

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM319664

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
DeWitt Stern Group, Inc.		09/26/2014	CORPORATION: NEW YORK
DeWitt Stern Group of Companies, LLC		09/26/2014	LIMITED LIABILITY COMPANY: NEW YORK
RECEIVING PARTY DATA			
Name:	RSC Insurance Brokerage, Inc.		
Street Address:	160 Federal Street		
City:	Boston		
State/Country:	MASSACHUSETTS		
Postal Code:	02110		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3513532	ULTIMA	
CORRESPONDENCE DATA			
Fax Number:	3125774688		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	(312)577-8416		
Email:	carole.dobbins@kattenlaw.com		
Correspondent Name:	Carole Dobbins c/o Katten Muchin		
Address Line 1:	525 W. Monroe St.		
Address Line 4:	Chicago, ILLINOIS 60661		
NAME OF SUBMITTER:	Carole Dobbins		
SIGNATURE:	/Carole Dobbins/		
DATE SIGNED:	10/09/2014		
Total Attachments: 5			
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TRADEMARK

MARKS ASSIGNMENT

THIS MARKS ASSIGNMENT is dated as of September 26, 2014, and is made from DeWitt Stern Group, Inc., a New York corporation, and DeWitt Stern Group of Companies, LLC, a New York limited liability company (collectively, "Assignors"), on the one hand, to RSC Insurance Brokerage, Inc., a Delaware corporation ("Assignee"), on the other hand.

WHEREAS, Assignors have adopted and used and are using in commerce the marks set forth in the attached Schedule 1 (the "Marks"); and

WHEREAS, pursuant to the Asset Purchase Agreement, dated as of September 26, 2014, by and among Assignors, Assignee and certain other parties thereto, Assignee wishes to acquire from Assignors, and Assignors wish to transfer to Assignee, said Marks and the goodwill associated with such Marks;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by Assignors:

1. Assignment of Rights. Assignors hereby irrevocably and exclusively grant, assign and transfer to Assignee all rights, title and interests whatsoever in and to the Marks, the goodwill of the business symbolized by the Marks, all registrations and applications for registration thereof, if any, all rights of action accrued and to accrue under and by virtue thereof, including the right to sue and recover for past infringement of said Marks, and all records and files relating to said Marks.

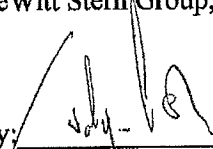
2. General Provisions. Assignors shall sign all documents, provide all testimony and, in general, do all lawful things reasonably requested of them by Assignee to carry out and fulfill the purposes and intent of this Marks Assignment. Assignors hereby covenant that they have full right to convey the entire interest herein assigned, and that they have not executed, and will not execute, any agreements inconsistent herewith. This Marks Assignment will be governed by, and construed and enforced in accordance with, the substantive laws of the State of New York, without regard to its principles of conflicts of laws.

[Remainder of Page Left Intentionally Blank; Signature Page Follows]

IN WITNESS WHEREOF, the parties have executed, made and entered into this Marks Assignment under seal as of the date first set forth above.

ASSIGNOR:

DeWitt Stern Group, Inc.

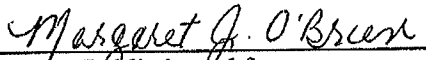
By: 
Name: Jolyon F. Stern
Title: Chief Executive Officer

THE STATE OF NEW YORK

County of NEW YORK

This instrument was executed before me on this 26th day of September 2014, by JOLYON F. STERN, the CHIEF EXECUTIVE OFFICER (title) of DeWitt Stern Group, Inc., a limited liability company, on behalf of said limited liability company.

WITNESS my hand and official seal.


Notary Public in and for
The _____ of _____

MARGARET J O'BRIEN
NOTARY PUBLIC-STATE OF NEW YORK
No. 02OB6027308
Qualified in Westchester County
My Commission Expires July 06, 2015

MARGARET J. O'BRIEN
Printed or Typed Name of Notary

My Commission Expires 7-6-15

Signature Page to Trademark Assignment

TRADEMARK
REEL: 005378 FRAME: 0676

IN WITNESS WHEREOF, the parties have executed, made and entered into this Marks Assignment under seal as of the date first set forth above.

ASSIGNOR:

DeWitt Stern Group of Companies, LLC

By: [Signature]
Name: Jolyon F. Stern
Title: Chief Executive Officer

THE STATE OF NEW YORK

County of NEW YORK

This instrument was executed before me on this 26th day of September 2014, by JOLYON F. STERN, the CHIEF EXECUTIVE OFFICER (title) of DeWitt Stern Group of Companies, LLC, a New York limited liability company, on behalf of said limited liability company.

WITNESS my hand and official seal.

Margaret J. O'Brien
Notary Public in and for
The _____ of _____

MARGARET J O'BRIEN
NOTARY PUBLIC-STATE OF NEW YORK
No. 02086027308
Qualified in Westchester County
My Commission Expires July 06, 2016

MARGARET J. O'BRIEN
Printed or Typed Name of Notary

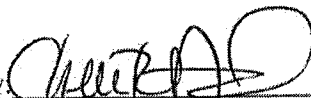
My Commission Expires 7-6-15

Signature Page to Trademark Assignment

IN WITNESS WHEREOF, the parties have executed, made and entered into this Marks Assignment under seal as of the date first set forth above.

ASSIGNEE:

RSC Insurance Brokerage, Inc.

By: 
Name: Christopher Anderson
Title: Vice President

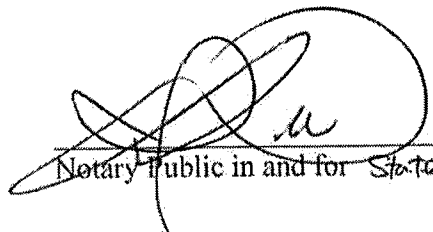
THE STATE OF NEW YORK

County of Westchester

This instrument was executed before me on this 23rd day of September, 2014, by Christopher Anderson, the Vice President (title) of RSC Insurance Brokerage, Inc., a Delaware corporation, on behalf of said corporation.

WITNESS my hand and official seal.

JIN W LEE
NOTARY PUBLIC-STATE OF NEW YORK
No. 01LE6146067
Qualified in Westchester County
My Commission Expires September 07, 2018


Notary Public in and for State of New York

Jin W. Lee
Printed or Typed Name of Notary

My Commission Expires 9/7/18

SCHEDULE 1

DEWITT STERN

Mark	Application No.	Application Date	Registration No.	Registration Date
ULTIMA	77207533	6/15/07	3513532	10/7/08