

12-17-2001



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RE

FORM PTO-1594
(Rev. 5-93)

R SHEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

12-17-01

12-17-01

1. Name of conveying party(ies):

IMPERIAL BANK

Individual(s) citizenship:

Association:

General Partnership:

Limited Partnership:

Corporation - State:

Other: **a California banking corporation**

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

3. Nature of Conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other Reassignment and Release of Security Interest

Execution Date: August 21, 2001

2. Name and address of receiving party(ies):

Name: PAYROLL ONLINE CORPORATION
Address: 13434 NE 16TH STREET, SUITE 220
City: BELLEVUE State: WA Zip: 98005

Individual(s) citizenship:

Association:

General Partnership:

Limited Partnership:

Corporation - State: WASHINGTON

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 trademark number(s):

A. Trademark Application No.(s)

75/742,080 75/742,081 75/821,692

B. Trademark Registration No.(s)

2,048,448

Additional numbers attached? Yes No

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

Name: Erin O'Brien
Internal Address: **GRAY CARY WARE & FREIDENRICH**
4365 Executive Drive, Suite 1600
San Diego, CA 92121-2189

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41) \$ 115.00

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.

Erin O'Brien
Name of Person Signing

Erin O'Brien
Signature

August 28, 2001
Date

Total number of pages comprising cover sheet: [3]

Mail Documents to be recorded with required cover sheet information to:
U.S. Patent and Trademark Office, Office of Public Records
1213 Jefferson Davis Highway, 3rd Floor
Arlington, VA 22202

08-29-2001



101827659

To the Honorable Commissioner

original documents or copy thereof.

8-29-01

1. Name of conveying party(ies):

IMPERIAL BANK

Individual(s) citizenship:

Association:

General Partnership:

Limited Partnership:

Corporation - State:

Other:

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

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- Security Agreement
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- Merger
- Change of Name

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02 FC:482

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TRADEMARK
REEL: 002408 FRAME: 0482

REASSIGNMENT AND RELEASE OF SECURITY INTEREST

This Reassignment and Release of Security Interest is made as of August 21, 2001 by IMPERIAL BANK ("LENDER") to PAYROLL ONLINE CORPORATION, a Washington corporation with its principal place of business located at 13434 NE 16th Street, Suite 220, Bellevue, WA 98005 ("COMPANY").

Recital

WHEREAS, COMPANY assigned certain interests in the trademarks described on Exhibit A (the "Trademarks") to LENDER under an Intellectual Property Security Agreement dated as of May 20, 1999 and recorded with the U.S. Patent and Trademark Office on May 24, 1999 at Reel Number 1903 and Frame Number 0338, and again on November 1, 2000 at Reel Number 002192 and Frame Number 0634; and

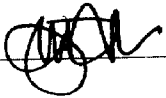
WHEREAS, COMPANY has satisfied all its obligations to LENDER in the Intellectual Property Security Agreement, and LENDER wishes to reassign all interest that LENDER may have in the Trademarks.

Agreement

Now therefore, LENDER agrees that it releases its security interest in the Trademarks and reassigns to COMPANY, without warranty or recourse, all interest of LENDER in the Trademarks.

LENDER:

IMPERIAL BANK



Signature

Name: JULIA DOHERTY

Title: VICE PRESIDENT

Address: 226 Airport Parkway
San Jose, CA 95110

EXHIBIT A

Trademarks

Registration Number 2,048,448

Application Number 75/821,692

Application Number 75/742,081

Application Number 75/742,080