

Form PTO-1594
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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

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

1. Name of conveying party(ies):
American Wholesale Insurance Group, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State (Delaware)
 Other _____

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

2. Name and address of receiving party(ies)

Name: AmWINS Holdings, LLC
Internal
Address: _____

Street Address: 4064 Colony Road, Suite 450
City: Charlotte State: NC Zip: 28211

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other LLC

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: March 21, 2005

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)
76-525933
76-476296

Additional number(s) attached Yes No

B. Trademark Registration No.(s)

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Heather M. Phillips, Paralegal
Internal Address:
Robinson, Bradshaw & Hinson, P.A.
Street Address: 101 N. Tryon Street, Suite 1800

City: Charlotte State: NC Zip: 28246

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41) \$65.00

Enclosed
 Authorized to be charged to deposit account (shortage only)
See attached visa authorization

8. Deposit account number:

(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.

Heather M. Phillips, Paralegal Heather M. Phillips March 23, 2005
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and documents: 7

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

OP \$65.00 76525933

TRADEMARK ASSIGNMENT

This Trademark Assignment (this "Assignment"), is by and between **American Wholesale Insurance Group, Inc.**, a Delaware corporation (the "Assignor"), and **AmWINS Holdings, LLC**, a North Carolina limited liability company (the "Assignee").

Background Statement

Assignor is a party to that certain Contribution Agreement between Assignor and Assignee effective as of December 31, 2004 (the "Contribution Agreement"), whereby Assignee has agreed to receive, and Assignor has agreed to transfer, all of Assignor's assets. In connection with the Contribution Agreement, Assignor and Assignee have agreed to enter into this Assignment.

Statement of Agreement

In consideration of the premises and for other good and valid consideration, the receipt and sufficiency of which are hereby acknowledged, the parties, intending to be legally bound, agree as follows:

Assignor does hereby assign, convey, transfer and deliver to Assignee, its successors, assigns and legal representatives or nominees, Assignor's entire right, title and interest, for all countries, jurisdictions and political entities of the world, along with the right to sue for past infringement, to all the trademarks, trademark registrations and trademark applications listed on **Schedule A**, together with the goodwill of the business symbolized by such trademarks (the "Assigned Trademarks").

Assignor further agrees that, upon request, Assignor will, without charge to Assignee, furnish all documentation in its possession relating to or supporting chain of title, sign all papers, take all rightful oaths, and do all other acts that may be reasonably necessary to reflect the assignment of the Assigned Trademarks to Assignee, its successors, assigns and legal representatives or nominees.

This Assignment may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

This Assignment shall be governed by, and construed and interpreted in accordance with, the laws of the State of North Carolina without regard to the principles of conflicts of laws. This Assignment may be modified only in writing executed on behalf of both parties. This Assignment will be binding upon the parties hereto, their personal representatives, successors, heirs and permitted assigns.

If for any reason any of the provisions, or portions thereof, of this Assignment is held by a court of competent jurisdiction to be invalid, illegal or unenforceable, such provision, or portion thereof, will be deemed modified to the minimum extent necessary to make such provision consistent with applicable law and the remaining portions of this Assignment will not be affected and will be valid and enforceable.

This Assignment and the Contribution Agreement constitute the entire agreement between the parties regarding the Assigned Trademarks and supersedes all prior agreements and negotiations, either written or oral, expressed or implied regarding the subject matter hereof. Any representation, promise or condition relating to the Assigned Trademarks not contained or incorporated herein or in the Contribution Agreement will not be binding upon either party.

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ACCEPTANCE:

The undersigned, **AmWINS Holdings, LLC**, hereby declares that it has accepted the foregoing assignment.

SIGNED AND SEALED this 21st day of March, 2005.

AMWINS HOLDINGS, LLC

By:



Scott Purviance, CFO, Vice President
and Secretary

SCHEDULE A**Trademark Applications**

<u>Pledgor</u>	<u>Mark</u>	<u>Country</u>	<u>Serial/ Application Number</u>	<u>Filing Date</u>
American Wholesale Insurance Group, Inc.	AMWINS	USA	76-525933	6/26/03
American Wholesale Insurance Group, Inc.	A (and Design)	USA	76-476296	12/16/02