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TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1 Stylesheet Version v1.2 ETAS ID: TM484899

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Goosehead Insurance Agency, LLC		08/03/2018	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA

Name:	JPMorgan Chase Bank, N.A., as Administrative Agent		
Street Address:	10 SOUTH DEARBORN		
City:	CHICAGO		
State/Country:	ILLINOIS		
Postal Code:	60603		
Entity Type:	National Banking Association: UNITED STATES		

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	4239148	GOOSEHEAD INSURANCE
Registration Number:	4239146	G GOOSEHEAD INSURANCE
Registration Number:	4239147	G GOOSEHEAD INSURANCE
Registration Number:	5095438	GOOSEHEAD
Registration Number:	5199649	G
Serial Number:	88024967	GOOSEHEAD INSURANCE
Serial Number:	88024933	G GOOSEHEAD INSURANCE
Serial Number:	88025017	G GOOSEHEAD INSURANCE

CORRESPONDENCE DATA

Fax Number: 2149813400

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: 214-981-3483
Email: dclark@sidley.com
Correspondent Name: Dusan Clark, Esq.
Address Line 1: Sidley Austin LLP

Address Line 2: 2021 McKinney Ave., Suite 2000

Address Line 4: Dallas, TEXAS 75201

ATTORNEY DOCKET NUMBER: 36084-30267

TRADEMARK
REEL: 006421 FRAME: 0500

900461214

NAME OF SUBMITTER:	Dusan Clark		
SIGNATURE:	/Dusan Clark/		
DATE SIGNED:	08/06/2018		
Total Attachments: 5			
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CONFIRMATORY GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS

THIS CONFIRMATORY GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS (the "<u>Confirmatory Grant</u>") is made effective as of August 3, 2018 by and from GOOSEHEAD INSURANCE AGENCY, LLC, a Delaware limited liability company (the "<u>Grantor</u>"), to and in favor of JPMORGAN CHASE BANK, N.A., (the "<u>Grantee</u>") for itself and as Administrative Agent for the Secured Parties (as defined in the Credit Agreement referenced below).

WHEREAS, Goosehead Insurance Holdings, LLC, a Delaware limited liability company (the "Borrower"), the Grantor, the other Loan Parties, the Lenders and the Grantee have entered into a Credit Agreement dated August 3, 2018 (as may be amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement").

WHEREAS, the Borrower, the Grantor and the other Loan Parties have entered into a Pledge and Security Agreement dated August 3, 2018 (as may be amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement").

WHEREAS, the Grantor owns the trademarks (the "<u>Trademarks</u>") listed on <u>Exhibit A</u> attached hereto, which Trademarks are pending or registered with the United States Patent and Trademark Office.

WHEREAS, this Confirmatory Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are without prejudice to and are subject in all respects to the Security Agreement and the other Loan Documents, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Confirmatory Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

NOW, THEREFORE, in consideration of the mutual covenants and agreements set forth herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, it is hereby agreed that:

1) <u>Definitions</u>. All capitalized terms not defined herein shall have the respective meanings given to them in the Credit Agreement.

2) The Security Interest.

- (a) This Confirmatory Grant is made to secure the satisfactory performance and payment of all the Secured Obligations. Upon the Secured Obligations being Paid in Full, the Grantee shall promptly, upon such satisfaction, execute, acknowledge, and deliver to the Grantor all reasonably requested instruments in writing or otherwise, releasing the security interest in the Trademarks acquired under this Confirmatory Grant.
- (b) The Grantor hereby grants to the Grantee a security interest in (1) all of the Grantor's right, title and interest in and to the Trademarks now owned or from time to time after the date hereof owned or acquired by the Grantor, together with (2) all proceeds and products of the Trademarks, (3) the goodwill associated with such Trademarks, and (4) all causes of action arising prior to or after the date hereof for infringement of the Trademarks or unfair

competition regarding the same. Notwithstanding the foregoing, in no event does the Grantor grant a security interest in any Excluded Assets at any time.

- 3) <u>Counterparts</u>. This Confirmatory Grant may be executed in any number of counterparts and by different parties in separate 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. Signature pages may be detached from multiple separate counterparts and attached to a single counterpart.
- 4) <u>Governing Law</u>. This Confirmatory Grant and the rights and obligations of the parties hereto shall be governed by, and construed and interpreted in accordance with, the law of the State of New York.

IN WITNESS WHEREOF, the Grantor has executed this Confirmatory Grant of Security Interest in United States Trademarks effective as of the date first written above.

GOOSEHBAD INSURANCE AGENCY, LLC

Name: Mark E. Jones

Title: Chief Executive Officer

Signature Page for Grant of Security Interest in United States Trademarks

CONFIRMATORY GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS Exhibit A - SCHEDULE OF TRADEMARKS

Grantor	Trademark	Registration Number	Registration Date	Jurisdiction
Goosehead Insurance Agency, LLC	Goosehead Insurance (word mark)	4239148	November 6, 2012 (for Insurance Brokerage)	USA
Goosehead Insurance Agency, LLC	Goosehead Insurance (word mark)	US App Number - 88024967	Pending (for franchise services and insurance brokerage)	USA
Goosehead Insurance Agency, LLC	goosehead INSURANCE	4239146	November 6, 2012 (for Insurance Brokerage)	USA
Goosehead Insurance Agency, LLC	E goosehead INSURANCE	US App Number - 88024933	Pending (for franchise services and insurance brokerage)	USA
Goosehead Insurance Agency, LLC	goosehead INSURANCE	4239147	November 6, 2012 (for Insurance Brokerage)	USA
Goosehead Insurance Agency, LLC	goosehead INSURANCE	US App Number - 88025017	Pending (for franchise services and insurance brokerage)	USA
Goosehead Insurance Agency, LLC	Goosehead (word mark)	5095438	December 6, 2016	USA

Goosehead		5199649	May 9, 2017	USA
Insurance				
Agency, LLC				

RECORDED: 08/06/2018