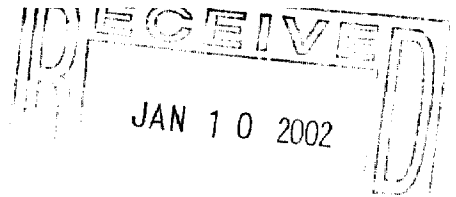


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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

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

1. Name of conveying party(ies): Willis Administrative Services Corporation... Association... Corporation-State... Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: St. Paul Fire and Marine Insurance Co. Internal Address: Robin Ramswick Fuller, Esq. - MC 515A Street Address: 385 Washington Street City: Saint Paul State: MN Zip: 55102... Corporation-State Minnesota... If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

3. Nature of conveyance: Assignment... Merger... Security Agreement... Change of Name... Other... Execution Date: 01/26/2001

4. Application number(s) or registration number(s): A. Trademark Application No.(s) See attached. 1209986 Additional number(s) attached Yes No

B. Trademark Registration No.(s) See attached.

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Mary E. Caiazza Internal Address: Street Address: 26 Century Boulevard City: Nashville State: TN Zip: 37214

6. Total number of applications and registrations involved: 5 7. Total fee (37 CFR 3.41) \$ 140.00 Enclosed Authorized to be charged to deposit account 8. Deposit account number: 501991 (Attach duplicate copy of this page if paying by deposit account)

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. Robin Ramswick Fuller Signature Date 12-5-01

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

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 002488 FRAME: 0119

01/17/2002 LNELLER 0000097 501991 40.00 CH 100.00 CH 01 FC:461 02 FC:462

**Recordation Form Cover Sheet (Trademarks Only) – ATTACHMENT**

Item 4. Applications number(s) or registration number(s):

<b>Mark</b>	<b>U.S. Reg. No.</b>
PENCO	1,208,986
PENCO and Design	1,216,079
PUBLIC ENTITIES NATIONAL COMPANY, PENCO and Design	1,216,080
Composite Design	1,216,081
PENCO and Design	1,272,118

TRADEMARK ASSIGNMENT

For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged;


Willis Administrative Services Corporation, a corporation of the state of Tennessee, having an office and place of business at 26 Century Boulevard, Nashville, Tennessee (Assignor), hereby sells, assigns and transfers unto:

St. Paul Fire and Marine Insurance Company, a corporation of the state of Minnesota, having an office and place of business at 385 Washington Street, St. Paul, Minnesota 55102-1396;

as assignee, and its successors, assigns and legal representatives, all of Assignor's right, title and interest in and to the trademarks identified on Schedule I, including any and all common law rights, registrations thereof, all trade name rights, service name rights and together with all of the goodwill pertaining to such trademarks.

IN WITNESS WHEREOF, Willis Administrative Services Corporation has caused this assignment to be duly executed as of the date and the year set forth herein.

WILLIS ADMINISTRATIVE SERVICES CORPORATION

Signature: 

Printed Name: Mary E. Caiazza

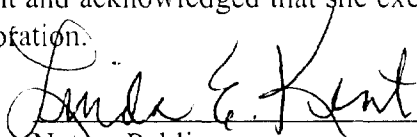
Title: Senior Vice President & General Counsel

STATE OF Tennessee)

) ss.

COUNTY OF Davidson)

On this 26<sup>th</sup> day of January, 2001, before me personally appeared Mary E. Caiazza, to me known to be the SVP & GC of Willis Administrative Services Corporation and who executed the foregoing instrument and acknowledged that she executed the same as the duly authorized act and deed of said corporation.

  
Notary Public

**My Commission Expires JUL 26, 2003**

**SCHEDULE I**

<b>Mark</b>	<b>U.S. Registration No.</b>	<b>Registrant Date</b>	<b>Registrant</b>
PENCO	1,208,986	September 14, 1982	Corroon & Black Benefits, Inc.*
PENCO & design	1,216,079	November 9, 1982	Corroon & Black Benefits, Inc.*
PUBLIC ENTITIES NATIONAL COMPANY, PENCO & design	1,216,080	November 9, 1982	Corroon & Black Benefits, Inc.*
Composite design	1,216,081	November 9, 1982	Corroon & Black Benefits, Inc.*
PENCO & design	1,272,118	March 27, 1984	Corroon & Black Benefits, Inc.*

\* Corroon & Black Benefits, Inc. is a former name of Willis Administrative Services Corporation.