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

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

Property Type	Number	Word Mark
Registration Number:	3407647	BR
Registration Number:	3396826	BR
Registration Number:	3407648	BR CORP

OP $90.00 3407647

CORRESPONDENCE DATA

Fax Number: 2029555564

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

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

Signature:	/Kimberly Hoover/
Date:	12/21/2012

Total Attachments: 10
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

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.

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2398454 8100M

AUTHENTICATION: 6695279

080716296

DATE: 06-27-08

You may verify this certificate online at corp.delaware.gov/authver.shtml

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:11 PM 06/20/2008
FILED 08:11 PM 06/20/2008
SRV 080716296 - 2398454 FILE

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*]

TRADEMARK
REEL: 004927 FRAME: 0612

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

By: _____
Authorized Person

Name: Ernest J Newborn, II

Title: Manager

N. Y. S. DEPARTMENT OF STATE
DIVISION OF CORPORATIONS AND STATE RECORDS ALBANY, NY 12231-0001

FILING RECEIPT

ENTITY NAME: USI INSURANCE SERVICES LLC

DOCUMENT TYPE: MERGER (FOR LLC) COUNTY: WEST
PROCESS

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

FEES	295.00	PAYMENTS	295.00
FILING	60.00	CASH	0.00
TAX	0.00	CHECK	0.00
CERT	0.00	CHARGE	0.00
COPIES	10.00	DRAWDOWN	295.00
HANDLING	225.00	OPAL	0.00
		REFUND	0.00

7275845MY DOS-1025 (04/2007)

TRADEMARK
REEL: 004927 FRAME: 0614

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
Special Deputy Secretary of State

Rev. 06/07

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: (converting from corporation to limited liability company)	September 12, 2007

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]

Bertholon-Rowland Corp.
By: Mary S. Curley
Title: Secretary

USI Insurance Services LLC
By: Ernest J. Newborn, II
Title: Manager

080630000171

CT-07

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)

cst 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)

1cc

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED JUN 30 2008
TAX $ 0
BY: pan

DRAWDOWN

2008 JUN 30 AM 10:13

2008 JUN 30 AM 9:28

RECEIVED

5