

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT														
NATURE OF CONVEYANCE:	MERGER														
EFFECTIVE DATE:	06/30/2008														
CONVEYING PARTY DATA															
<table border="1"> <thead> <tr> <th>Name</th> <th>Formerly</th> <th>Execution Date</th> <th>Entity Type</th> </tr> </thead> <tbody> <tr> <td>Bertholon-Rowland Corp.</td> <td></td> <td>06/13/2008</td> <td>CORPORATION: NEW YORK</td> </tr> </tbody> </table>				Name	Formerly	Execution Date	Entity Type	Bertholon-Rowland Corp.		06/13/2008	CORPORATION: NEW YORK				
Name	Formerly	Execution Date	Entity Type												
Bertholon-Rowland Corp.		06/13/2008	CORPORATION: NEW YORK												
RECEIVING PARTY DATA															
Name:	USI Insurance Services LLC														
Street Address:	120 Broadway														
City:	New York														
State/Country:	NEW YORK														
Postal Code:	10005														
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE														
PROPERTY NUMBERS Total: 3															
<table border="1"> <thead> <tr> <th>Property Type</th> <th>Number</th> <th>Word Mark</th> </tr> </thead> <tbody> <tr> <td>Registration Number:</td> <td>3407647</td> <td>BR</td> </tr> <tr> <td>Registration Number:</td> <td>3396826</td> <td>BR</td> </tr> <tr> <td>Registration Number:</td> <td>3407648</td> <td>BR CORP</td> </tr> </tbody> </table>				Property Type	Number	Word Mark	Registration Number:	3407647	BR	Registration Number:	3396826	BR	Registration Number:	3407648	BR CORP
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Registration Number:	3407647	BR													
Registration Number:	3396826	BR													
Registration Number:	3407648	BR CORP													
CORRESPONDENCE DATA															
Fax Number:	2029555564														
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>															
Email:	kimberly.hoover@hklaw.com														
Correspondent Name:	Kimberly Hoover														
Address Line 1:	800 17th Street NW														
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20006														
ATTORNEY DOCKET NUMBER:	083471-00061														
NAME OF SUBMITTER:	Kimberly Hoover														

OP \$90.00 3407647

Signature:	/Kimberly Hoover/
Date:	12/21/2012
<b>Total Attachments: 10</b> source=B-R Corp.DE Evidence of Merger.062008#page1.tif source=B-R Corp.DE Evidence of Merger.062008#page2.tif source=B-R Corp.DE Evidence of Merger.062008#page3.tif source=B-R Corp.NY Evidence of Merger.063008#page1.tif source=B-R Corp.NY Evidence of Merger.063008#page2.tif source=B-R Corp.NY Evidence of Merger.063008#page3.tif source=B-R Corp.NY Evidence of Merger.063008#page4.tif source=B-R Corp.NY Evidence of Merger.063008#page5.tif source=B-R Corp.NY Evidence of Merger.063008#page6.tif source=B-R Corp.NY Evidence of Merger.063008#page7.tif	

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"BERTHOLON-ROWLAND CORPORATION", A NEW YORK CORPORATION,  
WITH AND INTO "USI INSURANCE SERVICES LLC" UNDER THE NAME OF  
"USI INSURANCE SERVICES LLC", A LIMITED LIABILITY COMPANY  
ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE,  
AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF JUNE,  
A.D. 2008, AT 7:57 O'CLOCK P.M.

2398454 8100M

080716296



You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 6695279

DATE: 06-27-08

TRADEMARK  
REEL: 004927 FRAME: 0611

State of Delaware  
Certificate of Merger of Foreign Corporation  
Into  
Domestic Limited Liability Company

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act:

**First:** The name of the surviving limited liability company is *USI Insurance Services LLC*, a Delaware Limited Liability Company.

**Second:** The name of the foreign corporation being merged into this surviving Limited Liability Company is *Bertholon-Rowland Corp.* The jurisdiction in which the foreign corporation was formed is New York.

**Third:** The Agreement of Merger has been approved and executed by each of the constituent entities.

**Fourth:** The name of the surviving limited liability company is *USI Insurance Services LLC*.

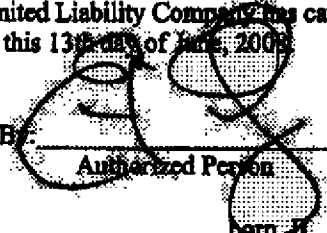
**Fifth:** The Merger is to become effective on June 30th, 2008.

**Sixth:** The Agreement of Merger is on file at 555 Pleasantville Road, Briarcliff Manor, NY, 10510, a place of business of the surviving Limited Liability Company.

**Seventh:** A copy of the Agreement of Merger will be furnished by the surviving Limited Liability Company, on request without cost, to any member or stockholder of the constituent entities.

[signature page follows]

**IN WITNESS WHEREOF**, said Limited Liability Company has caused this Certificate to be signed by an authorized person, this 13th day of Feb, 2008

  
By \_\_\_\_\_  
Authorized Person  
born in \_\_\_\_\_

Name: Ernest J Newborn, II

Title: Manager

FILING RECEIPT

=====

ENTITY NAME: USI INSURANCE SERVICES LLC

DOCUMENT TYPE: MERGER (FOR LLC)  
PROCESS

COUNTY: WEST

=====

FILED:06/30/2008 DURATION:\*\*\*\*\* CASH#:080630000183 FILM #:080630000171

FILER: .  
-----  
JESSICA STOCKEL  
USI HOLDINGS CORPORATION  
555 PLEASANTVILLE RD STE 160 SOUTH  
BRIARCLIFF MANOR, NY 10510

EFFECT DATE  
-----  
06/30/2008

ADDRESS FOR PROCESS:  
-----  
THE LLC  
555 PLEASANTVILLE ROAD  
BRIARCLIFF MANOR, NY 10510

REGISTERED AGENT:  
-----

CONSTITUENT NAME: BERTHOLON-ROWLAND CORP.

=====

SERVICE COMPANY: CT CORPORATION SYSTEM - 07

SERVICE CODE: 07

FEEES           295.00  
-----  
FILING           60.00  
TAX              0.00  
CERT             0.00  
COPIES           10.00  
HANDLING        225.00

PAYMENTS       295.00  
-----  
CASH             0.00  
CHECK            0.00  
CHARGE           0.00  
DRAWDOWN        295.00  
OPAL             0.00  
REFUND           0.00

=====

7275845MY

***STATE OF NEW YORK***  
***DEPARTMENT OF STATE***

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the  
Department of State, at the City of Albany, on  
June 30, 2008.

*Paul LaPointe*

Paul LaPointe  
Special Deputy Secretary of State

CT-07

080630000171

CERTIFICATE OF MERGER  
OF  
Bertholon-Rowland Corp.  
AND  
USI Insurance Services LLC  
INTO  
USI Insurance Services LLC

*Under Section 1003 of the United Liability Company Law*

1. The name of each constituent entity is as follows:

Bertholon-Rowland Corp. (New York corporation)

USI Insurance Services LLC (Delaware limited liability company).

By Certificate of Merger filed with the Delaware Secretary of State on September 12, 2007, USI Services Corporation, a Delaware corporation, was converted to USI Insurance Services LLC, including the change of name to the latter.

2. The date when the certificate of incorporation for the domestic constituent entity, Bertholon-Rowland Corp., was filed with the Department of State is August 23, 1951.

3.

- a. The name, jurisdiction of formation, and the date of filing of the initial formation documents of each foreign constituent is as follows:

Name: USI Insurance Services LLC

Jurisdiction Delaware

Date of Filing of  
Certificate of Incorporation: April 28, 1994

Date of Filing of  
Certificate of Conversion: September 12, 2007  
(converting from corporation  
to limited liability company)

\*



- b. **USI Insurance Services LLC filed an Application for Authority with the New York State Department of State on November 9, 2007.**
4. **An Agreement of Merger has been approved and executed by each constituent entity to the merger.**
5. **The name of the surviving foreign limited liability company is USI Insurance Services LLC, a Delaware limited liability company.**
6. **The future effective date of the merger, which does not exceed thirty (30) days from the date of filing, is the 30th day of June, 2008**
7. **USI Insurance Services LLC, the surviving foreign limited liability company, may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of any domestic limited liability company, domestic business corporation, or domestic other business entity previously amenable to suit in this state that is to merge and for the enforcement that is provided in the Limited Liability Company Law of the right of members of any domestic limited liability company, shareholders of any domestic business corporation or owners of any domestic other business entity to receive payment for their interests against the surviving limited liability company.**
8. **Pursuant to Section 623 of the Business Corporation Law, Section 1005 of the Limited Liability Company Law or any applicable statute, USI Insurance Services LLC, the surviving foreign limited liability company, will promptly pay to the shareholders of each constituent New York corporation, members of each domestic limited liability company or owners of any constituent other business entity the amount, if any, to which they shall be entitled under the provisions of the Business Corporations Law, the Limited Liability Company Law or applicable statute, relating to the right of shareholders, owners, and members to receive payment for their shares.**
9. **The Secretary of State of the State of New York is designed at the agent of USI Insurance Services LLC, the foreign limited liability company, upon process against it may be served. The post address to which the Secretary of State shall mail a copy of any process against it served upon him is USI Insurance Services LLC, 555 Pleasantville Road, Briarcliff Manor, NY 10510.**
10. **This merger is permitted by the jurisdiction of organization of USI Insurance Services LLC and is in compliance therewith.**
11. **The Agreement of Merger is on file at a place of business of USI Insurance Services LLC, the address of which is 555 Pleasantville Road, Briarcliff Manor, NY 10510.**
12. **A copy of the agreement of merger will be furnished by USI Insurance Services LLC, the surviving foreign limited liability company, on request and without cost to any**

person holding an interest in any other business entity that is to merge pursuant to such agreement.

*[signature page(s) follow]*

*Mary S. Curley*

Bertholon-Rowland Corp.

By: Mary S. Curley

Title: Secretary

*Ernest J. Newburn II*

USI Insurance Service, LLC

By: Ernest J. Newburn II

Title: Manager

CT-07

080630000171

CERTIFICATE OF MERGER  
OF

Bertholon-Rowland Corp.

(Insert name of Domestic Entity)

AND

USI Insurance Services LLC

(Insert name of Foreign Limited Liability Company)

INTO

USI Insurance Services LLC

(Insert name of Foreign Limited Liability Company)

Under Section 1003 of the Limited Liability Company Law

Filed by: Jessica Stockel  
(Name) USI Holdings Corporation  
555 Pleasantville Rd, Ste 160 South  
(Mailing address)  
Briarcliff Manor, NY 10510  
(City, State and Zip code)

gst ref # 7275845 my

NOTE: This form was prepared by the New York State Department of State for filing a certificate of merger with a foreign limited liability company survivor. It does not contain all optional provisions under the law. You are not required to use this form. You may draft your own form or use forms available at legal supply stores. The Department of State recommends that legal documents be prepared under the guidance of an attorney. The certificate must be submitted with a \$60 filing fee made payable to the Department of State.

(For office use only)

2006 JUN 30 AM 10:13

lcc

STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED JUN 30 2008

TAX \$ 0

BY: pan

**DRAWDOWN**

2006 JUN 30 AM 10:28

RECORDED

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