

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM681052

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Orion Risk Management Insurance Services, Inc.		11/01/2018	Corporation: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Orion Risk Management Insurance Services, An Alera Group Insurance Agency, LLC		
Street Address:	3 Parkway North		
City:	Deerfield		
State/Country:	ILLINOIS		
Postal Code:	60015		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	5280024	ORION RISK MANAGEMENT	
CORRESPONDENCE DATA			
Fax Number:			
<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:	6172613115		
Email:	botrademarks@klgates.com		
Correspondent Name:	David J. Byer		
Address Line 1:	One Lincoln St		
Address Line 4:	Boston, MASSACHUSETTS 02111		
NAME OF SUBMITTER:	David J. Byer		
SIGNATURE:	/David J. Byer/		
DATE SIGNED:	10/14/2021		
Total Attachments: 6			
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ASSIGNMENT OF INTELLECTUAL PROPERTY

THIS ASSIGNMENT OF INTELLECTUAL PROPERTY (this “**Agreement**”) is entered into as of November 1, 2018 by and among Orion Risk Management Insurance Services, Inc., a California corporation (“**ORMIS**”), Orion Insurance Services, LLC, a California limited liability company (“**OIS**”), Orion – Friedman, LLC, a Nevada limited liability company (“**Orion Friedman**”), Orion Fisher Insurance Services, LLC, a Nevada limited liability company (“**Orion Fisher**”), Orion, Brown & Diggs, LLC, a Nevada limited liability company (“**Orion BD**”), and OCS LLC, a California limited liability company (“**OCS**”, and together with ORMIS, OIS, Orion Friedman, Orion Fisher, and Orion BD, the “**Assignor**”), and Orion Risk Management Insurance Services, An Alera Group Insurance Agency, LLC, a Delaware limited liability company (“**Assignee**”). All capitalized terms used herein and not otherwise described herein shall have the meanings ascribed to such terms in the Asset Purchase Agreement (as defined below).

WHEREAS, pursuant to the Asset Purchase Agreement dated as of the date hereof (the “**Asset Purchase Agreement**”), by and among Assignee, Alera Group, Inc., Assignor and the Seller Principals party thereto, Assignee is acquiring all of the Seller Intellectual Property.

NOW, THEREFORE, for and in consideration of the mutual covenants contained herein and contained in the Asset Purchase Agreement, the parties hereto agree as follows:

1. Assignor hereby sells, conveys, grants, transfers, assigns, releases and delivers to Assignee all of the Seller Intellectual Property, including all goodwill associated therewith, all remedies against infringements thereof, and all claims, causes of action, rights of recovery and rights of set-off of any kind (including all damages and payments for past, present or future infringement or misappropriation of Seller Intellectual Property and the right to sue and recover for past infringements or misappropriations of Seller Intellectual Property).

2. Assignee hereby accepts the transfer and assignment of the Seller Intellectual Property.

3. This Agreement may be executed in any number of counterparts, each of which shall be deemed an original and all of which shall constitute one agreement.

4. This Agreement shall be governed and construed by and enforced in accordance with the laws of the State of Delaware, without regard to the conflicts of law provisions thereof, and shall be binding upon, inure to the benefit of and be enforceable by and against the parties hereto and their respective successors and assigns.

5. To the extent there is any inconsistent language or conflict between the Asset Purchase Agreement and this Agreement, the terms of the Asset Purchase Agreement shall govern.

[Signature page follows]


IN WITNESS WHEREOF, the undersigned have caused their duly authorized officers to execute this Assignment of Intellectual Property as of the date first set forth above.

ASSIGNOR:

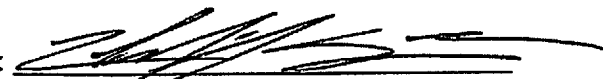
ORION RISK MANAGEMENT INSURANCE SERVICES, INC.

By: 
Name: Clifford Davis
Title: Chief Executive Officer

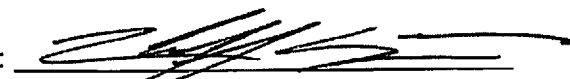
ORION INSURANCE SERVICES, LLC

By: 
Name: Clifford Davis
Title: President


OCS LLC

By: 
Name: Clifford Davis
Title: President

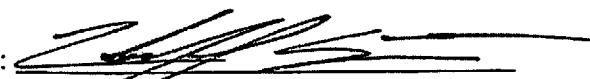
ORION – FRIEDMANN, LLC

By: 
Name: Clifford Davis
Title: President

ORION FISHER INSURANCE SERVICES, LLC

By: 
Name: Clifford Davis
Title: President

ORION, BROWN & DIGGS, LLC


By: 
Name: Clifford Davis
Title: President

[Signature page to Assignment of Intellectual Property (Orion)]

IN WITNESS WHEREOF, the undersigned have caused their duly authorized officers to execute this Assignment of Intellectual Property as of the date first set forth above.

ASSIGNEE:

ORION RISK MANAGEMENT INSURANCE
SERVICES, AN ALERA GROUP INSURANCE
AGENCY, LLC

By: 
Name: Alan Levitz
Title: Chief Executive Officer

[Signature page to Assignment of Intellectual Property (Orion)]

SCHEDULE 3.12(a)
REGISTERED INTELLECTUAL PROPERTY

Trademarks

1. United States Trademark Registration No. 5280024 owed by ORMIS.
Word Mark: ORION RISK MANAGEMENT



2. Common law trademark, if any, for: INSURE YOUR FUTURE
3. Common law trademark, if any, for: INSURING YOUR FUTURE

Domain Names

orionrisk.com (Expires 7/1/22)

Copyrights

None.

Fictitious Business Names Registered in Orange County, California

None.

Former Business Names

Previous corporate names of Orion BD, Orion Fisher and Orion Friedmann:

- Orion, Brown & Diggs Insurance Services, LLC
- Orion Friedmann Insurance Services, LLC
- Orion – Fisher, LLC

SCHEDULE 3.12(b)
INTELLECTUAL PROPERTY ENCUMBRANCES

None.

SCHEDULE 3.12(c)
INTELLECTUAL PROPERTY LICENSES

1. The Applied Systems Agreements.
2. Paylocity Corporation Services Agreement dated December 1, 2011 between ORMIS and Paylocity Corporation (the “Paylocity Agreement”).
3. The Company has licenses to use the following software programs:
 - QuickBooksPro 2015
 - Microsoft Office 210 Suite
 - Adobe
 - Work Compare
4. The Company, through its outside IT service provider, uses the following software:
 - NetPulse Remote Proactive Site Monitoring
 - Proofpoint Managed Email Threat Protection
 - RansomSafe – Ransomware monitor and protection tool
 - Datto – Business Continuity and Backup
 - Symantec – Managed Endpoint Threat Protection