

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	TRADEMARK SECURITY AGREEMENT (SECOND LIEN)		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
NATIONAL EMPLOYEE BENEFIT COMPANIES, INC.		06/08/2007	CORPORATION: RHODE ISLAND
RECEIVING PARTY DATA			
Name:	WACHOVIA BANK, NATIONAL ASSOCIATION		
Street Address:	201 South College Street		
Internal Address:	8th Floor		
City:	Charlotte		
State/Country:	NORTH CAROLINA		
Postal Code:	28288-0680		
Entity Type:	National Banking Association: UNITED STATES:		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	3124713	EASYSRIPTS	
Serial Number:	77048422	RETIREE BENEFIT ADVANTAGE	
Serial Number:	78791099	CC CLERGYCARE	
CORRESPONDENCE DATA			
Fax Number:	(704)353-3871		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	704.331.5792		
Email:	docket@kennedycovington.com		
Correspondent Name:	Karl S. Sawyer, Jr.		
Address Line 1:	214 North Tryon Street		
Address Line 2:	Hearst Tower, 47th Floor		
Address Line 4:	Charlotte, NORTH CAROLINA 28202		
ATTORNEY DOCKET NUMBER:	13567.150		

OP \$90.00 3124713

NAME OF SUBMITTER:	Karl S. Sawyer, Jr.
Signature:	/karl s sawyer jr/
Date:	06/21/2007
Total Attachments: 6 source=NATIONAL EMPLOYEE TM Sec Agree 2nd Lien#page1.tif source=NATIONAL EMPLOYEE TM Sec Agree 2nd Lien#page2.tif source=NATIONAL EMPLOYEE TM Sec Agree 2nd Lien#page3.tif source=NATIONAL EMPLOYEE TM Sec Agree 2nd Lien#page4.tif source=NATIONAL EMPLOYEE TM Sec Agree 2nd Lien#page5.tif source=NATIONAL EMPLOYEE TM Sec Agree 2nd Lien#page6.tif	

**TRADEMARK SECURITY AGREEMENT
(SECOND LIEN)**

Trademark Security Agreement (this "Agreement") dated as of June 8, 2007 by and between NATIONAL EMPLOYEE BENEFIT COMPANIES, INC., a Rhode Island corporation (the "Grantor"), having its chief executive office at 16 International Way, Unit 2, Warwick, Rhode Island 02886 and WACHOVIA BANK, NATIONAL ASSOCIATION, as Administrative Agent (the "Administrative Agent"), with offices at 201 South College Street, 8th Floor, Charlotte, North Carolina 28288-0680, for the ratable benefit of the Secured Parties.

This Agreement is executed pursuant to the terms of (a) the Second Lien Credit Agreement dated as of June 8, 2007 (as amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement") by and among American Wholesale Insurance Holding Company, LLC, a Delaware limited liability company, as Parent, AmWINS Group, Inc., a Delaware corporation, as Borrower, the Lenders who are or may become party thereto and the Administrative Agent and (b) the Second Lien Collateral Agreement dated as of June 8, 2007 (as amended, restated, supplemented or otherwise modified from time to time, the "Collateral Agreement") executed by the Credit Parties in favor of the Administrative Agent, for the ratable benefit of the Secured Parties. Capitalized terms used herein but not defined herein shall have the meaning assigned to them in the Credit Agreement or the Collateral Agreement, as applicable.

NOW, THEREFORE, for good and valuable consideration, receipt and sufficiency of which are hereby acknowledged, the Grantor hereby grants to the Administrative Agent a continuing security interest in all of the Grantor's right, title and interest in, to and under the following, whether presently existing or hereafter arising or acquired:

(i) all Trademarks and all of the goodwill of the business connected with the use of, and symbolized by, each Trademark of the Grantor (excluding trademark applications for which Grantor has not filed under Applicable Law a verified statement of use), including, without limitation, each Trademark listed on Schedule A;

(ii) each Trademark License, including, without limitation, each Trademark License listed on Schedule B;

(iii) all claims by the Grantor against third parties for (a) past, present or future infringement or dilution of any Trademark, including, without limitation, any Trademark listed on Schedule A or under any Trademark licensed under any Trademark License including, without limitation, any Trademark License listed on Schedule B, (b) injury to the goodwill associated with any Trademark or (c) breach or enforcement of any Trademark License; and

(iv) all products and proceeds of the foregoing.

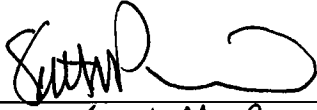
The rights and remedies of the Administrative Agent with respect to the security interest granted herein are without prejudice to, and are in addition to, those set forth in the Collateral

Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Agreement are deemed to conflict with the Collateral Agreement, the provisions of the Collateral Agreement shall govern.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the date set forth above.

NATIONAL EMPLOYEE BENEFIT COMPANIES, INC., as Grantor

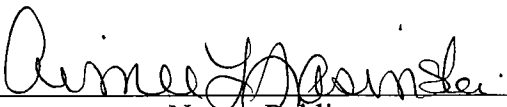
By: 
Name: Scott M. Purviance
Title: Vice President

ACKNOWLEDGMENT

STATE OF North Carolina
COUNTY OF Mecklenburg

I, Aimee L. Jasinski, a Notary Public for said County and State, do hereby certify that Scott M. Purviance personally appeared before me this day and stated that (s)he is Vice President of National Employee Benefit Companies, Inc. and acknowledged, on behalf of National Employee Benefit Companies, Inc. the due execution of the foregoing instrument.

Witness my hand and official seal, this 6 day of June, 2007.


Notary Public

My commission expires:

6/16/08

Agreed and Accepted as of the 8th day of
June, 2007.

WACHOVIA BANK, NATIONAL ASSOCIATION,
as Administrative Agent

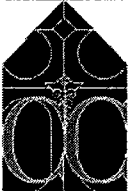
By: William R. Goley
Name: William R. Goley
Title: Director

[Second Lien Trademark Security Agreement]

TRADEMARK
REEL: 003565 FRAME: 0152

Schedule A to Trademark Security Agreement

TRADEMARKS

<u>Owner</u>	<u>Trademarks</u>	<u>Reg. or Serial No.</u>
National Employee Benefit Companies, Inc.	RETIREE BENEFIT ADVANTAGE	77/048422
National Employee Benefit Companies, Inc.	EasyScripts	3,124,713
National Employee Benefit Companies, Inc.	 ClergyCare	78/791099

Schedule B to Trademark Security Agreement

TRADEMARK LICENSES

None.