

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM402429

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
FINDLEY DAVIES, INC.		09/30/2016	Corporation: OHIO
FINDLEY DAVIES, LLC		09/30/2016	Limited Liability Company: OHIO
FINDLEY DAVIES AGENCY, LLC		09/30/2016	Limited Liability Company: OHIO
BRYAN, PENDLETON, SWATS & MCALLISTER, LLC		09/30/2016	Limited Liability Company: TENNESSEE

RECEIVING PARTY DATA

Name:	FARRAGUT MEZZANINE PARTNERS III, LP
Street Address:	5425 WISCONSIN AVENUE, SUITE 401
City:	CHEVY CHASE
State/Country:	MARYLAND
Postal Code:	20815
Entity Type:	Limited Partnership: DELAWARE

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	4725214	FD FINDLEY DAVIES SMART SOLUTIONS FOR A
Registration Number:	4721467	FD FINDLEY DAVIES
Registration Number:	3126162	IMPETRO
Registration Number:	2896288	BLUEFIN
Registration Number:	2819974	BENSCAN
Registration Number:	2556111	RETIREMENT FOCUS
Registration Number:	2429996	CLAIMSCAN
Registration Number:	2413982	FINDLEY DAVIES

CORRESPONDENCE DATA

Fax Number: 2149326499

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.

Phone: 214-932-6400

Email: sshernandez@mcguirewoods.com

OP \$215.00 4725214

Correspondent Name: AARON J. PICKELL
Address Line 1: 2000 MCKINNEY AVENUE, SUITE 1400
Address Line 4: DALLAS, TEXAS 75201

NAME OF SUBMITTER: Aaron Pickell

SIGNATURE: /Aaron Pickell/

DATE SIGNED: 10/18/2016

Total Attachments: 6

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INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Intellectual Property Security Agreement (this "Agreement") is entered into as of September 30, 2016 by and among FINDLEY DAVIES, INC., an Ohio corporation ("Parent"), FINDLEY DAVIES, LLC, an Ohio limited liability company ("FD"), FINDLEY DAVIES AGENCY, LLC, an Ohio limited liability company ("FDA") and BRYAN, PENDLETON, SWATS & MCALLISTER, LLC, a Tennessee limited liability company ("BPS&M" and together with Parent and FD, collectively, the "Company"), and FARRAGUT MEZZANINE PARTNERS III, LP, a Delaware limited partnership ("Farragut").

RECITALS

Farragut has agreed to purchase notes to be issued by the Company pursuant to that certain Note Purchase Agreement by and among the Company and Farragut dated as of the date hereof (as amended, restated, or otherwise modified from time to time, the "Note Purchase Agreement"). Capitalized terms used herein are used as defined in the Note Purchase Agreement. Pursuant to the terms of the Note Purchase Agreement and that certain Security Agreement by and among the Company and Farragut dated as of the date hereof (as amended, restated, or otherwise modified from time to time, the "Security Agreement"), the Company has granted to Farragut a security interest in its personal property.

NOW, THEREFORE, the Company agrees as follows:

AGREEMENT

To secure its obligations under the Note Purchase Agreement and under any other agreement now existing or hereafter arising between the Company and Farragut, the Company grants to Farragut a security interest in all of the Company's right, title and interest in, its Intellectual Property (including without limitation those copyrights, patents and trademarks listed on Schedules A, B, and C hereto) and all proceeds thereof (such as, by way of example but not by way of limitation, license royalties and proceeds of infringement suits), the right to sue for past, present and future infringements, all rights corresponding thereto throughout the world and all re-issues, divisions continuations, renewals, extensions and continuations-in-part thereof. The Company represents and warrants that Schedules A, B, and C attached hereto set forth any and all intellectual property rights in connection to which the Company has registered or filed an application with either the United States Patent and Trademark Office or the United States Copyright Office or any other agency of any state or country responsible for the registration of any patent, trademark, copyright, or similar protection, as applicable. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original but all of which together shall constitute the same instrument.

[Signature pages follow.]

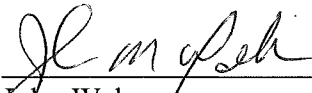
IN WITNESS WHEREOF, the parties have caused this Intellectual Property Security Agreement to be duly executed by its officers thereunto duly authorized as of the first date written above.

Address of Company:

One Seagate, Suite 2050
Toledo, Ohio 43604
Attention: John Weber
Email: jweber@findleydavies.com

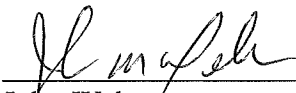
COMPANY:

FINDLEY DAVIES, INC.

By: 
Name: John Weber
Title: Managing Principal

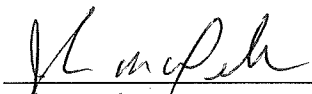
One Seagate, Suite 2050
Toledo, Ohio 43604
Attention: John Weber
Email: jweber@findleydavies.com

FINDLEY DAVIES, LLC

By: 
Name: John Weber
Title: Managing Principal

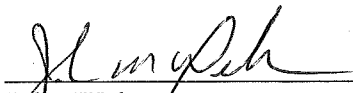
One Seagate, Suite 2050
Toledo, Ohio 43604
Attention: John Weber
Email: jweber@findleydavies.com

FINDLEY DAVIES AGENCY, LLC

By: 
Name: John Weber
Title: Authorized Representative

5301 Virginia Way
Brentwood, TN 37027
Attention: John Weber
Facsimile: jweber@findleydavies.com

**BRYAN, PENDLETON, SWATS &
MCALLISTER, LLC**

By: 
Name: John Weber
Title: Authorized Representative

Address of Farragut:

Farragut Mezzanine Partners III, LP
5425 Wisconsin Avenue, Suite 401
Chevy Chase, Maryland 20815
Attention: Alan Cuthbertson
Facsimile: (301) 913-5969

FARRAGUT:

**FARRAGUT MEZZANINE PARTNERS
III, LP,**
a Delaware limited partnership

By: Farragut Capital Partners, LLC,
its General Partner

By: Farragut Capital Partners, Inc.,
its Manager

By:


Name: Alan R. Cuthbertson

Title: Principal

SCHEDULE A
Copyrights

None.

SCHEDULE B
Patents

SERIAL NO.	FILING DATE	PUBL. NO.	PUBL. DATE	PATENT NO.	ISSUE DATE	APPLICANT
10/152516	05/22/2002			7613641	11/03/2009	Findley Davies, Inc.
12/505165	07/17/2009	2009/0281938	11/12/2009	8005741	08/23/2011	Findley Davies, Inc.

SCHEDULE C
Trademarks

WORD MARK	SERIAL NO.	FILING DATE	REG. NO.	REG. DATE	OWNER (APPLICANT)
FD FINDLEY DAVIES SMART SOLUTIONS FOR A CHANGING WORKFORCE	86/238383	04/01/2014	4725214	04/21/2015	Findley Davies, Inc.
FD FINDLEY DAVIES	86/238349	04/01/2014	4721467	04/14/2015	Findley Davies, Inc.
IMPETRO	78/637706	05/26/2005	3126162	08/08/2006	Findley Davies, Inc.
BLUEFIN	78/094676	11/21/2001	2896288	10/19/2004	Findley Davies, Inc.
BENSCAN	78/233831	04/04/2003	2819974	03/02/2004	Findley Davies, Inc.
RETIREMENT FOCUS	78/037351	12/01/2000	2556111	04/02/2002	Findley Davies, Inc.
CLAIMSCAN	76/009158	03/24/2000	2429996	02/20/2001	Findley Davies, Inc.
FINDLEY DAVIES	75/870699	12/15/1999	2413982	12/19/2000	Findley Davies, Inc.