

02-07-2002

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

<p>1. Name of conveying party(ies): ProBusiness Services, Inc. <u>1-24-02</u> Successor by merger to ProBusiness, Inc.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State - Delaware <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies) Name: <u>Comerica Bank - California</u> Internal Address: _____ Street Address: <u>1331 N. California Blvd., Ste. 400</u> City: <u>Walnut Creek</u> State: <u>CA</u> Zip: <u>94596</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State -- <u>California</u> <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input checked="" type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>12/21/01</u></p>	

<p>4. Application number(s) or registration number(s): A. Trademark Application No.(s) <u>See Attached Schedule 1</u></p>	<p>B. Trademark Registration No.(s) <u>See Attached Schedule 1</u> <u>AN 24 2002</u></p> <p>Additional number(s) attached <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>
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<p>5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Neil J. Rubenstein, Esq.</u> Internal Address: _____ Street Address: <u>ARTER & HADDEN, LLP</u> <u>Two Embarcadero Center, 5th Floor</u> Tel: (415) 617-2216 City: <u>San Francisco</u> State: <u>CA</u> Zip: <u>94111</u></p>	<p>6. Total number of applications and registrations involved: <u>31</u></p> <p>7. Total fee (37 CFR 3.41).....\$ <u>790.00</u> <input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: _____ (Attach duplicate copy of this page if paying by deposit account)</p>
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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.

NEIL J. RUBENSTEIN, Esq. Neil J. Rubenstein 12/21/01
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 31

02/07/2002 LNUELLER 00000060 2286448 Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patent & Trademarks, Box Assignments
 Washington, D.C. 20231

01 FC:481 40.00 DP
 02 FC:482 750.00 DP

TRADEMARK
REEL: 002438 FRAME: 0433

SCHEDULE 1

Trademarks

Mark	Classes	Reg #	Status
APPRECIATING THE HUMAN ASSET	9	2.286.448	Registered
B and Design	42	2.137.435	Registered
BENESPHERE	42	2.132.781	Registered
BENESPHERE ADMINISTRATORS	16, 42	2.146.707 3.132.782	Registered
BENESPHERE.COM	36	2.272.596	Registered
BENESPHERE.COM	42	2.190.513	Registered
CALLLOG	42	2.076.555	Registered
ENROLLNET	36, 42	2.134.472 2.130.636	Registered
ENROLLNET SOLUTIONS	36	3.134.536	Registered
POWER SOURCE	9	1.910.716	Registered
POWERSOURCE	9	2.150.548	Registered
POWER TAX	9	1.967.177	Registered
POWERTAX	9	2.156.476	Registered
PROBUSINESS	9, 16, 35, 36	2.169.179 2.169.178 1.471.617(35) 2.120.007(35) 2.285.945	Registered
PROBUSINESS and design	9, 16, 35, 36	2.172.507 2.185.455 2.149.094 2.373.183	Registered
TECH FLEX	16	2.049.116	Registered

Pending Trademark Applications

Mark	Classes	Application #	Status
GOLDEN GATE	9	76329487	Pending
GOLDEN GATE	16	76329486	Pending
GOLDEN GATE	35	76329485	Pending
GOLDEN GATE	36	76329484	Pending
GOLDEN GATE	41	76329483	Pending
GOLDEN GATE	9, 16, 35, 36, 41	76135415	Pending

GRANT OF SECURITY INTEREST IN TRADEMARKS

For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, ProBusiness Services, Inc., a Delaware corporation, in its own capacity and as successor-by-merger to ProBusiness, Inc. ("Pledgor"), with its principal place of business located at 4125 Hopyard Road, Pleasanton, California 94585, hereby grants to Comerica Bank-California, a California banking corporation ("Bank"), with an office at 1331 North California Boulevard, Suite 400, Walnut Creek, California 94596, a security interest in the following:

(a) All of Pledgor's right, title and interest in and to the trademarks set forth on Schedule 1 hereto, applications to register and registrations of the same and like protections, and the entire goodwill of the business of Pledgor connected with and symbolized by such trademarks (collectively referred to as "Trademarks");

(b) Any and all claims for damages by way of past, present and future infringement of any of the rights included above, with the right, but not the obligation, to sue for and collect such damages for said use or infringement of the intellectual property rights set forth above;

(c) All licenses or other rights to use of the Trademarks, and all license fees and royalties arising from such use to the extent permitted by such license or rights;

(d) All amendments, renewals and extensions of any of the Trademarks; and

(e) All proceeds and products of the foregoing, including without limitation, all payments under insurance or any indemnity or warranty payable in respect of any of the foregoing.

This Agreement is made to secure prompt payment of any and all Obligations and in order to secure prompt performance by ProBusiness Services, Inc. of each of its covenants and duties under the Loan and Security Agreement, dated December 21, 2001, between ProBusiness Services, Inc. and Comerica Bank-California (as amended, modified and restated, the "Loan and Security Agreement"). This Agreement has been executed in conjunction with the security interest granted to Bank in the Loan and Security Agreement. The rights and remedies of Bank with respect to the security interest granted herein are without prejudice to, and are in addition to, those set forth in the Loan and Security Agreement, all terms and provisions of which are incorporated herein by reference. Capitalized terms not defined herein shall have the meanings ascribed to them in the Loan and Security Agreement. In the event that any provisions of this Agreement conflict with the Loan and Security Agreement, the provisions of the Loan and Security Agreement shall govern.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of December 21, 2001.

PROBUSINESS SERVICES, INC.

By: Steve Klei
Name: STEVE KLEI
Title: CFO

PROBUSINESS SERVICES, INC.,
SUCCESSOR-BY-MERGER TO
PROBUSINESS, INC.

By: Steve Klei
Name: STEVE KLEI
Title: CFO

COMERICA BANK-CALIFORNIA,
a California banking corporation

By: _____
Name:
Title:

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of December 21, 2001.

PROBUSINESS SERVICES, INC.

By: Steve Klett
Name: STEVE KLETT
Title: CFO

PROBUSINESS SERVICES, INC.,
SUCCESSOR-BY-MERGER TO
PROBUSINESS, INC.

By: Steve Klett
Name: STEVE KLETT
Title: CFO

COMERICA BANK-CALIFORNIA,
a California banking corporation

By: Matthew Wright
Name: matthew Wright
Title: Corporate Banking Officer

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POWER TAX	9	1.967.177	Registered
POWERTAX	9	2.156.476	Registered
PRBZ	9, 16, 36, 42		Proposed
PROBUSINESS	9, 16, 35, 36	2.169.179 2.169.178 1.471.617(35) 2.120.007(35) 2.285.945	Registered
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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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1. Name of conveying party(ies):

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Successor by merger to ProBusiness, Inc.

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

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

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other _____

Execution Date: 12/21/01

2. Name and address of receiving party(ies)

Name: Comerica Bank - California

Internal Address: _____

Street Address: 1331 N. California Blvd., Ste. 400

City: Walnut Creek State: CA Zip: 94596

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State -- California
- 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)
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See Attached Schedule 1

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Internal Address: _____

Street Address: ARTER & HADDEN, LLP

Two Embarcadero Center, 5th Floor

Tel: (415) 617-2216

City: San Francisco State: CA Zip: 94111

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- Authorized to be charged to deposit account

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

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NEIL J. RUBENSTEIN, Esq.
Name of Person Signing

Neil J. Rubenstein
Signature

12/21/01
Date

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

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Title: CFO

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By: Steve Klei
Name: STEVE KLEI
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Name: matthew Wright
Title: Corporate Banking Officer

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TRADEMARKS ONLY

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

1. Name of conveying party(ies):

ProBusiness Services, Inc.
Successor by merger to ProBusiness, Inc.

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

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

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other _____

Execution Date: 12/21/01

2. Name and address of receiving party(ies)

Name: Comerica Bank - California

Internal
Address: _____

Street Address: 1331 N. California Blvd., Ste. 400

City: Walnut Creek State: CA Zip: 94596

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State -- California
- 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)

See Attached Schedule 1

B. Trademark Registration No.(s)

See Attached Schedule 1

Additional number(s) attached Yes No

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

Name: Neil J. Rubenstein, Esq.

Internal Address: _____

Street Address: ARTER & HADDEN, LLP

Two Embarcadero Center, 5th Floor

Tel: (415) 617-2216

City: San Francisco State: CA Zip: 94111

6. Total number of applications and registrations involved: _____

31

7. Total fee (37 CFR 3.41).....\$ 790.00

- 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.

NEIL J. RUBENSTEIN, Esq.

Name of Person Signing


Signature

12/21/01

Date

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

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

SCHEDULE 1

Trademarks

Mark	Classes	Reg #	Status
APPRECIATING THE HUMAN ASSET	9	2.286.448	Registered
B and Design	42	2.137.435	Registered
BENESPHERE	42	2.132.781	Registered
BENESPHERE ADMINISTRATORS	16, 42	2.146.707 3.132.782	Registered
BENESPHERE.COM	36	2.272.596	Registered
BENESPHERE.COM	42	2.190.513	Registered
CALLOG	42	2.076.555	Registered
ENROLLNET	36, 42	2.134.472 2.130.636	Registered
ENROLLNET SOLUTIONS	36	3.134.536	Registered
POWER SOURCE	9	1.910.716	Registered
POWERSOURCE	9	2.150.548	Registered
POWER TAX	9	1.967.177	Registered
POWERTAX	9	2.156.476	Registered
PROBUSINESS	9, 16, 35, 36	2.169.179 2.169.178 1.471.617(35) 2.120.007(35) 2.285.945	Registered
PROBUSINESS and design	9, 16, 35, 36	2.172.507 2.185.455 2.149.094 2.373.183	Registered
TECH FLEX	16	2.049.116	Registered

Pending Trademark Applications

Mark	Classes	Application #	Status
GOLDEN GATE	9	76329487	Pending
GOLDEN GATE	16	76329486	Pending
GOLDEN GATE	35	76329485	Pending
GOLDEN GATE	36	76329484	Pending
GOLDEN GATE	41	76329483	Pending
GOLDEN GATE	9, 16, 35, 36, 41	76135415	Pending

GRANT OF SECURITY INTEREST IN TRADEMARKS

For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, ProBusiness Services, Inc., a Delaware corporation, in its own capacity and as successor-by-merger to ProBusiness, Inc. ("Pledgor"), with its principal place of business located at 4125 Hopyard Road, Pleasanton, California 94585, hereby grants to Comerica Bank-California, a California banking corporation ("Bank"), with an office at 1331 North California Boulevard, Suite 400, Walnut Creek, California 94596, a security interest in the following:

(a) All of Pledgor's right, title and interest in and to the trademarks set forth on Schedule 1 hereto, applications to register and registrations of the same and like protections, and the entire goodwill of the business of Pledgor connected with and symbolized by such trademarks (collectively referred to as "Trademarks");

(b) Any and all claims for damages by way of past, present and future infringement of any of the rights included above, with the right, but not the obligation, to sue for and collect such damages for said use or infringement of the intellectual property rights set forth above;

(c) All licenses or other rights to use of the Trademarks, and all license fees and royalties arising from such use to the extent permitted by such license or rights;

(d) All amendments, renewals and extensions of any of the Trademarks; and

(e) All proceeds and products of the foregoing, including without limitation, all payments under insurance or any indemnity or warranty payable in respect of any of the foregoing.

This Agreement is made to secure prompt payment of any and all Obligations and in order to secure prompt performance by ProBusiness Services, Inc. of each of its covenants and duties under the Loan and Security Agreement, dated December 21, 2001, between ProBusiness Services, Inc. and Comerica Bank-California (as amended, modified and restated, the "Loan and Security Agreement"). This Agreement has been executed in conjunction with the security interest granted to Bank in the Loan and Security Agreement. The rights and remedies of Bank with respect to the security interest granted herein are without prejudice to, and are in addition to, those set forth in the Loan and Security Agreement, all terms and provisions of which are incorporated herein by reference. Capitalized terms not defined herein shall have the meanings ascribed to them in the Loan and Security Agreement. In the event that any provisions of this Agreement conflict with the Loan and Security Agreement, the provisions of the Loan and Security Agreement shall govern.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of December 21, 2001.

PROBUSINESS SERVICES, INC.

By: Steve Klei
Name: STEVE KLEI
Title: CFO

PROBUSINESS SERVICES, INC.,
SUCCESSOR-BY-MERGER TO
PROBUSINESS, INC.

By: Steve Klei
Name: STEVE KLEI
Title: CFO

COMERICA BANK-CALIFORNIA,
a California banking corporation

By: _____
Name:
Title:

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of December 21, 2001.

PROBUSINESS SERVICES, INC.

By: Steve Klei
Name: STEVE KLEI
Title: CFO

PROBUSINESS SERVICES, INC.,
SUCCESSOR-BY-MERGER TO
PROBUSINESS, INC.

By: Steve Klei
Name: STEVE KLEI
Title: CFO

COMERICA BANK-CALIFORNIA,
a California banking corporation

By: Matthew Wright
Name: matthew Wright
Title: Corporate Banking Officer

SCHEDULE 1**Trademarks**

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PRBZ	9, 16, 36, 42		Proposed
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