

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM461855

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Morgan Stanley Senior Funding, Inc.		02/12/2018	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Victory Capital Management Inc.		
Street Address:	4900 Tiedeman Road		
Internal Address:	4th Floor		
City:	Brooklyn		
State/Country:	OHIO		
Postal Code:	44144		
Entity Type:	Corporation: NEW YORK		
PROPERTY NUMBERS Total: 8			
Property Type	Number	Word Mark	
Registration Number:	1862764	OAK VALUE	
Registration Number:	4012753	RS	
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:			
<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>			
Phone:	212.318.6532		
Email:	alanagramer@paulhastings.com		
Correspondent Name:	Katherine Forer, Esq.		
Address Line 1:	200 PARK AVE, 28TH FLOOR		
Address Line 2:	C/O PAUL HASTINGS LLP		
Address Line 4:	NEW YORK, NEW YORK 10166		

OP \$215.00 1862764

ATTORNEY DOCKET NUMBER:	F175490 release 5842-0172
NAME OF SUBMITTER:	ALANA GRAMER
SIGNATURE:	/ALANA GRAMER/
DATE SIGNED:	02/12/2018
Total Attachments: 4 source=Victory - Trademark Release (5842.0172)(133547300_1) (2)#page2.tif source=Victory - Trademark Release (5842.0172)(133547300_1) (2)#page3.tif source=Victory - Trademark Release (5842.0172)(133547300_1) (2)#page4.tif source=Victory - Trademark Release (5842.0172)(133547300_1) (2)#page5.tif	

RELEASE OF SECURITY INTEREST IN TRADEMARKS

This RELEASE OF SECURITY INTEREST IN TRADEMARKS (this “Release”), dated as of February 12, 2018 (the “Effective Date”), is made by Morgan Stanley Senior Funding, Inc., in its capacity as Administrative Agent (the “Agent”), in favor of the grantor party identified on the signature page hereto (the “Grantor”).

WHEREAS, pursuant to that certain Collateral Agreement, dated as of October 31, 2014, by and among the Agent, the Grantor and certain other parties thereto (as amended, amended and restated, or otherwise modified from time to time, the “Security Agreement”), the Grantor granted to the Agent, in its capacity as Administrative Agent, a security interest in and to certain collateral;

WHEREAS, pursuant to the Security Agreement, the Grantor executed and delivered a Trademark Security Agreement, dated as of July 29, 2016 (the “Trademark Security Agreement”), for recordal with the United States Patent and Trademark Office;

WHEREAS, the Trademark Security Agreement was recorded with the United States Patent and Trademark Office on July 29, 2016 at Reel/Frame 5842/0172;

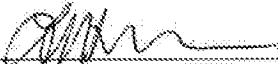
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Agent hereby agrees as follows:

1. Defined Terms. All capitalized terms used, but not otherwise defined herein, shall have the respective meanings ascribed in or otherwise referenced in the Security Agreement or the Trademark Security Agreement, as applicable.
2. Release. The Agent, without representation or warranty of any kind, hereby absolutely, unconditionally and irrevocably releases, discharges, terminates and cancels all of its security interest in and to the Trademark Collateral, including the trademark registrations and applications set forth Schedule I attached hereto, arising under or granted pursuant to the Security Agreement and the Trademark Security Agreement. If and to the extent that the Agent has acquired any right, title or interest in and to the Trademark Collateral under the Trademark Security Agreement, the Agent, without representation or warranty of any kind, hereby absolutely, unconditionally and irrevocably re-transfers, re-conveys and re-assigns all such right, title and interest to the Grantor. The Agent authorizes and requests that the Commissioner for Trademarks of the USPTO and any other applicable government officer or relevant governmental authority record this Release.
3. Termination. The Agent, without representation or warranty of any kind, terminates and cancels the Trademark Security Agreement.
4. Further Assurances. The Agent agrees to take all further actions, and provide to the Grantor and its successors, assigns or other legal representatives, all such cooperation and assistance (including, without limitation, the execution and delivery of any and all documents or other instruments), reasonably requested by the Grantor, at the Grantor’s sole cost and expense, to more fully and effectively effectuate the purposes of this Release.
5. Governing Law. This Release shall be governed exclusively under the laws of the State of New York, without regard to conflicts of law or choice of law principles.

[Signature pages follow]

IN WITNESS WHEREOF, the Agent has caused this Release to be executed by its duly authorized representative as of the Effective Date:

**Morgan Stanley Senior Funding, Inc., acting
in its capacity as administrative agent for the
Lenders**

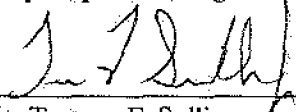
By: 
Name: Lisa Hanson
Title: Vice President

[Signature page to Release of Security Interests in Trademarks (VCM)]

**TRADEMARK
REEL: 006270 FRAME: 0855**

GRANTOR:

Victory Capital Management Inc.

By:  _____



Name: Terence F. Sullivan

Title: Chief Financial Officer and Treasurer

[Signature Page to Release of Security Interests in Trademarks (VCM)]

TRADEMARK
REEL: 006270 FRAME: 0856

Schedule I

Trademark	Application Serial Number	Application Date	Registration Number	Registration Date	Owner
OAK VALUE	74458233	11/15/1993	1862764	11/15/1994	Victory Capital Management Inc. (formerly known as RS Investment Management Co. LLC)
RS	77279491	9/14/2007	4012753	8/16/2011	Victory Capital Management Inc. (formerly known as RS Investment Management Co. LLC)
RS INVESTMENT TRUST	77279511	9/14/2007	3990337	7/5/2011	RS Investment Management Co. LLC
	85328886	5/24/2011	4117627	3/27/2012	Victory Capital Management Inc. (formerly known as RS Investment Management Co. LLC)
	85680825	7/18/2012	4467236	1/14/2014	Victory Capital Management Inc. (formerly known as RS Investment Management Co. LLC)
RS INVESTMENTS	86319281	6/24/2014	4652983	12/9/2014	Victory Capital Management Inc. (formerly known as RS Investment Management Co. LLC)
	86333994	7/10/2014	4671854	1/13/2015	Victory Capital Management Inc. (formerly known as RS Investment Management Co. LLC)
	86333995	7/10/2014	4671855	1/13/2015	Victory Capital Management Inc. (formerly known as RS Investment Management Co. LLC)