

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
Balboa Insurance Company		06/01/2011	insurance company: CALIFORNIA
RECEIVING PARTY DATA			
Name:	QBE Holdings, Inc.		
Street Address:	Wall Street Plaza, 88 Pine Street		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10005		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Registration Number:	3769077	RECOVERNOW	
Registration Number:	2629773	COMPETITIVE CROSSROADS	
Registration Number:	3763164	REPOSOURCE	
Serial Number:	85230202	COMPETITIVE CROSSROADS	
Registration Number:	3655852	TRACKSOURCE	
CORRESPONDENCE DATA			
Fax Number:	(202)637-3593		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	202-383-0100		
Email:	eteas@sutherland.com		
Correspondent Name:	Christina J. Galus, SUTHERLAND		
Address Line 1:	1275 Pennsylvania Ave., NW		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20004-2415		
ATTORNEY DOCKET NUMBER:	30922-0001 PROJECTBEACH		

CH \$140.00 3769077

900194609

**TRADEMARK
 REEL: 004564 FRAME: 0219**

NAME OF SUBMITTER:	Christina J. Galus
Signature:	/Christina J. Galus/
Date:	06/20/2011
Total Attachments: 5 source=beach Trademark Assignment--Fully Executed Copy#page1.tif source=beach Trademark Assignment--Fully Executed Copy#page2.tif source=beach Trademark Assignment--Fully Executed Copy#page3.tif source=beach Trademark Assignment--Fully Executed Copy#page4.tif source=beach Trademark Assignment--Fully Executed Copy#page5.tif	

TRADEMARK ASSIGNMENT

This TRADEMARK ASSIGNMENT (the "Assignment"), dated as of June 1, 2011, is by and between Balboa Insurance Company, a California domestic insurance company having a principal place of business at 3349 Michelson Drive, Suite 200, Irvine, California 92612 (hereinafter "Assignor"), and QBE Holdings, Inc., a Delaware corporation having a principal place of business at Wall Street Plaza, 88 Pine Street, New York, New York 10005 (hereinafter "Assignee").

WHEREAS, Assignor owns the federal registrations, applications for federal registration, and common law trademarks listed on the attached Schedule A (hereinafter "the Marks"); and

WHEREAS, pursuant to the Amended and Restated Master Transaction Agreement, dated as of February 3, 2011, by and among Assignee, Balboa Insurance Services, Inc., Assignor, Meritplan Insurance Company, Newport Insurance Company, Balboa Life & Casualty LLC, NB Holdings Corporation, Bank of America Corporation (for limited purposes), QBE Insurance Group Limited (for limited purposes) and QBE Insurance Corporation (for limited purposes) (the "MTA"), Assignor desires to assign to Assignee, and Assignee is desirous of acquiring, any and all rights that Assignor may have in and to the Marks, together with all the goodwill of the Business (as defined in the MTA) connected with the Marks and which is symbolized by the Marks, along with the right to recover from third parties damages and profits for past infringements thereof by such third parties.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor and Assignee hereby agree as set forth below:

1. Assignor does hereby assign, sell and transfer unto Assignee, its successors and assigns, all right, title and interest in and to the Marks, together with the goodwill of the Business symbolized by the Marks, along with the right to recover from third parties damages and profits for past infringements thereof by such third parties and Assignee does hereby accept such assignment, sale and transfer.
2. Assignor and Assignee each agree that Assignee is the successor to the Business of Assignor, or a portion thereof, to which the Marks pertain, and the Business is ongoing and existing, as required by 15 U.S.C.A. § 1060(a)(1).
3. Assignor and Assignee each agree, at the request of the other party, at any time and from time to time following the date hereof to further execute and deliver to the requesting party such further instruments as may reasonably necessary or appropriate to more effectively confirm or carry out the provisions of this Assignment.
4. This Assignment shall be governed and construed in accordance with the internal laws of the State of Delaware applicable to contracts made and wholly performed within such state, without regard to any conflict of law principles. Assignor and Assignee irrevocably submit to the exclusive jurisdiction of the Delaware Court of Chancery or, in the event (but only in the event) that such court does not have subject matter jurisdiction over such

suit, action or proceeding, of the United States District Court for the District of Delaware over any suit, action or proceeding arising out of or relating to this Assignment.

5. This Assignment may be executed by Assignor and Assignee in separate counterparts, each of which when so executed and delivered will be an original, but all such counterparts shall together constitute one and the same instrument. Each counterpart may consist of a number of copies hereof each signed by less than all, but together signed by all of the parties hereto. Each counterpart may be delivered by facsimile or email transmission, which transmission will be deemed delivery of an originally executed document.
6. This Assignment is provided pursuant to the MTA, to which reference is made for a further statement of the rights and obligations of Assignor and Assignee with respect to the Marks. No provision in this Assignment shall be deemed to limit, alter or amend the terms or provisions of the MTA. In the event of any conflict between any provision of this Assignment and any provision of the MTA, the MTA shall govern.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned have caused this Assignment to be duly executed as of the date first above written.

BALBOA INSURANCE COMPANY

By 
Name: Martin A. The Elway
Title: President

QBE HOLDINGS, INC.

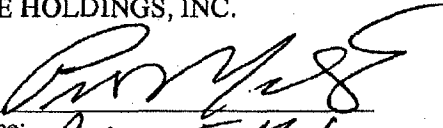
By _____
Name:
Title:

IN WITNESS WHEREOF, the undersigned have caused this Assignment to be duly executed as of the date first above written.

BALBOA INSURANCE COMPANY


By _____
Name:
Title:

QBE HOLDINGS, INC.

By 
Name: Peter T Malin
Title: Corporate Secretary

[Signature Page to Trademark Assignment]

SCHEDULE A

Mark	App. No.	Reg. No.	Status	Design
RECOVERNOW	77699007	3769077	Registered	RECOVERNOW
COMPETITIVE CROSSROADS	75872213	2629773	Registered	
REPOSOURCE (Standard)	77807049	3763164	Registered	REPOSOURCE
COMPETITIVE CROSSROADS (Stylized)	85230202		Pending	
TRACKSOURCE	77587038	3655852	Registered	TRACKSOURCE
SUPERIOR SOLUTIONS FROM PEOPLE YOU TRUST.SM			Common law	
CLIENTSOURCETM			Common law	
RISK-BASED PROTECTIONSM			Common law	