

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM540944

|                              |   |
|------------------------------|---|
| <b>SUBMISSION TYPE:</b>      | NEW ASSIGNMENT                          |
| <b>NATURE OF CONVEYANCE:</b> | PATENT AND TRADEMARK SECURITY AGREEMENT |

**CONVEYING PARTY DATA**

| Name   | Formerly | Execution Date | Entity Type                           |
|--|----------|----------------|---------------------------------------|
| SIMPLICITY FINANCIAL MARKETING HOLDINGS INC.       |          | 09/13/2019     | Corporation: DELAWARE                 |
| SIMPLICITY FINANCIAL MARKETING GROUP HOLDINGS INC. |          | 09/13/2019     | Corporation: DELAWARE                 |
| ADULT FINANCIAL EDUCATION SERVICES, INC.           |          | 09/13/2019     | Corporation: DELAWARE                 |
| AMERICA'S FIRST FINANCIAL CORPORATION              |          | 09/13/2019     | Corporation: MISSOURI                 |
| ASSET PROTECTORS & ADVISORS, INC.                  |          | 09/13/2019     | Corporation: NORTH CAROLINA           |
| ASSETLOCK, LLC                                     |          | 09/13/2019     | Limited Liability Company: NEW JERSEY |
| DAVIS FINANCIAL SERVICES HOLDING, INC.             |          | 09/13/2019     | Corporation: IOWA                     |
| INSURMARK, INC.                                    |          | 09/13/2019     | Corporation: TEXAS                    |
| PROSPERITY SOFTWARE SOLUTIONS, INC.                |          | 09/13/2019     | Corporation: NORTH CAROLINA           |
| SIMPLICITY FINANCIAL DISTRIBUTORS INC.             |          | 09/13/2019     | Corporation: CONNECTICUT              |
| SIMPLICITY FINANCIAL INVESTMENT SERVICES INC.      |          | 09/13/2019     | Corporation: DELAWARE                 |
| SIMPLICITY FINANCIAL MARKETING INC.                |          | 09/13/2019     | Corporation: DELAWARE                 |
| SIMPLICITY LIFE INC.                               |          | 09/13/2019     | Corporation: MINNESOTA                |
| WEALTH PROTECTION ADVISORS, LLC                    |          | 09/13/2019     | Limited Liability Company: MISSOURI   |
| WEALTHWISE PARTNERS LLC                            |          | 09/13/2019     | Limited Liability Company: GEORGIA    |

**RECEIVING PARTY DATA**

|                        |                                |
|------------------------|--------------------------------|
| <b>Name:</b>           | THL CORPORATE FINANCE, INC.    |
| <b>Street Address:</b> | 100 Federal Street, 31st Floor |
| <b>City:</b>           | Boston                         |
| <b>State/Country:</b>  | MASSACHUSETTS                  |

TRADEMARK

|              |                       |
|--------------|-----------------------|
| Postal Code: | 02110                 |
| Entity Type: | Corporation: DELAWARE |

**PROPERTY NUMBERS Total: 15**

| Property Type        | Number   | Word Mark                                |
|----------------------|----------|--|
| Registration Number: | 4383785  | SIMPLICITY BLUEPRINT                     |
| Registration Number: | 4492383  | RETHINK RETIREMENT                       |
| Registration Number: | 2645474  | INSURMARK                                |
| Serial Number:       | 87340186 | ADO-ADVISOR DEVELOPMENT ORGANIZATION     |
| Serial Number:       | 87429883 | FADO-FINANCIAL ADVISORS DEVELOPMENT ORGA |
| Registration Number: | 4614703  | BRIGHT OWL INVESTMENT ADVISORS           |
| Registration Number: | 4614704  | BRIGHT OWL INVESTMENT ADVISORS           |
| Registration Number: | 4015494  | THE BIG EVENT                            |
| Registration Number: | 3275207  | BIZBUCKS                                 |
| Registration Number: | 2652888  | ANNUITYBIZ.COM                           |
| Serial Number:       | 87789667 | ADVISOR DEVELOPMENT ORGANIZATION         |
| Serial Number:       | 87785908 | ADO                                      |
| Serial Number:       | 87760323 | BUILD A BETTER LIFE                      |
| Serial Number:       | 87789893 | FADO                                     |
| Serial Number:       | 87790629 | FINANCIAL ADVISOR DEVELOPMENT ORGANIZATI |

**CORRESPONDENCE DATA**

Fax Number:

*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: 2123186532  
 Email: alanagramer@paulhastings.com  
 Correspondent Name: ALANA GRAMER  
 Address Line 1: C/O PAUL HASTINGS LLP  
 Address Line 2: 200 Park Avenue  
 Address Line 4: NEW YORK, NEW YORK 10166

|                    |              |
|--------------------|--------------|
| NAME OF SUBMITTER: | ALANA GRAMER |
| SIGNATURE:         | /s/ AG       |
| DATE SIGNED:       | 09/16/2019   |

**Total Attachments: 11**

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PATENT AND TRADEMARK SECURITY AGREEMENT

THIS PATENT AND TRADEMARK SECURITY AGREEMENT, dated as of September 13, 2019 (the "**Agreement**"), by and between the Loan Parties (as defined below) and THL CORPORATE FINANCE, INC., as administrative agent and collateral agent (in such capacities, together with any successors in such capacities under the Loan Agreement, "**Secured Party**") for the ratable benefit of the Lenders (defined below).

WITNESSETH:

**WHEREAS**, Simplicity Financial Marketing Holdings Inc., a Delaware corporation (the "**Borrower**"), Simplicity Financial Marketing Group Holdings Inc., a Delaware corporation ("**Holdings**"), the other guarantors from time to time party to the Loan Agreement (collectively with Holdings, the "**Guarantors**"; the Guarantors and Borrower, collectively, the "**Loan Parties**"), Secured Party and the lenders from time to time party to the Loan Agreement (collectively with Secured Party, the "**Lenders**") have entered into that certain Loan Agreement dated as of September 13, 2019 (as may be amended, restated, or supplemented from time to time, the "**Loan Agreement**");

**WHEREAS**, the Loan Parties and Secured Party have entered into that certain Security Agreement dated as of September 13, 2019 (as may be amended, restated, or supplemented from time to time, the "**Security Agreement**"), pursuant to which the Loan Parties have granted a first-priority lien and security interest in all or substantially all of their assets to Secured Party;

**WHEREAS**, as a condition to extending credit to Borrower under the Loan Agreement, Secured Party requires that the Loan Parties grant to Secured Party a continuing security interest in, and lien on, all of the IP Collateral (defined below); and

**WHEREAS**, the Loan Parties have duly authorized the execution, delivery and performance of this Agreement.

**NOW, THEREFORE**, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and in order to induce Lenders to extend credit to Borrower pursuant to the Loan Agreement, the Loan Parties agree, for the benefit of Secured Party and Lenders, as follows:

SECTION 1. Definitions. Unless otherwise defined herein or the context otherwise requires, terms used in this Agreement, including its preamble and recitals, have the respective meanings provided or provided by reference in the Loan Agreement.

SECTION 2. Grant of Security Interest. For good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, to secure the prompt and complete payment, performance and observance of the Obligation, the Loan Parties do hereby mortgage, pledge and grant to Secured Party, for the ratable benefit of the Lenders, a continuing security interest in, and lien on, all of the following property of the Loan Parties (the "**IP Collateral**"), whether now or hereafter owned, acquired, existing or arising:

(a) all patents, patent applications, and patent licenses to which they are a party, including but not limited to the United States patents and patent applications referred to on ***Schedule 1*** hereto;

(b) all trademarks, trademark applications, and any related licenses to which they are a party, including but not limited to the United States trademark applications and registrations referred to on ***Schedule 1*** hereto (but excluding United States intent-to-use trademark applications unless and until a statement of use or amendment to allege use has been filed with and accepted by the U.S. Patent and Trademark Office), and all goodwill associated therewith or symbolized thereby;

(c) all reissues, continuations or extensions of the foregoing; and

(d) all products and proceeds of the foregoing, including, without limitation, any claim by Debtor against third parties for past, present or future infringement of any of the foregoing.

SECTION 3. Security Agreement. This Agreement has been executed and delivered by the Loan Parties for the purpose of registering the security interest and lien of Secured Party in the IP Collateral with the United States Patent and Trademark Office. The security interest granted hereby has been granted as a supplement to, and not in limitation of, the security interest and lien granted to Secured Party under the Security Agreement. The Security Agreement (and all rights and remedies of Secured Party thereunder) shall remain in full force and effect in accordance with its terms.

SECTION 4. Release of Security Interest. Upon Payment in Full of the Obligation, Secured Party shall, at the Loan Parties' expense, execute and deliver to Debtor all instruments and other documents as may be necessary to release the lien and security interest in the IP Collateral which has been granted hereunder and under the Security Agreement.

SECTION 5. Acknowledgment. The Loan Parties do hereby further acknowledge and affirm that the rights and remedies of Secured Party with respect to the security interest in and lien on the IP Collateral granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which (including the remedies provided for therein) are incorporated by reference herein as if fully set forth herein.

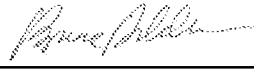
SECTION 6. Related Other Document, Etc. This Agreement is a Loan Document executed pursuant to the Loan Agreement and shall be construed, administered and applied in accordance with the terms and provisions of the Loan Agreement.

SECTION 7. Counterparts. This Agreement may be executed by the parties hereto in several counterparts, each of which shall be deemed to be an original and all of which shall constitute together but one and the same agreement.

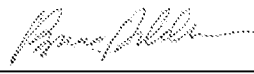
*[Signatures Appear on Following Page]*

IN WITNESS WHEREOF, each of the parties hereto has caused this Patent and Trademark Security Agreement to be executed by its duly qualified officer on the dates set out in the acknowledgments below, to be effective for all purposes as of the date first written above.

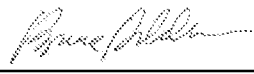
**SIMPLICITY FINANCIAL MARKETING HOLDINGS INC.,**  
a Delaware corporation

By:   
Name: Bruce Donaldson  
Title: Chief Executive Officer

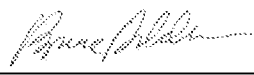
**SIMPLICITY FINANCIAL MARKETING GROUP HOLDINGS INC.,**  
a Delaware corporation

By:   
Name: Bruce Donaldson  
Title: Chief Executive Officer

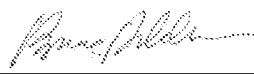
**ADULT FINANCIAL EDUCATION SERVICES, INC.**

By:   
Name: Bruce Donaldson  
Title: Chief Executive Officer

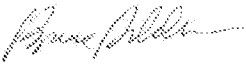
**AMERICA'S FIRST FINANCIAL CORPORATION**

By:   
Name: Bruce Donaldson  
Title: Chief Executive Officer

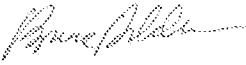
**ASSET PROTECTORS & ADVISORS, INC.**

By:   
Name: Bruce Donaldson  
Title: Chief Executive Officer

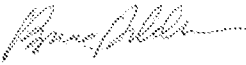
**ASSETLOCK, LLC**

By:   
Name: Bruce Donaldson  
Title: Chief Executive Officer

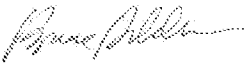
**DAVIS FINANCIAL SERVICES HOLDING, INC.**

By:   
Name: Bruce Donaldson  
Title: Chief Executive Officer

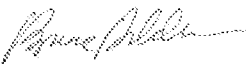
**INSURMARK, INC.**

By:   
Name: Bruce Donaldson  
Title: Chief Executive Officer

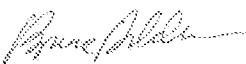
**PROSPERITY SOFTWARE SOLUTIONS, INC.**

By:   
Name: Bruce Donaldson  
Title: Chief Executive Officer

**SIMPLICITY FINANCIAL DISTRIBUTORS INC.**

By:   
Name: Bruce Donaldson  
Title: Chief Executive Officer

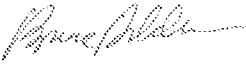
**SIMPLICITY FINANCIAL INVESTMENT SERVICES INC.**

By:   
Name: Bruce Donaldson  
Title: Chief Executive Officer

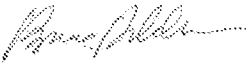
**SIMPLICITY FINANCIAL MARKETING INC.**

By:   
Name: Bruce Donaldson  
Title: Chief Executive Officer

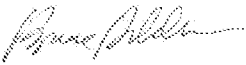
**SIMPLICITY LIFE INC.**

By:   
Name: Bruce Donaldson  
Title: Chief Executive Officer

**WEALTH PROTECTION ADVISORS, LLC**

By:   
Name: Bruce Donaldson  
Title: Chief Executive Officer

**WEALTHWISE PARTNERS LLC**

By:   
Name: Bruce Donaldson  
Title: Chief Executive Officer



**SECURED PARTY:**

**THL CORPORATE FINANCE, INC.,**  
as Agent

By:   
Name: Michelle Handy  
Title: Managing Director

**Schedule 1**

**to**

**Patent and Trademark Security Agreement**

**Patents:**

**None**

**Trademarks:**

| <b>Holder</b>                                | <b>Mark</b>          | <b>Jurisdiction</b> | <b>Status</b> | <b>Registration Number</b>     | <b>Registration/ Filing Date</b> | <b>Description of Goods/ Services</b>  |
|--|----------------------|---------------------|---------------|--------------------------------|----------------------------------|--|
| Simplicity Financial Marketing Holdings Inc. | SIMPLICITY BLUEPRINT | United States       | Registered    | Registration Number: 4,383,785 | Registered: August 13, 2013      | International Class 35: Providing marketing services for insurance agents in the fields of annuities, life insurance, and long term care insurance |
| M3 Financial, Inc.                           | RETHINK RETIREMENT   | United States       | Registered    | Registration Number: 4,492,383 | Registered: March 4, 2014        | International Class 35: Marketing services, namely, the promotion of insurance plans and annuities plans for others.                               |
| InsurMark, Inc.                              | INSURMARK            | United States       | Registered    | Registration Number: 2645474   | Registered: November 5, 2002     | International Class 36: Insurance brokerage services, namely wholesale insurance services in   |

|                 |   |               |           |                         |                                     |   |
|-----------------|---|---------------|-----------|-------------------------|-------------------------------------|---|
|                 |   |               |           |                         |                                     | the fields of annuities, life insurance and long term care insurance from represented insurance carriers, and presenting them to a nationwide of insurance agents and financial services professionals                            |
| InsurMark, Inc. | ADO-ADVISOR DEVELOPMENT ORGANIZATION            | United States | Published | Serial Number: 87340186 | Publishing Date: September 12, 2017 | International Class 41: Training services for insurance and financial service advisors in the field of best practices in insurance and financial services fields using technology to effectively manage their operations          |
| InsurMark, Inc. | FADO-FINANCIAL ADVISOR DEVELOPMENT ORGANIZATION | United States | Published | Serial Number: 87429883 | Publishing Date: September 19, 2017 | International Class 41: Training services for insurance and financial services advisors in the field of the best practices in the insurance and financial services fields using technology to effectively manage their operations |

|                     |                                      |                  |            |                                    |  |  |
|---------------------|--------------------------------------|------------------|------------|------------------------------------|--|--|
| InsurMark<br>, Inc. | BRIGHT OWL<br>INVESTMENT<br>ADVISORS | United<br>States | Registered | Registration<br>Number:<br>4614703 | Registration<br>Date:<br>September<br>30, 2014 | International<br>Class 36:<br>Financial<br>planning<br>services  |
| InsurMark<br>, Inc. | BRIGHT OWL<br>INVESTMENT<br>ADVISORS | United<br>States | Registered | Registration<br>Number:<br>4614704 | Registration<br>Date:<br>September<br>30, 2014 | International<br>Class 41:<br>Educational<br>services,<br>namely,<br>providing<br>classes in the<br>field of<br>financial<br>planning  |
| InsurMark<br>, Inc. | THE BIG<br>EVENT                     | United<br>States | Registered | Registration<br>Number:<br>4015494 | Registration<br>Date: August<br>23, 2011       | International<br>Class 41:<br>Educational<br>services,<br>namely,<br>providing<br>seminars<br>related to the<br>insurance<br>industry  |
| InsurMark<br>, Inc. | BIZBUCKS                             | United<br>States | Registered | Registration<br>Number:<br>3275207 | Registration<br>Date: August<br>7, 2007        | International<br>Class 36:<br>Insurance<br>brokerage<br>services,<br>namely<br>wholesale<br>insurance<br>services in<br>the fields of<br>annuities, life<br>insurance and<br>long term<br>care<br>insurance<br>from<br>represented<br>insurance<br>carriers, and<br>presenting<br>them to a<br>nationwide<br>network of<br>insurance<br>agents and<br>financial<br>services<br>professionals |

|                     |                                  |               |            |                                 |   |  |
|---------------------|----------------------------------|---------------|------------|---------------------------------|---|--|
| InsurMark<br>, Inc. | ANNUITYBIZ.COM                   | United States | Registered | Registration Number:<br>2652888 | Registration Date:<br>November 19, 2002 | International Class 36:<br>Insurance brokerage services, namely brokerage of fixed annuity products, to include equity indexed, bonus, traditional, multi year guarantee and immediate annuities, that are provided by represented insurance carriers, with licensed agents on a national basis through the World Wide Web |
| InsurMark<br>, Inc. | ADVISOR DEVELOPMENT ORGANIZATION | United States | Filed      | Serial Number:<br>87789667      | Filing Date:<br>February 8, 2018        | International Class 41:<br>Training services for insurance and financial service advisors in the field of best practices in insurance and financial services using technology to effectively manage their operations   |
| InsurMark<br>, Inc. | ADO                              | United States | Filed      | Serial Number:<br>87785908      | Filing Date:<br>February 6, 2018        | International Class 41:<br>Training services for insurance and financial service advisors in   |

|                 |  |               |       |                         |                               |   |
|-----------------|--|---------------|-------|-------------------------|-------------------------------|---|
|                 |  |               |       |                         |                               | the field of best practices in insurance and financial services using technology to effectively manage their operations   |
| InsurMark, Inc. | BUILD A BETTER LIFE                        | United States | Filed | Serial Number: 87760323 | Filing Date: January 18, 2018 | International Class 35: Insurance and Financial Services  |
| InsurMark, Inc. | FADO                                       | United States | Filed | Serial Number: 87789893 | Filing Date: February 8, 2018 | International Class 41: Training services for insurance and financial service advisors in the field of best practices in insurance and financial services using technology to effectively manage their operations |
| InsurMark, Inc. | FINANCIAL ADVISOR DEVELOPMENT ORGANIZATION | United States | Filed | Serial Number: 87790629 | Filing Date: February 8, 2018 | International Class 41: Training services for insurance and financial service advisors in the field of best practices in insurance and financial services using technology to effectively manage their operations |