

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
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<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
USI Holdings Corporation		07/25/2013	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	USI Insurance Services LLC
<b>Street Address:</b>	555 Pleasantville Road
<b>Internal Address:</b>	Suite 160 South
<b>City:</b>	Briarcliff Manor
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10510
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE

**PROPERTY NUMBERS Total: 5**

Property Type	Number	Word Mark
Serial Number:	85488368	USI SOLUTIONS
Registration Number:	4310812	MEMBER BENEFITS MARKETPLACE
Registration Number:	3509796	REWARDING U
Registration Number:	3169480	USI AFFINITY
Registration Number:	4347802	LAWYERS COMPLETE

**CORRESPONDENCE DATA**

Fax Number: 2029555564  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

Email: kimberly.hoover@hklaw.com  
 Correspondent Name: Kimberly Hoover  
 Address Line 1: 800 17th Street NW  
 Address Line 4: Washington, DISTRICT OF COLUMBIA 20006

<b>ATTORNEY DOCKET NUMBER:</b>	083471-61
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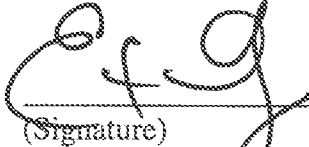
NAME OF SUBMITTER:	Kimberly Hoover, Legal Assistant
Signature:	/Kimberly Hoover/
Date:	07/25/2013
Total Attachments: 2 source=USI Holdings Corp assignment#page1.tif source=USI Holdings Corp assignment#page2.tif	

ASSIGNMENT OF TRADEMARKS

WHEREAS, USI Holdings Corporation, a Delaware corporation with an address of Suite 160 South, 555 Pleasantville Road, Briarcliff Manor, New York 10510 (hereinafter "Assignor") wishes to assign to USI Insurance Services LLC, a Delaware limited liability company with an address of Suite 160 South, 555 Pleasantville Road, Briarcliff Manor, New York 10510 (hereinafter "Assignee") all right, title and interest in and to certain trademarks and the applications and registrations therefor, all of which are identified in Appendix A to this agreement (hereinafter collectively "Marks and Trademark Filings"), along with the good will associated therewith, including that portion of the good will and ongoing and existing business of the Assignor associated therewith.

NOW, THEREFORE, for the sum and value of \$10.00 and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged and confessed, Assignor hereby sells, assigns, transfers and sets over unto Assignee, without reservation, the entire right, title and interest in and to the Marks and Trademark Filings, together with that portion of the good will and ongoing and existing business of the Assignor associated therewith, and with the right to sue and recover for past infringements of the Marks and Trademark Filings. This agreement shall be effective as of the latter of dates of signature set forth below.

USI Holdings Corporation

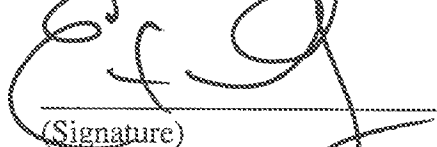
  
\_\_\_\_\_  
(Signature)

Ernest J. Newborn, II  
\_\_\_\_\_  
(Printed Name)

SVP, General Counsel & Secretary  
\_\_\_\_\_  
(Title)

7/25/13  
\_\_\_\_\_  
(Date)

USI Insurance Services LLC

  
\_\_\_\_\_  
(Signature)

Ernest J. Newborn, II  
\_\_\_\_\_  
(Printed Name)

SVP, General Counsel & Secretary  
\_\_\_\_\_  
(Title)

7/25/13  
\_\_\_\_\_  
(Date)

APPENDIX A

Marks and Trademark Filings  
(United States)

<u>Trademark</u>	<u>Application/Registration Number</u>
USI SOLUTIONS	App. No. 85/488368
MEMBER BENEFITS MARKETPLACE	Reg. No. 4310812
REWARDING U	Reg. No. 3509796
USI AFFINITY	Reg. No. 3169480
LAWYERS COMPLETE	Reg. No. 4347802