

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

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>
Amerilife Group, LLC		03/29/2011	LIMITED LIABILITY COMPANY: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	JPMorgan Chase Bank, National Association		
<b>Street Address:</b>	270 PARK AVENUE		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10017		
<b>Entity Type:</b>	National Association: UNITED STATES		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	3751936	AMERILIFE	
Registration Number:	3707470	AMERI-LIFE	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(202)955-5564		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	202 663-7271		
Email:	thomas.brooke@hklaw.com, ptcketing@hklaw.com		
Correspondent Name:	Thomas W. Brooke		
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ATTORNEY DOCKET NUMBER:	88499/309		
NAME OF SUBMITTER:	Thomas W. Brooke		
Signature:	/Thomas W. Brooke/		
Date:	04/12/2011		
Total Attachments: 1 source=amerilife#page1.tif			

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**NOTICE OF  
GRANT OF SECURITY INTEREST  
IN TRADEMARKS**

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of March 29, 2011 (the "Security Agreement") by and among the Credit Parties party thereto (each a "Credit Party" and collectively, the "Credit Parties") and JPMorgan Chase Bank, National Association, as Administrative Agent (the "Administrative Agent") for the Lenders referenced therein (the "Lenders"), the undersigned Credit Party has granted, and hereby grants and re-grants, a continuing security interest in and continuing lien upon, the trademark registrations and trademark applications shown below to the Administrative Agent for the ratable benefit of the Lenders:

TRADEMARKS

<u>Trademark No.</u>	<u>Description of Trademark Item</u>	<u>Date of Trademark</u>
Reg. No. 3,751,936	AMERILIFE (wordmark)	February 23, 2010
Reg. No. 3,707,470	AMERI-LIFE (wordmark)	November 10, 2009

The Credit Parties and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademark registrations and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an absolute assignment of any trademark registration or trademark application.

Very truly yours,

AMERILIFE GROUP, LLC


By: 

Timothy D. North  
Chief Executive Officer

Date: March 29, 2011

Acknowledged and Accepted:

JPMORGAN CHASE BANK, NATIONAL ASSOCIATION,  
as Administrative Agent and Lender

By:   
Name: NICHOLAS KUSHNER  
Title: VICE PRESIDENT

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