

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM464294

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF INTELLECTUAL PROPERTY SECURITY AGREEMENT		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
MACQUARIE US TRADING LLC		03/05/2018	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	Goldman Sachs Private Middle Market Credit LLC, as Collateral Agent		
Street Address:	200 West Street		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10282		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 7			
Property Type	Number	Word Mark	
Registration Number:	4330963	NORTHWEST COMPREHENSIVE HIGHER EDUCATION	
Registration Number:	3123427	THE TOTAL PROTECTION PROGRAM	
Registration Number:	3099748	THE HEALTHPLAN OPTIMIZER	
Registration Number:	2584362	SINGER NELSON CHARLMERS	
Registration Number:	3057600	RE-SOLUTIONS INTERMEDIARIES, LLC	
Registration Number:	4288355	RE-SOLUTIONS INTERMEDIARIES	
Registration Number:	4555488	RE-SOURCES	
CORRESPONDENCE DATA			
Fax Number:	6175269899		
<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:	6175269628		
Email:	cslattery@proskauer.com		
Correspondent Name:	Christine Slattery		
Address Line 1:	Proskauer Rose LLP		
Address Line 2:	One International Place, 23rd Floor		
Address Line 4:	Boston, MASSACHUSETTS 02110		
ATTORNEY DOCKET NUMBER:	32868 / 075		

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NAME OF SUBMITTER:	Christine Slattery
SIGNATURE:	/Christine Slattery/
DATE SIGNED:	03/05/2018
Total Attachments: 5 source=Assignment of Intellectual Property Security Agreements RSC Insurance Brokerage Inc#page1.tif source=Assignment of Intellectual Property Security Agreements RSC Insurance Brokerage Inc#page2.tif source=Assignment of Intellectual Property Security Agreements RSC Insurance Brokerage Inc#page3.tif source=Assignment of Intellectual Property Security Agreements RSC Insurance Brokerage Inc#page4.tif source=Assignment of Intellectual Property Security Agreements RSC Insurance Brokerage Inc#page5.tif	

**ASSIGNMENT OF INTELLECTUAL PROPERTY
SECURITY AGREEMENTS**

This **ASSIGNMENT OF INTELLECTUAL PROPERTY SECURITY AGREEMENTS** (this “**Assignment**”), dated as of March 5, 2018, is by **MACQUARIE US TRADING LLC** (individually, “**Macquarie**”), acting in its capacity as the current and resigning collateral agent (in such capacity, the “**Retiring Agent**”) and **GOLDMAN SACHS PRIVATE MIDDLE MARKET CREDIT LLC**, a Delaware limited liability company (individually, “**GSPMMC**”), acting in its capacity as the successor collateral agent (in such capacity, the “**Successor Agent**”).

RECITALS:

WHEREAS, RSC Insurance Brokerage, Inc., as “Grantor”, and Retiring Agent are parties to that certain intellectual property security agreements identified in Exhibit A attached hereto (as the same have been and may hereafter be amended, restated, supplemented or otherwise modified from time to time, collectively, the “**Agreements**”) covering certain intellectual property set forth on Exhibit B attached hereto; and

WHEREAS, pursuant to that certain Agency Transfer Agreement by and among Macquarie, as the Retiring Agent, and GSPMMC, as Successor Agent, Retiring Agent has assigned to Successor Agent all of its rights, remedies, duties and other obligations under, among other documents, the Agreements, in each instance, in its capacity as collateral agent.

NOW, THEREFORE, in consideration of the foregoing, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Retiring Agent hereby assigns and transfers to Successor Agent and its successors and assigns, all of its rights, title and interest in and to the Agreements.

This Assignment may be executed in any number of counterparts, each of which when so executed shall be deemed an original and all of which taken together shall constitute one and the same instrument.

- Remainder of Page Intentionally Left Blank; Signature Pages Follow –

IN WITNESS WHEREOF, Retiring Agent and Successor Collateral Agent have caused this Assignment to be duly executed as of the date first above written.

RETIRING AGENT:

MACQUARIE US TRADING LLC

By: 

Name:

Title:

**Joshua Karlin
Authorized Signatory**

By: 

Name:

Title:

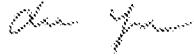
**Arlita Chiu
Authorized Signatory**

[Signature Page to Assignment of Intellectual Property Security Agreements]

**TRADEMARK
REEL: 006283 FRAME: 0830**

SUCCESSOR AGENT:

**GOLDMAN SACHS PRIVATE
MIDDLE MARKET CREDIT LLC,
as Collateral Agent**

A handwritten signature in cursive script, appearing to read "David Yu", is positioned to the right of a vertical dotted line.

By: _____

Name: David Yu

Title: Authorized Signatory

EXHIBIT A

Grant of Security Interest in Copyrights (Second Lien) dated as of November 30, 2015 and filed with the United States Copyright Office on December 7, 2015 in Volume 9930, Document 932

Grant of Security Interest in Trademarks (Second Lien) dated as of November 30, 2015 and filed with the United States Patent and Trademark Office on December 4, 2015 at Reel 5682, Frame 0071

EXHIBIT B

Copyright Registrations

<u>TITLE</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
DSG electronic briefcase brochure.	TXu001331268	12/18/2006
DSG fine art dealer application.	TXu001331271	12/18/2006
DSG insurance for food processing operations brochure.	TXu001331266	12/18/2006
DSG insurance for law firms Q&A brochure.	TXu001331265	12/18/2006
DSG insurance for skate parks brochure.	TXu001331269	12/18/2006
DSG insurance for wineries and vineyards brochure.	TXu001331270	12/18/2006
DSG newsletter In touch.	TXu001331267	12/18/2006
DSG perspective template.	TXu001331640	12/18/2006
DSG service commitment brochure.	TXu001331272	12/18/2006
DSG services brochure (commercial risk & claims, risk management).	TXu001331273	12/18/2006

Trademark Registrations

<u>TRADEMARK</u>	<u>App. No.</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
NORTHWEST COMPREHENSIVE HIGHER EDUCATION BENEFIT ALLIANCE	85681093	4330963	5/7/2013
THE TOTAL PROTECTION PROGRAM	78687860	3123427	8/1/2006
THE HEALTHPLAN OPTIMIZER	76620116	3099748	6/6/2006
SINGER NELSON CHARLMERS	75923603	2584362	6/25/2002
Re-Solutions Intermediaries, LLC	78562568	3057600	2/7/2006
Re-Solutions Intermediaries	85631384	4288355	2/12/2013
Re-Sources	86101663	4555488	6/24/2014