Form PTO-1594

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)



U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings ⇒⇒⇒ ▼ 10197	5154, 7
To the Honorable Commissioner of Patents and Trademarks: F	Please record the attached original documents or copy thereof.
1. Name of conveying party(ies):  ProBusiness Services, Inc.  Successor by merger to ProBusiness, Inc.	Name and address of receiving party(ies)     Name: Comerica Bank - California     Internal     Address:
☐ Individual(s) ☐ Association ☐ General Partnership ☐ Limited Partnership ☐ Corporation-State - Delaware ☐ Other	Street Address: 1331 N. California Blvd., Ste. 400  City: Walnut Creek State: CA Zip: 94596  Individual(s) citizenship
Additional name(s) of conveying party(ies) attached? 🖵 Yes 🎑 No	Association  General Partnership
3. Nature of conveyance:	Limited Partnership
Assignment	Corporation-State California
Security Agreement	Other
CotherExecution Date: 12/21/01	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
Application number(s) or registration number(s):	
A. Trademark Application No.(s)	B. Trademark Registration No.(s)
See Attached Schedule 1	See Attached Schedule 1 AN 24 20
Additional number(s) att	<u>_</u>
Name and address of party to whom correspondence concerning document should be mailed:	6. Total number of applications and registrations involved:
Name: Neil J. Rubenstein, Esq.	
Internal Address:	7. Total fee (37 CFR 3.41) <u>\$ 790.00</u>
	Enclosed
	Authorized to be charged to deposit account
Street Address: ARTER & HADDEN, LLP	8. Deposit account number:
Two Embarcadero Center, 5th Floor	
Tel: (415) 617-2216	
City: San Francisco State: CA Zip: 94111	(Attach duplicate copy of this page if paying by deposit account)
, , , , , , , , , , , , , , , , , , , ,	nation is true and correct and any attached copy is a true  (2/2//0/ gnature Date
A LAUFILES AAAAAAA AAAAAAA	er sheet, attachments, and document:

Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

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### **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	Registered
		3.132.782	·
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CALLLOG	42	2.076.555	Registered
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POWERTAX	9	2.156.476	Registered
PROBUSINESS	9, 16, 35, 36	2.169.179	Registered
		2.169.178	
		1.471.617(35)	
		2.120.007(35)	
		2.285.945	
PROBUSINESS and design	9, 16, 35, 36	2.172.507	Registered
		2.185.455	
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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

Borrower: ProBusiness Services, Inc. Loan and Security Agreement - Dec. 21, 2001 111787.9

#### **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.

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112028.2 69918/16308

PROBUSINESS SERVICES, INC.

By: STEVE KLZ I

Title: CF

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

By: Stee Klei

Name: STEUE KLEI

Title: CFO

COMERICA BANK-CALIFORNIA, a California banking corporation

By:\_\_\_\_\_

Name: Title:

PROBUSINESS SERVICES, INC.

Title:

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

Name: STIVE KLZI

Title: CFO

COMERICA BANK-CALIFORNIA, a California banking corporation

Matthew Wright
Name: matthew idright
Title: Laporate Danking OFFicer

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Tab settings ⇒ ⇒ ▼ ▼	▼	₩	<b>*</b> * *	
To the Honorable Commissioner of Paten	ts and Trademarks:	Please record the attached or		
1. Name of conveying party(ies):  ProBusiness Services, Inc.  Successor by merger to ProBusiness, Inc.  Individual(s)  General Partnership  Corporation-State - Delaware  Other  Additional name(s) of conveying party(ies) attack  3. Nature of conveyance:  Assignment	ociation ited Partnership ned?	2. Name and address of Name: Comerica Ba Internal Address: Street Address: 1331 City: Walnut Creek Individual(s) citizen Association General Partnership Limited Partnership Corporation-State	f receiving party(ies) nk - California  N. California Blvd., Ste. 400  State: CA Zip: 94596 ship  - California	
<u> </u>	Change of Name			
OtherExecution Date: 12/21/01		representative designation is (Designations must be a seg	in the United States, a domestic s attached:	
4. Application number(s) or registration number	per(s):			
A. Trademark Application No.(s)		B. Trademark Registr	ation No.(s)	
See Attached Schedule 1		See Attached S	Schedule 1	
Ado	litional number(s) at			
5. Name and address of party to whom corre concerning document should be mailed:		6. Total number of applic		-
Name: Neil J. Rubenstein, Esq. Internal Address:		Enclosed	e charged to deposit account	
Street Address: <u>ARTER &amp; HADDEN, LLP</u> Two Embarcadero Center, 5th Floor Tel: (415) 617-2216		8. Deposit account numb	er:	
City: San Francisco State: CA	Zip:94111	(Attach duplicate copy of t	his page if paying by deposit account)	
	DO NOT USE			<del>~~</del>
9. Statement and signature.  To the best of my knowledge and belief, th copy of the original document.  NEIL J. RUBENSTEIN, Esq.  Name of Person Signing	Mil 4	nation is true and correct and . Mulest	nd any attached copy is a true	

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

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PROBUSINESS SERVICES, INC.

By: Steve Kle:

Name: STEVE KL2 T

Title: CF3

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

By: Stee Klei

Name: Stee Klei

Title: CFO

COMERICA BANK-CALIFORNIA, a California banking corporation

By:\_\_\_\_\_ Name: Title:

PROBUSINESS SERVICES, INC.

Title:

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

Name: STIVE KLZI

Title:

COMERICA BANK-CALIFORNIA, a California banking corporation

Nathew Wright
Name: matthew is right
Title: Luporate Banking OFFicer

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Form PTO-1594 RECORDATION FORM COVER SHEET U.S. DEPARTMENT OF COMMERCE (Rev. 03/01) U.S. Patent and Trademark Office TRADEMARKS ONLY OMB No. 0651-0027 (exp. 5/31/2002) To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof. 1. Name of conveying party(ies): 2. Name and address of receiving party(ies) ProBusiness Services, Inc. Name: Comerica Bank - California Successor by merger to ProBusiness, Inc. Internal Address: Association individual(s) Street Address: 1331 N. California Blvd., Ste. 400 General Partnership Limited Partnership City: Walnut Creek State: CA Zip: 94596 Corporation-State - Delaware ■ Other \_\_\_\_\_\_ Individual(s) citizenship\_\_\_\_\_ Association\_\_\_\_ Additional name(s) of conveying party(ies) attached? The Yes Mo General Partnership 3. Nature of conveyance: Limited Partnership Assignment Corporation-State -- California Security Agreement Change of Name Other \_ If assignee is not domiciled in the United States, a domestic Other\_\_\_ representative designation is attached: Yes No (Designations must be a separate document from assignment)
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> (Attach duplicate copy of this page if paying by deposit account) DO NOT USE THIS SPACE

9. Statement and signature.

Tel: (415) 617-2216

City: San Francisco

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.

Zip:94111

NEIL J. RUBENSTEIN, Esa.

Name of Person Signing

Two Embarcadero Center, 5th Floor

State: CA

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

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PROBUSINESS SERVICES, INC.

By: STEVE KLZI

Title: CFO

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

Name: STEVE KLZI

Title: CFO

COMERICA BANK-CALIFORNIA, a California banking corporation

Name:

Title:

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ProBusiness Services, Inc. Successor by merger to ProBusiness, Inc.	Name: Comerica Bank - California Internal
☐ Individual(s) ☐ Association ☐ General Partnership ☐ Limited Partnership	Address:Street Address: _1331 N. California Blvd., Ste. 400
Corporation-State - Delaware	City: Walnut Creek State: CA Zip: 94596
Other	Individual(s) citizenship
	Association
Additional name(s) of conveying party(ies) attached? 📮 Yes 🎑 No	
3. Nature of conveyance:	Limited Partnership
Assignment	Corporation-State California
Security Agreement	Other
Other	If assignee is not domiciled in the United States, a domestic representative designation is attached: 🖵 Yes 🖵 No
Execution Date: 12/21/01	(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)
See Attached Schedule 1	See Attached Schedule 1
Additional number(s) at	tached 🏻 Yes 📮 No
5. Name and address of party to whom correspondence concerning document should be mailed:	6. Total number of applications and registrations involved:
Name: Neil J. Rubenstein, Esq.	
Internal Address:	7. Total fee (37 CFR 3.41)\$ 790.00
	Enclosed
	Authorized to be charged to deposit account
Street Address: ARTER & HADDEN, LLP	8. Deposit account number:
Two Embarcadero Center, 5th Floor	
Tel: (415) 617-2216	
City: San Francisco State: CA Zip: 94111	(Attach duplicate copy of this page if paying by deposit account)
	THIS SPACE
9. Statement and signature.  To the best of my knowledge and belief, the foregoing inforr copy of the original document.  NEIL J. RUBENSTEIN, Esa.	Ination is true and correct and any attached copy is a true
	ignature Date

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patent & Trademarks, Box Assignments

Washington, D.C. 20231

## **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	Registered
		3.132.782	
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	Registered
		2.130.636	
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	Registered
		2.169.178	
		1.471.617(35)	
		2.120.007(35)	
		2.285.945	
PROBUSINESS and design	9, 16, 35, 36	2.172.507	Registered
		2.185.455	
		2.149.094	ļ
		2.373.183	
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

Borrower: ProBusiness Services, Inc. Loan and Security Agreement - Dec. 21, 2001 111787.9

#### **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.

112028.2 69918/16308

PROBUSINESS SERVICES, INC.

By: STEVE KLZI

Title: CF

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

By: Steer Ker'

Name: STEVE KLET

Title: CFO

COMERICA BANK-CALIFORNIA, a California banking corporation

By: Name: Title:

PROBUSINESS SERVICES, INC.

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

COMERICA BANK-CALIFORNIA, a California banking corporation

Name: matthew Wright
Title: Caporate Danking OFFicer

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PROBUSINESS	9, 16, 35, 36	2.169.179	Registered
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**RECORDED: 01/24/2002**