

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Release of Security Interest at Reel/Frame No. 3152/0263

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
The Royal Bank of Scotland plc		05/08/2006	CORPORATION: NEW YORK

RECEIVING PARTY DATA

Name:	U.S. Security Associates, Inc.
Street Address:	200 Mansell Court
Internal Address:	5th Floor
City:	Roswell
State/Country:	GEORGIA
Postal Code:	30076
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 24

Property Type	Number	Word Mark
Registration Number:	1513205	ADVANCE
Registration Number:	691812	ADVANCE
Registration Number:	1530244	ADVANCE SECURITY
Registration Number:	1070786	ADVANCE SECURITY
Registration Number:	1230573	
Registration Number:	2807698	AMERICA'S TEAM
Registration Number:	2932146	ENTERPRISE SECURITY MANAGER
Registration Number:	2935679	GREAT GUARDS
Registration Number:	2123215	HEALTHCARE SECURITY H USA
Serial Number:	78624984	PAST-POSITIVE ON-LINE
Registration Number:	2083926	POST-POSITIVE
Serial Number:	78512418	PREMIER
Registration Number:	2173942	PREMIER RESIDENTIAL SECURITY USA

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Registration Number:	2384559	PREMIER RESIDENTIAL SECURITY USA
Registration Number:	2198379	PREMIER PREMIER RESIDENTIAL SECURITY USA
Registration Number:	847640	PROTECT
Registration Number:	2100491	SECURITY ENGINEERS
Registration Number:	1362590	THE PROTECTION PEOPLE
Serial Number:	78512390	TOUR-POSITIVE
Registration Number:	2793613	U.S. SECURITY ASSOCIATES SECURITY
Registration Number:	2790176	U.S. SECURITY ASSOCIATES
Registration Number:	1940757	USA
Registration Number:	2849430	USA U. S. SECURITY ASSOCIATES
Serial Number:	78294497	USALINK WE'RE ONLY ONE "CLICK" AWAY U.S. SECURITY ASSOCIATES

CORRESPONDENCE DATA

Fax Number: (714)755-8290
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Email: ipdocket@lw.com
Correspondent Name: Latham & Watkins LLP
Address Line 1: 650 Town Center Drive
Address Line 2: Suite 2000
Address Line 4: Costa Mesa, CALIFORNIA 92626

ATTORNEY DOCKET NUMBER:	038264-0002
NAME OF SUBMITTER:	Rhonda DeLeon
Signature:	/Rhonda DeLeon/
Date:	05/16/2006

Total Attachments: 4
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RELEASE OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY COLLATERAL

This RELEASE OF SECURITY INTEREST IN INTELLECTUAL PROPERTY COLLATERAL (this "Release"), dated as of May 8, 2006, is made by The Royal Bank of Scotland plc, as administrative agent (the "Administrative Agent") under the Credit Agreement referred to below (terms used in this Release and not herein defined shall have the meanings set forth in the Credit Agreement).

WHEREAS, U.S. Security Holdings, Inc. (the "Borrower") and the Administrative Agent entered into that certain Credit and Guaranty Agreement, dated as of August 31, 2005 (as amended, supplemented, amended and restated or otherwise modified from time to time, the "Credit Agreement"), among the Borrower, U.S. Security Associates Holdings, Inc., certain subsidiaries of the Borrower as Guarantors, the Administrative Agent and the various financial institutions party thereto as lenders thereunder (each individually a "Lender", and collectively the "Lenders"), pursuant to which Credit Agreement the Lenders made credit extensions to the Borrower;

WHEREAS, in connection with the Credit Agreement, and pursuant to those certain agreements listed on the Annex I attached hereto (collectively, the "Security Agreements"), the Borrower and certain of the Borrower's Subsidiaries granted security interests in certain intellectual property owned by the Borrower listed on Annex I attached hereto (collectively, the "Trademark Collateral"); and


WHEREAS, the Security Agreements were recorded in the U.S. Patent and Trademark Office on the dates and on the reels and frames set forth on Annex I hereto;

NOW THEREFORE, the Administrative Agent hereby **RELEASES**, without representation, recourse or warranty whatsoever, all of its security interest in the Trademark Collateral, whether granted pursuant to the Security Agreements or any other agreement or document delivered in connection with the Credit Agreement, and the Administrative Agent hereby reassigns any and all such right, title and interest (if any) that the Administrative Agent may have in the Trademark Collateral to the Borrower.

The Administrative Agent agrees, at the Borrower's expense, to cooperate with the Borrower and its Subsidiaries and to provide the Borrower and its Subsidiaries with the information and additional authorization reasonably required or desirable to effect the release of the Administrative Agent's security interest in the released collateral described herein.

IN WITNESS WHEREOF, the Administrative Agent has executed this Release as of the date first above written.

The Royal Bank of Scotland plc,
as Administrative Agent

By: 
Name: Curt Lueker
Title: Director

Annex I

Trademark Security Agreement, dated as of August 31, 2005, by and among U.S. Security Holdings, Inc, a Delaware corporation, U.S. Security Associates, Inc., a Delaware corporation and certain of their affiliates and The Royal Bank of Scotland plc, as first lien collateral agent and second lien collateral agent. Please see the attached for a listing of the U.S. Trademarks secured pursuant to this agreement.

U.S. Trademarks were secured at Reel/Frame Nos. 3152/0263 and 3152/0256.

MARK	Registration/ Appl. Number	Date Registered or Filed	IC
Advance	1,513,205	11/15/1988	42
Advance	691,812	1/19/1960	42
Advance Security	1,530,244	3/14/1989	42
Advance Security and Shield Design	1,070,786	8/2/1977	42
Advanced Security and Star Design	1,230,573	3/8/1983	42
America's Team	2,807,698	1/27/2004	42
Atlantic Security	2,303,679	1/28/1999	42
Enterprise Security Manager	2,932,146	3/8/2005	9
Great Guards	2,935,679	3/29/2005	35, 45
Healthcare Security H USA design	2,123,215	1/23/1997	42
Market Master	2,812,128	2/10/2004	35
OutSource logo	2,342,949	4/18/2000	37,42
OutSource Partners	2,342,946	4/18/2000	37,42
Past Positive	2,476,272	8/1/2001	35
Past Positive-Online	78/624984	5/5/2005	9,35
Post-Positive	2,083,926	7/29/1997	42
Premier	78/512418	11/5/2004	45
Premier Residential Security USA	2,173,942	7/14/1998	42
Premier Residential Security USA	2,384,559	9/12/2000	42
Premier Residential Security USA	2,198,379	10/20/1998	42
Protect	847,640	4/16/1968	16
Responsive Management	2,585,122	6/25/2002	42
Responsive Management Swirl	2,348,358	5/9/2000	37,42
Security Engineers	2,100,491	9/23/1997	42
The Protection People	1,362,590	9/24/1985	42
Four-Positive	78/512390	11/5/2004	42
U. S. Security Associates and design (shield patch)	2,793,613	12/16/2003	42
U. S. Security Associates	2,790,176	12/9/2003	42
USA design	1,940,757	12/12/1995	42
USA U.S. Security Associates design (flag draped)	2,849,430	6/1/2004	45
USALink We're Only One "Click" Away	78/294,497	8/31/2003	45