

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM844707

SUBMISSION TYPE:	RESUBMISSION
NATURE OF CONVEYANCE:	SECURITY INTEREST
RESUBMIT DOCUMENT ID:	900803654

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
TWFG HOLDING COMPANY, LLC		09/28/2023	Limited Liability Company: TEXAS
TWFG INSURANCE SERVICES, LLC		09/28/2023	Limited Liability Company: TEXAS
TWFG GENERAL AGENCY, LLC		09/28/2023	Limited Liability Company: TEXAS

RECEIVING PARTY DATA

Name:	PNC BANK, NATIONAL ASSOCIATION, AS AGENT
Street Address:	2200 Post Oak Blvd., 20th Floor
City:	Houston
State/Country:	TEXAS
Postal Code:	77056
Entity Type:	National Banking Association: UNITED STATES

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Serial Number:	88033200	TWFG
Serial Number:	76621109	TWFG
Serial Number:	86123352	PENGUIN INSURANCE SERVICES
Serial Number:	86568669	PENGUIN INSURANCE SERVICES
Serial Number:	86480774	OUR POLICY IS CARING

CORRESPONDENCE DATA

Fax Number: 7132266397

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: 713-226-6000

Email: TMMail@porterhedges.com

Correspondent Name: Jonathan Pierce

Address Line 1: P.O. Box 4744

Address Line 4: Houston, TEXAS 77210-4744

ATTORNEY DOCKET NUMBER:	016992-0024
NAME OF SUBMITTER:	Jonathan Pierce
SIGNATURE:	/jmp/
DATE SIGNED:	10/09/2023

Total Attachments: 7

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TRADEMARK SECURITY AGREEMENT

This **TRADEMARK SECURITY AGREEMENT** (this “*Agreement*”) is executed as of September 28, 2023, by TWFG HOLDING COMPANY, LLC, a Texas limited liability company (“*TWFG Holding*”), TWFG INSURANCE SERVICES, LLC, a Texas limited liability (“*TWFG Insurance*”) and TWFG GENERAL AGENCY, LLC, a Texas limited liability company (“*TWFG General*”, and together with TWFG Holding and TWFG Insurance collectively referred to herein as, the “*Debtors*” and each individually, a “*Debtor*”), for the benefit of PNC BANK, NATIONAL ASSOCIATION, as administrative agent and collateral agent (“*Collateral Agent*”) for the ratable benefit of the Secured Parties (as defined in the Security Agreement).

RECITALS:

A. TWFG Holding, as borrower, the guarantors party thereto, the lenders party thereto and PNC Bank, National Association, as administrative agent, swingline loan lender and issuing lender, have entered into that certain Credit Agreement dated May 23, 2023 (as amended, restated, or supplemented from time to time, the “*Credit Agreement*”), together with certain other Loan Documents.

B. In connection with the Credit Agreement and as a condition to extending credit to the Borrower under the Credit Agreement, the Debtors have executed and delivered a Pledge and Security Agreement, dated as of May 23, 2023, in favor of the Collateral Agent (as amended, supplemented, amended and restated or otherwise modified from time to time, the “*Security Agreement*”).

C. Pursuant to the Security Agreement, the Debtors have (i) duly authorized the execution, delivery and performance of this Agreement and (ii) granted to Collateral Agent a first-priority lien and security interest in all or substantially all of Debtors’ assets, including the IP Collateral (as defined below).

D. Collateral Agent requires that Debtors enter into this Agreement with Collateral Agent to further evidence Collateral Agent’s continuing security interest in, and lien on, all of the IP Collateral.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Debtors hereby collaterally assign, pledge, and grant to Collateral Agent a continuing security interest in, all of each Debtor’s right, title, and interest in, to, and under the following (all of the following items or types of property being herein collectively referred to as the “*IP Collateral*”), in each case wherever located and whether now owned or hereafter acquired, created, or existing:

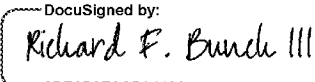
- (1) all of its trademarks, trademark applications, and any related licenses to which it is a party, including but not limited to the Trademark Collateral (as defined in the Security Agreement), and the United States trademark applications and registrations referred to on *Schedule 1* hereto, and all goodwill associated therewith or symbolized thereby;
- (2) all reissues, continuations or extensions of the foregoing; and
- (3) 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.

This security interest is controlled by the terms of the Security Agreement. Debtor hereby acknowledges and affirms that the rights and remedies of Collateral Agent with respect to its continuing lien and security interest in the IP Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

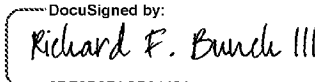
IN WITNESS WHEREOF, Debtors and Collateral Agent have caused this Trademark Security Agreement to be duly executed as of the date set out in the preamble to this Agreement.

DEBTORS:

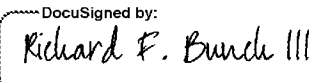
TWFG HOLDING COMPANY, LLC,
a Texas limited liability company

By:  _____
DocuSigned by:
Richard F. Bunch III
0DE988FACB8443A...
Richard F. Bunch III
President

TWFG INSURANCE SERVICES, LLC,
a Texas limited liability company

By:  _____
DocuSigned by:
Richard F. Bunch III
0DE988FACB8443A...
Richard F. Bunch III
President

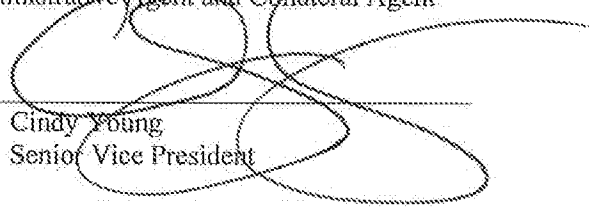
TWFG GENERAL AGENCY, LLC,
a Texas limited liability company

By:  _____
DocuSigned by:
Richard F. Bunch III
0DE988FACB8443A...
Richard F. Bunch III
President

COLLATERAL AGENT:

PNC BANK, NATIONAL ASSOCIATION,
as Administrative Agent and Collateral Agent

By: _____



Cindy Young
Senior Vice President

SCHEDULE 1

TRADEMARK COLLATERAL

Trademarks, Service Marks, Trademark Licenses

Serial No. 88033200, Registration No. 5696112 TWFG Word Mark
Serial No. 76621109, Registration No. 3048090 TWFG Design and Word Mark
Serial No. 86123352, Registration No. 4785763 Our Policy is Caring
Serial No. 86568669, Registration No. 4841132 Penguin Insurance Services Word Mark
Serial No. 86123352, Registration No. 4744534 Penguin Insurance Services Design and Word Mark