

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
Citicorp Trust Bank, FSB		03/31/2010	Federal Savings Bank: 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: 2			
Property Type	Number	Word Mark	
Registration Number:	2085131	\$.M.A.R.T. LOAN	
Registration Number:	2217076	\$.M.A.R.T.	
CORRESPONDENCE DATA			
Fax Number:	(404)881-7777		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
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/		

OP \$65.00 2085131

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**TRADEMARK
 REEL: 004216 FRAME: 0655**

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 Citicorp Trust Bank, FSB, a federal savings bank with a principal place of business at 4500 New Linden Hill Road, Wilmington, Delaware 19808 ("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 is the record owner of the service mark registrations listed on Schedule A (collectively, the "Trademarks");

WHEREAS, Assignor has determined that, as between Assignor and Primerica, Inc. ("Primerica"), Primerica is the beneficial owner of the service marks identified in the Trademarks and that, as such, Primerica shall own the Trademarks;

WHEREAS, in anticipation of the initial public offering of Primerica and the execution and consummation of that certain Exchange and Transfer Agreement by and between Primerica and Assignee, pursuant to which Assignee will transfer, assign and convey certain assets, including the Trademarks, to Primerica, 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.

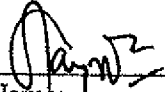
NOW, THEREFORE, in consideration of the mutual promises and covenants set forth herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby transfer, assign and convey to Assignee, as of the date first above written, all of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

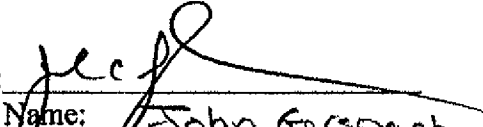
IN WITNESS WHEREOF, each of the parties hereto has caused this Agreement to be signed by a duly authorized officer as of the date first written above.

CITICORP TRUST BANK, FSB

By:  _____
Name:
Title:

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

CITIGROUP INSURANCE HOLDING
CORPORATION

By: 
Name: John Gerspach
Title: President

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

SCHEDULE A

Trademarks

<u>Mark</u>	<u>Jurisdiction</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
\$M.A.R.T. LOAN	U.S.	2,085,131	8/5/1997
\$M.A.R.T.	U.S.	2,217,076	1/12/1999