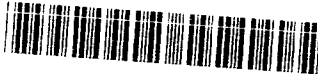


12/22/03

12-30-2003

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings



102634065

NET Y

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.

1. Name of conveying party(ies): See Rider 1 Names of Conveying Parties

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

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

3. Nature of conveyance:

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

Execution Date: November 10, 2003

2. Name and address of receiving party(ies)

Name: BenefitPoint Holding Corp.

Internal

Address: Fourth Floor

Street Address: 801 Montgomery Street

City: San Francisco State: CA Zip: 94133

- 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 [X] No

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

A. Trademark Application No.(s) 78/207,917; 76/175,455

B. Trademark Registration No.(s) 2,471,952; 2,531,464; 2,509,516

Additional number(s) attached [] Yes [X] No

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

Name: Dagmar Schwartz

Internal Address: Debevoise & Plimpton

Street Address: 919 Third Avenue

City: New York State: NY Zip: 10022

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41) \$140

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Dagmar Schwartz

Name of Person Signing

Dagmar Schwartz Signature

12/19/03

Date

12/29/2003 LHMELLER 00000205 78207917

Total number of pages including cover sheet, attachments, and document: 7

01 FC:8521 02 FC:8522

40.00 100.00

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

Rider 1 – Names of conveying parties:

HarbourVest Partners VI-Direct Fund, L.P.
A Delaware limited partnership

Sequoia Capital VIII
A Delaware limited partnership

Institutional Venture Partners VIII, L.P.
A California limited partnership

NOTICE OF RELEASE OF
SECURITY INTEREST IN TRADEMARKS

THIS NOTICE OF RELEASE OF SECURITY INTEREST IN TRADEMARKS ("Notice of Release"), dated as of November 19, 2003, is made by HarbourVest Partners VI-Direct Fund, L.P., Sequoia Capital VIII and Institutional Venture Partners VIII, L.P. (collectively, the "Secured Parties") in favor of BenefitPoint Holding Corp., a Delaware corporation (the "Grantor").

WITNESSETH:

WHEREAS, pursuant to the Senior Secured Convertible Note Purchase Agreement, dated as of August 4, 2003, among the Grantor and the Secured Parties (the "Purchase Agreement"), the Secured Parties purchased Senior Secured Convertible Notes due November 4, 2003 of the Grantor in the aggregate principal amount of \$1,000,000;

WHEREAS, pursuant to the Security Agreement, dated as of August 4, 2003, executed and delivered by the Grantor in favor of the Secured Parties (the "Security Agreement"), the Grantor granted to the Secured Parties a security interest in its Intellectual Property (as defined therein), including all trademarks of the Grantor (the "Trademarks");

WHEREAS, the Grantor and HarbourVest Partners VI-Direct Fund, L.P., as agent for the Secured Parties, have entered into a Notice and Confirmation of Grant of Security Interest in Trademarks, dated as of August 13, 2003 (the "Notice of Security Interest"), to evidence and confirm the grant by the Grantor of the security interest in the Trademark Collateral (as defined below) to the Secured Parties; and

WHEREAS, the Notice of Security Interest was sent to the United States Patent and Trademark Office via Express Mail on August 25, 2003 for recordation with the aforesaid agency; and

WHEREAS, the Secured Parties now desire to enter into this Notice of Release to confirm the termination and release of their security interest in the Trademark Collateral;

NOW, THEREFORE, for good and valuable consideration including the satisfaction of all obligations, indebtedness and liabilities secured by the Trademark Collateral pursuant to the Security Agreement, the receipt and adequacy of which are hereby acknowledged, and upon the terms set forth in this Notice of Release, the Secured Parties agree as follows:

SECTION 1. Definitions. Unless otherwise defined herein or the context otherwise requires, terms used in this Notice of Release, including its preamble and recitals, have the meanings provided or provided by reference in the Purchase Agreement and the Security Agreement.

SECTION 2. Release of Security Interest. This Notice of Release evidences and confirms the termination, release and discharge by the Secured Parties of their security interest in the Trademarks (including, without limitation, those items listed on Schedule A hereto) and all Proceeds and products thereof (collectively, "Trademark Collateral"). This Notice of Release further evidences and confirms that any right, title or interest of the Secured Parties in the Trademark Collateral has ceased and become void.


SECTION 3. Purpose. This Notice of Release has been executed and delivered by the Secured Parties for the purpose of recording the termination of the security interest granted pursuant to the Security Agreement with the United States Patent and Trademark Office.

SECTION 4. Counterparts. This Notice of Release may be executed in counterparts, each of which will be deemed an original, but all of which together constitute one and the same original.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have caused this Notice of Release to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

BENEFITPOINT HOLDING CORP.

By: 
Name: EMIL ERICKSON
Title: CFO

HARBOURVEST PARTNERS VI-DIRECT
FUND, L.P., as agent for the Secured Parties

By: HarbourVest VI-Direct Associates LLC,
Its General Partner

By: HarbourVest Partners, LLC,
Its Managing Member

By: _____

Name:
Title:

"Express Mail" mailing label No. ETS47676870US
Date of Deposit December 22, 2003

I hereby certify that this paper or fee is being deposited with the United States Postal Service "Express Mail Post Office Addressee" service under 37 C.F.R. 1.10 on the date indicated above and is addressed to Mail Stop Assignment Records Services, Director of the United States Patent and Trademark Office, P. O. Box 1450, Alexandria VA 22313-1450.

Beth Akers
(Typed or printed name of person mailing paper or fee)


(Signature of person mailing paper or fee)

IN WITNESS WHEREOF, the parties hereto have caused this Notice of Release to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

BENEFITPOINT HOLDING CORP.

By: _____

Name:

Title:

HARBOURVEST PARTNERS VI-DIRECT
FUND, L.P., as agent for the Secured Parties

By: HarbourVest VI-Direct Associates LLC,
Its General Partner

By: HarbourVest Partners, LLC,
Its Managing Member

By: _____

Name: *Orin Demirovsky*

Title: *Managing Director*

"Express Mail" mailing label No. ET547676870US

Date of Deposit December 22, 2003

I hereby certify that this paper or fee is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 C.F.R. 1.10 on the date indicated above and is addressed to Mail Stop Assignment Recordation Services, Director of the United States Patent and Trademark Office, P. O. Box 1450, Alexandria VA 22313-1450.

Beth Akers

(Typed or printed name of person mailing paper or fee)

Beth Akers

(Signature of person mailing paper or fee)

SCHEDULE A

UNITED STATES TRADEMARKS

1. Trademark Applications

| <u>Trademark</u> | <u>Application No.</u> | <u>Application Date</u> |
|--|------------------------|-------------------------|
| BENEFITPOINT WHERE EMPLOYEE BENEFITS PROFESSIONALS CONNECT | 78/207,917 | 1/28/2003 |
| CENTRAL NERVOUS SYSTEM – INSURANCE INDUSTRY | 76/175,455 | 11/30/2000 |

2. Trademark Registrations

| <u>Trademark</u> | <u>Registration No.</u> | <u>Registration Date</u> |
|---|-------------------------|--------------------------|
| BENEFITPOINT | 2,471,952 | 7/24/2001 |
| MISCELLANEOUS DESIGN (VALUE CHAIN) | 2,531,464 | 1/22/2002 |
| THE CENTRAL NERVOUS SYSTEM FOR THE EMPLOYEE BENEFITS INDUSTRY | 2,509,516 | 11/20/2001 |