

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
USI Services Corporation		09/12/2007	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	USI Insurance Services LLC		
<b>Street Address:</b>	555 Pleasantville Road, Suite 160 South		
<b>City:</b>	Briarcliff Manor		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10510		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2613891	USI	
<b>Serial Number:</b>	77256932	USI KNOWLEDGE NETWORK	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(215)981-4750		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	215.981.4547		
<b>Email:</b>	leonardm@pepperlaw.com		
<b>Correspondent Name:</b>	Michael J. Leonard, Esquire		
<b>Address Line 1:</b>	Eighteenth & Arch Streets		
<b>Address Line 2:</b>	3000 Two Logan Square		
<b>Address Line 4:</b>	Philadelphia, PENNSYLVANIA 19103-2799		
<b>ATTORNEY DOCKET NUMBER:</b>	101267.26		
<b>NAME OF SUBMITTER:</b>	Michael J. Leonard		
<b>Signature:</b>	/michael leonard/		

OP \$65.00 2613891

Date:

04/22/2008

**Total Attachments: 2**

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# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "USI SERVICES CORPORATION" TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "USI SERVICES CORPORATION" TO "USI INSURANCE SERVICES LLC", FILED IN THIS OFFICE ON THE TWELFTH DAY OF SEPTEMBER, A.D. 2007, AT 5:12 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2398454 8100V

071011316



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5996735

DATE: 09-13-07

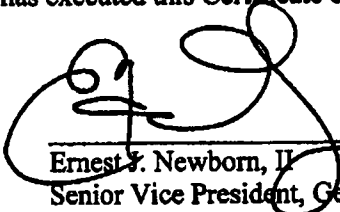
TRADEMARK  
REEL: 003766 FRAME: 0255

STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A CORPORATION TO A  
LIMITED LIABILITY COMPANY

This Certificate of Conversion of USI Services Corporation (the "Company"), dated as of September 12, 2007, is being duly executed and filed by the undersigned, as an authorized person, pursuant to Section 18-214 of the Delaware Limited Liability Act:

1. The jurisdiction where the Company first formed is Delaware.
2. The jurisdiction of the Company immediately prior to filing this Certificate is Delaware.
3. The date the Company first formed is April 28, 1994.
4. The name of the Company immediately prior to filing this Certificate is USI Services Corporation.
5. The name of the Limited Liability Company as set forth in the Certificate of Formation is USI Insurance Services LLC.
6. The conversion shall be effective immediately upon the date of this filing.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion as of the date first above written.

  
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Ernest F. Newborn, II  
Senior Vice President, General Counsel,  
and Secretary

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