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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

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 Effective Date
Month Day Year
- Change of Name _____
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Execution Date

Month Day Year

Name USI Florida

02282001

Formerly _____

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

Receiving Party

Mark if additional names of conveying parties attached

Name USI Insurance Services Corp.

DBA/AKATA _____

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 6TON11 00000021 194215 75678282

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Mail documents to be recorded with required cover sheet(s) Information to:
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TRADEMARK
REEL: 002262 FRAME: 0022

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.** # 1

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)
<u>75678282</u>	_____
_____	_____
_____	_____

Number of Properties Enter the total number of properties involved. # 1

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$ 40.00

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 THEREFOR**

WHEREAS USI Florida, a Florida Corporation having a principal place of business at Two South University Drive, Suite 220, Plantation, Florida 33324 (hereinafter called "Assignor"), has intended to use the trademark USI CREDIT UNION INSURANCE SERVICES in commerce and has filed an Application indicating that intention, now assigned Serial No. 75/678,282, but has not yet filed an allegation of use under Sections 1(c) or 1(d) of The Trademark Act, and

WHEREAS Applicant is assigning the mark in the above-identified Application as part of the entire business to which the mark pertains as required by 15 U.S.C. Section 1060; and

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"), successor of the ongoing existing business of Assignor to which the mark pertains, is desirous of acquiring said mark and the pending intent-to-use Application 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 mark and pending Application therefor and the goodwill of the business associated therewith and symbolized thereby.

USI Florida

By _____ 

(Name) _____ Michael C. Karp

(Title) _____ President and CEO

Dated: February 28, 2001