

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
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SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Confie Seguros, Inc.		09/30/2010	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	GE BUSINESS FINANCIAL SERVICES INC. (formerly known as Merrill Lynch Business Financial Services Inc.), as Administrative Agent		
<b>Street Address:</b>	500 West Monroe Street		
<b>City:</b>	Chicago		
<b>State/Country:</b>	ILLINOIS		
<b>Postal Code:</b>	60661		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	3753855	CONFIE SEGUROS	
Registration Number:	3669209	DEDICADOS A SU FUTURO	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(312)863-7806		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	312-863-7198		
<b>Email:</b>	nancy.brougher@goldbergkohn.com		
<b>Correspondent Name:</b>	Nancy Brougher		
<b>Address Line 1:</b>	Goldberg Kohn Ltd.		
<b>Address Line 2:</b>	55 East Monroe Street, Suite 3300		
<b>Address Line 4:</b>	Chicago, ILLINOIS 60603		
<b>ATTORNEY DOCKET NUMBER:</b>	5125.168		
<b>NAME OF SUBMITTER:</b>	Nancy Brougher		
<b>Signature:</b>	/njb/		

OP \$65.00 3753855

**TRADEMARK**

Date:

10/08/2010

**Total Attachments: 5**

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**AMENDMENT NO. 1 TO  
TRADEMARK SECURITY AGREEMENT**

THIS AMENDMENT NO. 1 TO TRADEMARK SECURITY AGREEMENT (this "Amendment") amends that certain Trademark Security Agreement dated as of January 11, 2008 (the "Agreement") made by CONFIE SEGUROS, INC., a Delaware corporation ("Grantor"), and certain other grantors party thereto, in favor of GE BUSINESS FINANCIAL SERVICES INC. (formerly known as Merrill Lynch Business Financial Services Inc., "Grantee"), as Administrative Agent for the lenders (the "Lenders") party to the Credit Agreement (as defined below), and is made as of September 30, 2010.

WHEREAS, Confie Seguros Holding II Co., a Delaware corporation ("Borrower"), and Lenders are parties to a certain Amended and Restated Credit Agreement dated as of the date hereof (as the same may be amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement") providing for the extensions of credit to be made to Borrower by Lenders; and

WHEREAS, Grantor is a direct or indirect subsidiary of Borrower and Grantor will benefit from the financial accommodations provided to Borrower pursuant to the Credit Agreement; and

WHEREAS, pursuant to that certain Guaranty dated as of January 11, 2008 by and among Grantor, the other guarantors thereto and Administrative Agent, Grantor and such other parties have agreed to guarantee all of Borrower's Obligations; and

WHEREAS, pursuant to the terms of a certain Security Agreement dated as of January 11, 2008 among Grantor, the other grantors thereto and Grantee (as the same may be amended or otherwise modified from time to time, the "Security Agreement"), Grantor has granted to Grantee, for the benefit of Lenders, a security interest in substantially all of the assets of Grantor including all right, title and interest of Grantor in, to and under all now owned and hereafter acquired Trademarks (as defined in the Security Agreement), together with the goodwill of the business symbolized by Grantor's Trademarks, and all products and proceeds thereof, to secure the payment of all amounts owing by Borrower under the Credit Agreement; and

WHEREAS, since the date of Grantor's execution of the Agreement, Grantor has acquired interests in additional Trademarks; and

WHEREAS, Grantor and Grantee have agreed to amend the Agreement in the manner specifically set forth herein;

NOW, THEREFORE, for good and valuable consideration, the receipt and legal sufficiency of which are hereby acknowledged, the parties hereto hereby agree to amend the Agreement as follows:

1. Schedules. Schedule 1 as referred to in the Agreement is hereby supplemented by the schedule attached hereto.

2. Effect of Amendment. Except as expressly amended by this Amendment, the terms of the Agreement shall remain in full force and effect as executed.

3. Counterparts. This Amendment may be executed in any number of counterparts, each of which when so executed and delivered shall be deemed to be an original and all of which counterparts taken together shall constitute but one and the same instrument.

**[Signature Page Follows]**

IN WITNESS WHEREOF, Grantor and Grantee have each caused this Amendment to be duly executed and delivered by an officer thereunto duly authorized as of the date first above written.

CONFIE SEGUROS, INC., a Delaware corporation

By *James M. Allmon*  
Its EXECUTIVE VICE PRESIDENT

Agreed and accepted as of the date first written above

GE BUSINESS FINANCIAL SERVICES  
INC. (formerly known as Merrill Lynch  
Business Financial Services Inc.), as  
Administrative Agent

By \_\_\_\_\_  
Its \_\_\_\_\_

IN WITNESS WHEREOF, Grantor and Grantee have each caused this Amendment to be duly executed and delivered by an officer thereunto duly authorized as of the date first above written.

CONFIE SEGUROS, INC., a Delaware corporation

By \_\_\_\_\_  
Its \_\_\_\_\_

Agreed and accepted as of the date first written above

GE BUSINESS FINANCIAL SERVICES  
INC. (formerly known as Merrill Lynch  
Business Financial Services Inc.), as  
Administrative Agent

By  \_\_\_\_\_  
Its Kristina M. Jurozyk  
Duly Authorized Signatory

**SUPPLEMENT TO SCHEDULE 1**

<b>Grantor</b>	<b>Trademark</b>	<b>Serial No.</b>	<b>Registration No.</b>	<b>Reg./Filing Date</b>
Confie Seguros, Inc.	Confie Seguros	77664950	3753855	03/02/10
Confie Seguros, Inc.	Dedicados a su futuro	77664669	3669209	08/18/09