TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	TRADEMARK SECURITY AGREEMENT

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
USI HOLDINGS CORPORATION		12/27/2012	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	BANK OF AMERICA, N.A., AS ADMINISTRATIVE AGENT
Street Address:	335 MADISON AVENUE
City:	NEW YORK
State/Country:	NEW YORK
Postal Code:	10017
Entity Type:	NATIONAL ASSOCIATION: UNITED STATES

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Registration Number:	3267395	ETRIPINSURE
Registration Number:	3733231	STUDY USA-HEALTHCARE
Registration Number:	3169480	USI AFFINITY
Registration Number:	3509796	REWARDING U

OP $115.00 3267395

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: 16
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TRADEMARK SECURITY AGREEMENT

This Trademark Security Agreement (this "Agreement"), dated as of December 27, 2012, is entered into by each of the undersigned (each, a "Grantor") in favor of Bank of America, N.A., as administrative agent (together with its successors, in such capacity, the "Administrative Agent").

WHEREAS, each Grantor has executed and delivered that certain Pledge and Security Agreement, dated on even date herewith, in favor of the Administrative Agent (as the same may be amended, restated, amended and restated or otherwise modified, the "Pledge and Security Agreement"), pursuant to which such Grantor has granted to the Administrative Agent, for the ratable benefit of the Secured Parties, a security interest in all of such Grantor's right, title, and interest in and to the Trademark Collateral (as defined below).

NOW, THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, each Grantor and the Administrative Agent hereby agree as follows:

SECTION 1. Defined Terms. Capitalized terms not otherwise defined herein have the meanings set forth in the Pledge and Security Agreement.

SECTION 2. Grant of Security Interest. Subject to the terms of the Pledge and Security Agreement, each Grantor hereby grants to the Administrative Agent, for the ratable benefit of the Secured Parties, a security interest in and continuing lien on all of such Grantor's right, title and interest in, to and under the following, in each case whether now owned or existing or hereafter acquired, developed, created or arising and wherever located (collectively, the "Trademark Collateral"), as collateral security for the prompt and complete payment and performance when due (whether at stated maturity, by acceleration or otherwise) of the Obligations of such Grantor:

(i) all U.S., State and foreign trademarks, trade names, corporate names, company names, business names, domain names, fictitious business names, trade styles, service marks, certification marks, collective marks, logos and other source or business identifiers, designs and general tangibles of a like nature, all registrations and recordings thereof, and all applications in connection therewith, whether in the United States Patent and Trademark Office or in any similar office or agency of the United States, any State thereof or any other country or any political subdivision thereof, or otherwise, and all common-law rights related thereto, including, without limitation, any of the foregoing referred to on Schedule A, and all rights corresponding thereto throughout the world;

(ii) all of the goodwill of the business connected with the use of and symbolized by the foregoing;

(iii) all extensions and renewals of the foregoing;

(iv) the right to sue for past, present and future infringements or dilution of any of the foregoing or for any injury to goodwill; and

(v) all Proceeds of the foregoing, including, without limitation, licenses, royalties, income, payments, claims, damages, and proceeds of suit.

SECTION 3. Security Agreement. The security interest granted pursuant to this Agreement is granted in conjunction with the security interest granted to the Administrative Agent for the ratable benefit of the Secured Parties pursuant to the Pledge and Security Agreement, and each Grantor hereby acknowledges and affirms that the rights and remedies of the Administrative Agent with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Pledge and Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein. In the event that any provision of this Agreement is deemed to conflict with the Pledge and Security Agreement, the provisions of the Pledge and Security Agreement shall control.

SECTION 4. Recordation. Each Grantor authorizes and requests that the Commissioner of Patents and Trademarks and any other applicable government officer record this Agreement.

SECTION 5. Governing Law. This agreement and the rights and obligations of the parties hereunder and any claim or controversy relating hereto shall be governed by, and construed and interpreted in accordance with, the laws of the State of New York, without regard to its conflicts of laws principles.

SECTION 6. Counterparts. This Agreement may be executed in any number of counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement.

[*Signatures follow*]

IN WITNESS WHEREOF, each of the undersigned has caused this Agreement to be duly executed and delivered as of the date first above written.

GRANTORS:

CUSTOM BENEFIT PROGRAMS, INC.,
a New Jersey corporation

By:_____
Name: Ernest J. Newborn, II
Title: Secretary

[Signature Page to USI Trademark Security Agreement]

MY BENEFIT ADVISOR, LLC,
a New York limited liability company

By: _____
Name: Ernest J. Newborn, II
Title: Secretary

[Signature Page to USI Trademark Security Agreement]

USI CONSULTING GROUP, INC.,
a Connecticut corporation

By: _____
Name: Ernest J. Newborn, II
Title: Secretary

[Signature Page to USI Trademark Security Agreement]

USI HOLDINGS CORPORATION,
a Delaware corporation

By:_____
Name: Ernest J. Newborn, II
Title: Secretary

[Signature Page to USI Trademark Security Agreement]

USI INSURANCE SERVICES LLC,
a Delaware limited liability company

By: _____
Name: Ernest J. Newborn, II
Title: Secretary

[Signature Page to USI Trademark Security Agreement]

USI INSURANCE SOLUTIONS LLC,
a Maine limited liability company

By:_____
Name: Ernest J. Newborn, II
Title: Secretary

[Signature Page to USI Trademark Security Agreement]

VISTA INSURANCE PARTNERS OF ILLINOIS, INC.,
an Illinois corporation

By: _____
Name: Ernest J. Newborn, II
Title: Secretary

[Signature Page to USI Trademark Security Agreement]

AMERICAN INSURANCE ADMINISTRATORS LLC,
an Ohio limited liability company

By:_____
Name: Ernest J. Newborn, II
Title: Secretary

[Signature Page to USI Trademark Security Agreement]

BANK OF AMERICA, N.A.,
as Administrative Agent

By: _____
Name: Laura Warner
Title: Director

SCHEDULE A

TRADEMARKS

Debtor/Grantor	Title	Filing Date	Registration Date	Serial No.	Registration No.
USI Insurance Services LLC	AFFINITY ACCESS	May 27, 2003	September 20, 2005	78254401	2996951
USI Insurance Services LLC	BR [& DESIGN (squares)]	July 21, 2003	April 8, 2008	76531142	3407647
USI Insurance Services LLC	BR [& DESIGN (wreath)]	July 21, 2003	March 18, 2008	76531141	3396826
USI Insurance Services LLC	BR CORP.	July 21, 2003	August 8, 2008	76531144	3407648
Custom Benefit Programs, Inc.	DELVE AUDIT	March 2, 2009	May 4, 2010	77681278	3783374
Custom Benefit Programs, Inc.	[DESIGN (TRICERION)]	December 21, 2010	July 19, 2011	85202423	3997464
USI Consulting Group, Inc.	DIRECT SOLUTIONS	December 1, 1998	April 11, 2000	75597624	2340453
USI Consulting Group, Inc.	DIRECT SOLUTIONS [& DESIGN]	August 19, 1999	May 1, 2001	75780649	2448414
USI Holdings Corporation	ETRIPINSURE	September 25, 2006	July 24, 2007	77006712	3267395
USI Insurance Solutions LLC	FUTURECOMP	October 30, 2006	January 29, 2008	77032281	3374910
USI Insurance Services LLC	HEALTHY MOTIVATIONS	April 10, 2009	September 27, 2011	77711258	4032031
USI Holdings Corporation	LAWYERS COMPLETE	March 13, 2012	N/A	85567603	N/A
Custom Benefit Programs, Inc.	LIFEFLEX	September 29, 2011	April 3, 2012	85435497	4121938
USI Holdings Corporation	MEMBER BENEFITS MARKETPLACE	March 21, 2012	N/A	85575722	N/A
My Benefit Advisor, LLC	MY BENEFIT ADVISOR	May 22, 2012	N/A	85631826	N/A

Debtor/Grantor	Title	Filing Date	Registration Date	Serial No.	Registration No.
Custom Benefit Programs, Inc.	MYUNIVERS	March 2, 2009	May 25, 2010	77681212	3792034
USI Insurance Services LLC	PREMIER PROPERTIES	August 20, 2008	July 27, 2010	77551405	3825744
Vista Insurance Partners of Illinois, Inc.	RENNERX INSURE	October 6, 2009	October 4, 2011	77842513	4035520
Custom Benefit Programs, Inc.	RESOURCE ONE	November 12, 1998	March 27, 2001	75587835	2439077
Custom Benefit Programs, Inc.	THE DIFFERENCE IS U.	July 31, 2008	March 10, 2009	77536282	3586652
USI Insurance Services LLC	TRAVEL INSURANCE SELECT	August 18, 2000	January 22, 2002	76111350	2531670
Custom Benefit Programs, Inc.	TRICERION	December 21, 2010	July 12, 2011	85202417	3993951
Custom Benefit Programs, Inc.	UNIVERS WORKPLACE BENEFITS	March 3, 2006	July 15, 2008	78828836	3469546
Custom Benefit Programs, Inc.	UNIVERS WORKPLACE SOLUTIONS	January 9, 2009	April 27, 2010	77646283	3782295
USI Insurance Services LLC	USI [& DESIGN]	April 18, 2000	September 3, 2002	76028172	2613891
USI Consulting Group, Inc.	USI CONSULTING GROUP	November 12, 1998	January 15, 2002	75587834	2530212
USI Insurance Services LLC	USI INSURANCE – LEADING THROUGH INNOVATION	April 21, 2008	August 4, 2009	77453778	3664633
USI Holdings Corporation	USI SOLUTIONS	December 6, 2011	N/A	85488368	N/A
USI Consulting Group, Inc.	USIRA	March 23, 2001	February 4, 2003	76229661	2682518
Custom Benefit Programs, Inc.	WHERE BENEFITS GO NEXT	August 16, 2011	April 3, 2012	85399338	4121628
American Insurance Administrators, LLC	ALUMNI PETHEALTH PET HEALTH INSURANCE	December 3, 2012	N/A	76712970	N/A
American Insurance Administrators, LLC	ALUMNITERM 50+	January 23, 2012	September 4, 2012	76710331	4200399

Debtor/Grantor	Title	Filing Date	Registration Date	Serial No.	Registration No.
American Insurance Administrators, LLC	ALUMNIAD&D ACCIDENTAL DEATH & DISMEMBERMENT	December 1, 2011	August 21, 2012	76709869	4192298
American Insurance Administrators, LLC	ALUMNIHIP HOSPITAL INDEMNITY PLAN	December 1, 2011	August 21, 2012	76709871	4192299
American Insurance Administrators, LLC	READYMED SHORT TERM MEDICAL (STM)	October 7, 2011	N/A	76709340	N/A
American Insurance Administrators, LLC	READYMED	October 7, 2011	N/A	76709343	N/A
American Insurance Administrators, LLC	READYMED	June 27, 2011	August 21, 2012	76708164	4192291
American Insurance Administrators, LLC	ALUMNIMORTGAGE	April 6, 2011	October 25, 2011	76707136	4043632
American Insurance Administrators, LLC	ALUMNI MORTGAGE	April 1, 2011	November 1, 2011	76707059	4047294
American Insurance Administrators, LLC	ALUMNI MORTGAGE NEW HOME & REFINANCING	January 12, 2011	August 9, 2011	76705978	4007880
American Insurance Administrators, LLC	ALUMNITERM 10/20	August 30, 2007	April 29, 2008	77268326	3418089
American Insurance Administrators, LLC	LIFE LEGACY	July 14, 2005	August 7, 2007	78670447	3274323
American Insurance Administrators, LLC	ALUMNI ID RECOVERY	September 28, 2004	December 19, 2006	78490825	3185527
American Insurance Administrators, LLC	ALUMNI PETHEALTH	August 11, 2004	September 27, 2005	78465871	3001717
American Insurance Administrators, LLC	NEATRUST	April 19, 2004	April 26, 2005	78403826	2943977
American Insurance Administrators, LLC	THE ALUMNI TRAVEL INSURANCE PROGRAM	April 19, 2004	December 13, 2005	78403883	3026979
American Insurance Administrators, LLC	ALUMNIANNUITY	January 30, 2004	February 7, 2006	76573622	3056831
American Insurance Administrators, LLC	ALUMNIAUTO	March 28, 2002	August 3, 2004	78118029	2870424

Debtor/Grantor	Title	Filing Date	Registration Date	Serial No.	Registration No.
American Insurance Administrators, LLC	THE ALUMNI AUTO AND HOME INSURANCE PROGRAM	March 28, 2002	November 25, 2003	78118032	2787593
American Insurance Administrators, LLC	ALUMNIABROAD	March 27, 2002	June 22, 2004	76387680	2855524
American Insurance Administrators, LLC	ALUMNI INSURANCE PROGRAM	February 22, 2001	December 4, 2001	76214295	2515137
American Insurance Administrators, LLC	SENIOR ALUMNITERM	June 9, 2000	April 8, 2003	78012043	2705422
American Insurance Administrators, LLC	GRADGIFT	November 18, 1999	November 26, 2002	75852996	2653110
American Insurance Administrators, LLC	ESTATETERM	March 30, 1999	September 26, 2000	75670338	2389435
American Insurance Administrators, LLC	THE ALUMNI LIFE INSURANCE PROGRAM	March 30, 1999	August 29, 2000	75670339	2380896
American Insurance Administrators, LLC	AMERICAN INSURANCE ADMINISTRATORS	March 30, 1999	September 12, 2000	75670340	2385056
American Insurance Administrators, LLC	THE ALUMNI HEALTH INSURANCE PROGRAM	February 12, 1998	July 4, 2000	75433211	2363611
American Insurance Administrators, LLC	ALUMNILTC	January 9, 1998	February 26, 2002	75415928	2543199
American Insurance Administrators, LLC	ALUMNITERM	August 12, 1997	June 6, 2000	75339336	2355676
American Insurance Administrators, LLC	ALUMNIDENT	January 19, 1996	November 4, 1997	75045633	2111240
American Insurance Administrators, LLC	ALUMNIMED+	July 25, 1994	October 28, 1997	74553134	2109386
American Insurance Administrators, LLC	SUPLIMED65+	June 7, 1993	March 1, 1994	74398254	1824612
American Insurance Administrators, LLC	PROTECTORMED+	September 16, 1991	September 28, 1993	74203931	1796069
American Insurance Administrators, LLC	MAJORMED+	June 24, 1991	January 5, 1993	74192856	1744791

Debtor/Grantor	Title	Filing Date	Registration Date	Serial No.	Registration No.
American Insurance Administrators, LLC	GRADMED	July 30, 1990	October 13, 1992	74084159	1724755
USI Holdings Corporation	STUDY USA-HEALTHCARE	July 22, 2008	January 5, 2010	77528839	3733231
USI Holdings Corporation	USI AFFINITY	May 24, 2004	November 7, 2006	78425137	3169480
USI Holdings Corporation	REWARDING U	November 2, 2007	September 30, 2008	77319971	3509796