

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
The National Underwriter Company		05/31/2013	CORPORATION:

RECEIVING PARTY DATA

Name:	General Electric Capital Corporation, as Administrative Agent
Street Address:	11175 Cicero Drive, Suite 600
City:	Alpharetta
State/Country:	GEORGIA
Postal Code:	30022-1167
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 30

Property Type	Number	Word Mark
Registration Number:	2113904	10-3-1
Registration Number:	2695513	ADVISORS DATA SOURCE
Registration Number:	0892073	AMERICAN AGENT & BROKER
Registration Number:	3889604	BENEFITS SELLING
Registration Number:	2875810	BENEFITS SELLING
Registration Number:	1845570	CLAIMS
Registration Number:	4099671	CLCS COMMERCIAL LINES COVERAGE SPECIALIS
Registration Number:	2963162	CREDIT UNION TIMES
Registration Number:	2093099	FC&S
Registration Number:	2031856	FC&S
Registration Number:	2561388	FREERISA
Registration Number:	3231808	INSIDECOUNSEL
Registration Number:	3231809	INSIDECOUNSEL SUPERCONFERENCE
Registration Number:	1977914	INSUR'ED.

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Registration Number:	2728295	INVESTMENT ADVISOR
Registration Number:	0950391	KIRSCHNER'S INSURANCE DIRECTORIES
Registration Number:	2002132	MORTGAGE ORIGINATOR
Registration Number:	2501530	NATIONAL UNDERWRITER
Registration Number:	2501529	NATIONAL UNDERWRITER
Registration Number:	2499762	NATIONAL UNDERWRITER
Registration Number:	4091682	PLCS PERSONAL LINES COVERAGE SPECIALIST
Registration Number:	3456391	PRODUCERSWEB
Registration Number:	3426226	SENIOR MARKET ADVISOR
Registration Number:	3984135	SENIOR MARKET ADVISOR EXPO
Registration Number:	2773739	TECH DECISIONS
Registration Number:	1770014	TREASURY & RISK
Serial Number:	85864452	PC360
Serial Number:	85845990	PROPERTY CASUALTY 360
Serial Number:	85845983	LIFEHEALTHPRO
Serial Number:	85837576	THINKADVISOR

CORRESPONDENCE DATA

Fax Number: 2149813400
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 214-981-3483
Email: dclark@sidley.com
Correspondent Name: Dusan Clark, Esq.
Address Line 1: Sidley Austin LLP
Address Line 2: 717 N. Harwood St., Suite 3400
Address Line 4: Dallas, TEXAS 75201

ATTORNEY DOCKET NUMBER:	51339-30160
NAME OF SUBMITTER:	Dusan Clark
Signature:	/Dusan Clark/
Date:	05/31/2013

Total Attachments: 13

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TRADEMARK SECURITY AGREEMENT

THIS TRADEMARK SECURITY AGREEMENT, dated as of May 31, 2013, is made by THE NATIONAL UNDERWRITER COMPANY (the "Grantor"), in favor of GENERAL ELECTRIC CAPITAL CORPORATION ("GE Capital"), as administrative agent (in such capacity, together with its successors and permitted assigns, the "Agent") for the Secured Parties (as defined in the Credit Agreement referred to below) and the other Secured Parties.

WITNESSETH:

WHEREAS, pursuant to the Credit Agreement, dated as of May 31, 2013 (as the same may be amended, restated, supplemented and/or modified from time to time, the "Credit Agreement"), by and among the Borrower, the other Credit Parties, the Lenders and the L/C Issuers from time to time party thereto and GE Capital, as Agent for the Lenders and the L/C Issuers, the Lenders and the L/C Issuers have severally agreed to make extensions of credit to the Borrower upon the terms and subject to the conditions set forth therein;

WHEREAS, the Grantor (other than the Borrower) has agreed, pursuant to a Guaranty and Security Agreement of even date herewith in favor of Agent (and such agreement may be amended, restated, supplemented or otherwise modified from time to time, the "Guaranty and Security Agreement"), to guarantee the Obligations (as defined in the Credit Agreement) of the Borrower; and

WHEREAS, the Grantor is party to the Guaranty and Security Agreement pursuant to which the Grantor is required to execute and deliver this Trademark Security Agreement;

NOW, THEREFORE, in consideration of the premises and to induce the Lenders, the L/C Issuers and Agent to enter into the Credit Agreement and to induce the Lenders and the L/C Issuers to make their respective extensions of credit to the Borrower thereunder, the Grantor hereby agrees with Agent as follows:

Section 1. Defined Terms. Capitalized terms used herein without definition are used as defined in the Guaranty and Security Agreement.

Section 2. Grant of Security Interest in Trademark Collateral. The Grantor, as collateral security for the prompt and complete payment and performance when due (whether at stated maturity, by acceleration or otherwise) of the Secured Obligations of the Grantor, hereby grants to Agent for the benefit of the Secured Parties a Lien on and security interest in, all of its right, title and interest in, to and under the following Collateral of the Grantor (the "Trademark Collateral"):

1. all of its Trademarks and all IP Licenses providing for the grant by or to the Grantor of any right under any Trademark, including, without limitation, those

referred to on Schedule 1 hereto;

2. all renewals and extensions of the foregoing;
3. all goodwill of the business connected with the use of, and symbolized by, each such Trademark; and
4. all income, royalties, proceeds and Liabilities at any time due or payable or asserted under and with respect to any of the foregoing, including, without limitation, all rights to sue and recover at law or in equity for any past, present and future infringement, misappropriation, dilution, violation or other impairment thereof.

Notwithstanding anything to the contrary, in no event shall the Trademark Collateral include any Excluded Property and no security interest is granted in any Excluded Property.

Section 3. Guaranty and Security Agreement. The security interest granted pursuant to this Trademark Security Agreement is granted in conjunction with the security interest granted to Agent pursuant to the Guaranty and Security Agreement and the Grantor hereby acknowledges and agrees that the rights and remedies of Agent with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Guaranty and Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

Section 4. Grantor Remains Liable. The Grantor hereby agrees that, anything herein to the contrary notwithstanding, the Grantor shall assume full and complete responsibility for the prosecution, defense, enforcement or any other necessary or desirable actions in each case, as determined in the Grantor's reasonable business judgment, in connection with its Trademarks and IP Licenses subject to a security interest hereunder.

Section 5. Counterparts. This Trademark Security Agreement may be executed in any number of counterparts and by different parties in separate 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. Signature pages may be detached from multiple separate counterparts and attached to a single counterpart.

Section 6. Governing Law. This Trademark Security Agreement and the rights and obligations of the parties hereto shall be governed by, and construed and interpreted in accordance with, the law of the State of Illinois.

[SIGNATURE PAGES FOLLOW]

IN WITNESS WHEREOF, each Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

THE NATIONAL UNDERWRITER COMPANY

as Grantor

By:



Name:

STEVEN WEST

Title:

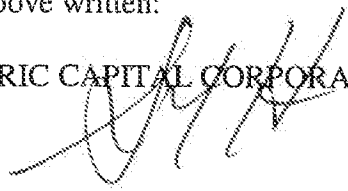
CEO

[SIGNATURE PAGE TO TRADEMARK SECURITY AGREEMENT]

TRADEMARK
REEL: 005038 FRAME: 0696

ACCEPTED AND AGREED
as of the date first above written:

GENERAL ELECTRIC CAPITAL CORPORATION
as Agent



By:

Name: Steven J. Heise
Title: Duty Authorized Signatory

SCHEDULE I
TO
TRADEMARK SECURITY AGREEMENT

Trademark Registrations

1. PENDING AND REGISTERED TRADEMARKS

TRADEMARK	REG. #	APP. #	COUNTRY	GOODS/SERVICES
10-3-1	2,113,904	75/177,066	U.S.	Computer programs containing or featuring a series of books and manuals directed to systematic development of a client base for the purchase of life insurance (Cl. 9)
ADVISORS DATA SOURCE	2,695,513	76/413,133	U.S.	Business marketing consulting services to insurance and financial industry (Cl. 35)
AMERICAN AGENT & BROKER (Stylized)	892,073	72/340,654	U.S.	Trade magazine published periodically (Cl. 38)
BENEFITS SELLING	3,889,604	85/017,406	U.S.	Magazines for insurance brokers and agents (Cl. 16)
BENEFITS SELLING & Design	2,875,810	78/221,984	U.S.	General feature magazines (Cl. 16)
CLAIMS	1,845,570	74/371,259	U.S.	Magazine about matters of interest to insurance claims adjusters (Cl. 16)
CLCS COMMERCIAL LINES COVERAGE SPECIALIST	--4,099,671	85/029,933	U.S.	Printed materials, namely, curricula in the field of insurance designation programs (Cl. 16) Educational services, namely, offering designation programs through web-based self-study and classroom instruction

TRADEMARK	REG. #	APP. #	COUNTRY	GOODS/SERVICES
				for insurance industry professionals, agents, brokers, adjusters, customer service representatives, underwriters, and solicitors (Cl. 41)
CREDIT UNION TIMES	2,963,162	78/316,820	U.S.	Weekly trade publication featuring information of and concerning the credit union industry (Cl. 16)
FC&S	2,093,099	75/158,025	U.S.	Computer programs for use in the field of insurance and financial services containing current information on the insurance industry (Cl. 9)
FC&S	2,031,856	75/011,675	U.S.	Publications, namely, printed books and manuals containing current information on the insurance industry and training and continuing education in the insurance industry (Cl. 16)
FREEERISA.COM	2,561,388	76/114,346	U.S.	Providing online access to pension and benefit information to employers (Cl. 36)
INSIDECOUNSEL	3,231,808	78/656,993	U.S.	Periodically published magazines, newsletters and brochures that provide news and information in the field of law (Cl. 16)
INSIDE COUNSEL	1417675	771734	Canada	Printed publications and materials, namely, books,

TRADEMARK	REG. #	APP. #	COUNTRY	GOODS/SERVICES
				directories, reports, collections of papers, briefs, periodicals and newsletters containing information of interest to the legal profession and in-house counsel, namely, information regarding Canadian law, legislation, jurisprudence, members of the legal profession, legal and professional issues, national and international legal news and the offering and delivery of legal services.
INSIDECOUNSEL (Stylized)	1268581	689542	Canada	Periodically published magazines, newsletters and brochures providing news and information of interest to the legal community.
INSIDECOUNSEL SUPERCONFERENCE	3,231,809	78/657,519	U.S.	Educational services, namely arranging and conducting seminars, conferences, workshops and forums pertaining to the legal field (Cl. 41)
INSIDECOUNSEL SUPERCONFERENCE (Stylized)	1268584	690018	Canada	Educational services, namely arranging and conducting seminars, conferences, workshops and forums pertaining to the legal field.
INSUR'ED	1,977,914	74/624,583	U.S.	Educational services, namely conducting courses and seminars

TRADEMARK	REG. #	APP. #	COUNTRY	GOODS/SERVICES
				in the field of the rules, regulations, and practices within the financial and insurance industries for financial institutions, insurance companies, their employees, agents, and representatives, and the publication or dissemination of printed materials related thereto (Cl. 41)
INVESTMENT ADVISOR	2,728,295	76/207,544	U.S.	Magazine providing financial and investment information and advice (Cl. 16)
KIRSCHNER'S INSURANCE DIRECTORIES (In grace period but will expire 10/24/13 under §8.)	950,391	72/408,408	U.S.	Insurance directories (Cl. 38)
MINING INDABA	--	2009/17071	South Africa	Conferences including conferences for natural resources professionals (Cl. 41)
MORTGAGE ORIGINATOR	2,002,132	74/539,418	U.S.	Monthly magazines containing business and financial information (Cl. 16)
NATIONAL UNDERWRITER	2,501,530	75/912,444	U.S.	Computer services, namely, providing on-line newsletters, news analysis reports, newspapers and magazines in the field of insurance and financial services (Cl. 42)
NATIONAL UNDERWRITER	2,501,529	75/912,443	U.S.	Printed materials, namely, books,

TRADEMARK	REG. #	APP. #	COUNTRY	GOODS/SERVICES
				reference books, statistical books, newspapers, magazines, newsletters, monthly bulletins and loose leafs all featuring information of interest to the insurance and financial services industries (Cl. 16)
NATIONAL UNDERWRITER	2,499,762	75/917,126	U.S.	Prerecorded video tapes, audio tapes, and CD-ROM disks featuring information of interest to the insurance and financial services industries (Cl. 9)
PLCS PERSONAL LINES COVERAGE SPECIALIST	4,091,682	85/029,856	U.S.	Printed materials, namely, curricula in the field of insurance designation programs (Cl. 16) Educational services, namely, providing designation programs in the nature of web-based self-study and classroom instruction for insurance industry professionals, agents, brokers, adjusters, customer service representatives, underwriters, and solicitors (Cl. 41)
PRODUCERSWEB	3,456,391	77/144,709	U.S.	Membership club services providing discounts and processing rebates for the goods and services of others;

TRADEMARK	REG. #	APP. #	COUNTRY	GOODS/SERVICES
				<p>online retail store services featuring the finance and insurance products of others; business advice and commercial information; promoting the goods and services of others via a global computer network; providing an online directory information service featuring information in the fields of finance and insurance service providers; subscription services for publications, namely, directories, magazines, newsletters, articles, reports and columns (Cl. 35); Providing an interactive website featuring information in fields of insurance and finance; providing information and on-line news in the fields of insurance and finance; news reporting services in the field of financial news; consultation services in the field of insurance and finance (Cl. 36); Transmission of news feeds via a global computer network for discussion groups; providing on-line chat rooms and electronic</p>

TRADEMARK	REG. #	APP. #	COUNTRY	GOODS/SERVICES
				bulletin boards for transmission of messages among people in the financial and insurance industries (Cl. 38); Providing on-line publications in the nature of directories, columns, articles, reports, e-magazines and e-newsletters in the field of insurance and finance; publication of directories, magazines, newsletters, columns, reports, and articles in the field of insurance and finance; radio entertainment services, namely, radio programs featuring performances by a individual in the financial industry; entertainment services, namely, providing a website featuring audio and video clips and other multimedia materials featuring information in the fields of insurance and finance; personal coaching services in the field of insurance and finance (Cl. 41)
SENIOR MARKET ADVISOR	3,426,226	77/266,210	U.S.	Magazines featuring information in the fields of insurance

TRADEMARK	REG. #	APP. #	COUNTRY	GOODS/SERVICES
				and finance (Cl. 16)
SENIOR MARKET ADVISOR EXPO	3,984,135	85/061,951	U.S.	Arranging, organizing, and conducting trade show expositions and educational conferences with a focus on the insurance advisors who market insurance goods and services for the benefit of seniors (Cl. 35)
TECH DECISIONS	2,773,739	78/191,608	U.S.	Publications, namely, magazines on the subject of applying technology to the field of financial services and insurance services (Cl. 16)
TREASURY AND RISK MANAGEMENT (Amended to TREASURY & RISK. No longer in use, and registration will lapse 5/11/13, with final grace period ending 11/11/13.)	1,770,014	74/276,748	U.S.	Magazines in the field of financial management (Cl. 16)
PC360	[pending]	85864452	U.S.	Providing information, news, editorial analysis and professional development resources in the field of property and casualty insurance
PROPERTY CASUALTY 360	[pending]	85845990	U.S.	Providing information, news, editorial analysis and professional development

TRADEMARK	REG. #	APP. #	COUNTRY	GOODS/SERVICES
				resources in the field of property and casualty insurance
LIFEHEALTHPRO	[pending]	85845983	U.S.	Providing information, news, editorial analysis and professional development resources in the field of property and casualty insurance
THINKADVISOR	[pending]	85837576	U.S.	Providing information, news, editorial analysis and professional development resources in the field of financial planning and investment for investment advisory professionals

2. IP LICENSES

NONE