

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM410691

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
AIA AMERICAN INSURANCE ADMINISTRATORS, LLC		12/30/2016	Limited Liability Company: DELAWARE
HP PLANNING, LLC		12/30/2016	Limited Liability Company: CONNECTICUT
GROUP SERVICES, LLC		12/30/2016	Limited Liability Company: DELAWARE
ROBERT G. RELPH AGENCY, INC.		12/30/2016	Corporation: NEW YORK
VIRTUS BENEFITS, LLC		12/30/2016	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	MIDCAP FINANCIAL TRUST LLC		
Street Address:	C/O MIDCAP FINANCIAL SERVICES, LLC, as servicer		
Internal Address:	7255 WOODMONT AVENUE, SUITE 200		
City:	BETHESDA		
State/Country:	MARYLAND		
Postal Code:	20814		
Entity Type:	STATUTORY TRUST: DELAWARE		
PROPERTY NUMBERS Total: 14			
Property Type	Number	Word Mark	
Registration Number:	3941550	DISCOVERHEALTH	
Registration Number:	3757295	SIMPLICITE	
Registration Number:	3685070	SIMPLICIT-E	
Registration Number:	4886870	LEADHEALTH	
Registration Number:	2361041	CREATIVE BENEFIT PLANNING	
Registration Number:	4308204	CBP	
Registration Number:	3608581	BENEFITTING YOU DIFFERENTLY	
Registration Number:	3707617	GROUPSERVICES BENEFITTING YOU DIFFERENTL	
Registration Number:	4931896	TRANSITIONS FOR U	
Registration Number:	4931897	COMPLIANCE FOR U	
Registration Number:	4742663	R-SOLUTION	

CH \$365.00 3941550

Property Type	Number	Word Mark
Registration Number:	3816010	LEAD2HEALTH
Registration Number:	4095668	RELPH BENEFIT ADVISORS
Registration Number:	4045142	ADVANTAGE

CORRESPONDENCE DATA

Fax Number: 3102774730
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.

Phone: (310) 284 6107
Email: jsbrown@mwe.com, ssteigleder@mwe.com
Correspondent Name: SARAH STEIGLEDER
Address Line 1: MCDERMOTT WILL & EMERY LLP
Address Line 2: 2049 CENTURY PARK EAST, SUITE 3800
Address Line 4: LOS ANGELES, CALIFORNIA 90067

ATTORNEY DOCKET NUMBER:	101444-0012
NAME OF SUBMITTER:	SARAH STEIGLEDER
SIGNATURE:	/Sarah Steigleder/
DATE SIGNED:	12/30/2016

Total Attachments: 5
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TRADEMARK SECURITY AGREEMENT

This **TRADEMARK SECURITY AGREEMENT** is entered into as of December 30, 2016, (this “**Agreement**”), among AIA American Insurance Administrators, LLC, a Delaware limited liability company, HP Planning, LLC, a Connecticut limited liability company, Group Services, LLC, a Delaware limited liability company, Robert G. Relph Agency, Inc., a New York corporation and Virtus Benefits, LLC, a Delaware limited liability company (each, a “**Grantor**”) and MidCap Financial Trust (“**MidCap**”), as collateral agent (in such capacity, the “**Administrative Agent**”) for the Secured Parties.

Reference is made to that certain Pledge and Security Agreement, dated as of December 30, 2016 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time and in effect on the date hereof, the “**Security Agreement**”), among the Grantors party thereto and the Administrative Agent. The Lenders (as defined below) have extended credit to the Borrower subject to the terms and conditions set forth in that certain Credit Agreement, dated as of December 30, 2016 (as amended, restated, amended and restated, supplemented or otherwise modified and in effect on the date hereof, the “**Credit Agreement**”), by and among, *inter alios*, Genagi Holdings, Inc., a Delaware corporation (which shall change its name to Alera Group Holdings, Inc., immediately following the consummation of the Transactions), Genagi Intermediate Holdings, Inc., a Delaware corporation (which shall change its name to Alera Intermediate Group Holdings, Inc., immediately following the consummation of the Transactions), the lenders from time to time party thereto (the “**Lenders**”), MidCap, in its capacities as administrative agent and collateral agent for the Lenders and the other agents named therein. Consistent with the requirements set forth in Sections 4.01 and 5.12 of the Credit Agreement and Section 4.03(c) of the Security Agreement, the parties hereto agree as follows:

SECTION 1. **Terms.** Capitalized terms used in this Agreement and not otherwise defined herein have the meanings specified in the Security Agreement.

SECTION 2. **Grant of Security Interest.** As security for the prompt and complete payment or performance, as the case may be, in full of the Secured Obligations, each Grantor, pursuant to the Security Agreement, did and hereby does pledge, collaterally assign, mortgage, transfer and grant to the Administrative Agent, its successors and permitted assigns, on behalf of and for the ratable benefit of the Secured Parties, a continuing security interest in all of its right, title or interest in, to or under all of the following assets, whether now owned or at any time hereafter acquired by or arising in favor of such Grantor and regardless of where located (collectively, the “**Trademark Collateral**”):

- A. all Trademarks, including those Trademark registrations and registration applications in the United States Patent and Trademark Office listed on Schedule I hereto;
- B. all goodwill associated with or symbolized by the Trademarks;
- C. all assets, rights and interests that uniquely reflect or embody the Trademarks;
- D. the right to sue third parties for past, present and future infringements or dilutions of any Trademark; and
- E. all proceeds of and rights associated with the foregoing;

in each case to the extent the foregoing the foregoing items constitute Collateral.

SECTION 3. **Security Agreement.** The security interests granted to the Administrative Agent herein are granted in furtherance, and not in limitation of, the security interests granted to the Administrative Agent pursuant to the Security Agreement. Each Grantor hereby acknowledges and affirms that the rights and remedies of the Administrative Agent with respect to the Trademark 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. In the event of any conflict between the terms of this Agreement and the Security Agreement, the terms of the Security Agreement shall govern.

SECTION 4. *Governing Law.* This Agreement shall be governed by, and construed and interpreted in accordance with, the laws of the State of New York.

[Signature Pages Follow]

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the day and year first above written.

"GRANTORS"

AIA AMERICAN INSURANCE ADMINISTRATORS,
LLC
HP PLANNING, LLC
GROUP SERVICES, LLC
ROBERT G. RELPH AGENCY, INC.
VIRTUS BENEFITS, LLC

By:  _____


Name: Alan Levitz

Title: Executive President and Chief Executive Officer

MIDCAP FINANCIAL TRUST, as Administrative Agent



By: Apollo Capital Management, L.P., its investment manager

By: Apollo Capital Management GP, LLC, its general partner

By: 
Name: _____
Title: **Maurice Amsellem**
Authorized Signatory

SCHEDULE I

TRADEMARKS

<u>Owner</u>	<u>Trademark</u>	<u>Status</u>	<u>App./Reg. Nos.</u>	<u>App./Reg. Date</u>
AIA American Insurance Administrators, LLC	DISCOVERHEALTH	Registered	3941550	4/5/2011
	SIMPLICITE and Design 	Registered	3757295	3/9/2010
	SIMPLICIT-E	Registered	3685070	9/22/2009
	LEADHEALTH	Registered	4886870	1/12/2016
HP Planning, LLC	CREATIVE BENEFIT PLANNING	Registered	2361041	6/27/2000
	CBP	Registered	4308204	3/26/2013
Group Services, LLC	BENEFITTING YOU DIFFERENTLY	Registered	3608581	4/21/2009
	GROUPSERVICES BENEFITTING YOU DIFFERENTLY and Design 	Registered	3707617	11/10/2009
	TRANSITIONS FOR U	Registered	4931896	4/5/2016
	COMPLIANCE FOR U	Registered	4931897	4/5/2016
Robert G. Relph Agency, Inc.	R-SOLUTION	Registered	4742663	5/26/2015
	LEAD2HEALTH	Registered	3816010	7/13/2010
	RELPH BENEFIT ADVISORS	Registered	4095668	2/7/2012
Virtus Benefits, LLC	ADVANTAGE	Registered	4045142	10/25/2011