

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM484899

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Goosehead Insurance Agency, LLC		08/03/2018	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	JPMorgan Chase Bank, N.A., as Administrative Agent		
Street Address:	10 SOUTH DEARBORN		
City:	CHICAGO		
State/Country:	ILLINOIS		
Postal Code:	60603		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 8			
Property Type	Number	Word Mark	
Registration Number:	4239148	GOOSEHEAD INSURANCE	
Registration Number:	4239146	G GOOSEHEAD INSURANCE	
Registration Number:	4239147	G GOOSEHEAD INSURANCE	
Registration Number:	5095438	GOOSEHEAD	
Registration Number:	5199649	G	
Serial Number:	88024967	GOOSEHEAD INSURANCE	
Serial Number:	88024933	G GOOSEHEAD INSURANCE	
Serial Number:	88025017	G GOOSEHEAD INSURANCE	
CORRESPONDENCE DATA			
Fax Number:	2149813400		
<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:	214-981-3483		
Email:	dclark@sidley.com		
Correspondent Name:	Dusan Clark, Esq.		
Address Line 1:	Sidley Austin LLP		
Address Line 2:	2021 McKinney Ave., Suite 2000		
Address Line 4:	Dallas, TEXAS 75201		
ATTORNEY DOCKET NUMBER:	36084-30267		

CH \$215.00 4239148

NAME OF SUBMITTER:	Dusan Clark
SIGNATURE:	/Dusan Clark/
DATE SIGNED:	08/06/2018
Total Attachments: 5 source=Goosehead_ Confirmatory Grant of SI in Trademarks (Executed)#page1.tif source=Goosehead_ Confirmatory Grant of SI in Trademarks (Executed)#page2.tif source=Goosehead_ Confirmatory Grant of SI in Trademarks (Executed)#page3.tif source=Goosehead_ Confirmatory Grant of SI in Trademarks (Executed)#page4.tif source=Goosehead_ Confirmatory Grant of SI in Trademarks (Executed)#page5.tif	

**CONFIRMATORY GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

THIS CONFIRMATORY GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS (the "Confirmatory Grant") is made effective as of August 3, 2018 by and from GOOSEHEAD INSURANCE AGENCY, LLC, a Delaware limited liability company (the "Grantor"), to and in favor of JPMORGAN CHASE BANK, N.A., (the "Grantee") for itself and as Administrative Agent for the Secured Parties (as defined in the Credit Agreement referenced below).

WHEREAS, Goosehead Insurance Holdings, LLC, a Delaware limited liability company (the "Borrower"), the Grantor, the other Loan Parties, the Lenders and the Grantee have entered into a Credit Agreement dated August 3, 2018 (as may be amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement").

WHEREAS, the Borrower, the Grantor and the other Loan Parties have entered into a Pledge and Security Agreement dated August 3, 2018 (as may be amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement").

WHEREAS, the Grantor owns the trademarks (the "Trademarks") listed on Exhibit A attached hereto, which Trademarks are pending or registered with the United States Patent and Trademark Office.

WHEREAS, this Confirmatory Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are without prejudice to and are subject in all respects to the Security Agreement and the other Loan Documents, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Confirmatory Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

NOW, THEREFORE, in consideration of the mutual covenants and agreements set forth herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, it is hereby agreed that:

1) Definitions. All capitalized terms not defined herein shall have the respective meanings given to them in the Credit Agreement.

2) The Security Interest.

(a) This Confirmatory Grant is made to secure the satisfactory performance and payment of all the Secured Obligations. Upon the Secured Obligations being Paid in Full, the Grantee shall promptly, upon such satisfaction, execute, acknowledge, and deliver to the Grantor all reasonably requested instruments in writing or otherwise, releasing the security interest in the Trademarks acquired under this Confirmatory Grant.

(b) The Grantor hereby grants to the Grantee a security interest in (1) all of the Grantor's right, title and interest in and to the Trademarks now owned or from time to time after the date hereof owned or acquired by the Grantor, together with (2) all proceeds and products of the Trademarks, (3) the goodwill associated with such Trademarks, and (4) all causes of action arising prior to or after the date hereof for infringement of the Trademarks or unfair

competition regarding the same. Notwithstanding the foregoing, in no event does the Grantor grant a security interest in any Excluded Assets at any time.

3) Counterparts. This Confirmatory Grant may be executed in any number of counterparts and by different parties in separate counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement. Signature pages may be detached from multiple separate counterparts and attached to a single counterpart.

4) Governing Law. This Confirmatory Grant and the rights and obligations of the parties hereto shall be governed by, and construed and interpreted in accordance with, the law of the State of New York.





IN WITNESS WHEREOF, the Grantor has executed this Confirmatory Grant of Security Interest in United States Trademarks effective as of the date first written above.

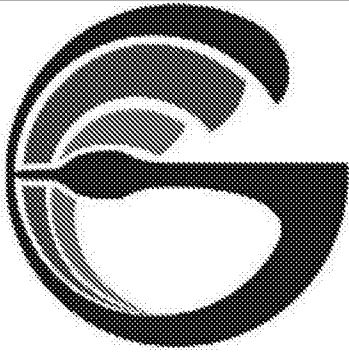

GOOSEHEAD INSURANCE AGENCY, LLC
By: _____
Name: Mark E. Jones
Title: Chief Executive Officer

Signature Page for Grant of
Security Interest in United States Trademarks

TRADEMARK
REEL: 006421 FRAME: 0504

CONFIRMATORY GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS
Exhibit A - SCHEDULE OF TRADEMARKS

Grantor	Trademark	Registration Number	Registration Date	Jurisdiction
Goosehead Insurance Agency, LLC	Goosehead Insurance (word mark)	4239148	November 6, 2012 (for Insurance Brokerage)	USA
Goosehead Insurance Agency, LLC	Goosehead Insurance (word mark)	US App Number - 88024967	Pending (for franchise services and insurance brokerage)	USA
Goosehead Insurance Agency, LLC		4239146	November 6, 2012 (for Insurance Brokerage)	USA
Goosehead Insurance Agency, LLC		US App Number - 88024933	Pending (for franchise services and insurance brokerage)	USA
Goosehead Insurance Agency, LLC		4239147	November 6, 2012 (for Insurance Brokerage)	USA
Goosehead Insurance Agency, LLC		US App Number - 88025017	Pending (for franchise services and insurance brokerage)	USA
Goosehead Insurance Agency, LLC	Goosehead (word mark)	5095438	December 6, 2016	USA

Goosehead Insurance Agency, LLC		5199649	May 9, 2017	USA
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