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USI Insurance Services Announces TD's US Insurance Subsidiary Acquisition Closing

BRIARCLIFF MANOR, NY, September 24, 2012 - USI Insurance Services ("USI") announced today the closing of the acquisition of TD Insurance, Inc. ("TDI Inc."), a wholly-owned US subsidiary of TD Bank, N.A. TDI Inc. is one of the largest bank-owned insurance agencies and brokerage firms in the United States offering a wide range of insurance and employee benefits products and services. This acquisition is expected to contribute \$58.2 million in revenues to USI on an annual basis. Terms of the transaction were not disclosed. This sale does not affect the Canadian operations of TD Insurance.

Commenting on the acquisition, Mike Sicard, USI's Chairman, President and CEO, said, "The TDI Inc. and USI teams have a fundamental shared philosophy based on understanding our clients' needs, delivering superior local service, and providing unique and innovative solutions that cover the full breadth and depth of our clients' exposures and deliver to their bottom line. We have a great partnership underway, and I look forward to bringing the value and resources of a market leader to our current and future clients and associates. I am pleased to welcome Joe and his team to the USI family."

"USI's national footprint and shared team approach to addressing clients' needs is a great fit with TDI Inc.'s employees, and affords them a growing, dynamic environment that is bolstered by leading edge technical resources and deep industry knowledge. In addition, our customers will have access to a full suite of USI's customized risk management and benefit products while maintaining the ease of shopping for insurance that they have come to expect," said Joseph Fico, USI's newly appointed regional CEO.

About USI Insurance Services

Founded in 1994, USI is a leading distributor of property and casualty insurance, employee benefits and specialty products throughout the United States. Headquartered in Briarcliff Manor, NY, the Company operates out of nearly 100 offices in 26 states. As the third largest privately-held insurance broker in the nation, USI combines its client-centric culture at the local level with leading edge technical resources on the national level. Visit USI at www.usi.biz to learn more.

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