

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
BENEFITSTREET, INC.		05/20/2008	CORPORATION: DELAWARE

<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	BELVEDERE CAPITAL FUND II L.P., as collateral agent
<b>Street Address:</b>	1 Maritime Plaza, #825
<b>City:</b>	San Francisco
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	94111
<b>Entity Type:</b>	LIMITED PARTNERSHIP: UNKNOWN
<b>Name:</b>	BELVEDERE CAPITAL LLC
<b>Street Address:</b>	1 Maritime Plaza, #825
<b>City:</b>	San Francisco
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	94111
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: UNKNOWN
<b>Name:</b>	THE LYNCH FOUNDATION U/A 07/14/88
<b>Street Address:</b>	82 Devonshire St., S4A
<b>Internal Address:</b>	Peter S. Lynch, Trustee
<b>City:</b>	Boston
<b>State/Country:</b>	MASSACHUSETTS
<b>Postal Code:</b>	02109
<b>Entity Type:</b>	unknown: UNKNOWN
<b>Name:</b>	PETER AND CAROLYN LYNCH JT TEN WROS
<b>Street Address:</b>	82 Devonshire St., S4A
<b>Internal Address:</b>	Peter S. Lynch and Carolyn A. Lynch
<b>City:</b>	Boston

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State/Country:	MASSACHUSETTS
Postal Code:	02109
Entity Type:	unknown: UNKNOWN

Name:	LYNCH CHILDRENS TRUST FBO ANNE LYNCH U/A 03/08/88
Street Address:	82 Devonshire St., S4A
Internal Address:	Carolyn A. Lynch, Trustee
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02109
Entity Type:	TRUST: UNKNOWN

Name:	LYNCH CHILDRENS TRUST FBO ELIZABETH LYNCH U/A 03/08/88
Street Address:	82 Devonshire St., S4A
Internal Address:	Carolyn A. Lynch, Trustee
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02109
Entity Type:	TRUST: UNKNOWN

Name:	LYNCH CHILDRENS TRUST FBO MARY LYNCH U/A 03/08/88
Street Address:	82 Devonshire St., S4A
Internal Address:	Carolyn A. Lynch, Trustee
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02109
Entity Type:	TRUST: UNKNOWN

Name:	PETER S LYNCH CHARITABLE LEAD ANNUITY U/A 03/27/96
Street Address:	82 Devonshire St., S4A
Internal Address:	Carolyn A. Lynch, Trustee
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02109
Entity Type:	TRUST: UNKNOWN

Name:	PETER S LYNCH CHARITABLE UNITRUST U/A 03/03/97
Street Address:	82 Devonshire St., S4A
Internal Address:	Carolyn A. Lynch, Trustee
City:	Boston

State/Country:	MASSACHUSETTS
Postal Code:	02109
Entity Type:	TRUST: UNKNOWN

Name:	PETER S. AND CAROLYN A. LYNCH 1999 UNITRUST U/A 12/28/99
Street Address:	82 Devonshire St., S4A
Internal Address:	Peter S. Lynch, Trustee
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02109
Entity Type:	TRUST: UNKNOWN

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: (650)493-6811  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 650-496-7543  
 Email: nbouch@wsgr.com  
 Correspondent Name: Nancy Bouch  
 Address Line 1: 650 Page Mill Road  
 Address Line 2: FH 2-1 P10  
 Address Line 4: Palo Alto, CALIFORNIA 94304

ATTORNEY DOCKET NUMBER:	28668.000
NAME OF SUBMITTER:	Nancy Bouch
Signature:	/s/Nancy Bouch
Date:	07/09/2008

**Total Attachments: 3**

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GRANT OF SECURITY INTEREST TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of May 20, 2008, is executed by BENEFITSTREET, INC., a Delaware corporation (“**Debtor**”), with an address of Bishop Ranch 15, 12677 Alcosta Boulevard, 3<sup>rd</sup> Floor, San Ramon, California 94583, in favor of the lenders (the “**Secured Parties**”) under that Loan and Security Agreement, dated the date hereof (the “**Loan Agreement**”), made and entered into by and between the Secured Parties and the Debtor.

A. Pursuant to the Loan Agreement, the Secured Parties have 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**”);

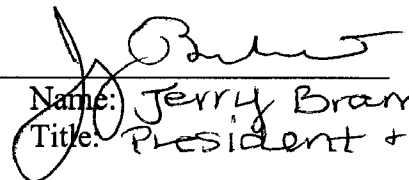
C. Pursuant to the Agreement, Debtor has granted to Secured Party a security interest in all right, title and interest of Debtor in and to the Trademarks, together with associated goodwill, and all proceeds thereof, including any and all causes of action which may exist by reason of infringement thereof for the full term of the Trademarks (the “**Collateral**”), 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: Jerry Bramlett  
Title: President + CEO

SCHEDULE 1-A TO GRANT OF SECURITY INTERESTS

TRADEMARKS

<b>Trademark</b>	<b>Owner</b>	<b>Registration Number</b>	<b>Registration Date</b>
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 INTERESTS

TRADEMARK APPLICATIONS

<b>Trademark Application</b>	<b>Owner</b>	<b>Application Number</b>	<b>Application Date</b>
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## SECURED PARTIES

BELVEDERE CAPITAL FUND II L.P., as collateral agent  
1 Maritime Plaza, #825  
San Francisco, CA 94111

### LENDERS:

BELVEDERE CAPITAL LLC  
1 Maritime Plaza, #825  
San Francisco, CA 94111

THE LYNCH FOUNDATION U/A 07/14/88  
Peter S. Lynch, Trustee  
82 Devonshire St., S4A  
Boston, MA 02109

PETER AND CAROLYN LYNCH JT TEN WROS  
Peter S. Lynch  
Carolyn A. Lynch  
82 Devonshire St., S4A  
Boston, MA 02109

LYNCH CHILDRENS TRUST FBO ANNE LYNCH U/A 03/08/88  
Carolyn A. Lynch, Trustee  
82 Devonshire St., S4A  
Boston, MA 02109

LYNCH CHILDRENS TRUST FBO ELIZABETH LYNCH U/A 03/08/88  
Carolyn A. Lynch, Trustee  
82 Devonshire St., S4A  
Boston, MA 02109

LYNCH CHILDRENS TRUST FBO MARY LYNCH U/A 03/08/88  
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