

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:		NEW ASSIGNMENT	
NATURE OF CONVEYANCE:		ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL	
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Aliquant Corporation		12/31/2010	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Towers Watson Delaware Inc.		
Street Address:	12544 High Bluff Drive		
Internal Address:	Suite 200		
City:	San Diego		
State/Country:	CALIFORNIA		
Postal Code:	92130-3050		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2290092	ALIQUNT	
CORRESPONDENCE DATA			
Fax Number:	(215)575-7200		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(215) 575-7000		
Email:	tmconfirm@dilworthlaw.com		
Correspondent Name:	John W. Goldschmidt, Jr.		
Address Line 1:	1500 Market Street		
Address Line 2:	Suite 3500E		
Address Line 4:	Philadelphia, PENNSYLVANIA 19102		
ATTORNEY DOCKET NUMBER:	11-1055		
NAME OF SUBMITTER:	John W. Goldschmidt, Jr.		
Signature:	/John W. Goldschmidt, Jr./		

OP \$40.00 2290092

900185017

**TRADEMARK
 REEL: 004486 FRAME: 0857**

Date:

02/25/2011

Total Attachments: 10

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GLOBAL INTELLECTUAL PROPERTY ASSIGNMENT

THIS GLOBAL INTELLECTUAL PROPERTY ASSIGNMENT is made and entered into this 31st day of December, 2010, by Aliquant Corporation, a Delaware corporation, and BeneSoft, Inc., a Connecticut corporation (collectively, "Assignor"), in favor of Towers Watson Delaware Inc., a Delaware corporation ("Assignee"). Capitalized terms used but not defined herein shall have the meaning ascribed to such terms in that certain Asset Purchase Agreement dated as of December 20, 2010, by and among Assignor, Assignee, Faisal A. Saleh and Mary Garber Saleh (the "Asset Purchase Agreement").

WHEREAS, Assignor is the owner of certain Intellectual Property, including, without limitation, the copyright registrations set forth in Schedule A attached hereto, the Internet domain names identified in Schedule B attached hereto, and the trademarks and trademark registrations set forth in Schedule C attached hereto;

WHEREAS, pursuant to the Asset Purchase Agreement, among other things, Assignor agreed to sell, and Buyer agreed to purchase, certain assets of Assignor, including the Intellectual Property, as described and defined therein;

WHEREAS, it is a condition to the Closing of the Asset Purchase Agreement that Assignor enter into this Global Intellectual Property Assignment to transfer to Assignee all of the Intellectual Property of Assignor;

WHEREAS, Assignee desires to purchase or acquire all of Assignor's right, title and interest in and to the Intellectual Property; and

NOW, THEREFORE, in consideration of the recitals, and the mutual representations, warranties, covenants and agreements set forth in this Agreement, the execution of the Asset Purchase Agreement, the payment of the consideration stipulated in the Asset Purchase Agreement which Assignee has paid in accordance with the Asset Purchase Agreement, and which payment Assignor admits and acknowledges has been made by Assignee, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto, intending to be legally bound, hereby agree as follows:

1. Definitions. All capitalized terms used but not defined herein shall have the meanings set forth in the Asset Purchase Agreement.

2. Assignment of Intellectual Property. Assignor hereby sells, assigns, transfers and sets over to Assignee, and Assignee hereby accepts from Assignor, all right, title and interest in and to all of said Intellectual Property and all rights which the Assignor has enjoyed thereunder both in the United States of America and throughout all countries of the world, including any and all rights of recovery based on past and future infringement of said Intellectual Property, including but not limited to the right to sue and collect damages and profits, the same to be held and enjoyed by the said Assignee, for its own use and benefit and the use and benefit of its successors, legal representatives and assigns, forever and to the full end of the terms thereof.

3. Assignment of Copyright.

Without limiting the foregoing, Assignor hereby sells, assigns, transfers and sets over to Assignee, and Assignee hereby accepts from Assignor:

a. All right, title and interest in and to the Copyrights, including but not limited to the copyright registrations set forth in Schedule A;

and

b. The right to apply for registrations and to sue and collect damages and/or profits for both past and present infringements of, or other causes of action related to, the Copyrights.

4. Assignment of Trademarks.

Without limiting the foregoing, Assignor hereby sells, assigns, transfers and sets over to Assignee, and Assignee hereby accepts from Assignor:

a. All right, title and interest in and to the Trademarks, including but not limited to the Internet domains and domain names set forth in Schedule B and the trademark registrations set forth in Schedule C, together with the goodwill associated therewith; and

b. The right to apply for registrations and to sue and collect damages and/or profits for both past and present infringements of, or other causes of action related to, the Trademarks.

5. Assignment of Patents and Trade Secrets.

Without limiting the foregoing, Assignor hereby sells, assigns, transfers and sets over to Assignee, and Assignee hereby accepts from Assignor:

a. All right, title and interest in and to any and all Patents, Trade Secrets, and inventions used in the conduct of the Business, whether or not such invention is the subject of a patent application or issued Patent; and

b. The right to apply for Patents and to sue and collect damages and/or profits for both past and present infringements of, or other causes of action related to, the Patents, Trade Secrets and inventions.

6. Assignment of Software.

Without limiting the foregoing, Assignor hereby sells, assigns, transfers and sets over to Assignee, and Assignee hereby accepts from Assignor:

a. All right, title and interest in and to any and all Software; and

b. The right to apply for Patents and Copyright registrations related to the Software, and to sue and collect damages and/or profits for both past and present infringements of, or other causes of action related to, the Software.

7. Assignor shall execute and deliver to Assignee such other instruments of sale, transfer, conveyance, assignment and confirmation and take such other action to register, evidence, perfect and/or exercise the rights conveyed hereunder, as may be reasonably requested by Assignee. With respect to the Internet domain names, and without limiting the foregoing, Assignor shall take all steps necessary to effect the changes in name of registrant by the name change provisions of the applicable domain name registrar.

8. All the terms, covenants and conditions in this Global Intellectual Property Assignment shall be binding upon Assignor and its successors and assigns and all others acting by, through, with or under its direction, and all those in privity therewith, and shall inure to the benefit of Assignee and its successors and assigns or nominees.

9. Assignor, for itself and its successors and assigns hereby covenants that Assignor has not and will not execute any instrument or grant or transfer any rights or interests inconsistent with the rights and interests granted herein. Notwithstanding the foregoing, in the event of any conflict between the terms of this Global Intellectual Property Assignment and the Asset Purchase Agreement, the terms and provisions of the Asset Purchase Agreement shall prevail.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, Assignor has executed this Global Intellectual Property Assignment, under seal, as of the day and year first above written.

EXECUTED, at State of Delaware, U.S.A., this 31st day of December 2010.

ASSIGNOR:

Witness:

Name:

Ronald Donahoe

Witness:

Name:

Ronald Donahoe

ALIQUNT CORPORATION

By:

Name:

Title:

F. Saleh
FAISAL SALEH
President

BENESOFT, INC.

By:

Name:

Title:

F. Saleh
FAISAL SALEH
President

ASSIGNEE:

TOWERS WATSON DELAWARE INC.

By: _____

Name:

Title:

Signature Page to Global IP Assignment

IN WITNESS WHEREOF, Assignor has executed this Global Intellectual Property Assignment, under seal, as of the day and year first above written.

EXECUTED, at _____, U.S.A., this 31st day of December 2010.

ASSIGNOR:

Witness:

ALIQUANT CORPORATION

Name:

By: _____

Name:

Title:

Witness:

BENESOFT, INC.

Name:

By: _____

Name:

Title:

ASSIGNEE:

TOWERS WATSON DELAWARE INC.

By: _____

Name: *Cecile A. Wickes*

Title: *managing director, Base 510r Segment*

Signature Page to Global IP Assignment

**SCHEDULE A
TO
GLOBAL INTELLECTUAL PROPERTY ASSIGNMENT**

COPYRIGHT

United States Copyright Registrations in the name of Assignor

<u>Title of Work</u>	<u>Registration No.</u>	<u>Date of Registration</u>
Benesoft: version 4.0	TX0006524586	4/17/2007
Benesoft: version 5.0	TX0006524587	4/17/2007

**SCHEDULE B
TO
GLOBAL INTELLECTUAL PROPERTY ASSIGNMENT**

DOMAIN NAMES

Domain Name	Registrar	Registration Expires	Registrant
acushnetretirees.com	register.com	09/23/11	Aliquant Corporation
aholdbenefits.com	register.com	08/12/11	Aliquant Corporation
aliquant.org	register.com	09/27/11	Aliquant Corporation
aliquant.tv	register.com	01/24/13	Aliquant Corporation
aliquant.net	register.com	09/27/11	Aliquant Corporation
aliquant.com	register.com	04/02/13	Aliquant Corporation
aliquantservice.org	register.com	10/17/11	Aliquant Corporation
aliquantservice.net	register.com	10/17/11	Aliquant Corporation
aliquantservice.com	register.com	10/17/11	Aliquant Corporation
alticorbenefits.com	register.com	05/06/11	Aliquant Corporation
amwaybenefits.com	register.com	08/03/11	Aliquant Corporation
amywaybenefits.com	register.com	08/03/11	Aliquant Corporation
aplbenefits.com	register.com	03/10/11	Aliquant Corporation
ascensionbenefits.org	register.com	04/10/11	Aliquant Corporation
baptistfirstbenefits.com	register.com	08/04/11	Aliquant Corporation
benefitcentral.tv	register.com	01/25/11	Aliquant Corporation
benefitsanywhere.com	register.com	11/30/11	Aliquant Corporation
benefitsbasics.com	register.com	11/30/11	Aliquant Corporation
benefitsgateway.tv	register.com	01/25/11	Aliquant Corporation
benefitsgateway.org	register.com	11/30/11	Aliquant Corporation
benefitsgateway.net	register.com	11/30/11	Aliquant Corporation
benefitsgateway.com	register.com	11/30/11	Aliquant Corporation
benefitsmenu.com	register.com	11/30/11	Aliquant Corporation
benefitsmenu.net	register.com	11/30/11	Aliquant Corporation
benefitsmenu.org	register.com	11/30/11	Aliquant Corporation
benefitspages.com	register.com	11/30/11	Aliquant Corporation
beneflexexpress.org	register.com	07/15/11	Aliquant Corporation
benesoft.com	register.com	04/29/14	Aliquant Corporation
benesoft.org	register.com	09/27/11	Aliquant Corporation
benesoft.tv	register.com	01/24/13	Aliquant Corporation
bshbenefits.com	register.com	05/28/11	Aliquant Corporation
cabot-benefits.com	register.com	06/15/11	Aliquant Corporation
capitalhealthbenefits.com	register.com	10/03/11	Aliquant Corporation
cbcfbenefits.com	register.com	09/21/11	Aliquant Corporation
cebenefits.com	register.com	09/21/11	Aliquant Corporation

Domain Name	Registrar	Registration Expires	Registrant
choicebenefitsenroll.com	register.com	07/30/11	Aliquant Corporation
chvabenefits.com	register.com	03/02/11	Aliquant Corporation
citybenefits.com	register.com	03/26/11	Aliquant Corporation
claremontbenefits.com	register.com	07/13/11	Aliquant Corporation
cnhbenefits.com	register.com	03/15/11	Aliquant Corporation
conemaughbenefits.org	register.com	04/07/11	Aliquant Corporation
crozerbenefits.org	register.com	08/10/11	Aliquant Corporation
cu-benefits.com	register.com	12/16/11	Aliquant Corporation
dartbenefits.com	register.com	07/21/11	Aliquant Corporation
dhlwell.com	register.com	07/17/11	Aliquant Corporation
earthlinkbenefits.com	register.com	04/05/11	Aliquant Corporation
eeserve.com	register.com	11/30/11	Aliquant Corporation
eghbenefits.com	register.com	09/21/11	Aliquant Corporation
ethanallenbenefits.com	register.com	06/30/12	Aliquant Corporation
exelbenefits.com	register.com	08/08/11	Aliquant Corporation
farmersagentsbenefits.com	register.com	12/05/11	Aliquant Corporation
genrebenefits.com	register.com	08/01/11	Aliquant Corporation
healthandwelfarebenefits.com	register.com	12/18/11	Aliquant Corporation
irfbenefits.com	register.com	02/13/11	Aliquant Corporation
kdmcbenefits.com	register.com	09/07/11	Aliquant Corporation
kdmsbenefits.com	register.com	12/18/11	Aliquant Corporation
kdmbenefits.com	register.com	05/12/11	Aliquant Corporation
khibenefits.com	register.com	07/14/11	Aliquant Corporation
khvpbenefits.com	register.com	08/07/11	Aliquant Corporation
krenrollinfo.com	register.com	09/26/11	Aliquant Corporation
krogerenroll.com	register.com	06/23/11	Aliquant Corporation
mcgflex.com	register.com	07/11/11	Aliquant Corporation
mcrflex.com	register.com	08/02/11	Aliquant Corporation
mhsbenefits.com	register.com	10/11/11	Aliquant Corporation
moenbenefits.com	register.com	10/11/11	Aliquant Corporation
myabbenefits.com	register.com	07/07/11	Aliquant Corporation
myaliquant.org	register.com	10/09/11	Aliquant Corporation
myaliquant.net	register.com	10/09/11	Aliquant Corporation
myaliquant.com	register.com	10/09/11	Aliquant Corporation
myatriabenefits.com	register.com	06/28/12	Aliquant Corporation
mybesecure.com	register.com	02/26/11	Aliquant Corporation
myclariantbenefits.com	register.com	05/22/11	Aliquant Corporation
mycobrabenefits.net	register.com	04/23/12	Aliquant Corporation
myhostbenefits.com	register.com	03/10/11	Aliquant Corporation
myintegritybenefits.com	register.com	06/02/11	Aliquant Corporation
mykamanbenefits.com	register.com	09/06/11	Aliquant Corporation
mysabenefits.com	register.com	08/01/11	Aliquant Corporation
myrotechbenefits.com	register.com	08/18/11	Aliquant Corporation

Domain Name	Registrar	Registration Expires	Registrant
myrtabenefits.com	register.com	09/05/11	Aliquant Corporation
mysahsbenefits.org	register.com	06/04/11	Aliquant Corporation
myusnhbenefits.net	register.com	08/03/11	Aliquant Corporation
ngnnbenefits.com	register.com	10/10/11	Aliquant Corporation
norbordbenefits.com	register.com	09/29/11	Aliquant Corporation
npbenefits.com	register.com	01/03/11	Aliquant Corporation
phsbenefits.com	register.com	09/08/11	Aliquant Corporation
planarbenefits.com	register.com	01/07/11	Aliquant Corporation
planarbenefitsadmin.com	register.com	01/07/11	Aliquant Corporation
prbbenefits.com	register.com	10/02/11	Aliquant Corporation
primericabenefits.com	register.com	02/24/12	Aliquant Corporation
reedsmithbenefits.com	register.com	09/21/11	Aliquant Corporation
republicbenefits.net	register.com	10/16/11	Aliquant Corporation
reshealthbenefits.com	register.com	09/05/11	Aliquant Corporation
rock-enroll.com	register.com	11/25/11	Aliquant Corporation
schawkbenefits.com	register.com	09/13/11	Aliquant Corporation
securebenefitsdata.org	register.com	10/13/11	Aliquant Corporation
securebenefitsdata.net	register.com	10/13/11	Aliquant Corporation
securebenefitsdata.com	register.com	04/25/11	Aliquant Corporation
sentararxbenefits.com	register.com	04/12/11	Aliquant Corporation
setonbenefitsenroll.com	register.com	07/25/11	Aliquant Corporation
sjhsysbenefits.org	register.com	10/16/11	Aliquant Corporation
smithnephewbenefits.com	register.com	10/14/11	Aliquant Corporation
stemichellebenefits.com	register.com	08/17/11	Aliquant Corporation
stjohnbenefits.com	register.com	08/18/11	Aliquant Corporation
stmarysofmichiganbenefits.org	register.com	08/18/11	Aliquant Corporation
tkmnabenefits.com	register.com	10/14/11	Aliquant Corporation
tkmnabenefitsca.com	register.com	01/21/12	Aliquant Corporation
tpalumni.com	register.com	03/20/11	Aliquant Corporation
umusicbenefits.com	register.com	05/26/11	Aliquant Corporation
ustbenefits.com	register.com	05/24/11	Aliquant Corporation
vcaantechbenefits.com	register.com	04/27/11	Aliquant Corporation
vevobenefits.com	register.com	05/26/11	Aliquant Corporation
vivendibenefits.com	register.com	05/26/11	Aliquant Corporation
vwgoabenefits.com	register.com	12/03/11	Aliquant Corporation
ynhhsbenefits.com	register.com	10/11/11	Aliquant Corporation
yourbenefitlink.com	register.com	09/13/11	Aliquant Corporation
yourkrogerbenefits.com	register.com	06/16/11	Aliquant Corporation

**SCHEDULE C
TO
GLOBAL INTELLECTUAL PROPERTY ASSIGNMENT**

TRADEMARKS

United States Trademark Registrations in the name of Assignor

<u>Trademark</u>	<u>Registration No.</u>	<u>Date of Registration</u>
ALIQUNT	2290092	11/2/1999
BENESOFT	2290093	11/2/1999
BENESOFT and Design	2294302	11/23/1999