

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|-----------------------------|----------|----------------|-----------------------|
| Bank of America Corporation | | 12/18/2012 | CORPORATION: DELAWARE |

RECEIVING PARTY DATA

| | |
|------------------------|------------------------------------|
| Name: | NB Holdings Corporation |
| Street Address: | 100 North Tryon Street, 56th Floor |
| City: | Charlotte |
| State/Country: | NORTH CAROLINA |
| Postal Code: | 27101 |
| Entity Type: | CORPORATION: DELAWARE |

PROPERTY NUMBERS Total: 3

| Property Type | Number | Word Mark |
|----------------------|---------|---------------------|
| Registration Number: | 3409188 | WORKS |
| Registration Number: | 3425366 | W |
| Registration Number: | 3586255 | ACTIVE CARD CONTROL |

CORRESPONDENCE DATA

Fax Number: 3367338473
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: (336) 721-3747
 Email: trademarkswinston@wcsr.com
 Correspondent Name: Randel S. Springer
 Address Line 1: Womble Carlyle Sandridge & Rice, LLP
 Address Line 2: One West Fourth Street
 Address Line 4: Winston-Salem, NORTH CAROLINA 27101

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|--------------------------------|--------------------|
| ATTORNEY DOCKET NUMBER: | 50195.0015.4 |
| NAME OF SUBMITTER: | Randel S. Springer |

| | |
|--|------------------|
| Signature: | /Randy Springer/ |
| Date: | 02/01/2013 |
| Total Attachments: 2 source=BOA to NB Holdings Assignment#page1.tif source=BOA to NB Holdings Assignment#page2.tif | |

TRADEMARK ASSIGNMENT

This Trademark Assignment Agreement ("Assignment"), dated as of December 18, 2012 is between Bank of America Corporation ("Assignor"), having a place of business at 100 North Tryon Street, Charlotte, NC 28255, and NB Holdings Corporation ("Assignee"), having a place of business at 100 North Tryon Street, 56th Floor, Charlotte, NC 28255.

WITNESSETH:

WHEREAS, Assignor desires to quitclaim and assign to Assignee all right, title and interest in and to the trademarks and all related application(s)/registration(s) thereof identified on Exhibit A attached hereto (the "Trademark(s)"), together with any and all goodwill of the business associated with the Trademark(s); and

WHEREAS, Assignee desires to acquire the Trademark(s) and all goodwill associated therewith from Assignor; and

WHEREAS, Assignor and Assignee desire to confirm of record the assignment of the Trademark(s) to Assignee;

NOW, THEREFORE, for \$1.00 and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor and Assignee hereby agree as follows:

1. Assignor hereby quitclaims and assigns to Assignee all right, title and interest in and to the Trademark(s), together with (i) all the goodwill of the business symbolized by such Trademark(s) and (ii) all causes of action, claims and demands and other rights for, or arising from, any infringement, including past infringements, of the Trademark(s).

2. Assignor further agrees without further consideration to cause to be performed such other lawful acts and to be executed such further assignments and other lawful documents as Assignee may from time to time reasonably request to effect fully this Assignment and to permit Assignee to be duly recorded as the registered owner of the Trademark(s) and all other rights hereby conveyed.

IN WITNESS WHEREOF, the parties have caused this Agreement to be duly executed by their respective authorized officers, all as of the day and year first above written.

ASSIGNOR:

ASSIGNEE:

Bank of America Corporation

NB Holdings Corporation

By: Phillip A. Wertz

By: Phillip A. Wertz

Name: Phillip A. Wertz

Name: Phillip A. Wertz

Title: Assistant General Counsel

Title: Associate General Counsel

Date: 12-18-2012

Date: 12-18-2012

EXHIBIT A**TRADEMARK(S)**

| Mark | Country | Status | Serial No. | Filing Date | Reg. No. | Reg. Date | Next Filing Due |
|---------------------------|----------------|---|-------------------|--------------------|-----------------|------------------|------------------------|
| WORKS | US | Registered - Section 8 & 15 due 08- Apr-2014 | 78/922,025 | 03-Jul-2006 | 3,409,188 | 08-Apr- 2008 | April 8, 2014 |
| W LOGO DESIGN | US | Registered - Section 8 & 15 due 13- May-2014 | 77/112,172 | 21-Feb-2007 | 3,425,366 | 13-May- 2008 | May 13, 2014 |
| ACTIVE CARD CONTROL | US | Registered - Section 8 & 15 due 10- Mar-2015 | 77/524,328 | 17-Jul-2008 | 3,586,255 | 10-Mar- 2009 | March 10, 2015 |

TRADEMARK