

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM567751

|                                   |   |  |  |
|-----------------------------------|---|--|--|
| <b>SUBMISSION TYPE:</b>           | NEW ASSIGNMENT                              |  |  |
| <b>NATURE OF CONVEYANCE:</b>      | SECOND LIEN TRADEMARK SECURITY AGREEMENT    |  |  |
| <b>CONVEYING PARTY DATA</b>       |   |  |  |
| <b>Name</b>                       | <b>Formerly</b>                             | <b>Execution Date</b>                    | <b>Entity Type</b>                     |
| AmeriLifeGroup, LLC               |   | 03/18/2020                               | Limited Liability Company:<br>DELAWARE |
| <b>RECEIVING PARTY DATA</b>       |   |  |  |
| <b>Name:</b>                      | Goldman Sachs Bank USA, as Collateral Agent |  |  |
| <b>Street Address:</b>            | 200 West Street                             |  |  |
| <b>City:</b>                      | New York                                    |  |  |
| <b>State/Country:</b>             | NEW YORK                                    |  |  |
| <b>Postal Code:</b>               | 10282                                       |  |  |
| <b>Entity Type:</b>               | National Banking Association: UNITED STATES |  |  |
| <b>PROPERTY NUMBERS Total: 21</b> |   |  |  |
| <b>Property Type</b>              | <b>Number</b>                               | <b>Word Mark</b>                         |  |
| <b>Registration Number:</b>       | 5114843                                     | ABA                                      |  |
| <b>Registration Number:</b>       | 4729349                                     | AGENT BENEFIT ASSOCIATION                |  |
| <b>Registration Number:</b>       | 4973523                                     | AGENT UNIVERSITY                         |  |
| <b>Registration Number:</b>       | 5367223                                     | AGENT XCELERATOR                         |  |
| <b>Registration Number:</b>       | 5377572                                     | AGENT XCELERATOR                         |  |
| <b>Registration Number:</b>       | 4348873                                     | AMERILIFE                                |  |
| <b>Registration Number:</b>       | 3751936                                     | AMERILIFE                                |  |
| <b>Registration Number:</b>       | 3707470                                     | AMERILIFE                                |  |
| <b>Registration Number:</b>       | 4337582                                     | AMERILIFE                                |  |
| <b>Registration Number:</b>       | 4416853                                     | AMERILIFE                                |  |
| <b>Registration Number:</b>       | 2749943                                     | AMERILIFE                                |  |
| <b>Registration Number:</b>       | 4973533                                     | AU AGENT UNIVERSITY POWERED BY: AMERILIF |  |
| <b>Registration Number:</b>       | 4998737                                     | INSURANCE MARKETING FOR AGENTS! WE'RE NO |  |
| <b>Registration Number:</b>       | 5114842                                     | LIFE DOESN'T WAIT. WHY SHOULD YOU?       |  |
| <b>Registration Number:</b>       | 4641320                                     | NAVIGATING THE WAY FROM CONCEPT MARKETPL |  |
| <b>Registration Number:</b>       | 4641319                                     | NAVIGATING THE WAY FROM CONCEPT TO MARKE |  |
| <b>Registration Number:</b>       | 5181886                                     | RATESOURCEONE                            |  |
| <b>Registration Number:</b>       | 5205214                                     | RATESOURCEONE                            |  |
| <b>Registration Number:</b>       | 5365240                                     | SILVER KEY                               |  |
| <b>TRADEMARK</b>                  |   |  |  |

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| Property Type        | Number  | Word Mark                                |
|----------------------|---------|--|
| Registration Number: | 4998738 | WE'RE NOT JUST ANY INSURANCE MARKETING C |
| Registration Number: | 4848134 | YOUR INSURANCE MARKETING COMPANY         |

**CORRESPONDENCE DATA**

**Fax Number:** 2127514864  
*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:** 2129061209  
**Email:** jessica.bajada-silva@lw.com  
**Correspondent Name:** LATHAM & WATKINS LLP,C/O J. Bajada-Silva  
**Address Line 1:** 885 Third Ave  
**Address Line 4:** New York City, NEW YORK 10022

|                                |                          |
|--------------------------------|--------------------------|
| <b>ATTORNEY DOCKET NUMBER:</b> | 030786-0966              |
| <b>NAME OF SUBMITTER:</b>      | Jessica Bajada-Silva     |
| <b>SIGNATURE:</b>              | /s/ Jessica Bajada-Silva |
| <b>DATE SIGNED:</b>            | 03/18/2020               |

**Total Attachments: 8**

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SECOND LIEN TRADEMARK SECURITY AGREEMENT dated as of March 18, 2020 (this “**Agreement**”), among the signatories hereto (each, a “**Grantor**” and collectively the “**Grantors**”) and GOLDMAN SACHS BANK USA, as collateral agent (in such capacity, the “**Collateral Agent**”).

Reference is made to (a) the Second Lien Pledge and Security Agreement dated as of March 18, 2020 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “**Security Agreement**”), by and among Accelerate Buyer, LLC, a Delaware limited liability company (“**Holdings**”), Accelerate Merger Sub, LLC, a Delaware limited liability company (“**Merger Sub**”), which shall be merged with and into, AmeriLife Holdings LLC, a Delaware limited liability company (the “**Company**” and after giving effect to the Merger (as defined therein), the “**Borrower**”), the Subsidiaries of the Borrower from time to time party thereto and the Collateral Agent, and (b) the Second Lien Credit Agreement dated as of March 18, 2020 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “**Credit Agreement**”), among Holdings, Merger Sub, the Borrower, the Subsidiaries of the Borrower from time to time party thereto, the Lenders and the Collateral Agent. The Lenders have agreed to extend credit to the Borrower subject to the terms and conditions set forth in the Credit Agreement. The obligations of the Lenders to extend such credit are conditioned upon, among other things, the execution and delivery of this Agreement. Each Grantor will derive substantial benefits from the extension of credit pursuant to the Credit Agreement and is willing to execute and deliver this Agreement in order to induce the Lenders to extend such credit. Accordingly, the parties hereto agree as follows:

SECTION 1. Terms. Capitalized terms used in this Agreement and not otherwise defined herein have the meanings specified in the Security Agreement. The rules of construction specified in Section 1.01 of the Security Agreement also apply to this Agreement.

SECTION 2. Grant of Security Interest. As security for the payment or performance, as the case may be, in full of its Secured Obligations, each Grantor, hereby pledges, mortgages, hypothecates and grants to the Collateral Agent, its successors and permitted assigns, on behalf of and for the ratable benefit of the Secured Parties, a continuing security interest in all of such Grantor’s right, title and interest in, to and under all of the following assets and properties, whether now owned by or owing to, or hereafter acquired by or arising in favor of such Grantor (collectively, the “**Trademark Collateral**”): (i) all of the Trademarks owned by such Grantor and constituting Collateral, including, without limitation, those listed on Schedule I hereto and the goodwill of the business symbolized by the foregoing; (ii) all renewals of the foregoing; (iii) all income, royalties, damages, and payments now or hereafter due or payable with respect thereto, including, without limitation, damages, claims, and payments for past and future infringements or dilutions thereof; (iv) all rights to sue for past, present, and future infringements or dilutions of the foregoing, including the right to settle suits involving claims and demands for royalties owing; and (v) all domestic rights corresponding to any of the foregoing.

SECTION 3. Purpose. This Agreement has been executed and delivered by each Grantor for the purpose of recording the grant of security interest herein with the United States Patent and Trademark Office. Each Grantor authorizes and requests that the Commissioner for Trademarks record this Agreement. The security interests granted to the Collateral Agent herein are granted in furtherance, and not in limitation of, the security interests granted to the Collateral

Agent pursuant to the Security Agreement. Each Grantor hereby acknowledges and affirms that the rights and remedies of the Collateral Agent with respect to the Trademark Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein. In the event of any conflict between the terms of this Agreement and the Security Agreement, the terms of the Security Agreement shall govern.

**SECTION 4. CHOICE OF LAW. THIS AGREEMENT AND ANY CLAIM, CONTROVERSY OR DISPUTE ARISING UNDER OR RELATED TO THIS AGREEMENT, WHETHER IN TORT, CONTRACT (AT LAW OR IN EQUITY) OR OTHERWISE, SHALL BE GOVERNED BY, AND CONSTRUED AND INTERPRETED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK WITHOUT REGARD TO CONFLICT OF LAWS PRINCIPLES THAT WOULD RESULT IN THE APPLICATION OF ANY OTHER LAW OTHER THAN THE LAW OF THE STATE OF NEW YORK.**

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IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the day and year first above written.

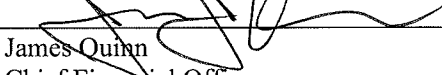
**AMERILIFE GROUP, LLC**

**AL MARKETING, LLC**

**INTELLIQUOTE INSURANCE SERVICES, LLC**


**RAWLINGS INSURANCE SERVICES, LLC**

**SOUTHWEST ANNUITIES MARKETING, LLC**

By:   
Name: James Quinn  
Title: Chief Financial Officer

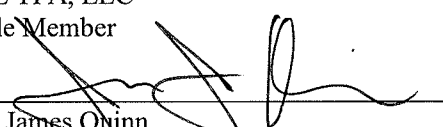
**AMERILIFE FINANCIAL ADVISORS LLC**

By: AL AmeriLife Investment Management, LLC  
Its: Sole Member

By:   
Name: James Quinn  
Title: Chief Financial Officer

**AGENT SOLUTIONS, LLC**

By: AL TPA, LLC  
Its: Sole Member

By:   
Name: James Quinn  
Title: Chief Financial Officer

**GOLDMAN SACHS BANK USA**  
as Collateral Agent,

By:  \_\_\_\_\_

Name:

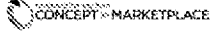

Title: Rob Ehudin  
Authorized Signatory

**Schedule I**

**United States Trademarks and Trademark Applications**

**I. Trademarks owned by AmeriLife Group, LLC:**


| <b>Trademark</b>  | <b>Application /<br/>Registration No.</b> | <b>Application /<br/>Registration Date</b> | <b>Applicant /<br/>Registered Owner</b> |
|---|---|--|---|
| ABA   | 5114843                                   | 03-Jan-2017                                | AmeriLife Group, LLC                    |
| AGENT BENEFIT ASSOCIATION   | 4729349                                   | 28-Apr-2015                                | AmeriLife Group, LLC                    |
| AGENT UNIVERSITY  | 4973523                                   | 07-Jun-2016                                | AmeriLife Group, LLC                    |
| AGENT XCELERATOR  | 5367223                                   | 02-Jan-2018                                | AmeriLife Group, LLC                    |
| AGENT XCELERATOR and Design<br>        | 5377572                                   | 16-Jan-2018                                | AmeriLife Group, LLC                    |
| AMERILIFE   | 4348873                                   | 11-Jun-2013                                | AmeriLife Group, LLC                    |
| AMERILIFE   | 3751936                                   | 23-Feb-2010                                | AmeriLife Group, LLC                    |
| AMERILIFE   | 3707470                                   | 10-Nov-2009                                | AmeriLife Group, LLC                    |
| AMERILIFE (Stylized)<br><b>A M E R I L I F E</b>  | 4337582                                   | 21-May-2013                                | AmeriLife Group, LLC                    |
| AMERILIFE (Stylized)<br><b>A M E R I L I F E</b>  | 4416853                                   | 21-May-2013                                | AmeriLife Group, LLC                    |
| AMERILIFE (Stylized)<br><b>AmeriLife</b>  | 2749943                                   | 12-Aug-2003                                | AmeriLife Group, LLC                    |
| AU AGENT UNIVERSITY and Design<br>   | 4973533                                   | 07-Jun-2016                                | AmeriLife Group, LLC                    |
| INSURANCE MARKETING FOR AGENTS! WE'RE NOT JUST ANY INSURANCE MARKETING COMPANY. WE'RE YOUR INSURANCE MARKETING COMPANY! | 4998737                                   | 12-Jul-2016                                | AmeriLife Group, LLC                    |
| LIFE DOESN'T WAIT, WHY SHOULD YOU?  | 5114842                                   | 03-Jan-2017                                | AmeriLife Group, LLC                    |

| Trademark   | Application /<br>Registration No. | Application /<br>Registration Date | Applicant /<br>Registered Owner |
|---|-----------------------------------|------------------------------------|---------------------------------|
| NAVIGATING THE WAY<br>FROM CONCEPT<br>MARKETPLACE and Design<br> | 4641320                           | 18-Nov-2014                        | AmeriLife Group, LLC            |
| NAVIGATING THE WAY<br>FROM CONCEPT TO<br>MARKETPLACE  | 4641319                           | 18-Nov-2014                        | AmeriLife Group, LLC            |
| RATESOURCEONE   | 5181886                           | 11-Apr-2017                        | AmeriLife Group, LLC            |
| RATESOURCEONE and Design<br>                                     | 5205214                           | 16-May-2017                        | AmeriLife Group, LLC            |
| SILVER KEY  | 5365240                           | 26-Dec-2017                        | AmeriLife Group, LLC            |
| WE'RE NOT JUST ANY<br>INSURANCE MARKETING<br>COMPANY. WE'RE YOUR<br>INSURANCE MARKETING<br>COMPANY!   | 4998738                           | 2-Jul-2016                         | AmeriLife Group, LLC            |
| YOUR INSURANCE<br>MARKETING COMPANY   | 4848134                           | 03-Nov-2015                        | AmeriLife Group, LLC            |

**II. Trademarks owned by AmeriLife Financial Advisors LLC:**

| Trademark  | Application /<br>Registration No. | Application /<br>Registration Date | Applicant /<br>Registered Owner     |
|------------|-----------------------------------|------------------------------------|-------------------------------------|
| AMERILYZER | 5558716                           | 11-Sep-2018                        | AmeriLife Financial<br>Advisors LLC |

**III. Trademarks owned by Agent Solutions, LLC:**


| Trademark   | Application /<br>Registration No. | Application /<br>Registration Date | Applicant /<br>Registered Owner |
|---|-----------------------------------|------------------------------------|---------------------------------|
| SAT   | 4575422                           | 29-Jul-2014                        | Agent Solutions, LLC            |
| SAT SUPERAGENT TOOLS<br>and Design<br> | 4575421                           | 29-Jul-2014                        | Agent Solutions, LLC            |




**IV. Trademarks owned by AL Marketing, LLC:**

| <b>Trademark</b> | <b>Application /<br/>Registration No.</b> | <b>Application /<br/>Registration Date</b> | <b>Applicant /<br/>Registered Owner</b> |
|------------------|---|--|---|
| LEADMAX          | 4409663                                   | 01-Oct-2013                                | AL Marketing, LLC                       |

**V. Trademarks owned by Intelliquote Insurance Services, LLC:**

| <b>Trademark</b>   | <b>Application /<br/>Registration No.</b> | <b>Application /<br/>Registration Date</b> | <b>Applicant /<br/>Registered Owner</b> |
|--|---|--|---|
| 1.800.LIFEINSURANCE  | 2562630                                   | 16-Apr-2002                                | Intelliquote Insurance Services, LLC    |
| BE PREPARED FOR LIFE   | 5566173                                   | 18-Sep-2018                                | Intelliquote Insurance Services, LLC    |
| INTELLIGENT DECISIONS FOR LIFE   | 5586748                                   | 16-Oct-2018                                | Intelliquote Insurance Services, LLC    |
| INTELLIQUOTE   | 5586567                                   | 16-Oct-2018                                | Intelliquote Insurance Services, LLC    |
| INTELLIQUOTE   | 3000184                                   | 27-Sep-2005                                | Intelliquote Insurance Services, LLC    |
| INTELLIQUOTE and Design<br> | 5586566                                   | 16-Oct-2018                                | Intelliquote Insurance Services, LLC    |

**VI. Trademarks owned by Rawlings Insurance Services, LLC:**

| <b>Trademark</b>  | <b>Application /<br/>Registration No.</b> | <b>Application /<br/>Registration Date</b> | <b>Applicant /<br/>Registered Owner</b> |
|---|---|--|---|
| CLASSIC GUARANTEE ANNUITY   | 4825567                                   | 06-Oct-2015                                | Rawlings Insurance Services, LLC        |
| DALLAS FINANCIAL WHOLESALERS  | 4352939                                   | 18-Jun-2013                                | Rawlings Insurance Services, LLC        |
| DFW and Design<br> | 3097116                                   | 30-May-2006                                | Rawlings Insurance Services, LLC        |
| EZ GUARANTEE  | 4853760                                   | 17-Nov-2015                                | Rawlings Insurance Services, LLC        |
| EZ ONLINE AGENT CONTRACTING   | 3650012                                   | 07-Jul-2009                                | Rawlings Insurance Services, LLC        |

**VII. Trademarks owned by Southwest Annuities Marketing, LLC:**

| <b>Trademark</b> | <b>Application /<br/>Registration No.</b> | <b>Application /<br/>Registration Date</b> | <b>Applicant /<br/>Registered Owner</b> |
|------------------|---|--|---|
| UNKEFER          | 4554379                                   | 24-Jun-2014                                | Southwest Annuities<br>Marketing, LLC   |