



OVER SHEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

102040909 TRADEMARKS ONLY

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Insure One Independent Insurance Agency, Inc. (d.b.a. InsureOne Independent Insurance Agency, Inc.)

Individual(s) Citizenship: U.S.A.
 Association:
 General Partnership:
 Limited Partnership:
 Corporation-State- Illinois
 Other:

Additional name(s) of conveying party(ies) attached?
 Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other -

Execution Date: January 16, 2002

3-13-02

2. Name and Address of receiving party(ies):
 Name: **InsureOne Independent Insurance Agency, LLC, (f.k.a New Agency, LLC)**

Internal Address:
 Street Address: 3760 River Run Dr.
 City: Birmingham State: AL Zip: 35243

Individual(s) Citizenship: U.S.A.
 Association:
 General Partnership:
 Limited Partnership:
 Corporation-State
 Other: Illinois limited liability company

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No, the designation of domestic representative has been made with the Power of Attorney which has been filed with the Patent and Trademark Office.

(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

OFFICE OF PUBLIC RECORDS
2002 MAR 13 AM 11:00
FINANCE SECTION

4. Application number(s) or registration number(s):
 If this document is being filed together with a new application, the execution date of the application is:

A. Trademark Application No.(s)
 04/03/2002 AAHMED1 00000094 181260 2382054
 01 FC:481 40.00 CH
 02 FC:482 250.00 CH

B. Trademark registration No.(s)
The Insurance Superstore Reg. No. 2,382,054 Reg. Date 9/5/00
DealerOne Reg. No. 2,274,850 Reg. Date 8/31/99
Insureone.com Reg. No. 2,217,852 Reg. Date 1/12/99
Seguros Uno Reg. No. 2,231,104 Reg. Date 3/9/99
Insure One and design Reg. No. 2,372,895 Reg. Date 8/1/00
Insure One and design Reg. No. 2,104,485 Reg. Date 10/14/97
Insure One Reg. No. 2,104,486 Reg. Date 10/14/97
Insure One and Design Reg. No. 2,071,991 Reg. Date 6/17/97
Insurance One Reg. No. 1,116,946 Reg. Date 4/24/79
Yellow Key and design Reg. No. 2,363,909 Reg. Date 7/4/00
Yellow Key Reg. No. 2,320,884 Reg. Date 2/22/00

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Elisabeth A. Evert
 Internal Address: Sidley Austin Brown & Wood LLP
 Street Address: 717 North Harwood St., Suite 3400
 City: Dallas State: TX ZIP: 75201

6. Total number of applications and registrations involved: 11

7. Total fee (37 CFR 3.41).....\$290.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 18-1260

DO NOT USE THIS SPACE

9. 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.

Elisabeth A. Evert
Name of Person Signing

Signature

TRADEMARK MAR 13, 2002

REEL: 002473 FRAME: 0352

ASSIGNMENT OF TRADEMARKS

This Trademark Assignment ("Assignment") is effective as of January 16, 2002, by and between Insure One Independent Insurance Agency, Inc. (d.b.a. InsureOne Independent Insurance Agency, Inc., an Illinois corporation) ("Assignor"), and InsureOne Independent Insurance Agency, LLC, (f.k.a. New Agency, LLC) an Illinois limited liability company ("Assignee").

WHEREAS, Assignor and Assignee are parties to an Asset Purchase Agreement dated as of January 7, 2002 ("APA"), pursuant to which Assignee agreed to purchase certain assets of Assignor, and Assignor agreed to transfer, assign, and sell such assets to Assignee;

WHEREAS, Assignor owns all right, title, and interest in the marks listed on Schedule A, which are registered in the United States Patent and Trademark Office, and the marks listed on Schedule B, some of which are registered or registration has been applied for, in foreign trademark offices (collectively, the "Marks"); and

WHEREAS, pursuant to the APA, Assignor desires to assign, and Assignee desires to acquire, all right, title, and interest in and to the Marks:

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns, sells, and transfers to Assignee all of Assignor's right, title, and interest in and to the Marks, including without limitation: (a) the good will associated with the Marks, (b) the registrations and applications for registration of the Marks, and (c) the right to sue and collect damages for infringement of the Marks. Assignor agrees that Assignee may record this Assignment with the United States Patent and Trademark Office or any foreign trademark authority. This Assignment may be executed in one or more counterparts, each of which shall be deemed an original and together shall constitute one agreement.

[remainder of this page intentionally left blank]

IN WITNESS WHEREOF Assignor and Assignee have executed this Assignment as of the date first written above.

INSURE ONE INDEPENDENT INSURANCE AGENCY, INC. (d.b.a InsureOne Independent Insurance Agency, Inc.)

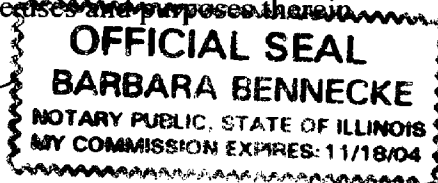
By: J. Hallberg, pres

State of: IL

County of: COOK

On this 4 day of MARCH, 2002, before me appeared J. HALLBERG, personally known to me to be the same person whose name is subscribed to this instrument, appeared before me this day in person in his capacity as PRESIDENT of Insure One Independent Insurance Agency, Inc. (d.b.a. InsureOne Independent Insurance Agency, Inc.) and acknowledged that he signed, sealed and delivered this instrument as his free and voluntary act for the uses and purposes therein set forth.

Barbara Bennecke
Notary Public



INSUREONE INDEPENDENT INSURANCE AGENCY, LLC (f.k.a. New Agency, LLC)

By: [Signature]

State of: Alabama

County of: Jefferson

On this 1st day of March, 2002, before me appeared Arthur J. Gonzales personally known to me to be the same person whose name is subscribed to this instrument, appeared before me this day in person in his capacity as Manager of InsureOne Independent Insurance Agency, LLC (f.k.a. New Agency, LLC) and acknowledged that he signed, sealed and delivered this instrument as his free and voluntary act for the uses and purposes therein set forth.

[Signature]
Notary Public

MY COMMISSION EXPIRES: 11/18/04

SCHEDULE A

Marks registered in the United States Patent and Trademark Office:

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
The Insurance Superstore	2,382,054	September 5, 2000
DealerOne	2,274,850	August 31, 1999
Insureone.com	2,217,852	January 12, 1999
Seguros Uno	2,231,104	March 9, 1999
Insure One and Design	2,372,895	August 1, 2000
Insure One and Design	2,104,485	October 14, 1997
Insure One	2,104,486	October 14, 1997
Insure One and Design	2,071,991	June 17, 1997
Insurance One	1,116,946	April 24, 1979
Yellow Key & Design	2,363,909	July 4, 2000
Yellow Key	2,320,884	February 22, 2000

SCHEDULE B

Marks registered in foreign trademark offices:

<u>Mark</u>	<u>Country</u>	<u>Registration No.</u>	<u>Registration Date</u>
InsureOne	Mexico	664674	July 25, 2000
InsureOne	European Union	1.678.770	June 14, 2001

Pending Marks:

<u>Mark</u>	<u>Country</u>	<u>Application No.</u>	<u>Filing Date</u>
INSUREONE	Canada	1,049,991	March 9, 2000
INSUREONE	Great Britain	2264582	March 19, 2001
INSUREONE	Japan	2001-863	January 10, 2001