

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	RELEASE OF SECURITY INTEREST IN TRADEMARK RIGHTS AT REEL/FRAME NO. 3543/0135

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
JPMORGAN CHASE BANK, N.A.		12/27/2012	NATIONAL ASSOCIATION:

**RECEIVING PARTY DATA**

<b>Name:</b>	AMERICAN INSURANCE ADMINISTRATORS, LLC
<b>Street Address:</b>	3070 RIVERSIDE DRIVE
<b>City:</b>	COLUMBUS
<b>State/Country:</b>	OHIO
<b>Postal Code:</b>	43221
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE

**PROPERTY NUMBERS Total: 22**

Property Type	Number	Word Mark
Registration Number:	3185527	ALUMNI ID RECOVERY
Registration Number:	2515137	ALUMNI INSURANCE PROGRAM
Registration Number:	3001717	ALUMNI PETHEALTH
Registration Number:	3056831	ALUMNIANNUITY
Registration Number:	2870424	ALUMNIAUTO
Registration Number:	2111240	ALUMNIDENT
Registration Number:	2543199	ALUMNILTC
Registration Number:	2109386	ALUMNIMED+
Registration Number:	2355676	ALUMNITERM
Registration Number:	2839961	ALUMNITERM SELECT
Registration Number:	2385056	AMERICAN INSURANCE ADMINISTRATORS
Registration Number:	2389435	ESTATETERM
Registration Number:	1724755	GRADMED
Registration Number:	1744791	MAJORMED+

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**TRADEMARK**

Registration Number:	1796069	PROTECTORMED+
Registration Number:	2705422	SENIOR ALUMNITERM
Registration Number:	1824612	SUPLIMED65+
Registration Number:	2787593	THE ALUMNI AUTO AND HOME INSURANCE PROGRAM
Registration Number:	2363611	THE ALUMNI HEALTH INSURANCE PROGRAM
Registration Number:	2380896	THE ALUMNI LIFE INSURANCE PROGRAM
Registration Number:	3026979	THE ALUMNI TRAVEL INSURANCE PROGRAM
Serial Number:	78670447	LIFE LEGACY

**CORRESPONDENCE DATA**

Fax Number: 7147558290

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

Email: IPDOCKET@LW.COM, KRISTIN.AZCONA@LW.COM

Correspondent Name: LATHAM & WATKINS LLP

Address Line 1: 650 TOWN CENTER DRIVE, 20TH FLOOR

Address Line 4: COSTA MESA, CALIFORNIA 92626

ATTORNEY DOCKET NUMBER:	024700-0162
NAME OF SUBMITTER:	KRISTIN J AZCONA
Signature:	/kja/
Date:	12/27/2012

**Total Attachments: 4**

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**RELEASE OF SECURITY INTEREST IN TRADEMARK RIGHTS**

This RELEASE OF SECURITY INTEREST IN TRADEMARK RIGHTS (this "Release"), effective as of December 27, 2012, is made by JPMorgan Chase Bank, N.A., in its capacity as Administrative Agent and Collateral Agent (the "Agent") for the several banks and other financial institutions (the "Lenders") party to the Credit Agreement, dated as of May 4, 2007 (as thereafter amended, supplemented or otherwise modified, the "Credit Agreement"), among Compass Acquisition Holdings Corp, a Delaware corporation ("Holdings"), USI Holdings Corporation ("Borrower"), the Lenders, the Agent, Goldman Sachs Credit Partners L.P. and J.P. Morgan Securities Inc., as Joint Lead Arrangers and Joint Bookrunners, Goldman Sachs Credit Partners L.P., as Syndication Agent, and Fifth Third Bank, a Michigan banking corporation, as Documentation Agent, in favor of American Insurance Administrators, LLC, a Delaware limited liability company, as successor-in-interest to American Insurance Administrators, Inc. (in such capacity, the "Obligor").

WHEREAS, in connection with the Credit Agreement, Obligor executed and delivered a Security Agreement, dated as of May 4, 2007, in favor of the Agent (as thereafter amended, supplemented or otherwise modified, the "Security Agreement") pursuant to which Obligor pledged and granted to the Agent for the benefit of the Agent and the Lenders a continuing security interest in all Intellectual Property; and

WHEREAS, in connection with the Security Agreement, Obligor executed and delivered that certain Grant of Security Interest in Trademark Rights, dated as of May 4, 2007, in favor of the Agent (as thereafter amended, supplemented or otherwise modified, the "Agreement"), which was recorded in the U.S. Patent and Trademark Office on May 7, 2007 at reel/frame 3543/0135; and

WHEREAS, the Agent has agreed to release, relinquish, terminate and discharge all of its right, title and interest in and to the Intellectual Property.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Agent hereby agrees, for the benefit of the Obligor, as follows:

1. Definitions. Unless otherwise defined herein or the context otherwise requires, terms used in this Release, including its preamble and recitals, have the meanings provided or provided by reference in the Credit Agreement and the Security Agreement.
2. Release of Security Interest. The Agent hereby releases, relinquishes, terminates and discharges in its entirety any and all liens or security interests it has in to and under the Trademarks (including, without limitation, those items listed on Schedule A hereto) and authorizes and requests the Commissioner of Patents and Trademarks in the United States Patent and Trademark Office and any other applicable government officer to record this Release against the Trademarks.
3. Further Assurances. The Agent hereby agrees to execute, acknowledge and deliver all such further instruments and to take all such further actions as may be reasonably requested in order to more fully and effectively carry out the purpose of this Release.

*[Remainder of page intentionally left blank]*

IN WITNESS WHEREOF, and intending to be legally bound thereby, the undersigned has caused this Release to be duly executed and delivered by its respective officer as of the date first set forth above.

JPMorgan Chase Bank, N.A.,  
as Collateral Agent

By: *Kristen M. Murphy*

Name: *Kristen M. Murphy*

Title: *Vice President*

*[Signature page to Release of Security Interest in Trademark Rights]*

**TRADEMARK**  
**REEL: 004929 FRAME: 0749**

**SCHEDULE A**

**U.S. Trademark Registrations and Applications**

<b><u>Trademark</u></b>	<b><u>Registration or Serial Number</u></b>
ALUMNI ID RECOVERY	3,185,527
ALUMNI INSURANCE PROGRAM	2,515,137
ALUMNI PETHEALTH	3,001,717
ALUMNI ANNUITY	3,056,831
ALUMNI AUTO	2,870,424
ALUMNI IDENT	2,111,240
ALUMNI LTC	2,543,199
ALUMNI MED+	2,109,386
ALUMNI TERM	2,355,676
ALUMNI TERM SELECT	2,839,961
AMERICAN INSURANCE ADMINISTRATORS	2,385,056
ESTATE TERM	2,389,435
GRAD MED	1,724,755
MAJOR MED+	1,744,791
PROTECTORMED+	1,796,069
SENIOR ALUMNI TERM	2,705,422
SUPLIMED65+	1,824,612
THE ALUMNI AUTO AND HOME INSURANCE PROGRAM	2,787,593
THE ALUMNI HEALTH INSURANCE PROGRAM	2,363,611
THE ALUMNI LIFE INSURANCE PROGRAM	2,380,896
THE ALUMNI TRAVEL INSURANCE PROGRAM	3,026,979

LIFE LEGACY

78/670,447