

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 Insurance Holding Corporation		04/01/2010	CORPORATION: GEORGIA

RECEIVING PARTY DATA

Name:	Primerica, Inc.
Street Address:	3120 Breckinridge Blvd.
City:	Duluth
State/Country:	GEORGIA
Postal Code:	30099-0001
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 12

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
Registration Number:	2085131	\$.M.A.R.T. LOAN
Registration Number:	2217076	\$.M.A.R.T.

CORRESPONDENCE DATA

900164042

**TRADEMARK
 REEL: 004220 FRAME: 0514**

OP \$315.00 1463069

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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:	06/07/2010

Total Attachments: 4
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TRADEMARK ASSIGNMENT AGREEMENT

THIS TRADEMARK ASSIGNMENT AGREEMENT (this "**Agreement**") is made this 1st day of April, 2010, by and between 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 ("**Assignor**") and Primerica, Inc., a Delaware corporation with a principal place of business at 3120 Breckinridge Blvd., Duluth, Georgia 30099-0001 ("**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, pursuant to that certain Exchange and Transfer Agreement by and between Assignor and Assignee dated as of March 31, 2010 (the "**Exchange Agreement**"), Assignor 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 Exchange Agreement 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.

CITIGROUP INSURANCE HOLDING
CORPORATION

By: 
Name: John Gerspach
Title: President

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

TRADEMARK
REEL: 004220 FRAME: 0517

PRIMERICA, INC.

By: Peter W. Schneider

Name: Peter W Schneider

Title: Executive VP and Secretary

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

SCHEDULE A

Trademarks

Registrations and Applications

<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
\$.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
CONCERT	Canada	TMA 519168	11/5/1999

Common Law Marks

<u>Mark</u>	<u>Goods and Services</u>
PRIMERICA G.O.O.D. LOAN	Debt consolidation loans
PRIMERICA SECURE	Auto and home referral program with Answer Financial
PRIMERICA LEGAL PROTECTION PROGRAM	Pre-paid legal insurance program
PRIMERICA ESTATE ACCOUNT	Retained asset account for claims
PRIMELITE I, II, III, IV	Variable annuity
PRIMEBUILDER	401(k) annuity
PRIMERICA H.O.M.E. LOAN	Secured loan product
PRIMERICARE ADVANTAGE	Long term care product
FREEDOM LIVES HERE	Financial services & recruiting in Canada