

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM662223

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
OMNI FINANCIAL GROUP INC.		07/23/2021	Corporation: NEW YORK
RECEIVING PARTY DATA			
Name:	Antares Capital LP, as Collateral Agent		
Street Address:	500 W. Monroe Street		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60661		
Entity Type:	Limited Partnership: DELAWARE		
PROPERTY NUMBERS Total: 9			
Property Type	Number	Word Mark	
Registration Number:	2361311		
Registration Number:	2310866	OMNI	
Registration Number:	4082701	OMNI	
Registration Number:	3296033	THE OMNI GROUP	
Registration Number:	4261820	403(B). WHY ME?	
Registration Number:	4177170	403(B) - WHY ME?	
Registration Number:	4211727	PREFERRED PROVIDER PROGRAM	
Registration Number:	4524767	OMNI P3	
Registration Number:	4380993	P3	
CORRESPONDENCE DATA			
Fax Number:	3129939767		
<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:	3129932622		
Email:	gayle.grocke@lw.com		
Correspondent Name:	Latham & Watkins LLP		
Address Line 1:	330 N. Wabash Avenue		
Address Line 2:	Suite 2800		
Address Line 4:	Chicago, ILLINOIS 60611		

CH \$240.00 2361311

ATTORNEY DOCKET NUMBER:	057121-0274
NAME OF SUBMITTER:	Gayle D. Grocke
SIGNATURE:	/gdg/
DATE SIGNED:	07/23/2021

Total Attachments: 8

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Notice of Grant of Security Interest in Trademarks

NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS, dated as of July 23, 2021 (this “Notice”), made by USB HEALTH, LLC, a Texas limited liability company, U.S. RETIREMENT PARTNERS, INC., a Delaware corporation, CHIMIANTI & ASSOCIATES, a California corporation, The Retirement Plan Company, LLC, a Delaware limited liability company, KADES-MARGOLIS CORPORATION, a Pennsylvania corporation, OMNI FINANCIAL GROUP INC., a New York corporation and Union Lifestyle Benefits, LLC, a Maryland limited liability company, U.S. National Benefit Partners East Inc., a Delaware corporation, First Pacific Exchange, Inc., a California corporation and TSA Consulting Group, Inc., a Florida corporation (collectively, the “Pledgors” and, individually each a “Pledgor”), in favor of ANTARES CAPITAL LP, as Collateral Agent (as defined below).

Reference is made to the Collateral Agreement, dated as of July 23, 2021 (as amended, restated, supplemented or otherwise modified from time to time, the “Collateral Agreement”), among USRP Holdings, Inc., a Delaware corporation (the “Borrower”), KUSR Acquisition, Inc., a Delaware corporation (“Holdings”), each Subsidiary Loan Party from time to time thereto and ANTARES CAPITAL LP, as collateral agent (in such capacity, together with its successors and assigns in such capacity, the “Collateral Agent”) for the Secured Parties (as defined therein). The parties hereto agree as follows:

SECTION 1. Terms. Capitalized terms used in this Notice and not otherwise defined herein have the meanings specified in the Collateral Agreement. The rules of construction specified in Section 1.01(b) of the Collateral Agreement also apply to this Notice.

SECTION 2. Grant of Security Interest. As security for the payment and performance, as the case may be, in full of the Secured Obligations, each Pledgor pursuant to the Collateral Agreement did, and hereby does, pledge and grant to the Collateral Agent, its successors and permitted assigns, for the benefit of the Secured Parties, a continuing security interest in all of such Pledgor’s right, title and interest in, to and under any and all of the following assets now owned or at any time hereafter acquired by such Pledgor or in which such Pledgor now has or at any time in the future may acquire any right, title or interest (collectively, but excluding any Excluded Property, the “Trademark Collateral”):

all Trademarks, including those listed on Schedule I;

provided, however, that the foregoing pledge, assignment and grant of security interest will not cover any “intent-to-use” applications for trademark or service mark registrations filed pursuant to Section 1(b) of the Lanham Act, 15 U.S.C. §1051, unless and until an Amendment to Allege Use or a Statement of Use under Section 1(c) or 1(d) of the Lanham Act has been filed, to the extent, if any, that any assignment of an “intent-to-use” application prior to such filing would violate the Lanham Act.

SECTION 3. Collateral Agreement. The security interests granted to the Collateral Agent herein are granted in furtherance, and not in limitation of, the security interests granted to the Collateral Agent pursuant to the Collateral Agreement. Each Pledgor hereby acknowledges and affirms that the rights and remedies of the Collateral Agent with respect to the Trademark Collateral are more fully set forth in the Collateral 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 Notice and the Collateral Agreement, the terms of the Collateral Agreement shall govern.

SECTION 4. Counterparts. This Notice may be executed in two or more counterparts, each of which shall constitute an original but all of which when taken together shall constitute but one contract. Delivery of an executed counterpart to this Notice by facsimile or other electronic transmission shall be as effective as delivery of a manually signed original. The words “delivery,” “execution,” “execute,” “signed,” “signature,” and words of like import in or related to any document to be signed in connection with this Notice and the transactions contemplated hereby shall be deemed to include electronic signatures, the electronic matching of assignment terms and contract formations on electronic platforms approved by the Collateral Agent, or the keeping of records in electronic form, each of which shall be of the same legal effect, validity or enforceability as a manually executed signature, physical delivery thereof or the use of a paper-based recordkeeping system, as the case may be, to the extent and as provided for in any applicable Law, including the Federal Electronic Signatures in Global and National Commerce Act, the New York State Electronic Signatures and Records Act, or any other similar state laws based on the Uniform Electronic Transactions Act.

SECTION 5. Governing Law. THIS NOTICE AND ANY CLAIMS, CONTROVERSY, DISPUTE OR CAUSES OF ACTION (WHETHER IN CONTRACT OR TORT OR OTHERWISE) BASED UPON, ARISING OUT OF OR RELATING TO THIS NOTICE AND THE RIGHTS AND OBLIGATIONS OF THE PARTIES UNDER THIS NOTICE SHALL BE CONSTRUED IN ACCORDANCE WITH AND GOVERNED BY THE LAWS OF THE STATE OF NEW YORK, WITHOUT REGARD TO ANY PRINCIPLE OF CONFLICTS OF LAW THAT COULD REQUIRE THE APPLICATION OF ANY OTHER LAW.

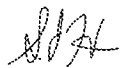
[Signature Pages Follow]

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

USB HEALTH, LLC
U.S. RETIREMENT PARTNERS, INC.
CHIMIENTI & ASSOCIATES
THE RETIREMENT PLAN COMPANY, LLC
KADES-MARGOLIS CORPORATION
OMNI FINANCIAL GROUP INC.
UNION LIFESTYLE BENEFITS, LLC
U.S. NATIONAL BENEFIT PARTNERS EAST INC.
FIRST PACIFIC EXCHANGE, INC.
TSA CONSULTING GROUP, INC.

By: Matthew G. Riordan
Name: Matthew G. Riordan
Title: Chief Financial Officer

ANTARES CAPITAL LP, as Collateral Agent

By:  _____

Name: Steve Heise




Its: Duly Authorized Signatory

Schedule I
to Notice of Grant of Security Interest in Trademarks

Trademarks Owned by each Pledgor

U.S. Trademark Registrations

<u>Mark</u>	<u>Registration Date or Application Date</u>	<u>Registration No. or Application No.</u>	<u>Owner</u>
UNITED SPECIALTY BENEFITS, INC.	7/31/2001	2,473,302	USB HEALTH, LLC
U.S. RETIREMENT PARTNERS	1/6/2009	3,558,363	U.S. RETIREMENT PARTNERS, INC.
 Retirement Partners	6/16/2009	3,638,966	U.S. RETIREMENT PARTNERS, INC.
 InRoll	5/10/2011	3,957,645	U.S. RETIREMENT PARTNERS, INC.
 WebInRoll	5/17/2016	4,959,219	U.S. RETIREMENT PARTNERS, INC.
DB ENGINE	3/21/2017	5,168,391	U.S. RETIREMENT PARTNERS, INC.
 DB Engine	3/21/2017	5,168,390	U.S. RETIREMENT PARTNERS, INC.
DC ENGINE	3/21/2017	5,168,389	U.S. RETIREMENT PARTNERS, INC.
 DC Engine	3/21/2017	5,168,388	U.S. RETIREMENT PARTNERS, INC.
TPA ENGINE	3/21/2017	5,168,387	U.S. RETIREMENT PARTNERS, INC.
 TPA Engine	3/21/2017	5,168,386	U.S. RETIREMENT PARTNERS, INC.
U.S. EMPLOYEE BENEFITS	7/25/2017	5,249,133	U.S.

SERVICES GROUP			RETIREMENT PARTNERS, INC.
 Employee Benefits Services Group	8/8/2017	5,259,372	U.S. RETIREMENT PARTNERS, INC.
Employee Benefits In A Box (Class 36)	07/05/2016	4,991,666	U.S. National Benefit Partners East Inc.
“Solutions Plus+ Gap”	10/18/2011	4,041,883	CHIMIANTI & ASSOCIATES
Effortless IRA	3/8/2011	3,928,418	The Retirement Plan Company, LLC
Building a Better Road to Retirement	12/29/2015	4,877,288	The Retirement Plan Company, LLC
Money by Design	2/24/2008	3,452,540	KADES-MARGOLIS CORPORATION
 (Class 36 & 42)	6/27/2000	2,361,311	OMNI FINANCIAL GROUP INC.
OMNI (Class 36 & 42)	8/25/2000	2,310,866	OMNI FINANCIAL GROUP INC.
OMNI	1/10/2012	4,082,701	OMNI FINANCIAL GROUP INC.
The OMNI Group (Class 36 & 42)	9/25/2007	3,296,033	OMNI FINANCIAL GROUP INC.
“403(B), WHY ME?” (Class 41 & 45)	12/18/2012	4,261,820	OMNI FINANCIAL GROUP INC.
403(B) WHY ME?	07/17/2012	4,177,170	OMNI FINANCIAL GROUP INC.
PREFERRED PROVIDER PROGRAM (Class 36)	09/18/2012	4,211,727	OMNI FINANCIAL GROUP INC.
	05/06/2014	4,524,767	OMNI

OMNI P3			FINANCIAL GROUP INC.
P3	08/06/2013	4,380,993	OMNI FINANCIAL GROUP INC.
UNION LIFESTYLE BENEFITS	11/28/2017	5,346,626	Union Lifestyle Benefits, LLC
NAVIGATEHCR	09/13/2016	5,040,679	First Pacific Exchange, Inc. dba NavigateHCR
EPARS ELECTRONIC PROCESS FOR AUTOMATED REMITTANCE SERVICES	04/04/2006	3,077,721	TSA Consulting Group, Inc.
THE COMPLIANCE EDGE	01/17/2012	4,086,958	TSA Consulting Group, Inc.
PLATINUM ADVISORY SERVICES DISCIPLINED MONEY MANAGEMENT	09/10/2018	5854785	KADES-MARGOLIS CORPORATION
US ENROLLMENT SERVICES	07/06/2021	6406689	U.S. RETIREMENT PARTNERS, INC.
THE BEACON BENEFITS EDUCATION ADMINISTRATION & COMMUNICATION ONLINE	07/13/2021	6421268	U.S. RETIREMENT PARTNERS, INC.
THE BEACON BENEFITS EDUCATION ADMINISTRATION & COMMUNICATION ONLINE	07/13/201	6421269	U.S. RETIREMENT PARTNERS, INC.
U.S. EMPLOYEE BENEFITS BROKER & CONSULTANT SERVICES	01/12/2021	6247785	U.S. RETIREMENT PARTNERS, INC.
US EMPLOYEE BENEFITS BROKER & CONSULTANT SERVICES	01/12/2021	6247786	U.S. RETIREMENT PARTNERS, INC.

READY.SET(K)	02/12/2018	5676646	U.S. RETIREMENT PARTNERS, INC.
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