

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	RELEASE BY SECURED PARTY

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Hercules Technology Growth Capital, Inc.		10/03/2007	CORPORATION:

**RECEIVING PARTY DATA**

<b>Name:</b>	Wageworks, Inc.
<b>Street Address:</b>	Two Waters Park Drive, Suite 250
<b>City:</b>	San Mateo
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	94403
<b>Entity Type:</b>	CORPORATION:

**PROPERTY NUMBERS Total: 17**

Property Type	Number	Word Mark
Serial Number:	78306990	WAGWORKS PASSPORT
Serial Number:	78306994	WAGEPASS
Serial Number:	78334844	WAGEPASS PASSPORT
Serial Number:	78328323	R HC
Serial Number:	78328333	R HC
Registration Number:	2695904	WAGWORKS
Registration Number:	2549818	WAGWORKS
Registration Number:	2688823	
Registration Number:	2549817	
Registration Number:	2647373	FLEXESSENTIALS
Registration Number:	2708077	COMMUTEESSENTIALS
Registration Number:	2484115	FLEXBEN CORPORATION
Registration Number:	2778902	
Registration Number:	2366113	

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Registration Number:	2491234	
Registration Number:	1637099	COMPPLUS
Registration Number:	2485772	

**CORRESPONDENCE DATA**

Fax Number: (866)369-2815  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 847-542-1858  
Email: ebagarella@herculestech.com  
Correspondent Name: Eileen Bagarella, Hercules Technology  
Address Line 1: c/o Design Centrix, 934 Church Street  
Address Line 4: Elmhurst, ILLINOIS 60126

NAME OF SUBMITTER:	Eileen M. Bagarella
Signature:	/s/ Eileen M. Bagarella
Date:	10/03/2007

Total Attachments: 2  
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TERMINATION OF  
TRADEMARK SECURITY AGREEMENT

This Termination of Trademark Security Agreement (the "Termination"), dated as of October 3, is executed by Hercules Technology Growth Capital, Inc. ("Secured Party") in favor of WageWorks, Inc., a Delaware corporation (the "Company").

RECITALS

WHEREAS, the Company and the Secured Party entered into a certain Senior Loan and Security Agreement dated as of May 23, 2005 (the "Loan Agreement"); and

WHEREAS, in connection with Loan Agreement, the Company entered into a certain Trademark Security Agreement dated as of May 23, 2005 (the "Assignment"); and

WHEREAS, pursuant to the Assignment, the Company granted to the Secured Party a security interest in certain "Collateral" including certain patents; and

WHEREAS, certain of the Collateral in Loan Agreement has been released, including all of the patents described in the Assignment. Accordingly, the Assignment is to be terminated.

NOW, THEREFORE, the Secured Party agrees as follows:

1. The Secured Party is executing and delivering this Termination as evidence of the termination of the Assignment.
2. The Security Party claims no right title or interest whatsoever in or to any of the "Collateral" described in the Assignment and the Secured Party expressly terminates its security interest in the patents listed on Schedule I hereto, which security interest was evidenced by the recordation of the Assignment with the United States Patent and Trademark Office.

IN WITNESS WHEREOF, this Termination is executed as of the first date written above.

HERCULES TECHNOLOGY GROWTH  
CAPITAL, INC.

BY: 

Scott Harvey

TITLE: Chief Legal Officer

## TRADEMARKS

### Schedule 1

#### Patents

<u>TITLE</u>	<u>SERIAL NO.</u>	<u>APPLICATION DATE</u>
SINGLE-SOURCE MULTI-CONDUIT APPARATUSES AND METHODS FOR ADJUDICATING PRETAX EXPENSES	10193403	07/10/2002
SYSTEMS AND METHODS FOR ADJUDICATING PRETAX EXPENSES	10193402	07/10/2002

#### Trademarks

<u>Description</u>	<u>Registration/ Serial Number</u>	<u>Registration/ Application Date</u>
WAGeworks	2695904	03/11/2003
WAGeworks	2549818	03/19/2002
(design)	2688823	02/18/2003
	2549817	03/19/2002
FLEXESSENTIALS	2647373	11/05/2002
COMMUTEESSENTIALS	2708077	04/15/2003
FLEXBEN CORPORATION	2484115	09/04/2001
(design)	2778902	11/04/2003
(design)	2366113	07/11/2000
(design)	2491234	09/18/2000
COMPPLUS	1637099	03/05/1991
(design)	2485772	09/04/2001
WAGeworks PASSPORT	78306990	09/29/2003
WAGEPASS	78306994	09/29/2003
WAGEPASS PASSPORT	78334844	12/01/2003
R HC	78328323	11/03/2003
R HC	78328333	11/14/2003