released Trademarks.

1. This Release and the rights and obligations of the parties hereunder shall be construed in accordance with and be governed by the law of the State of New York.

2. Recordation of Release. The Agent understands and agrees that this Release may be recorded by or for each Grantor with the U.S. Patent and Trademark Office.
3. Further Actions. The Agent further agrees to execute any other documents and take any further action reasonably necessary in any state, country or jurisdiction that each Grantor may reasonably require to effect the intent and purpose of this Release.

*[remainder of page left intentionally blank]*

IN WITNESS WHEREOF, the Agent has executed this Release of Security Interest  
in Trademarks as of the Effective Date.

ROYAL BANK OF CANADA, as Agent

By:   
Name: Susan Khokher  
Title: Manager, Agency

[Signature Page to Trademark Release]

EXHIBIT A  
TRADEMARKS

	Mark	Application Serial Number	Application Date	Registration Number	Registration Date	Record Owner
1	VICTORY FUNDS	74567276	8/29/1994	1929572	10/24/1995	Victory Capital Management Inc.
2	MUNDER CAPITAL MANAGEMENT	75694424	4/29/1999	2382741	9/5/2000	Victory Capital Management Inc.
3	THE MUNDER FUNDS	75694425	4/29/1999	2387386	9/19/2000	Victory Capital Management Inc.
4	MUNDER	75694426	4/29/1999	2387387	9/19/2000	Victory Capital Management Inc.
5	VICTORY CAPITAL MANAGEMENT	76210139	2/14/2001	2696403	3/11/2003	Victory Capital Management Inc.
6	VICTORYCONNE CT	76245136	4/23/2001	2698506	3/18/2003	Victory Capital Management Inc.
7	RS	77279491	9/14/2007	4012753	8/16/2011	Victory Capital Management Inc.
8	MUNDER CAPITAL MANAGEMENT	77499607	6/16/2008	3785466	5/4/2010	Victory Capital Management Inc.
9	VICTORY CAPITAL ADVISERS	78203493	1/15/2003	3509857	9/30/2008	Victory Capital Management Inc.
10	VICTORY CAPITAL	86391709	9/11/2014	5023124	8/16/2016	Victory Capital Management Inc.

11	EXPEDITION INVESTMENT PARTNERS	86679449	6/30/2015	4944702	4/26/2016	Victory Capital Management Inc.
12	EXPEDITION INVESTMENT PARTNERS	86679467	6/30/2015	4935788	7/29/2016	Victory Capital Management Inc.
13	TRIVALENT INVESTMENTS	86679479	6/30/2015	4949614	5/3/2016	Victory Capital Management Inc.
14	TRIVALENT INVESTMENTS	86679484	6/30/2015	4935789	4/12/2016	Victory Capital Management Inc.
15	SYCAMORE CAPITAL	86679493	6/30/2015	4935791	4/12/2016	Victory Capital Management Inc.
16	SYCAMORE CAPITAL	86679497	6/30/2015	4935792	4/12/2016	Victory Capital Management Inc.
17	INCORE CAPITAL MANAGEMENT	86775060	10/1/2015	5011405	8/2/2016	Victory Capital Management Inc.
18	CEMP	86823382	11/17/2015	4964657	5/24/2016	Victory Capital Management Inc.
19	CEMP VOLATILITY WEIGHTED INDEXES	86823403	11/17/2015	5044164	9/20/2016	Victory Capital Management Inc.
20	SOPHUS CAPITAL	87171388	9/14/2016	N/A	N/A	Victory Capital Management Inc.
21	VICTORYSHARES VS	87321133	2/1/2017	N/A	N/A	Victory Capital Management Inc.
22	VS	87324979	2/6/2017	N/A	N/A	Victory Capital Management Inc.

23	OAK VALUE	74458233	11/15/1993	1862764	11/15/1994	Victory Capital Management Inc.
24	VictoryShares	87288955	1/04/2017	N/A	N/A	Victory Capital Management Inc.
25	[RS INVESTMENT TRUST	77279511	9/14/2007	3990337	7/5/2011	Victory Capital Management Inc. (successor in interest to RS Investment Management Co. LLC) under the prior name "RS Investment Management Co. LLC"
26	RS INVESTMENTS	85328886	5/24/2011	4117627	3/27/2012	Victory Capital Management Inc.
27	RS FUNDS	85680825	7/18/2012	4467236	1/14/2014	Victory Capital Management Inc.
28	RS INVESTMENTS	86319281	6/24/2014	4652983	11/9/2014	Victory Capital Management Inc.
29	RS INVESTMENTS	86333994	7/10/2014	4671854	1/13/2015	Victory Capital Management Inc.
30	ARROW DESIGN	86333995	7/10/2014	4671855	1/13/2015	Victory Capital Management Inc.