

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Citigroup Inc.		03/31/2010	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Citigroup Insurance Holding Corporation
Street Address:	399 Park Avenue
Internal Address:	c/o Citigroup Inc.
City:	New York
State/Country:	NEW YORK
Postal Code:	10022
Entity Type:	CORPORATION: GEORGIA

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Registration Number:	1463069	PRIMERICA
Registration Number:	1492554	PRIMERICA
Registration Number:	1497031	PRIMERICA
Registration Number:	1501588	PRIMERICA
Serial Number:	78896752	PROMERICA BANK
Serial Number:	77855744	PROMERICA
Serial Number:	77931208	PRIMERICA DEBTWATCHERS
Serial Number:	77929428	PRIMERICA RING
Serial Number:	77932261	FREEDOM LIVES HERE
Serial Number:	77929444	PRIMERICA

CORRESPONDENCE DATA

Fax Number: (404)881-7777
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

900163568

**TRADEMARK
 REEL: 004216 FRAME: 0623**

OP \$265.00 1463069

Phone: 404-881-7000
Email: barbara.yates@alston.com
Correspondent Name: Ginabeth B. Hutchison, Esq.
Address Line 1: 1201 W. Peachtree Street
Address Line 2: c/o Alston & Bird LLP
Address Line 4: Atlanta, GEORGIA 30309-3424

NAME OF SUBMITTER:	Ginabeth B. Hutchison
Signature:	/Ginabeth B. Hutchison/
Date:	06/02/2010

Total Attachments: 4
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TRADEMARK ASSIGNMENT AGREEMENT

THIS TRADEMARK ASSIGNMENT AGREEMENT (this "Agreement") is made this 31st day of March, 2010, by and between Citigroup Inc., a Delaware corporation with a principal place of business at 399 Park Avenue, New York, New York 10022 ("Assignor") and Citigroup Insurance Holding Corporation, a Georgia corporation with a principal place of business c/o Citigroup Inc. at 399 Park Avenue, New York, New York 10022 ("Assignee").

WHEREAS, Assignor owns its right, title and interest in, to and under the trademarks and service marks listed on Schedule A (including the applications and registrations listed on Schedule A and the goodwill of the business symbolized by such trademarks and service marks) (collectively, the "Trademarks");


WHEREAS, in anticipation of the initial public offering of Primerica, Inc. and the execution and consummation of that certain Exchange and Transfer Agreement by and between Primerica, Inc. and Assignee, pursuant to which Assignee will transfer, assign and convey certain assets, including the Trademarks, to Primerica, Inc., Assignor has agreed to transfer, assign and convey all of Assignor's right, title and interest in and to the Trademarks to Assignee, and Assignee wishes to accept same.

NOW, THEREFORE, in consideration of the mutual promises and covenants set forth herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby transfer, assign and convey to Assignee, as of the date first above written, all of Assignor's right, title and interest in and to the Trademarks.

This Agreement shall be governed by, enforced under and construed in accordance with, the laws of the State of New York, without giving effect to any choice or conflicts of law provision or rule thereof.

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


CITIGROUP INSURANCE HOLDING
CORPORATION

By: 
Name: John Gerspach
Title: President

[Signature page to the Citigroup-CIHC Trademark Assignment Agreement]

IN WITNESS WHEREOF, each of the parties hereto has caused this Agreement to be signed by a duly authorized officer as of the date first written above.

CITIGROUP INC.

By: 
Name: Michael L. Corbat
Title: Authorized Signatory

[Signature page to the Citigroup-CIHC Trademark Assignment Agreement]

SCHEDULE A

Trademarks

<u>Mark</u>	<u>Jurisdiction</u>	<u>Reg. No./Ser. No.</u>	<u>Reg. Date/Filing Date</u>
PRIMERICA	U.S.	1,463,069	10/27/1987
PRIMERICA	U.S.	1,492,554	6/14/1988
PRIMERICA	U.S.	1,497,031	7/19/1988
PRIMERICA	U.S.	1,501,588	8/23/1988
PROMERICA BANK	U.S.	78/896,752	5/31/2006
PROMERICA	U.S.	77/855,744	10/23/2009
PRIMERICA DEBTWATCHERS	U.S.	77/931,208	2/9/2010
PRIMERICA RING	U.S.	77/929,428	2/5/2010
PRIMERICA RING	Canada	TMA 1469103	2/10/2010
FREEDOM LIVES HERE	U.S.	77/932,261	2/10/2010
3 Rings Logo Design	U.S.	77/929,444	2/5/2010
3 Rings Logo Design	Canada	TMA 1469095	2/10/2010
PRIMERICA	Canada	TMA 407,595	2/5/1993
DEBTWATCHERS	Canada	App. 1446487	7/29/2009
CONTROLE DES DETTES	Canada	App. 1447625	8/10/2009