TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM402532

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST
SEQUENCE:	1

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Confie Seguros Holding Co.		10/19/2016	Corporation: DELAWARE
Confie Seguros Holding II Co.		10/19/2016	Corporation: DELAWARE
Confie Seguros, Inc.		10/19/2016	Corporation: DELAWARE
Freeway Insurance Services, Inc.		10/19/2016	Corporation: CALIFORNIA
Sacramento Auto Insurance Center, Inc.		10/19/2016	Corporation: CALIFORNIA
SSB Insurance Services, Inc.		10/19/2016	Corporation: DELAWARE
Vern Fonk Insurance Services, Inc.		10/19/2016	Corporation: DELAWARE
A-Affordable Insurance Agency, Inc.		10/19/2016	Corporation: TEXAS
Cartel Marketing, Inc.		10/19/2016	Corporation: CALIFORNIA
Expresslink, Inc.		10/19/2016	Corporation: CALIFORNIA
InsureOne Independent Insurance Agency, LLC		10/19/2016	Limited Liability Company: ILLINOIS
ISOpay, L.L.C.		10/19/2016	Limited Liability Company: TEXAS
Aggressive Insurance Services, L.L.C.		10/19/2016	Limited Liability Company: TEXAS
Driver's Choice Insurance Services, LLC		10/19/2016	Limited Liability Company:

CH $1365.00 4768881

RECEIVING PARTY DATA

Name:	Royal Bank of Canada
Street Address:	20 King Street West, 4th Floor
City:	Toronto
State/Country:	CANADA
Postal Code:	M5H 1C4
Entity Type:	Bank: CANADA

PROPERTY NUMBERS Total: 54

Property Type	Number	Word Mark
Registration Number:	4768881	CONFÍE
Registration Number:	3753855	CONFIE SEGUROS
Registration Number:	4328548	CONFÍE SEGUROS
Registration Number:	4401028	FREEWAY THE AUTO INSURANCE EXPERTS
Registration Number:	4401029	FREEWAY LOS EXPERTOS EN SEGUROS DE AUTO
Registration Number:	3591103	FREEWAY
Registration Number:	3584286	IT'S THAT THING YOU'RE SPEEDING ON
Registration Number:	3448643	
Registration Number:	4092949	FREEWAY INSURANCE YOU'RE ALWAYS SAFE WIT
Registration Number:	3992177	FREEWAY INSURANCE IT'S THAT THING YOU'RE
Registration Number:	3996168	FREEWAY INSURANCE
Registration Number:	4092947	FREEWAY INSURANCE CON NOSOTROS SIEMPRE E
Registration Number:	4078834	
Registration Number:	3834346	SIEMPRE GANA CON FREEWAY INSURANCE
Registration Number:	4231825	ALWAYS WIN WITH FREEWAY INSURANCE
Registration Number:	3098153	
Registration Number:	2375639	PERSONAL SERVICE INSURANCE
Registration Number:	2175005	SOUTH COAST INSURANCE
Registration Number:	4060256	COSTULESSINS.COM
Registration Number:	3171136	COST-U-LESS INSURANCE CENTER
Registration Number:	3584201	COST U LESS
Registration Number:	3744552	REMEMBER TO HONK WHEN YOU DRIVE BY VERN
Registration Number:	3744551	VERN FONK
Registration Number:	4795638	AID ALL INSURANCE DISCOUNTERS
Registration Number:	4779792	AUTO INSURANCE DISCOUNTERS
Registration Number:	4428545	COST U LESS INSURANCE CENTER
Registration Number:	4570937	KELLER GROUP
Registration Number:	4978679	PROTECT-O-METER LIABILITY ONLY UNINSURED
Registration Number:	4923596	WE CARE COMMITMENT · ACCOUNTABILITY · RE
Registration Number:	2108242	A-AFFORDABLE INSURANCE
Registration Number:	2092614	A-AFFORDABLE INSURANCE
Registration Number:	2066072	INSURE EXPRESS
Registration Number:	2809886	E EXPRESSLINK
Registration Number:	3984736	DEALERONE
Registration Number:	2372895	INSUREONE
Registration Number:	2104485	INSURE ONE
Registration Number:	2104486	INSURE ONE
Registration Number:	2217852	INSUREONE.COM

Property Type	Number	Word Mark
Registration Number:	3164378	INSUREONE THE INSURANCE SUPERSTORE
Registration Number:	2231104	SEGUROS UNO
Registration Number:	2382054	THE INSURANCE SUPERSTORE
Registration Number:	2320884	YELLOW KEY
Registration Number:	2363909	YELLOW KEY
Registration Number:	3805890	ISOPAY
Registration Number:	4873562	AGGRESSIVE INSURANCE
Registration Number:	3075204	DRIVER'S CHOICE INSURANCE SERVICES
Registration Number:	4481652	PERSONABLE
Registration Number:	4518233	
Registration Number:	3894465	SEGUROS SIN BARRERAS
Serial Number:	87191567	DRIVER'S CHOICE LOW COST AUTO INSURANCE
Serial Number:	87191584	DRIVER'S CHOICE INSURANCE SERVICES
Serial Number:	87172204	COST U LESS
Serial Number:	87084966	SPEEDLANE INSURANCE
Serial Number:	87077667	SPEEDLANE INSURANCE

CORRESPONDENCE DATA

Fax Number: 2123037064

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: 212.318.6824

Email: christinedionne@paulhastings.com

Correspondent Name: Christine Dionne c/o Paul Hastings LLP

Address Line 1: 200 Park Avenue

Address Line 2: 28th Floor

Address Line 4: New York, NEW YORK 10166

ATTORNEY DOCKET NUMBER:	78436.00068
NAME OF SUBMITTER:	Christine Dionne
SIGNATURE:	/Christine Dionne/
DATE SIGNED:	10/19/2016

Total Attachments: 11

source=Confie IP Security Agreement (Executed)#page1.tif
source=Confie IP Security Agreement (Executed)#page2.tif
source=Confie IP Security Agreement (Executed)#page3.tif
source=Confie IP Security Agreement (Executed)#page4.tif
source=Confie IP Security Agreement (Executed)#page5.tif
source=Confie IP Security Agreement (Executed)#page6.tif
source=Confie IP Security Agreement (Executed)#page7.tif
source=Confie IP Security Agreement (Executed)#page8.tif
source=Confie IP Security Agreement (Executed)#page9.tif

source=Confie IP Security Agreement (Executed)#page10.tif
source=Confie IP Security Agreement (Executed)#page11.tif

INTELLECTUAL PROPERTY SECURITY AGREEMENT

This INTELLECTUAL PROPERTY SECURITY AGREEMENT (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the "IP Security Agreement") dated October 19, 2016, is made by the Persons listed on the signature pages hereof (collectively, the "Grantors") in favor of Royal Bank of Canada ("ROYAL BANK"), as Collateral Agent (the "Collateral Agent") for the Secured Parties. Capitalized terms used herein and not otherwise defined herein shall have the meanings assigned to such terms in the Credit Agreement and the Security Agreement referred to therein.

WHEREAS, Confie Seguros Holding Co., a Delaware corporation (the "Borrower"), Confie Seguros Holding II Co., a Delaware corporation ("Holdings"), ROYAL BANK, as Administrative Agent and Collateral Agent, each Lender from time to time party thereto and each other party thereto have entered into the Credit Agreement dated as of October 19, 2016 (the "Closing Date") (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the "Credit Agreement"), pursuant to which the Lenders have severally agreed to make Loans, the L/C Issuers to issue Letters of Credit and the Hedge Banks to enter into Secured Hedge Agreements to the Borrower upon the terms and subject to the conditions therein.

WHEREAS, in connection with the Credit Agreement, the Grantors have entered into the Security Agreement dated as of the Closing Date (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the "Security Agreement") in order to induce the Lenders to make Loans, the L/C Issuers to issue Letters of Credit and the Hedge Banks to enter into Secured Hedge Agreements.

WHEREAS, under the terms of the Security Agreement, the Grantors have granted to the Collateral Agent, for the benefit of the Secured Parties, a security interest in, among other property, certain intellectual property of the Grantors, and have agreed as a condition thereof to execute this IP Security Agreement for recording with the United States Patent and Trademark Office and the United States Copyright Office.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each Grantor agrees as follows:

SECTION 1. Grant of Security. Each Grantor hereby grants to the Collateral Agent for the benefit of the Secured Parties a security interest in all of such Grantor's right, title and interest in and to the following (the "Collateral"):

(a) the registered Trademarks (as defined in the Security Agreement) and Trademarks for which applications are pending in the United States Patent and Trademark Office set forth in Schedule A hereto (excluding any Excluded Property) and

(b) the registered Copyrights (as defined in the Security Agreement) in the United States Copyright Office set forth in Schedule B hereto.

SECTION 2. Security for Obligations. The grant of a security interest in the Collateral by each Grantor under this IP Security Agreement secures the payment of all Obligations of such Grantor

now or hereafter existing under or in respect of the Loan Documents, whether direct or indirect, absolute or contingent, and whether for principal, reimbursement obligations, interest, premiums, penalties, fees, indemnifications, contract causes of action, costs, expenses or otherwise. Without limiting the generality of the foregoing, this IP Security Agreement secures, as to each Grantor, the payment of all amounts that constitute part of the secured Obligations and that would be owed by such Grantor to any Secured Party under the Loan Documents but for the fact that such secured Obligations are unenforceable or not allowable due to the existence of a bankruptcy, reorganization or similar proceeding involving a Loan Party.

SECTION 3. Recordation. This IP Security Agreement has been executed and delivered by the Grantors for the purpose of recording the grant of security interest herein with the United States Patent and Trademark Office and the United States Copyright Office. Each Grantor on Schedule A authorizes and requests that the Commissioner for Trademarks record this IP Security Agreement. Each Grantor on Schedule B authorizes and requests that the Register of Copyrights record this IP Security Agreement.

SECTION 4. Execution in Counterparts. This IP Security Agreement may be executed in any number of counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement.

SECTION 5. Grants, Rights and Remedies. This IP Security Agreement has been entered into in conjunction with the provisions of the Security Agreement. Each Grantor does hereby acknowledge and confirm that the grant of the security interest hereunder to, and the rights and remedies of, the Collateral Agent with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated herein by reference as if fully set forth herein. In the event of any conflict between the terms of this IP Security Agreement and the terms of the Security Agreement, the terms of the Security Agreement shall govern.

SECTION 6. Governing Law. This IP Security Agreement shall be governed by, and construed in accordance with, the laws of the State of New York.

SECTION 7. Severability. In case any one or more of the provisions contained in this IP Security Agreement should be held invalid, illegal or unenforceable in any respect, the validity, legality and enforceability of the remaining provisions contained herein and in the Security Agreement shall not in any way be affected or impaired thereby (it being understood that the invalidity of a particular provision in a particular jurisdiction shall not in and of itself affect the validity of such provision in any other jurisdiction). The parties hereto shall endeavor in good-faith negotiations to replace the invalid, illegal or unenforceable provisions with valid provisions the economic effect of which comes as close as possible to that of the invalid, illegal or unenforceable provisions.

[Signature Pages Follow]

IN WITNESS WHEREOF, each Grantor has caused this IP Security Agreement to be duly executed and delivered by its officer thereunto duly authorized as of the date first above written.

Initial Grantors of the Trademarks
set forth on **Schedule A** hereto:

CONFIE SEGUROS HOLDING CO.
CONFIE SEGUROS HOLDING II CO.
CONFIE SEGUROS, INC.
FREEWAY INSURANCE SERVICES, INC.
SACRAMENTO AUTO INSURANCE CENTER, INC.
SSB INSURANCE SERVICES, INC.
VERN FONK INSURANCE SERVICES, INC.
A-AFFORDABLE INSURANCE AGENCY, INC.
CARTEL MARKETING, INC.
EXPRESSLINK, INC.
INSUREONE INDEPENDENT INSURANCE AGENCY, LLC
ISOPAY, L.L.C.
AGGRESSIVE INSURANCE SERVICES, L.L.C.
DRIVER'S CHOICE INSURANCE SERVICES, LLC,
as Initial Grantors

By:_____
Name: Michael Kaplan
Title: Chief Financial Officer

Initial Grantors of the Copyrights
set forth on **Schedule B** hereto:

CARTEL MARKETING, INC.
CONFIE SEGUROS HOLDING II CO.
THE KELLER GROUP, INC.,
as Initial Grantors

By:_____
Name: Michael Kaplan
Title: Chief Financial Officer

[Signature Page to Short Form Intellectual Property Security Agreement]

ROYAL BANK OF CANADA,
as Collateral Agent

By: _____

Name: Susan Khokher
Title: Manager, Agency

[Signature Page to Short Form Intellectual Property Security Agreement]

Schedule A

Mark	Serial/ Application No.	Registration No.	Country	Application/ Registration Date	Applicant/ Owner
CONFÍE ("TRUST")	85/290721	4768881	United States	July 7, 2015	Confie Seguros, Inc.
CONFIE SEGUROS	77/664950	3753855	United States	March 2, 2010	Confie Seguros, Inc.
CONFÍE SEGUROS (TRUST INSURANCE)	77664662	4328548	United States	April 30, 2013	Confie Seguros, Inc.
FREEWAY THE AUTO INSURANCE EXPERTS	85/582134	4401028	United States	September 10, 2013	Confie Seguros Holding II Co
FREEWAY LOS EXPERTOS EN SEGUROS DE AUTO	85/582219	4401029	United States	September 10 2013	Confie Seguros Holding II Co
FREEWAY	77/546480	3591103	United States	March 17, 2009	Freeway Insurance Services, Inc.
IT'S THAT THING YOU'RE SPEEDING ON	77/339544	3584286	United States	March 3, 2009	Freeway Insurance Services, Inc.
DESIGN ONLY	77/300663	3448643	United States	June 17, 2008	Freeway Insurance Services, Inc.
FREEWAY INSURANCE YOU'RE ALWAYS SAFE WITH US	85/042552	4092949	United States	Jan. 31, 2012	Freeway Insurance Services, Inc.

Mark	Serial/ Application No.	Registration No.	Country	Application/ Registration Date	Applicant/ Owner
FREEWAY INSURANCE IT'S THAT THING YOU'RE SPEEDING ON	85042032	3992177	United States	July 12, 2011	Freeway Insurance Services, Inc.
FREEWAY INSURANCE	85/041980	3996168	United States	July 19, 2011	Freeway Insurance Services, Inc.
FREEWAY INSURANCE CON NOSTROS SIEMPRE ESTA SEGURO **(SPANISH TAGLINE)**	85/042043	4092947	United States	Jan. 31, 2012	Freeway Insurance Services, Inc.
DESIGN GLOBE	85/042049	4078834	United States	Jan. 3, 2012	Freeway Insurance Services, Inc.
SIEMPRE GANA CON FREEWAY INSURANCE	77/897382	3834346	United States	Aug. 17, 2010	Freeway Insurance Services, Inc.
ALWAYS WIN WITH FREEWAY INSURANCE	77897354	4231825	United States	October 30, 2012	Freeway Insurance Services, Inc.
DESIGN ONLY	78/654624	3098153	United States	May 30, 2006	Freeway Insurance Services, Inc.
PERSONAL SERVICE INSURANCE	75/307255	2375639	United States	Aug. 8, 2000	Freeway Insurance Services, Inc.
SOUTH COAST INSURANCE	75317328	2175005	United States	July 21, 1998	Freeway Insurance Services, Inc.

Mark	Serial/ Application No.	Registration No.	Country	Application/ Registration Date	Applicant/ Owner
COSTULESSINS. COM	77/316392	4060256	United States	Nov. 22, 2011	Sacramento Auto Insurance Center, Inc.
COST-U-LESS INSURANCE CENTER	78/755643	3171136	United States	Nov. 14, 2006	Sacramento Auto Insurance Center, Inc.
COST U LESS	87172204		United States	September 15, 2016	Confie Seguros Holding Co.
COST-U-LESS	77/316035	3584201	United States	March 3, 2009	Sacramento Auto Insurance Center, Inc.
SEGUROS SIN BARRERAS **(INSURANCE WITHOUT BARRIERS)**	77/624986	3894465	United States	Dec. 21, 2010	Ssb Insurance Services, Inc.
REMEMBER TO HONK WHEN YOU DRIVE BY VERN FONK	77/770753	3744552	United States	Feb. 2, 2010	Vern Fonk Insurance Services, Inc.
VERN FONK	77770752	3744551	United States	Feb. 2, 2010	Vern Fonk Insurance Services, Inc.
AID ALL INSURANCE DISCOUNTERS	85875919	4795638	United States	August 18, 2015	Confie Seguros Holding Co
AUTO INSURANCE DISCOUNTERS	85875871	4779792	United States	July 28, 2015	Confie Seguros Holding Co
COST U LESS INSURANCE CENTER	85874970	4428545	United States	November 5, 2013	Confie Seguros Holding Co

KE 43473763.7

Mark	Serial/ Application No.	Registration No.	Country	Application/ Registration Date	Applicant/ Owner
Keller Group **KELLER GROUP**	85955494	4570937	United States	July 22, 2014	Confie Seguros Holding Co
PROTECT-O-METER **PROTECT-O-METER LIABILITY ONLY UNINSURED MOTORIST COMPREHENSIVE AND COLLISION MEDICAL ADDITIONAL COVERAGE**	86357093	4978679	United States	June 14, 2016	Confie Seguros Holding II Co
WE CARE **WE CARE COMMITMENT · ACCOUNTABILITY · RESPECT · EXCELLENCE**	86357079	4923596	United States	March 22, 2016	Confie Seguros Holding II Co
speedlane **SPEEDLANE INSURANCE**	87084966	PENDING	United States	June 27, 2016	Freeway Insurance Services, Inc.
SPEEDLANE INSURANCE	87077667	PENDING	United States	June 20, 2016	Freeway Insurance Services, Inc.
A-Affordable Insurance **A-AFFORDABLE INSURANCE**	75046659	2108242	United States	October 28, 1997	A-Affordable Insurance Agency, Inc.
A-AFFORDABLE INSURANCE	75046660	2092614	United States	September 2, 1997	A-Affordable Insurance Agency, Inc.
INSURE EXPRESS	74264677	2066072	United States	June 3, 1997	Cartel Marketing, Inc.
ExpressLink **E EXPRESSLINK**	76430891	2809886	United States	February 3, 2004	Expresslink, Inc.
DEALERONE	85154832	3984736	United States	June 28, 2011	Insureone Independent Insurance Agency, LLC

Mark	Serial/ Application No.	Registration No.	Country	Application/ Registration Date	Applicant/ Owner
InsureOne **INSUREONE**	75800613	2372895	United States	August 1, 2000	Insureone Independent Insurance Agency, LLC
INSUREONE **INSURE ONE**	74101980	2104485	United States	October 14, 1997	Insureone Independent Insurance Agency, LLC
INSURE ONE	74101998	2104486	United States	October 14, 1997	Insureone Independent Insurance Agency, LLC
INSUREONE.COM	75288357	2217852	United States	January 12, 1999	Insureone Independent Insurance Agency, LLC
Insure One **INSUREONE THE INSURANCE SUPERSTORE**	76600939	3164378	United States	October 31, 2006	Insureone Independent Insurance Agency, LLC
SEGUROS UNO	75184143	2231104	United States	March 9, 1999	Insureone Independent Insurance Agency, LLC
THE INSURANCE SUPERSTORE	75266853	2382054	United States	September 5, 2000	Insureone Independent Insurance Agency, LLC
YELLOW KEY	75580165	2320884	United States	February 22, 2000	Insureone Independent Insurance Agency, LLC, DBA Yelow Key Insurance Agency, Inc.
YELLOW KEY **YELLOW KEY**	75580290	2363909	United States	July 4, 2000	Insureone Independent Insurance Agency, LLC, DBA Yelow Key Insurance Agency, Inc.
ISOPAY	77794053	3805890	United States	June 22, 2010	Isopay, L.L.C.
AGGRESSIVE INSURANCE	86612919	4873562	United States	December 22, 2015	Aggressive Insurance Services, LLC
DRIVER'S CHOICE INSURANCE SERVICES (LOGO)	76600938	3075204	United States	April 4, 2006	Driver's Choice Insurance Services, LLC

Mark	Serial/ Application No.	Registration No.	Country	Application/ Registration Date	Applicant/ Owner
Driver's Choice LOW COST AUTO INSURANCE **DRIVER'S CHOICE (LOGO)**	87191567		United States	October 3, 2016	Driver's Choice Insurance Services, LLC.
DRIVER'S CHOICE	87191584		United States	October 3, 2016	Driver's Choice Insurance Services, LLC.
PERSONABLE	85525335	4481652	United States	February 11, 2014	Confie Seguros Holding II Co
DESIGN ONLY (PERSONABLE LOGO)	85525344	4518233	United States	April 22, 2014	Confie Seguros Holding II Co
SEGUROS SIN BARRERAS	77624986	3894465	United States	December 21, 2010	SSB Insurance Services, Inc.

Schedule B

Title	Registration No./Date	Owner
Application for auto insurance offered by Cartel Marketing, Inc.	TX0003290841 1992-03-30	Cartel Marketing, Inc.
Insure express 2000.	TX0004857495 1998-09-10	Cartel Marketing, Inc.
Insurance 101.	VA0001940014 2014-11-04	Confie Seguros Holding II Co
FAX PRO for OS.2 v.0.98B.	TXu000530390 1992-07-09	Keller Group Inc.
PMfax	TX0003356639 1992-07-09	Keller Group Inc.