

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	GRANT OF A SECURITY INTEREST -- TRADEMARKS

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
U.S. Retirement Partners, Inc.		06/11/2013	CORPORATION: DELAWARE
Directing Extra Benefits for Teachers, Inc.		06/11/2013	CORPORATION: TEXAS
OMNI Financial Group Inc.		06/11/2013	CORPORATION: NEW YORK
USB Enrollment Services, LLC		06/11/2013	LIMITED LIABILITY COMPANY: TEXAS
USB Health, LLC		06/11/2013	LIMITED LIABILITY COMPANY: TEXAS

**RECEIVING PARTY DATA**

<b>Name:</b>	Kayne Anderson Senior Credit Advisors, LLC, as administrative agent
<b>Street Address:</b>	Kayne Senior Credit Fund, L.P., 1800 Avenue of the Stars
<b>Internal Address:</b>	3rd Floor
<b>City:</b>	Los Angeles
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	90067
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE

**PROPERTY NUMBERS Total: 15**

Property Type	Number	Word Mark
Registration Number:	3558363	U.S. RETIREMENT PARTNERS
Registration Number:	3638966	US RETIREMENT PARTNERS
Registration Number:	3871518	SAVE GROW PROTECT LIVE FINANCIAL PLANNIN
Registration Number:	3957645	I INROLL
Registration Number:	4030149	U.S. EMPLOYEE BENEFITS SERVICES GROUP
Registration Number:	4032930	US EMPLOYEE BENEFITS SERVICES GROUP
Registration Number:	4082701	OMNI
Registration Number:	4082702	LISTENS. LEADS. DELIVERS.

Registration Number:	4098268	
Registration Number:	4211727	PREFERRED PROVIDER PROGRAM
Registration Number:	4261820	403(B). WHY ME?
Registration Number:	3822548	A ADVANCED FINANCIAL SYSTEMS
Registration Number:	2473302	UNITED SPECIALTY BENEFITS, INC.
Serial Number:	85615949	P3
Serial Number:	85450762	OMNI P3

**CORRESPONDENCE DATA**

Fax Number: 2125935955  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*  
Phone: 212-756-2336  
Email: melissa.karp@srz.com  
Correspondent Name: M. Karp c/o Schulte Roth & Zabel LLP  
Address Line 1: 919 Third Avenue  
Address Line 2: 22nd Floor  
Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	044558-0002
NAME OF SUBMITTER:	Melissa Karp (044558-0002)
Signature:	/kc for mk/
Date:	06/14/2013

**Total Attachments: 5**  
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GRANT OF A SECURITY INTEREST --TRADEMARKS

This Trademark Security Agreement (this "Trademark Security Agreement") is made as of June 11, 2013, by U.S. Retirement Partners, Inc., Directing Extra Benefits For Teachers, Inc., OMNI Financial Group Inc., USB Enrollment Services, LLC, and USB Health, LLC (each a "Grantor" and collectively, the "Grantors"), in favor of Kayne Anderson Senior Credit Advisors, LLC, in its capacity as Administrative Agent for itself and the other Secured Parties (together with its successors and assigns in such capacity, "Grantee").

WHEREAS, the Grantors have adopted, used and are using, and hold all right, title and interest in and to, the trademarks and service marks listed on the attached Schedule A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Grantors have entered into a Pledge and Security Agreement, dated June 11, 2013 (as amended, restated, supplemented, modified or otherwise changed from time to time, the "Security Agreement"), in favor of Grantee; and

WHEREAS, pursuant to the Security Agreement, the Grantors have granted to the Grantee for the benefit of the Secured Parties (as defined in the Security Agreement), a continuing security interest in all right, title and interest of the Grantors in, to and under the Trademarks, together with, among other things, the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations (as defined in the Security Agreement).

NOW, THEREFORE, as collateral security for the payment, performance and observance of all of the Secured Obligations, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantors do hereby grant to the Grantee and grant to the Grantee for the benefit of the Secured Parties, a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

All capitalized terms used but not otherwise defined herein have the meanings given to them in the Security Agreement.


The Grantors do hereby further acknowledge and affirm that the rights and remedies of the Grantee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

This Trademark 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. Delivery of an executed counterpart by facsimile or electronic mail shall be equally effective as delivery of an original executed counterpart.


*[Remainder of page intentionally left blank]*

IN WITNESS WHEREOF, the Grantors have caused this Trademark Security Agreement to be duly executed by its officer thereunto duly authorized as of the date first set forth above.


U.S. RETIREMENT PARTNERS, INC.

By:   
Name: Mark M. Skinner  
Title: President and Chief Executive Officer

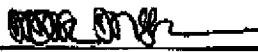
DIRECTING EXTRA BENEFITS FOR TEACHERS, INC.

By:   
Name:  
Title:


OMNI FINANCIAL GROUP INC.

By:   
Name: Mark M. Skinner  
Title: Vice Chairman and Secretary

USB ENROLLMENT SERVICES, LLC  
By: U.S. RETIREMENT PARTNERS, INC.  
Its: Sole Member

By:   
Name: Mark M. Skinner  
Title: President and Chief Executive Officer

USB HEALTH, LLC  
By: U.S. RETIREMENT PARTNERS, INC.  
Its: Sole Member

By:   
Name: Mark M. Skinner  
Title: President and Chief Executive Officer

SCHEDULE A TO GRANT OF A SECURITY INTEREST

Trademark Registrations and Applications

Company	Country	Mark	Registration No.	Registration Date
U.S. Retirement Partners, Inc.	USA	U.S. Retirement Partners	3,558,363	1/6/09
U.S. Retirement Partners, Inc.	USA	U.S. Retirement Partners (with design)	3,638,966	1/16/09
U.S. Retirement Partners, Inc.	USA	Financial Planning for Your Retirement (with design)	3,871,518	11/2/10
U.S. Retirement Partners, Inc.	USA	InRoll with design	3,957,645	5/10/11
U.S. Retirement Partners, Inc.	USA	U.S. Employee Benefits Services Group	4,030,149	9/20/11
U.S. Retirement Partners, Inc.	USA	U.S. Employee Benefits Services Group (with design)	4,032,930	9/27/11
OMNI Financial Group Inc.	USA	OMNI	4,082,701	1/10/12
OMNI Financial Group Inc.	USA	Listens. Leads. Delivers.	4,082,702	1/10/12
OMNI Financial Group Inc.	USA	OOOO (the four ovals in OMNI's logo)	4,098,268	2/14/12

<b>Company</b>	<b>Country</b>	<b>Mark</b>	<b>Registration No.</b>	<b>Registration Date</b>
OMNI Financial Group Inc.	USA	Preferred Provider Program	4,211,727	9/18/12
OMNI Financial Group Inc.	USA	403(b) Why Me?	4,261,820	12/18/12
Directing Extra Benefits For Teachers, Inc. (d/b/a Advanced Financial Strategies)	USA	A ADVANCED FINANCIAL SYSTEMS	3,822,548	7/20/10
USB Health, LLC	USA	UNITED SPECIALTY BENEFITS, INC.	2,473,302	7/31/01

PENDING APPLICATIONS

<b>Company</b>	<b>Country</b>	<b>Mark</b>	<b>Application Serial No.</b>	<b>Filing Date</b>
OMNI Financial Group Inc. (d/b/a The Omni Group)	USA	P3	85/615,949	5/3/12
OMNI Financial Group Inc. (d/b/a The Omni Group)	USA	—	85/450/762	10/19/11