

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM501860

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL
<b>SEQUENCE:</b>	2

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
ACPAHM (Assignment for the Benefit of Creditors), LLC		08/23/2018	Limited Liability Company: DELAWARE
ACPI (Assignment for the Benefit of Creditors), LLC,		08/23/2018	Limited Liability Company: DELAWARE
AGIA (Assignment for the Benefit of Creditors), LLC		08/23/2018	Limited Liability Company: DELAWARE
ACS (Assignment for the Benefit of Creditors), LLC		08/23/2018	Limited Liability Company: DELAWARE
AGIAC (Assignment for the Benefit of Creditors), LLC		08/23/2018	Limited Liability Company: DELAWARE
APF (Assignment for the Benefit of Creditors), LLC		08/23/2018	Limited Liability Company: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	Embark Holdco Management, LLC
<b>Street Address:</b>	P.O. Box 105301
<b>City:</b>	Atlanta
<b>State/Country:</b>	GEORGIA
<b>Postal Code:</b>	30348
<b>Entity Type:</b>	Limited Liability Company: DELAWARE

**PROPERTY NUMBERS Total: 16**

Property Type	Number	Word Mark
<b>Serial Number:</b>	87926808	EMBARK INSURANCE COMPANY
<b>Serial Number:</b>	87926807	EMBARK GENERAL INSURANCE AGENCY
<b>Serial Number:</b>	87926805	EMBARK GENERAL INSURANCE ADJUSTERS
<b>Serial Number:</b>	87926803	EMBARK
<b>Serial Number:</b>	87926212	EMBARK INSURANCE COMPANY
<b>Serial Number:</b>	87926206	EMBARK GENERAL INSURANCE AGENCY
<b>Serial Number:</b>	87926197	EMBARK GENERAL INSURANCE ADJUSTERS
<b>Serial Number:</b>	87926192	EMBARK
<b>Registration Number:</b>	5312744	WHEREVER YOU GO

OP \$415.00 87926808

Property Type	Number	Word Mark
Registration Number:	5312743	ACCESS
Registration Number:	5312742	ACCESS
Registration Number:	4308178	ACCESS
Registration Number:	4282906	A
Registration Number:	4024919	ACCESS
Registration Number:	4025018	A
Registration Number:	4024920	THE WAY TO GO

**CORRESPONDENCE DATA**

Fax Number: 7703950000

*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: 7703999500

Email: mstewart@fh2.com

Correspondent Name: Michael K. Stewart

Address Line 1: 3 Ravinia Drive

Address Line 2: Suite 1700

Address Line 4: Atlanta, GEORGIA 30346

**ATTORNEY DOCKET NUMBER:** EMBARK HOLDCO

**NAME OF SUBMITTER:** Michael K. Stewart

**SIGNATURE:** /Michael K. Stewart/

**DATE SIGNED:** 12/13/2018

**Total Attachments: 9**

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## INTELLECTUAL PROPERTY ASSIGNMENT AGREEMENT

This INTELLECTUAL PROPERTY ASSIGNMENT AGREEMENT (“**Assignment**”), dated as of August 23, 2018, is made by and between each of ACPI (Assignment for the Benefit of Creditors), LLC, ACPAHM (Assignment for the Benefit of Creditors), LLC, AGIA (Assignment for the Benefit of Creditors), LLC, ACS (Assignment for the Benefit of Creditors), LLC, AGIAC (Assignment for the Benefit of Creditors), LLC, APF (Assignment for the Benefit of Creditors), LLC (collectively, the “**Assignors**”) and Embark Holdco Management, LLC (“**Assignee**”). All capitalized terms used in this Assignment and not defined herein shall have the meanings ascribed to them in the Asset Purchase Agreement dated as of August 23, 2018, by and among the Assignors, the Assignee and certain other parties thereto, as amended, modified or supplemented from time to time (the “**Purchase Agreement**”).

WHEREAS, pursuant to the Agreement, the Assignors have agreed to assign all of their rights, titles, and interests in, to and under, among the other Purchased Assets, and the Transferred Intellectual Property (as defined below), together with the goodwill associated therewith.

NOW, THEREFORE, in consideration of the foregoing premises and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, and upon the terms and subject to the conditions set forth in the Agreement, it is hereby agreed that:

1. Assignment and Assumption. Pursuant to the Purchase Agreement and effective as of the date hereof, the Assignors hereby sell, assign, transfer, convey and deliver to Assignee, free and clear of all Encumbrances other than Permitted Encumbrances, and Assignee hereby accepts, all of the Assignors’ right, title and interest in, to and under the Intellectual Property set forth on **Schedule I** attached hereto, all rights of priority therein in any country as may now or hereafter be granted to it by law, treaty or other international convention, and all rights to sue, compromise and recover for past, present and future infringement or unconsented use thereof, together with all goodwill associated therewith (the “**Transferred Intellectual Property**”), the same to be held and enjoyed by Assignee, its successors and assigns, as fully and entirely as the same would have been held and enjoyed by Assignor if this Assignment had not been made.

2. Recordation. The Assignors hereby authorize the United States Patent and Trademark Office, and the corresponding entities or agencies in any applicable foreign countries, to record Assignee as the assignee and owner of the Transferred Intellectual Property that are patents, trademarks or service marks and that are registered at, or for which registration has been applied for at, the United States Patent and Trademark Office.

3. Terms of the Agreement. This Assignment is being delivered pursuant to, and subject to, the representations, warranties, conditions, limitations, covenants, agreements and indemnities set forth in the Agreement. Each of Seller and Buyer acknowledge and agree that the representations, warranties, conditions, limitations, covenants, agreements and indemnities contained in the Agreement shall not be superseded hereby, but shall remain in full force and effect to the full extent provided therein. The rights and remedies of Buyer or Seller under the Agreement shall not be deemed to be enlarged, modified, or in any way altered by the terms of

this Assignment. In the event of any conflict between the terms of the Agreement and the terms of this Assignment, the terms of the Agreement shall prevail.

4. General Provisions. Article 10 of the Purchase Agreement is incorporated herein by reference.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their respective duly authorized officers as of the date first above written.

**SELLERS:**

**ACPI (ASSIGNMENT FOR THE BENEFIT OF CREDITORS), LLC** in its sole and limited capacity as assignee for the benefit of the creditors of ACP Insurance, LLC.

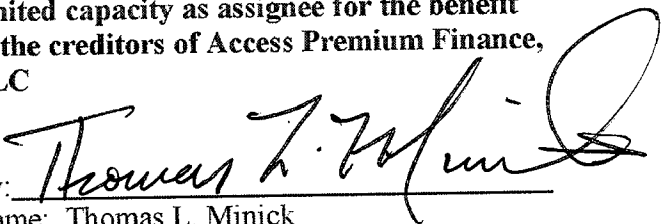
**ACPAHM (ASSIGNMENT FOR THE BENEFIT OF CREDITORS), LLC**, in its sole and limited capacity as assignee for the benefit of the creditors of Access Holdco Management, LLC

**ACS (ASSIGNMENT FOR THE BENEFIT OF CREDITORS), LLC**, in its sole and limited capacity as assignee for the benefit of the creditors of Access Corporate Services, LLC

**AGIA (ASSIGNMENT FOR THE BENEFIT OF CREDITORS), LLC**, in its sole and limited capacity as assignee for the benefit of the creditors of Access General Insurance Adjusters, LLC

**AGIAC (ASSIGNMENT FOR THE BENEFIT OF CREDITORS), LLC** in its sole and limited capacity as assignee for the benefit of the creditors of Access General Insurance Agency of California, LLC

**APF (ASSIGNMENT FOR THE BENEFIT OF CREDITORS), LLC**, in its sole and limited capacity as assignee for the benefit of the creditors of Access Premium Finance, LLC

By:   
Name: Thomas L. Minick  
Title: President

[Signature Page to Intellectual Property Assignment Agreement]

**TRADEMARK**  
**REEL: 006527 FRAME: 0557**

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by their respective duly authorized officers as of the date first above written.

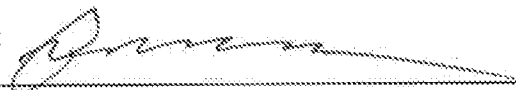
PURCHASERS:

EMBARK HOLDCO MANAGEMENT,  
LLC

By: 

Name: Donald Johnson  
Title: Vice President

EMBARK CORPORATE SERVICES,  
LLC

By: 

Name: Donald Johnson  
Title: Vice President


## SCHEDULE I

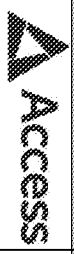


[See Attached for trademarks]

Any other Intellectual Property owned by the Assignors, including any copyrights or patents, as of the date hereof.

MARK	COUNTRY	APP. NO.	DATE FILED	REG. NO.	REG. DATE	CLASS	GOODS/SERVICES DESCRIPTION	STATUS	OWNER NAME
EMBARK INSURANCE COMPANY	United States of America	87926808	May 18, 2018			9	Computer software for the management and retrieval of information relating to insurance policies and insurance documents and management of insurance premium payments.	Pending	Access Holdco Management, LLC
EMBARK GENERAL INSURANCE AGENCY	United States of America	87926807	May 18, 2018			9	Computer software for the management and retrieval of information relating to insurance policies and insurance documents and management of insurance premium payments.	Pending	Access Holdco Management, LLC
EMBARK GENERAL INSURANCE ADJUSTERS	United States of America	87926805	May 18, 2018			9	Computer software for the management and retrieval of information relating to insurance policies and insurance documents and management of insurance premium payments.	Pending	Access Holdco Management, LLC
EMBARK	United States of America	87926803	May 18, 2018			9	Computer software for the management and retrieval of information relating to insurance policies and insurance documents and management of insurance premium payments.	Pending	Access Holdco Management, LLC
EMBARK INSURANCE COMPANY	United States of America	87926212	May 17, 2018			36	Insurance services, namely, underwriting, policy issuance, policy administration, claims administration, and claims adjustment, in the field of automobile insurance.	Pending	Access Holdco Management, LLC
EMBARK GENERAL INSURANCE AGENCY	United States of America	87926206	May 17, 2018			36	Insurance services, namely, underwriting, policy issuance, policy administration, claims administration, and claims adjustment, in the field of automobile insurance.	Pending	Access Holdco Management, LLC



MARK	COUNTRY	APP. NO.	DATE FILED	REG. NO.	REG. DATE	CLASS	GOODS/SERVICES DESCRIPTION	STATUS	OWNER NAME
EMBARK GENERAL INSURANCE ADJUSTERS	United States of America	87926197	May 17, 2018			36	Insurance services, namely, underwriting, policy issuance, policy administration, claims administration, and claims adjustment, in the field of automobile insurance.	Pending	Access Holdco Management, LLC
EMBARK	United States of America	87926192	May 17, 2018			36	Insurance services, namely, underwriting, policy issuance, policy administration, claims administration, and claims adjustment, in the field of automobile insurance.	Pending	Access Holdco Management, LLC
WHEREVER YOU GO	United States of America	87100657	July 12, 2016	5312744	Oct. 17, 2017	9	Computer software for the management and retrieval of information relating to insurance policies and insurance documents and management of insurance premium payments.	Registered	Access Holdco Management, LLC
						36	Insurance services, namely, underwriting, policy issuance, policy administration, claims administration, and claims adjustment, in the field of automobile insurance.		
	United States of America	87100642	July 12, 2016	5312743	Oct. 17, 2017	9	Computer software for the management and retrieval of information relating to insurance policies and insurance documents and management of insurance premium payments.	Registered	Access Holdco Management, LLC
						36	Insurance services, namely, underwriting, policy issuance, policy administration, claims administration, and claims adjustment, in the field of automobile insurance.		

MARK	COUNTRY	APP. NO.	DATE FILED	REG. NO.	REG. DATE	CLASS	GOODS/SERVICES DESCRIPTION	STATUS	OWNER NAME
 <b>Access</b>	United States of America	87100597	July 12, 2016	5312742	Oct. 17, 2017	9	Computer software for the management and retrieval of information relating to insurance policies and insurance documents and management of insurance premium payments.	Registered	Access Holdco Management, LLC
						36	Insurance services, namely, underwriting, policy issuance, policy administration, claims administration, and claims adjustment, in the field of automobile insurance.		
ACCESS	United States of America	85657422	June 21, 2012	4308178	Mar. 26, 2013	9	Computer software for the management and retrieval of information relating to insurance policies and insurance documents and management of insurance premium payments.	Registered	Access Holdco Management, LLC
	United States of America	85657419	June 21, 2012	4282906	Jan. 29, 2013	36	Insurance services, namely, underwriting, policy issuance, policy administration, claims administration, and claims adjustment, in the field of automobile insurance.	Registered	Access Holdco Management, LLC
						36	Insurance services, namely, underwriting, policy issuance, policy administration, claims administration, and claims adjustment, in the field of automobile insurance.		
ACCESS	United States of America	85088111	July 19, 2010	4024919	Sep. 13, 2011	36	Insurance services, namely, underwriting, policy issuance, policy administration, claims administration, and claims adjustment, in the field of automobile insurance.	Registered	Access Holdco Management, LLC
	United States of America	85102733	Aug 8, 2010	4025018	Sep. 13, 2011	36	Insurance services, namely, underwriting, policy issuance, policy administration, claims administration, and claims adjustment, in the field of automobile insurance.	Registered	Access Holdco Management, LLC
						36	Insurance services, namely, underwriting, policy issuance, policy administration, claims administration, and claims adjustment, in the field of automobile insurance.		

MARK	COUNTRY	APP. NO.	DATE FILED	REG. NO.	REG. DATE	CLASS	GOODS/SERVICES DESCRIPTION	STATUS	OWNER NAME
THE WAY TO GO	United States of America	85088114	July 19, 2010	4024920	Sep. 13, 2011	36	Insurance services, namely, underwriting, policy issuance, policy administration, claims administration, and claims adjustment, in the field of automobile insurance.	Registered	Access Holdco Management, LLC

TRADEMARK

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RECORDED: 12/13/2018