



08-31-2001



101830630 RE 9-27-01

To the Honorable Commissioner

ed original documents or copy thereof.

1. Name of conveying party(ies): SUCCESSFACTORS.COM, INC. (formerly known as Austin-Hayne Corporation)

- Individual(s) Association General Partnership Limited Partnership Corporation-State Delaware Other

Additional name(s) of conveying party(ies) attached? Yes No

- Nature of conveyance: Assignment Merger Security Agreement Change of Name Other

Execution Date: May 25, 2001

Name of receiving party(ies)

Name: SAND HILL CAPITAL II, LP Internal Address:

Street Address: 3000 Sand Hill Road, Bldg. 2 Suite 110 City: Menlo Park State: CA Zip: 94025

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Delaware Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2,340,181 1,877,473 1,900,210

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Levy, Small & Lallas

Internal Address: Attn: Sebastian Camua

Street Address: 815 Moraga Drive

City: Los Angeles State: CA Zip: 90049

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41): \$ 90.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature. To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Sebastian Camua Name of Person Signing

Signature

05/30/01 Date

5

Total number of pages including cover sheet, attachments, and document:

**SUPPLEMENTAL
INTELLECTUAL PROPERTY SECURITY AGREEMENT**

This Supplemental Intellectual Property Security Agreement is entered into as of May 25, 2001 by and between SAND HILL CAPITAL II, LP ("Sand Hill") and SUCCESSFACTORS.COM, INC., a Delaware corporation that was formerly known as AUSTIN-HAYNE CORPORATION ("Grantor"), with reference to the following facts:

Sand Hill and Grantor are parties to that certain Loan Agreement dated April 13, 2000 (the "Loan Agreement"), and that certain Intellectual Property Security Agreement dated April 13, 2000 (the "IP Agreement") which was recorded with the U.S. Copyright Office on August 24, 2000, at Volume 3457, Page 1. Capitalized terms used herein have the meaning assigned in the Loan Agreement. Pursuant to the terms of the Loan Agreement, Grantor has granted to Sand Hill a security interest in all of Grantor's right, title and interest, whether presently existing or hereafter acquired, in, to and under the Collateral.

NOW, THEREFORE, Grantor agrees as follows:

To secure performance of its "Obligations" as defined in the Loan Agreement (and without limitation upon the terms of the Loan Agreement or the IP Agreement), Grantor grants to Sand Hill a security interest in all of Grantor's right, title and interest in Grantor's Copyrights, Patents and Trademarks listed on Schedules A, B and C hereto), including without limitation all proceeds thereof (such as, by way of example but not by way of limitation, license royalties and proceeds of infringement suits).

This security interest is granted in conjunction with the security interest granted to Sand Hill under the Loan Agreement and the IP Agreement. Each right, power and remedy of Sand Hill provided for herein shall not preclude the simultaneous or later exercise by Sand Hill of any or all other rights, powers or remedies.

IN WITNESS WHEREOF, the parties have caused this Supplemental Intellectual Property Security Agreement to be duly executed as of the first date written above.

Address of Grantor:

SUCCESSFACTORS.COM, INC. (formerly
known as AUSTIN-HAYNE CORPORATION)

SuccessFactors.com, Inc.
2929 Campus Drive, Suite 400
San Mateo, CA 94403

By: 

Title: CEO

Attn: Chief Financial Officer

Address of Sand Hill:

SAND HILL CAPITAL II, LP

3000 Sand Hill Road
Building 2, Suite 110
Menlo Park, CA 94025
Attn: Robert Johnson

By: 

Title: Attorney

SCHEDULE A

Copyrights

<u>Title</u>	<u>Registration Number</u>	<u>Registration Date</u>
Employee Appraiser	TX-3-701-238	December 28, 1993
Performance Manager	TX 5-256-922	August 2, 2000
Employee Appraiser	TX 5-256-818	August 2, 2000
Skill Manager	TX 5-280-479	August 2, 2000
Assessment Manager	TX 5-241-249	August 2, 2000

SCHEDULE B

Patents

Description

Registration/
Application
Number

Registration/
Application
Date

None

SCHEDULE C

Trademarks

<u>Description</u>	<u>Registration/ Application Number</u>	<u>Registration/ Application Date</u>
EMPLOYEE BUILDER SERIES	2340181	April 11, 2000
EMPLOYEE APPRAISER	1900210	June 13, 1995
AUSTIN-HAYNE CORPORATION	1877473	February 7, 1995