

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
BENEFITSTREET, INC.		07/05/2007	CORPORATION:

**RECEIVING PARTY DATA**

Name:	WSI INVESTMENTS, INC.
Street Address:	824 Market Street-Suite 900
City:	Wilmington
State/Country:	DELAWARE
Postal Code:	19801
Entity Type:	CORPORATION:

**PROPERTY NUMBERS Total: 8**

Property Type	Number	Word Mark
Registration Number:	2486023	BENEFITSTREET
Registration Number:	2483999	BISNET
Registration Number:	2484001	BISNET
Registration Number:	2484000	BISNET
Registration Number:	2508916	BISNET
Registration Number:	2508915	BISNET
Registration Number:	2508913	BISNET
Registration Number:	2347866	ONLINE EMPLOYEE BENEFITS SYSTEM

**CORRESPONDENCE DATA**

Fax Number: (866)947-1852  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
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CH \$215.00 2486023

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Address Line 4: Palo Alto, CALIFORNIA 94304

ATTORNEY DOCKET NUMBER: 018245-0000013

NAME OF SUBMITTER: Kathleen M. Smith

Signature: /s/Kathleen M. Smith

Date: 07/05/2007

Total Attachments: 2  
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GRANT OF SECURITY INTEREST  
TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of July 5, 2007, is executed by BENEFITSTREET, INC. f/k/a BENEFITSTREET.COM, INC., a Delaware corporation with an address of Bishop Ranch 15, 12677 Alcosta Boulevard, 3<sup>rd</sup> Floor, San Ramon, California 94583 ("Debtor"), in favor of WSI INVESTMENTS, INC., a Delaware corporation with an address of 824 Market Street, Suite 900, Wilmington, Delaware 19801 ("Secured Party").

A. Pursuant to a certain Secured Note and Warrant Purchase Agreement, dated as of the date hereof (the "Agreement") by and between Debtor and the Secured Party, the Secured Party has agreed to lend money to Debtor upon the terms and subject to the conditions set forth therein;

B. Debtor owns the registered trademarks, service marks (and applications and registrations therefor), of the United States, more particularly described on Schedules 1-A and 1-B annexed hereto as part hereof (collectively, the "Trademarks");

C. Pursuant to the Agreement, Debtor has granted to Secured Party a security interest in all right, title and interest of Debtor in and to the Trademarks, together with associated goodwill, and all proceeds thereof, including any and all causes of action which may exist by reason of infringement thereof for the full term of the Trademarks (the "Collateral"), subject to the rights of the Senior Lender (as defined in the Agreement) to secure the prompt payment, performance and observance of the Obligations (as defined in the Agreement);

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Debtor does hereby further grant to Secured Party a security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

Debtor does hereby further acknowledge and affirm that the rights and remedies of Secured Party with respect to the security interest in the Collateral granted hereby are more fully set forth in the Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, Debtor has caused this instrument to be executed as of the day and year first written above.

BENEFITSTREET, INC.

By: 

Name: James M. Drury

Title: President + CEO

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

TRADEMARKS

<u>Trademark</u>	<u>Owner</u>	<u>Registration</u>	<u>Registration Date Number</u>
BENEFITSTREET	Benefitstreet, Inc. f/k/a Benefitstreet.com, Inc.	2486023	September 4, 2001
BISNET	Bisnet	2483999	
BISNET	Bisnet	2484001	
BISNET	Bisnet	2484000	
BISNET	Bisnet	2508916	
BISNET	Bisnet	2508915	
BISNET	Bisnet	2508913	
ONLINE EMPLOYEE BENEFIT SYSTEM	Bisnet	2347866	

SCHEDULE 1-B TO GRANT OF SECURITY INTEREST

TRADEMARK APPLICATIONS

<u>Trademark Application</u>	<u>Owner</u>	<u>Application Number</u>	<u>Application Date</u>
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