

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM463541

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Acknowledgment of Security Interest in Trademarks		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Direct Line Holdings, LLC		02/23/2018	Limited Liability Company: DELAWARE
SMG Extol, LLC		02/23/2018	Limited Liability Company: CALIFORNIA
RECEIVING PARTY DATA			
Name:	CIBC Bank USA		
Street Address:	120 South LaSalle Street		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60603		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	4105234	DIRECTLINE	
Serial Number:	87711840	D DIRECT LINE	
CORRESPONDENCE DATA			
Fax Number:	4125621041		
<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:	412-562-1637		
Email:	vicki.cremonese@bipc.com		
Correspondent Name:	Michael L. Dever		
Address Line 1:	301 Grant Street		
Address Line 2:	20th Floor		
Address Line 4:	Pittsburgh, PENNSYLVANIA 15219		
ATTORNEY DOCKET NUMBER:	0087672-000007		
NAME OF SUBMITTER:	Michael L. Dever		
SIGNATURE:	/Michael L. Dever/		
DATE SIGNED:	02/27/2018		
Total Attachments: 3			

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ACKNOWLEDGMENT OF SECURITY INTEREST IN TRADEMARKS

February 23, 2018

WHEREAS, DIRECT LINE HOLDINGS, LLC, a Delaware limited liability company and SMG EXTOL, LLC, a California limited liability company (successor to SMG Extol, Inc., a California corporation) (collectively, the "Grantor"), has adopted, used and is using, and holds all right, title and interest in and to, the trademarks listed on the annexed Schedule 1 (the "Trademarks");

WHEREAS, the Grantor has entered into a Loan and Security Agreement, dated as of February 23, 2018 (as amended, restated, supplemented or otherwise modified from time to time, the "Loan and Security Agreement") among Direct Line Holdings, LLC, a Delaware limited liability company, SMG Extol, LLC, a California limited liability company, the other Loan Parties thereto and CIBC Bank USA, as Lender;

WHEREAS, pursuant to the Loan and Security Agreement, the Grantor has granted to Lender for the benefit of Lenders a continuing security interest in all right, title and interest of the Grantor in, to and under the Trademarks, together with, among other things, the good-will of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations (as defined in the Loan and Security Agreement);

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantor does hereby grant to Lender for the benefit of Lenders a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

The Grantor does hereby further acknowledge and affirm that the rights and remedies of Lender with respect to the Collateral are more fully set forth in the Loan and Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

**[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK
SIGNATURE PAGE FOLLOWS]**

**[SIGNATURE PAGE TO ACKNOWLEDGMENT OF SECURITY INTEREST IN
TRADEMARKS]**

IN WITNESS WHEREOF, each Grantor has caused this Acknowledgment to be duly executed by its officer thereunto duly authorized as of the date first written above.

GRANTOR:

DIRECT LINE HOLDINGS, LLC

By: _____
Name: John Friesen
Title: Chief Executive Officer

SMG EXTOL, LLC

By: _____
Name: John Friesen
Title: Chief Executive Officer

SCHEDULE 1 TO
ACKNOWLEDGMENT OF SECURITY INTEREST IN TRADEMARKS

REGISTERED AND UNREGISTERED TRADEMARKS		
TRADEMARK	U.S. REGISTRATION/ SERIAL NO.	U.S. REGISTRATION DATE
"Direct Line"	4,105,234	February 28, 2012
"Direct Line (logo)"	87711840	December 7, 2017