Electronic Version v1.1 Stylesheet Version v1.1

SUBMISSION TYPE: NEW ASSIGNMENT

NATURE OF CONVEYANCE: Change of Collateral Agent

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
MARSICO CAPITAL		12/14/2007	LIMITED LIABILITY
MANAGEMENT, LLC		12/14/2007	COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	THE BANK OF NEW YORK
Street Address:	600 E. Las Colinas Blvd.
Internal Address:	Suite 1300
City:	Irving
State/Country:	TEXAS
Postal Code:	75039
Entity Type:	CORPORATION:

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Registration Number:	2672034	
Registration Number:	2663112	HELPING YOU APPRECIATE LIFE
Registration Number:	2405047	MARSICO CAPITAL MANAGEMENT, LLC
Registration Number:	2424357	MARSICO FUNDS
Registration Number:	2405046	MARSICO INVESTMENT FUND

CORRESPONDENCE DATA

900112197

Fax Number: (214)200-0458

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

 $\neg \Gamma$

Phone: (214) 651-5474

Email: april.reasoner@haynesboone.com

Correspondent Name: Ryan G. Moshell

Address Line 1: Haynes and Boone, LLP
Address Line 2: 901 Main Street, Suite 3100
Address Line 4: Dallas, TEXAS 75202

TRADEMARK

REEL: 003822 FRAME: 0814

2672034

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ATTORNEY DOCKET NUMBER:	12252.48
NAME OF SUBMITTER:	Ryan G. Moshell
Signature:	/Ryan G. Moshell/
Date:	07/23/2008
Total Attachments: 12 source=Agreement#page1.tif source=Agreement#page2.tif source=Agreement#page3.tif source=Agreement#page4.tif source=Agreement#page5.tif source=Agreement#page6.tif source=Agreement#page7.tif source=Agreement#page8.tif source=Agreement#page9.tif source=Agreement#page10.tif source=Agreement#page10.tif source=Agreement#page11.tif source=Agreement#page12.tif	

RESIGNATION AND APPOINTMENT OF AGENT LETTER AGREEMENT

January 18, 2008

Reference is made to the Credit and Guaranty Agreement (the "Credit Agreement") dated as of December 14, 2007 among Marsico Parent Company, LLC ("Borrower"), Marsico Parent Superholdco, LLC, Marsico Parent Holdco, LLC, certain subsidiaries of Borrower, the lenders from time to time party thereto, Goldman Sachs Credit Partners L.P. ("GSCP"), as Lead Arranger, Syndication Agent, Administrative Agent and Collateral Agent, and Community Banks of Colorado, as Issuing Bank and Swing Line Lender. Capitalized terms used but not defined herein shall have the meanings given to them in the Credit Agreement.

Pursuant to Section 9.7 of the Credit Agreement, (a) GSCP hereby delivers notice to Borrower and Lenders of its resignation as Administrative Agent and Collateral Agent, effective as of the date hereof, (b) Borrower hereby waives the requirement pursuant to Section 9.7 of the Credit Agreement of 30 days' prior written notice by GSCP of its resignation as Administrative Agent and Collateral Agent, (c) Borrower hereby accepts GSCP's resignation as Administrative Agent and Collateral Agent, effective as of the date hereof, and agrees that, effective as of the date hereof, GSCP shall be discharged from its duties and obligations as Administrative Agent and Collateral Agent, (d) GSCP, as Syndication Agent, and Borrower hereby appoint The Bank of New York ("BNY") as successor Administrative Agent and Collateral Agent, effective as of the date hereof, and (e) BNY hereby accepts its appointment as successor Administrative Agent and Collateral Agent, effective as of the date hereof, and hereby succeeds to and is vested with all of the rights, powers, duties and obligations of GSCP in its capacity as Administrative Agent and Collateral Agent.

GSCP hereby resigns as Borrower's agent for purposes of maintaining the Register and Borrower hereby accepts such resignation and agrees that GSCP shall be discharged from such duties and obligations, in each case effective as of the date hereof. In each case effective as of the date hereof, Borrower hereby designates BNY to serve as Borrower's agent solely for purposes of maintaining the Register as provided in Section 2.7 of the Credit Agreement, and Borrower hereby agrees that, to the extent BNY serves in such capacity, BNY and its officers, directors, employees, agents, sub-agents and affiliates shall constitute Indemnitees. BNY hereby accepts such designation, effective as of the date hereof.

The parties hereto agree that BNY shall bear no responsibility for any actions taken or omitted to be taken by GSCP while it served as Administrative Agent and Collateral Agent under the Credit Agreement and the other Credit Documents or for any other event or action related to the Credit Agreement which occurred prior to the effectiveness of this letter agreement. The parties hereto agree that GSCP shall bear no responsibility for any actions taken or omitted to be taken by BNY as Administrative Agent and Collateral Agent under the Credit Agreement and the other Credit Documents.

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Each of GSCP and Borrower authorizes BNY to file any Uniform Commercial Code assignments or amendments with respect to the Uniform Commercial Code financing statements listed on Exhibit A hereto (with copies attached) as BNY deems necessary or desirable to evidence BNY's succession as Administrative Agent and Collateral Agent under the Credit Agreement and the other Credit Documents.

As a supplement to and in no way in limitation of the foregoing paragraphs, GSCP hereby assigns all liens and security interests of GSCP (in its capacity as Collateral Agent under the Credit Agreement) in the Collateral to BNY. On and after the date of this letter agreement, all possessory collateral held by GSCP for the benefit of the Secured Parties shall be deemed to be held by GSCP as agent and bailee for BNY for the benefit of the Secured Parties until such time as such possessory collateral has been delivered to BNY. Notwithstanding anything herein to the contrary, all of such liens and security interests shall in all respects be continuing and in effect and are here reaffirmed. Without limiting the generality of the foregoing, any reference to GSCP on any publicly filed document, to the extent such filing relates to the liens and security interests in the Collateral assigned hereby and until such filing is modified to reflect the interests of BNY, shall, with respect to such liens and security interests, constitute a reference to GSCP as collateral representative of BNY (provided, that the parties hereto agree that GSCP's role as such collateral representative shall impose no duties, obligations or liabilities on GSCP). GSCP agrees to execute such documents and to take such other actions as may be reasonably requested by BNY to evidence BNY's liens and security interests in the Collateral.

BNY hereby agrees that any notice or other communication required or permitted to be given pursuant to any Credit Document may be sent to it at the following address: The Bank of New York, 600 E. Las Colinas Blvd., Suite 1300, Irving, TX 75039, Attention: Bob Hingston, Telephone: (972) 401-8553, Fax: (972) 401-8551; Email: bhingston@bankofny.com.

Notwithstanding anything in this letter agreement or in any other Credit Document to the contrary, the provisions of Section 9 and Sections 10.2 and 10.3 of the Credit Agreement shall continue to inure to the benefit of GSCP, in its capacity as Administrative Agent or Collateral Agent, as to any actions taken or omitted to be taken by it while it was Administrative Agent or Collateral Agent.

Except as expressly provided for herein, all of the terms of the Credit Agreement and the other Credit Documents remain in full force and effect.

THIS LETTER AGREEMENT AND THE RIGHTS AND OBLIGATIONS OF THE PARTIES HEREUNDER SHALL BE GOVERNED BY, AND SHALL BE CONSTRUED AND ENFORCED IN ACCORDANCE WITH, THE LAWS (WITHOUT REGARD TO CHOICE OF LAW RULES, OTHER THAN SECTIONS 5-1401 AND 5-1402 OF THE NEW YORK GENERAL OBLIGATIONS LAW) OF THE STATE OF NEW YORK.

This letter agreement may be executed in any number of counterparts, each of which when so executed and delivered shall be deemed an original, but all such counterparts together shall constitute but one and the same instrument. This letter agreement shall become effective upon the execution of a counterpart hereof by each of the parties hereto and receipt by each of

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the parties hereto of written, electronic or telephonic notification of such execution and authorization of delivery thereof. Delivery of an executed counterpart of this letter agreement by facsimile or other electronic transmission will be effective as delivery of a manually executed counterpart hereof.

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GOLDMAN SACHS CREDIT PARTNERS L.P.

By:

Authorized Signatory

Name: Walt Jackson
Title: Managing Director

MARSICO PARENT COMPANY, LLC

By: Name: Christopher J. Marsico
Title: President

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THE BANK OF NEW YORK

By:

Name: Title:

ROBERT D HINGSTON

VICE PRESIDENT

EXHIBIT A (See attached)

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OLLOW INSTRUCTION A. NAME & PHONE OF C Rosalind Rodbu	NS (front and back CONTACT AT FILE) CAREFULLY	4	i	AWARE DEPARTM J.C.C. FILING	SECTION
B. SEND ACKNOWLED	MENT TO: (Nam	ne and Address)		FII INIT	LED 04:17 PM LAL FILING #	12/14/200 2007 4734
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This financing statement covers all assets of the Debtor, whether now existing or hereafter arising.

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8. OPTIONAL FILER REFERENCE DATA	F#213643
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FILING OFFICE COPY — UCC FINANCING STATEMENT (FORM UCC1) (REV. 05/22/02)

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This financing statement covers all assets of the Debtor, whether now existing or hereafter arising.

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This financing statement covers all assets of the Debtor, whether now existing or hereafter arising.

5. ALTERNATIVE DESIGNATION (if applicable): LESSEE/LESSOR CONSIGNEE/CONSIGNOR BAILEE/BAILOR SELLER/BUYER	AG, LIEN NON-UCC FILING
This FINANCING STATEMENT is to be fixed (for record) (or recorded) in the REAL If applicable If applicable	All Debtors Debtor 1 Debtor 2
8. OPTIONAL FILER REFERENCE DATA	F#213647
Filed with: DE - Secretary of State	A#322257

FILING OFFICE COPY - UCC FINANCING STATEMENT (FORM UCC1) (REV. 05/22/02)

A NAME & PHONE OF Rosalind Rodb	NS (front and back) CAREFULLY CONTACT AT FILER (optional)	-906-1874	v . 0	C.C. FILI	IMENT OF SI NG SECTION 1 12/14/200
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inis linancing statement covers all assets of the	Debtor, whether now existing or hereafter arising.
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5. ALYERNATIVE DESIGNATION (if applicable): LESSEE/LESSOR CONSIGNEE/CONSIGNOR BAILEE/BALOR SÉLLER/E	BUYER AG. LIEN NON-UCC FILING
This Financing Statement is to be fied [for record] (or recorded) in the REAL FSTATE RECORDS. Attach Addendum: It spot in the REAL 7, Check to REQUEST SEARCH REPORT(S) on Debta	Or(6) All Debtors Debtor 1 Debtor 2
8. OPTIONAL FILER REFERENCE DATA	F#213648
Filed with: DE - Secretary of State	A#322258

FILING OFFICE COPY - UCC FINANCING STATEMENT (FORM UCC1) (REV. 05/22/02)

RECORDED: 07/25/2008

TRADEMARK

REEL: 003822 FRAME: 0827