

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:

NEW ASSIGNMENT

NATURE OF CONVEYANCE:

Termination and Release of Security Interest

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Comerica Bank - California		02/23/2004	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	ProBusiness Services, Inc.
Street Address:	4125 HOPYARD ROAD
City:	PLEASANTON
State/Country:	CALIFORNIA
Postal Code:	94588
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 31

Property Type	Number	Word Mark
Serial Number:	76329486	GOLDEN GATE
Registration Number:	1471617	PROBUSINESS
Registration Number:	1910716	POWER SOURCE
Registration Number:	1967177	POWER TAX
Registration Number:	2049116	TECH FLEX
Registration Number:	2076555	CALLLOG
Registration Number:	2120007	PROBUSINESS
Registration Number:	2130636	ENROLLNET
Registration Number:	2132781	BENESPHERE
Registration Number:	2132782	BENESPHERE ADMINISTRATORS
Registration Number:	2134472	ENROLLNET
Registration Number:	2134536	ENROLLNET SOLUTIONS
Registration Number:	2137435	B
Registration Number:	2146707	BENESPHERE ADMINISTRATORS
Registration Number:	2149094	PROBUSINESS

TRADEMARK

REEL: 002799 FRAME: 0196

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Registration Number:	2150548	POWER SOURCE
Registration Number:	2156476	POWER TAX
Registration Number:	2169178	PROBUSINESS
Registration Number:	2169179	PROBUSINESS
Registration Number:	2172507	PROBUSINESS
Registration Number:	2185455	PROBUSINESS
Registration Number:	2190513	BENESPHERE.COM
Registration Number:	2272596	BENESPHERE.COM
Registration Number:	2285945	PROBUSINESS
Registration Number:	2286448	APPRECIATING THE HUMAN ASSET
Registration Number:	2373183	PROBUSINESS
Registration Number:	2764800	GOLDEN GATE
Registration Number:	2765190	GOLDEN GATE
Registration Number:	2769906	GOLDEN GATE
Registration Number:	2782658	GOLDEN GATE
Registration Number:	2795547	GOLDEN GATE

CORRESPONDENCE DATA

Fax Number: (415)393-2286
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 415-393-2000
 Email: barbara.friedman@bingham.com
 Correspondent Name: Barbara Friedman, Bingham McCutchen LLP
 Address Line 1: Three Embarcadero Center
 Address Line 2: Suite 1800
 Address Line 4: San Francisco, CALIFORNIA 94111-4067

ATTORNEY DOCKET NUMBER:	2016900-2169000903
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NAME OF SUBMITTER:	Mary Dougherty
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Total Attachments: 4
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FROM COMERICA BANK EAST BAY REGION

(MON) 2.23'04 12:02/ST. 12:01/NO. 4860106717 P 2

**TERMINATION AND RELEASE OF SECURITY
INTEREST IN TRADEMARKS**

WHEREAS, ProBusiness Services, Inc., a Delaware corporation ("Debtor") granted a security interest in certain collateral (as hereinafter described) to Comerica Bank California ("Secured Party") under the Security Agreement dated December 21, 2001; and

WHEREAS, the security interest was recorded in the Trademark Division of the United States Patent and Trademark Office on January 24, 2002 and recorded at Reel 2438, Frame 0433; and

WHEREAS, all of Debtor's obligations have now been satisfied and the Secured Party now desires to terminate and release the entirety of its security interest in the Collateral;

NOW THEREFORE, for good and valuable consideration including the satisfaction of all obligations, indebtedness, and liabilities, the receipt and adequacy of which are hereby acknowledged, and upon the terms set forth in this Termination and Release, the Secured Party hereby terminates and releases the Security Interest as follows:

1. Secured Party, on behalf of itself, its successors, legal representatives, and assigns hereby releases and terminates the security interest in, to, and under, all of the Debtor's trademark applications and registrations, including, without limitation, those trademark applications and registrations listed on Schedule 1 attached hereto, and made a part hereof (collectively, the "Trademarks"), which Trademarks have been filed or registered with the United States Patent and Trademark Office (referred to herein as the "Collateral").

FROM COMERICA BANK EAST BAY REGION

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2. Secured Party hereby authorizes and requests the Commissioner of Patents and Trademarks of the United States, to record the release and termination of the security interest in the Collateral by Secured Party, its successors, legal representatives, and assigns.

3. The Secured Party hereby agrees to duly execute, acknowledge, procure, and deliver any further documents and to do such other acts as may be reasonably necessary to effect the release of the security interests contemplated hereby.

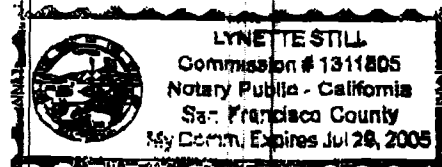
IN WITNESS WHEREOF, the undersigned has executed this Termination and Release by its duly authorized officer as of the date indicated below.

Date: 2/23/04

COMERICA BANK - CALIFORNIA

By: Matthew WrightName: Matthew WrightTitle: AVPSTATE OF California

SS.

COUNTY OF Contra CostaOn this 23rd day of February, 2004 before me personally appeared Matthew Wright

Name of Signer(s)

☐ personally known to me - OR - ☒ proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Signature of Notary Public Lynette Still

FROM COMERICA BANK EAST BAY REGION

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SCHEDULE 1

<u>MARK</u>	<u>SERIAL NO.</u>	<u>REG. NO.</u>
GOLDEN GATE & Design	76329486	
PROBUSINESS		1471617
POWER SOURCE		1910716
POWER TAX		1967177
TECH FLEX		2049116
CALLOG		2076555
PROBUSINESS		2120007
ENROLLNET		2130636
BENESPHERE		2132781
BENESPHERE ADMINISTRATORS		2132782
ENROLLNET		2134472
ENROLLNET SOLUTIONS		2134536
B & Design		2137435
BENESPHERE ADMINISTRATORS		2146707
PROBUSINESS & Design		2149094
POWER SOURCE		2150548
POWER TAX		2156476
PROBUSINESS		2169178
PROBUSINESS		2169179
PROBUSINESS & Design		2172507
PROBUSINESS & Design		2185455

FROM COMERICA BANK EAST BAY REGION

(MON) 2.23' 04 12 02/ST. 12:01/NO. 4860106717 P 5

<u>MARK</u>	<u>SERIAL NO.</u>	<u>REG. NO.</u>
BENESPHHERE.COM		2190513
BENESPHHERE.COM		2272596
PROBUSINESS		2285945
APPRECIATING THE HUMAN ASSET		2286448
PROBUSINESS & Design		2373183
GOLDEN GATE		2764800
GOLDEN GATE & Design		2765190
GOLDEN GATE & Design		2769906
GOLDEN GATE & Design		2782658
GOLDEN GATE & Design		2795547

SF:21544659.2/2016900-2169000900

RECORDED: 02/24/2004

TRADEMARK
REEL: 002799 FRAME: 0201