

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM369611

| | | | |
|-----------------------------------|--|------------------------------------|----------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | Notice of Succession of Agency | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Bank of America, N.A. | | 01/14/2016 | Association: UNITED STATES |
| RECEIVING PARTY DATA | | | |
| Name: | Wilmington Trust, National Association, as Successor Agent | | |
| Street Address: | 50 South Sixth Street, Suite 1290 | | |
| City: | Minneapolis | | |
| State/Country: | MINNESOTA | | |
| Postal Code: | 55402 | | |
| Entity Type: | Association: UNITED STATES | | |
| PROPERTY NUMBERS Total: 27 | | | |
| Property Type | Number | Word Mark | |
| Serial Number: | 86481835 | CONNECT2CLIENTS | |
| Serial Number: | 86481633 | CONNECT2CLIENTS | |
| Serial Number: | 86653538 | IC2I | |
| Serial Number: | 86595705 | TOWER SQUARE INVESTMENT MANAGEMENT | |
| Serial Number: | 86685311 | ADAPTIVE INTELLIGENCE PORTFOLIOS | |
| Registration Number: | 4664849 | PENTAMETER | |
| Serial Number: | 86505086 | TOWER SQUARE INVESTMENT MANAGEMENT | |
| Registration Number: | 4689345 | DATAPAK | |
| Registration Number: | 2122102 | TOWER SQUARE SECURITIES | |
| Serial Number: | 86258230 | CATCHLIGHT CAPITAL | |
| Registration Number: | 4632535 | COMPETITIVE EDGE | |
| Registration Number: | 3279172 | ETF SELECT | |
| Registration Number: | 2165498 | 1 FP | |
| Registration Number: | 3066881 | INVESTORS CAPITAL | |
| Registration Number: | 3047858 | INVESTORS CAPITAL HOLDINGS | |
| Registration Number: | 3504418 | J.P. TURNER & COMPANY | |
| Registration Number: | 3598192 | | |
| Registration Number: | 3211043 | NEURALVISION | |
| Registration Number: | 3131411 | STRATEGIC ASSET MANAGEMENT | |

OP \$690.00 86481835

| Property Type | Number | Word Mark |
|----------------------|---------|-----------------------------|
| Registration Number: | 3214231 | SAM |
| Registration Number: | 3480600 | THE LEGEND GROUP |
| Registration Number: | 3902615 | SAM |
| Registration Number: | 3760971 | STRATEGIC ASSET MANAGEMENT |
| Registration Number: | 2633966 | INVESTING WITH INTELLIGENCE |
| Registration Number: | 2562204 | FREEMARK LIBERTY SERIES |
| Registration Number: | 2307318 | FREEMARK FREEDOM SERIES |
| Registration Number: | 4645920 | RCS CAPITAL |

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.

Email: michael.barys@thomsonreuters.com

Correspondent Name: Elaine Carrera, Legal Assistant

Address Line 1: 80 Pine Street

Address Line 2: c/o Cahill Gordon & Reindal LLP

Address Line 4: New York, NEW YORK 10005

| | |
|---------------------------|-----------------|
| NAME OF SUBMITTER: | Elaine Carrera |
| SIGNATURE: | /Michael Barys/ |
| DATE SIGNED: | 01/19/2016 |

Total Attachments: 5

- source=06. Trademark Assignment (5660_0682)#page1.tif
- source=06. Trademark Assignment (5660_0682)#page2.tif
- source=06. Trademark Assignment (5660_0682)#page3.tif
- source=06. Trademark Assignment (5660_0682)#page4.tif
- source=06. Trademark Assignment (5660_0682)#page5.tif

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Bank of America, N.A.

- Individual(s)
- Partnership
- Corporation- State: _____
- Other _____
- Association
- Limited Partnership

Citizenship (see guidelines) USA

Additional names of conveying parties attached? Yes No

3. Nature of conveyance/Execution Date(s) :

Execution Date(s) January 14, 2016

- Assignment
- Security Agreement
- Other Notice of Succession of Agency
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Wilmington Trust, National Association, as Successor Agent

Street Address: 50 South Sixth Street, Suite 1290

City: Minneapolis

State: MN

Country: USA Zip: 55402

- Individual(s) Citizenship _____
- Association Citizenship USA
- Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship _____
- Other _____ Citizenship _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s) Text

See Schedule A

B. Trademark Registration No.(s)

See Schedule A

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Elaine Carrera, Legal Assistant

Internal Address: _____

Street Address: c/o Cahill Gordon & Reindel LLP
80 Pine Street

City: New York

State: NY Zip: 10005

Phone Number: (212) 701-3365

Docket Number: _____

Email Address: ecarrera@cahill.com

6. Total number of applications and registrations involved:

27

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ _____

- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

Deposit Account Number _____

Authorized User Name _____

9. Signature:

Elaine Carrera
Signature

January 14, 2016
Date

Elaine Carrera

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 5

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Branch, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

NOTICE OF SUCCESSION OF AGENCY
5660/0682

This NOTICE OF SUCCESSION OF AGENCY (this "Notice"), dated as of January 14, 2016 (the "Effective Date"), is executed by BANK OF AMERICA, N.A., in its capacity as Administrative Agent and Collateral Agent under the Original Agreements (as defined below) (the "Prior Agent"), and WILMINGTON TRUST, NATIONAL ASSOCIATION, in its capacity as Administrative Agent and Collateral Agent under the Current Agreements (as defined below) (the "Successor Agent").

WHEREAS, pursuant to that certain Second Lien Credit Agreement, dated as of April 29, 2014, by and among RCS Capital Corporation, Prior Agent and certain other parties thereto, as amended by Amendment No. 1 to the Second Lien Credit Agreement, dated as of June 30, 2015, as further amended by Amendment No. 2 to the Second Lien Credit Agreement, dated as of November 8, 2015 and as further amended, amended and restated, modified or otherwise supplemented (the "Original Credit Agreement"), the Prior Agent and certain grantor parties identified on the signature page hereto (the "Grantors") entered into that certain Second Lien Collateral Agreement, dated as of April 29, 2014 (the "Original Security Agreement" together with the Original Credit Agreement, collectively, the "Original Agreements"), and the Second Lien Trademark Security Agreement, dated as of October 26, 2015 (the "Trademark Security Agreement"), pursuant to which the Grantors granted a security interest in and to certain collateral;

WHEREAS, the Trademark Security Agreement was recorded with the United States Patent and Trademark Office on November 4, 2015 at Reel/Frame 5660/0682, with respect to the trademarks identified on Schedule A attached hereto;

WHEREAS, pursuant to that certain Agency Resignation, Appointment, Assignment and Assumption Agreement (the "Resignation Agreement" together with the Original Agreements as each such agreement is amended, amended and restated, modified or otherwise supplemented, collectively, the "Current Agreements"), dated as of January 14, 2016, by and among the Prior Agent, the Successor Agent and the Borrower, whereby the Prior Agent resigned as Administrative Agent and Collateral Agent and is succeeded to and replaced by the Successor Agent as successor Administrative Agent and Collateral Agent;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree 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 Resignation Agreement.

2. Succession and Replacement of Agency. Pursuant to the terms and conditions set forth in the Resignation Agreement, the Prior Agent has ceased to be Administrative Agent and Collateral Agent under such capacity and is succeeded to and replaced by the Successor Agent as Administrative Agent and Collateral Agent under such capacity. Nothing herein shall be deemed to terminate, interrupt or impair the continuity of the security interest in the collateral originally granted to the Prior Agent under the Trademark Security Agreement, which security interest is now succeeded by and transferred to the Successor Agent.

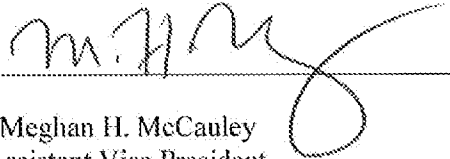
IN WITNESS WHEREOF, the parties have executed this Notice effective as of the Effective
Date:

BANK OF AMERICA, N.A., as Prior Agent

By: _____

Name: **Roberto Salazar**
Title: **Vice President**

**WILMINGTON TRUST, NATIONAL
ASSOCIATION, as Successor Agent**

By:  _____

Name: Meghan H. McCauley
Title: Assistant Vice President

SCHEDULE A

| Owner | Trademark | Serial No. | Reg. No. | Status |
|---------------------------------|------------------------------------|-------------------|-----------------|---------------|
| Cetera Financial Holdings, Inc. | CONNECT2CLIENTS | 86481835 | | Pending ITU |
| Cetera Financial Holdings, Inc. | CONNECT2CLIENTS | 86481633 | | Pending ITU |
| Cetera Financial Holdings, Inc. | IC2I | 86653538 | | Pending ITU |
| Cetera Financial Holdings, Inc. | TOWER SQUARE INVESTMENT MANAGEMENT | 86595705 | | Pending ITU |
| Cetera Financial Holdings, Inc. | ADAPTIVE INTELLIGENCE PORTFOLIOS | 86685311 | | |
| Cetera Financial Holdings, Inc. | PENTAMETER | 86222883 | 4664849 | |
| Cetera Financial Holdings, Inc. | TOWER SQUARE INVESTMENT MANAGEMENT | 86505086 | | Pending ITU |
| Cetera Financial Holdings, Inc. | DATAPAK | 85974525 | 4689345 | |
| Cetera Financial Holdings, Inc. | TOWER SQUARE SECURITIES | 74727482 | 2122102 | |
| FAS Holdings, Inc. | CATCHLIGHT CAPITAL | 86258230 | | Pending ITU |
| FAS Holdings, Inc. | COMPETITIVE EDGE | 86300134 | 4632535 | |
| FAS Holdings, Inc. | ETF SELECT | 77038796 | 3279172 | |
| FAS Holdings, Inc. | 1 FP | 75251838 | 2165498 | |
| Investors Capital Holdings, LLC | INVESTORS CAPITAL | 76603171 | 3066881 | |
| Investors Capital Holdings, LLC | INVESTORS CAPITAL HOLDINGS | 76602898 | 3047858 | |
| J.P. Turner & Company, LLC | J.P. TURNER & COMPANY, L.L.C. | 77387832 | 3504418 | |
| J.P. Turner & Company, LLC | Phoenix Design Mark | 77553195 | 3598192 | |
| Legend Group Holdings, LLC | NEURALVISION | 78856502 | 3211043 | |
| Legend Group Holdings, LLC | STRATEGIC ASSET MANAGEMENT | 78607450 | 3131411 | |
| Legend Group Holdings, LLC | SAM | 78607447 | 3214231 | |
| Legend Group Holdings, LLC | THE LEGEND GROUP | 78607443 | 3480600 | |
| Legend Group Holdings, LLC | SAM | 77794641 | 3902615 | |
| Legend Group Holdings, LLC | STRATEGIC ASSET MANAGEMENT | 77794599 | 3760971 | |
| Legend Group Holdings, LLC | INVESTING WITH INTELLIGENCE | 76025490 | 2633966 | |
| Legend Group Holdings, LLC | FREEMARK LIBERTY SERIES | 75712649 | 2562204 | |
| Legend Group Holdings, LLC | FREEMARK FREEDOM SERIES | 75564452 | 2307318 | |
| RCS Capital Corporation | RCS CAPITAL | 85915954 | 4645920 | |

TRADEMARK

RECORDED: 01/19/2016

REEL: 005711 FRAME: 0676