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04-02-2001



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Submission Type

- New
- Resubmission (Non-Recordation)
Document ID# _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Change of Name
Effective Date
Month Day Year _____
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name Custom Benefit Programs, Inc.

02282001

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization New Jersey

Receiving Party

Mark if additional names of conveying parties attached

Name USI Insurance Services Corp.

DBA/AKA/TA _____

Composed of _____ corporation of Delaware

Address (line 1) 50 California Street, 24th Floor

Address (line 2) _____

Address (line 3) _____

San Francisco CA 94111-4796
City State/County Zip Code

- Individual General Partnership Limited Partnership Association
- Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Delaware

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

03/30/2001 GTDN11 00000019 194215 75520121

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TRADEMARK
REEL: 002262 FRAME: 0007

Domestic Representative Name and Address

Enter for the First Receiving Party only.

Name _____

Address (line 1) _____

Address (line 2) _____

Address (line 3) _____

Address (line 4) _____

Correspondent Name and Address

Area Code and Telephone Number 415-777-3999

Name Kimberly G. Russell, Esq.

Address (line 1) Steinhart & Falconer LLP

Address (line 2) 333 Market Street, Suite 3200

Address (line 3) San Francisco, CA 94105-2150

Address (line 4) _____

Pages

Enter the total number of pages of the attached conveyance document including any attachment.

2

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

75520121

2334601

Number of Properties

Enter the total number of properties involved. # 2

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$ 65.00

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

19-4215

Authorization to charge additional fees:

Yes

No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Kimberly G. Russell

March, 2001

Name of Person Signing

Signature

Date Signed

**ASSIGNMENT OF TRADEMARK
AND FEDERAL APPLICATION AND REGISTRATION THEREFOR**

WHEREAS Custom Benefit Programs, Inc., a New Jersey Corporation having a principal place of business at 307 12th Street, Hammonton, New Jersey 08037, (hereinafter called "Assignor") owns the trademarks and pending Application and Registration therefor in Attachment A hereto.

WHEREAS USI Insurance Services Corp., a Delaware corporation having a principal place of business at 50 California Street, 24th Floor, San Francisco, California 94111-4796, (hereinafter called "Assignee"), is desirous of acquiring said marks and pending Application and Registration therefor, and all right, title and interest in and to said mark including any and all common law rights therein;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor does hereby assign to Assignee all right, title and interest in and to said marks and pending Application and Registration therefor and the goodwill of the business associated therewith and symbolized thereby.

Custom Benefit Programs, Inc.

By



Gregory Morano
President

Dated: February 10, 2001

**ATTACHMENT A to
Assignment Between
Custom Benefit Programs, Inc. and USI Insurance Services Corp**

<u>Mark</u>	<u>Application Serial No./ Registration No.</u>
"BEST BENEFIT ENROLLMENT SOLUTIONS & TECHNOLOGY and Design"	75/520,121
"CUSTOM BENEFIT PROGRAMS INCORPORATED and Design"	2,334,601