

DEVINE
MILLIMET

ATTORNEYS AT LAW

August 1, 2018

Top Hat Plan Exemption
Pension and Welfare Benefits Administration
Room N-1513
U.S. Department of Labor
200 Constitution Avenue, NW
Washington, DC 20210

2520182230074

RE: USI Holdings, Inc. - Stock Appreciation Rights Plan

To Whom It May Concern:

Pursuant to Reg. Section 2520.104-23, USI Holdings, Inc. hereby files the following statement to establish an alternative method of compliance with the reporting and disclosure requirements of Part 1 of Title 1 of the Employee Retirement Income Security Act of 1974, as amended, with respect to the above unfunded Plan:

1. Name and address of Employer:

USI Holdings, Inc.
8 Cook Street
Billerica, MA 01821

2. Employer Identification Number of Employer:

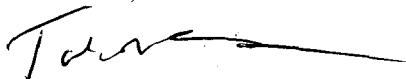
82-4155907

3. USI Holdings, Inc. adopted the USI Holdings, Inc. Stock Appreciation Rights Plan on August 1, 2018. The Stock Appreciation Rights Plan currently covers 2 participants. USI Holdings, Inc. does not maintain any other plan for the purpose of providing deferred compensation for a select group of management or highly compensated employees.

If you have any questions or need further information, please contact the undersigned.

Very truly yours,

DEVINE, MILLIMET & BRANCH, P.A.



cc: Darryll Farinha, USI Holdings, Inc. (via electronic copy)

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