

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST IN TRADEMARK RIGHTS AT REEL/FRAME NO. 3541/0541

CONVEYING PARTY DATA

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

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: 8

Property Type	Number	Word Mark
Registration Number:	2918524	BERTHOLON-ROWLAND
Registration Number:	2918523	BERTHOLON-ROWLAND INSURANCE BROKERS
Registration Number:	3012594	LAWLIABILITY.COM
Registration Number:	2531670	TRAVEL INSURANCE SELECT
Serial Number:	76531142	BR
Serial Number:	76531141	BR
Serial Number:	76531144	BR CORP
Serial Number:	78275995	BR INSURANCE SERVICES

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

OP \$215.00 2918524

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: 3

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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 USI Insurance Services LLC, a Delaware limited liability company, as successor-in-interest to Bertholon-Rowland Corp. (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 3541/0541; 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.

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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}

SCHEDULE A

U.S. Trademark Registrations and Applications

<u>Trademark</u>	<u>Registration or Serial Number</u>
BERTHOLON-ROWLAND	2,918,524
BERTHOLON-ROWLAND INSURANCE BROKERS	2,918,523
BR	(76/531,142)
BR	(76/531,141)
BR CORP	(76/531,144)
BR INSURANCE SERVICES	(78/275,995)
LAWLIABILITY.COM	3,012,594
TRAVEL INSURANCE SELECT	2,531,670