

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM563664

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Confirmation of Release of the Second Lien Security Interest recorded at Reel/Frame 6341/0565, effective 6/13/2019		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Truist Bank (successor by merger to SunTrust Bank)		02/24/2020	Bank: NORTH CAROLINA
RECEIVING PARTY DATA			
Name:	AmeriLife Group, LLC		
Street Address:	2650 McCormick Drive		
Internal Address:	Suite 300T		
City:	Clearwater		
State/Country:	FLORIDA		
Postal Code:	33759		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	5367223	AGENT XCELERATOR	
Registration Number:	5377572	AGENT XCELERATOR	
CORRESPONDENCE DATA			
Fax Number:	3128622200		
<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:	312-862-6371		
Email:	renee.prescan@kirkland.com		
Correspondent Name:	Renee Prescan		
Address Line 1:	300 North LaSalle Street		
Address Line 2:	Kirkland & Ellis LLP		
Address Line 4:	Chicago, ILLINOIS 60654		
ATTORNEY DOCKET NUMBER:	36772-203		
NAME OF SUBMITTER:	Renee M. Prescan		
SIGNATURE:	/Renee M. Prescan/		
DATE SIGNED:	02/25/2020		
Total Attachments: 10			

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CONFIRMATION OF RELEASE OF TRADEMARK SECURITY INTERESTS

This RELEASE is made effective as of June 13, 2019 ("*Effective Date*") by TRUIST BANK, successor by merger to SunTrust Bank, as Collateral Agent under the Credit Agreement referred to below ("*Secured Party*").

WITNESSETH:

Reference is made to the Second Lien Credit Agreement dated as of July 10, 2015 (as amended and in effect on the Effective Date, the "*Credit Agreement*"), among AMERILIFE GROUP, LLC, a Delaware limited liability company (the "*Grantor*"), Amerilife Midco LLC, a Delaware limited liability company, the lenders from time to time party thereto, and Secured Party, as Administrative Agent and Collateral Agent (as defined in the Credit Agreement).

WHEREAS, Secured Party and Grantor were parties to that certain Security Agreement, dated as of July 10, 2015 (the "*Security Agreement*").

WHEREAS, in connection with the Security Agreement, Secured Party and Grantor were parties to that certain Notice and Confirmation of Grant of Security Interest in Trademarks, dated as of July 10, 2015, as supplemented from time to time (the "*Trademark Security Agreement*"), pursuant to which Grantor granted a security interest to Secured Party in the Trademarks (as defined in the Security Agreement) and all goodwill of the business connected with the use of and symbolized by each Trademark.

WHEREAS, the Trademark Security Agreement was recorded with the United States Patent and Trademark Office ("*PTO*") on July 10, 2015 at Reel 5574, Frame 0041.

WHEREAS, the following supplements to the Trademark Security Agreement ("*Supplements*") were recorded with the PTO:

1. Notice and Confirmation of Grant of Security Interest in Trademarks dated as of April 20, 2016, recorded at Reel/Frame 5776/0184;
2. Notice and Confirmation of Grant of Security Interest in Trademarks dated as of August 19, 2016, recorded at Reel/Frame 5871/0116;
3. Notice and Confirmation of Grant of Security Interest in Trademarks dated as of November 16, 2016, recorded at Reel/Frame 5927/0684;
4. Notice and Confirmation of Grant of Security Interest in Trademarks dated as of May 12, 2017, recorded at Reel/Frame 6065/0096;
5. Notice and Confirmation of Grant of Security Interest in Trademarks dated as of August 16, 2017, recorded at Reel/Frame 6202/0358;
6. Notice and Confirmation of Grant of Security Interest in Trademarks dated as of February 20, 2018, recorded at Reel/Frame 6278/0513; and

7. Notice and Confirmation of Grant of Security Interest in Trademarks dated as of April 25, 2018, recorded at Reel/Frame 6341/0565.

WHEREAS, pursuant to that certain payoff letter in reference to the repayment of indebtedness owing by the Grantor pursuant to the Credit Agreement, dated as of June 12, 2019, between Secured Party, as Administrative and Collateral Agent, and the Grantor, Secured Party agreed to terminate the Security Agreement, the Trademark Security Agreement, and the Supplements, and release its rights thereunder with respect to all Trademarks owned by the Grantor, including those Trademarks set forth in the Schedule to the release of the Trademark Security Agreement recorded at Reel/Frame 6670/0023 and those Trademarks set forth in Schedules 1 through 7 attached hereto (the “**Released Trademarks**”) and to re-convey to Grantor any and all rights in and to the Released Trademarks and all goodwill of the business connected with the use of and symbolized by each Released Trademark.

NOW THEREFORE, in consideration for the premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Secured Party hereby confirms that it has terminated, released and discharged its security interest in all of the Released Trademarks, including those set forth in Schedules 1 through 7 attached hereto.

Secured Party, to the extent granted in the Security Agreement or the Trademark Security Agreement, hereby confirms that it has assigned, granted and otherwise re-conveyed to Grantor, without any representation, recourse or undertaking by Secured Party, all of its right, title and interest in and to the Released Trademarks and all goodwill associated therewith originally granted to Secured Party pursuant to the Security Agreement, the Trademark Security Agreement, and the Supplements.

Upon the request of Grantor, Secured Party further agrees, at the Grantor’s expense, to execute all documents necessary to demonstrate and confirm the parties’ intent under this Release.

THIS RELEASE SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAW OF THE STATE OF NEW YORK.

[Signature Page Follows]

IN WITNESS WHEREOF, Secured Party has caused this Release to be duly executed by its duly authorized officer.

TRUIST BANK, as Collateral Agent

By:  _____

Name: Richard W. Jantzen, III

Title: Vice President

Date: February 24, 2020

Schedule 1

**Released Trademarks for the Release of the Security Interest Dated April 20, 2016
Recorded at Reel/Frame 5776/0184**

Trademark	Application No.	Filing Date	Registration No.	Registration Date
YOUR INSURANCE MARKETING COMPANY	86/251656	14-Apr-2014	4848134	03-Nov-2015
AGENT XCELERATOR	86/844069	09-Dec-2015	5367223	02-Jan-2018
AGENT XCELERATOR and Design	86/844081	09-Dec-2015	5377572	16-Jan-2018

Schedule 2

**Released Trademarks for the Release of the Security Interest Dated August 19, 2016
Recorded at Reel/Frame 5871/0116**

Trademark	Application No.	Filing Date	Registration No.	Registration Date
AGENT UNIVERSITY	86/030192	06-Aug-2013	4973523	07-Jun-2016
AU AGENT UNIVERSITY POWERED BY: AMERILIFE and Design	86/049294	27-Aug-2013	4973533	07-Jun-2016

Schedule 3

**Released Trademarks for the Release of the Security Interest Dated November 16, 2016
Recorded at Reel/Frame 5927/0684**

Trademark	Application No.	Filing Date	Registration No.	Registration Date
INSURANCE MARKETING FOR AGENTS! WE'RE NOT JUST ANY INSURANCE MARKETING COMPANY. WE'RE YOUR INSURANCE MARKETING COMPANY!	86/251643	14-Apr-2014	4998737	12-Jul-2016
WE'RE NOT JUST ANY INSURANCE MARKETING COMPANY. WE'RE YOUR INSURANCE MARKETING COMPANY!	86/251651	14-Apr-2014	4998738	12-Jul-2016

Schedule 4

**Released Trademarks for the Release of the Security Interest Dated May 12, 2017
Recorded at Reel/Frame 6065/0096**

Trademark	Application No.	Filing Date	Registration No.	Registration Date
LIFE DOESN'T WAIT. WHY SHOULD YOU?	86/086103	08-Oct-2013	5114842	03-Jan-2017
ABA	86/086107	08-Oct-2013	5114843	03-Jan-2017
THE RETIREMENT SHOP and Design	87/333867	13-Feb-2017	—	—

Schedule 5

**Released Trademarks for the Release of the Security Interest Dated August 16, 2017
Recorded at Reel/Frame 6202/0358**

Trademark	Application No.	Filing Date	Registration No.	Registration Date
RATESOURCEONE	86/043124	20-Aug-2013	5205214	16-May-2017
RATESOURCEONE and Design	86/043129	20-Aug-2013	5181886	11-Apr-2017

Schedule 6

**Released Trademarks for the Release of the Security Interest Dated February 20, 2018
Recorded at Reel/Frame 6278/0513**

Trademark	Application No.	Filing Date	Registration No.	Registration Date
SILVER KEY	86/251660	14-Apr-2014	5365240	26-Dec-2017

Schedule 7

**Released Trademarks for the Release of the Security Interest Dated April 25, 2018
Recorded at Reel/Frame 6341/0565**

Trademark	Application No.	Filing Date	Registration No.	Registration Date
AGENT XCELERATOR	86/844069	09-Dec-2015	5367223	02-Jan-2018
AGENT XCELERATOR and Design	86/844081	09-Dec-2015	5377572	16-Jan-2018