

TRADEMARK ASSIGNMENT

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 MANAGEMENT, LLC		12/14/2007	LIMITED LIABILITY 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

Fax Number: (214)200-0458
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 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

CH \$140.00 2672034

ATTORNEY DOCKET NUMBER:	12252.48
NAME OF SUBMITTER:	Ryan G. Moshell
Signature:	/Ryan G. Moshell/
Date:	07/23/2008

Total Attachments: 12
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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 agrees to be bound by all of the terms of the Credit Documents as 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.

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

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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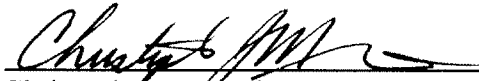
GOLDMAN SACHS CREDIT PARTNERS L.P.

By: 
Authorized Signatory

Name: Walt Jackson

Title: Managing Director

MARSICO PARENT COMPANY, LLC

By: 
Name: Christopher J. Marsico
Title: President

THE BANK OF NEW YORK

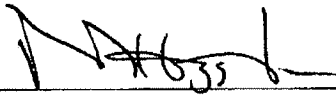
By: 
Name: ROBERT D KINGSTON
Title: VICE PRESIDENT

EXHIBIT A
(See attached)

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]
 Rosalind Rodburg 212-906-1874

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

[NY] Latham & Watkins
 885 Third Avenue
 10th Floor
 New York, NY 10022

Rosalind.Rodburg@lw.com

DELAWARE DEPARTMENT OF STATE
 U.C.C. FILING SECTION
 FILED 04:17 PM 12/14/2007
 INITIAL FILING # 2007 4734447

SRV: 071325802

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME
 Marsico Parent Superholdco, LLC

OR

1b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

1c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY
 c/o Marsico Management Equity, LLC, 1200 17th Street, Suite 1600 Denver CO 80202 USA

1d. SEE INSTRUCTIONS ADD'L INFO RE ORGANIZATION DEBTOR 1e. TYPE OF ORGANIZATION 1f. JURISDICTION OF ORGANIZATION 1g. ORGANIZATIONAL ID #, if any

LLC Delaware NONE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME

OR

2b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

2c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

2d. SEE INSTRUCTIONS ADD'L INFO RE ORGANIZATION DEBTOR 2e. TYPE OF ORGANIZATION 2f. JURISDICTION OF ORGANIZATION 2g. ORGANIZATIONAL ID #, if any

NONE

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE or ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME
 Goldman Sachs Credit Partners L.P., as the Collateral Agent

OR

3b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

3c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY
 30 Hudson Street, 17th Floor Jersey City NJ 07302 USA

4. This FINANCING STATEMENT covers the following collateral:

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

6. THIS FINANCING STATEMENT is to be filed (or record) (or recorded) in the REAL ESTATE RECORDS. Attach Affidavit. Y. Check to REQUEST SEARCH REPORT (S) on Debtor(s) (optional). (ADDITIONAL FEE)

8. OPTIONAL FILER REFERENCE DATA
 Filed with: DE - Secretary of State F#213643 A#322253

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

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

DELAWARE DEPARTMENT OF STATE
 U.C.C. FILING SECTION
 FILED 04:22 PM 12/14/2007
 INITIAL FILING # 2007 4734702
 SRV: 071325870

A. NAME & PHONE OF CONTACT AT FILER [optional] Rosalind Rodburg 212-906-1874	
B. SEND ACKNOWLEDGMENT TO: (Name and Address) [NY] Latham & Watkins 885 Third Avenue 10th Floor New York, NY 10022 [Rosalind.Rodburg@lw.com]	

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME Marsico Parent Holdco, LLC						
OR	1b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
1c. MAILING ADDRESS c/o Marsico Management Equity, LLC, 1200 17th Street, Suite 1600			CITY Denver	STATE CO	POSTAL CODE 80202	COUNTRY USA
7d. SEE INSTRUCTIONS	ADDL INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION LLC	1f. JURISDICTION OF ORGANIZATION Delaware	1g. ORGANIZATIONAL ID #, if any <input type="checkbox"/> NONE		

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME						
OR	2b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
2c. MAILING ADDRESS			CITY	STATE	POSTAL CODE	COUNTRY
7d. SEE INSTRUCTIONS	ADDL INFO RE ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION	2g. ORGANIZATIONAL ID #, if any <input type="checkbox"/> NONE		

3. SECURED PARTY'S NAME (or NAME OF TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME Goldman Sachs Credit Partners L.P., as the Collateral Agent						
OR	3b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
3c. MAILING ADDRESS 30 Hudson Street, 17th Floor			CITY Jersey City	STATE NJ	POSTAL CODE 07302	COUNTRY USA

4. This FINANCING STATEMENT covers the following collateral:

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
6. This FINANCING STATEMENT is to be filed (or recorded) in the REAL ESTATE RECORDS. Attach Addendum if applicable.	7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (optional)	All Debtors	Debtor 1	Debtor 2		
8. OPTIONAL FILER REFERENCE DATA						F#213645
Filed with: DE - Secretary of State						A#322255

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

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER (optional)
 Rosalind Rodburg 212-906-1874

B. SEND ACKNOWLEDGMENT TO: (Name and Address)
 [NY] Latham & Watkins
 885 Third Avenue
 10th Floor
 New York, NY 10022
 Rosalind.Rodburg@lw.com

DELAWARE DEPARTMENT OF STATE
 U.C.C. FILING SECTION
 FILED 04:24 PM 12/14/2007
 INITIAL FILING # 2007 4734827
 SRV: 071325916

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME
 Marsico Parent Company, LLC

OR

1b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

1c. MAILING ADDRESS
 c/o Marsico Management Equity, LLC, 1200 17th Street, Suite 1600
 CITY: Denver STATE: CO POSTAL CODE: 80202 COUNTRY: USA

1d. SEE INSTRUCTIONS ADD'L INFO RE ORGANIZATION DEBTOR 1e. TYPE OF ORGANIZATION LLC 1f. JURISDICTION OF ORGANIZATION Delaware 1g. ORGANIZATIONAL ID #, if any NONE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME

OR

2b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

2c. MAILING ADDRESS
 CITY STATE POSTAL CODE COUNTRY

2d. SEE INSTRUCTIONS ADD'L INFO RE ORGANIZATION DEBTOR 2e. TYPE OF ORGANIZATION 2f. JURISDICTION OF ORGANIZATION 2g. ORGANIZATIONAL ID #, if any NONE

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME
 Goldman Sachs Credit Partners L.P., as the Collateral Agent

OR

3b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

3c. MAILING ADDRESS
 30 Hudson Street, 17th Floor
 CITY: Jersey City STATE: NJ POSTAL CODE: 07302 COUNTRY: USA

4. This FINANCING STATEMENT covers the following collateral:
 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

6. This FINANCING STATEMENT is to be filed (or record) (or recorded) in the REAL ESTATE RECORDS. Attach Addendum. 7. Check to REQUEST SEARCH REPORT (s) on Debtor(s) (optional). All Debtors Debtor 1 Debtor 2

8. OPTIONAL FILER REFERENCE DATA
 Filed with: DE - Secretary of State P#213646 A#322256

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

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER (optional)	
Rosalind Rodburg	212-906-1874
B. SEND ACKNOWLEDGMENT TO: (Name and Address)	
[NY] Latham & Watkins 885 Third Avenue 10th Floor New York, NY 10022 Rosalind.Rodburg@lw.com	

DELAWARE DEPARTMENT OF STATE
U.C.C. FILING SECTION
FILED 04:26 PM 12/14/2007
INITIAL FILING # 2007 4734892
SRV: 071325938

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME Marsico Capital Management, LLC				
OR		1b. INDIVIDUAL'S LAST NAME		
		FIRST NAME		SUFFIX
1c. MAILING ADDRESS		CITY		STATE POSTAL CODE COUNTRY
c/o Marsico Management Equity, LLC, 1200 17th Street, Suite 1600		Denver		CO 80202 USA
1d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION	1f. JURISDICTION OF ORGANIZATION	1g. ORGANIZATIONAL ID #, if any
		LLC	Delaware	<input type="checkbox"/> NONE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME				
OR		2b. INDIVIDUAL'S LAST NAME		
		FIRST NAME		SUFFIX
2c. MAILING ADDRESS		CITY		STATE POSTAL CODE COUNTRY
2d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION	2g. ORGANIZATIONAL ID #, if any
				<input type="checkbox"/> NONE

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME Goldman Sachs Credit Partners L.P., as the Collateral Agent				
OR		3b. INDIVIDUAL'S LAST NAME		
		FIRST NAME		SUFFIX
3c. MAILING ADDRESS		CITY		STATE POSTAL CODE COUNTRY
30 Hudson Street, 17th Floor		Jersey City		NJ 07302 USA

4. This FINANCING STATEMENT covers the following collateral:
This financing statement covers all assets of the Debtor, whether now existing or hereafter arising.

5. ALTERNATIVE DESIGNATION (if applicable):	<input type="checkbox"/> LESSEE/LESSOR	<input type="checkbox"/> CONSIGNEE/CONSIGNOR	<input type="checkbox"/> BAILEE/BAILOBR	<input type="checkbox"/> SELLER/BUYER	<input type="checkbox"/> AG. LIEN	<input type="checkbox"/> NON-UCC FILING
6. This FINANCING STATEMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS. Attach Addendum (if applicable)	7. Check to REQUEST SEARCH REPORT (s) on Debtor(s) (optional)			<input type="checkbox"/> All Debtors	<input type="checkbox"/> Debtor 1	<input type="checkbox"/> 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)

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER (optional)
 Rosalind Rodburg 212-906-1874

B. SEND ACKNOWLEDGMENT TO: (Name and Address)
 [NY] Latham & Watkins
 885 Third Avenue
 10th Floor
 New York, NY 10022
 Rosalind.Rodburg@lw.com

DELAWARE DEPARTMENT OF STATE
 U.C.C. FILING SECTION
 FILED 04:28 PM 12/14/2007
 INITIAL FILING # 2007 4734983
 SRV: 071325955

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME
 Marsico Fund Advisors, L.L.C.

OR
 1b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

1c. MAILING ADDRESS
 c/o Marsico Management Equity, LLC, 1200 17th Street, Suite 1600 CITY: Denver STATE: CO POSTAL CODE: 80202 COUNTRY: USA

1d. SEE INSTRUCTIONS ADD'L INFO RE ORGANIZATION DEBTOR 1e. TYPE OF ORGANIZATION LLC 1f. JURISDICTION OF ORGANIZATION Delaware 1g. ORGANIZATIONAL ID #, if any NONE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME

OR
 2b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

2c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

2d. SEE INSTRUCTIONS ADD'L INFO RE ORGANIZATION DEBTOR 2e. TYPE OF ORGANIZATION 2f. JURISDICTION OF ORGANIZATION 2g. ORGANIZATIONAL ID #, if any NONE

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME
 Goldman Sachs Credit Partners L.P., as the Collateral Agent

OR
 3b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

3c. MAILING ADDRESS
 30 Hudson Street, 17th Floor CITY: Jersey City STATE: NJ POSTAL CODE: 07302 COUNTRY: USA

4. This FINANCING STATEMENT covers the following collaterals:

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

6. THE FINANCING STATEMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS. Attach Address. 7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (optional) ADDITIONAL FEE All Debtors Debtor 1 Debtor 2

8. OPTIONAL FILER REFERENCE DATA
 Filed with: DE - Secretary of State F# 213648 A# 322258

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