

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
TransitCenter, Inc.		02/01/2012	CORPORATION:

**RECEIVING PARTY DATA**

<b>Name:</b>	WageWorks, Inc.
<b>Street Address:</b>	1100 Park Place
<b>Internal Address:</b>	4th Floor
<b>City:</b>	San Mateo
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	94403
<b>Entity Type:</b>	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 9**

Property Type	Number	Word Mark
Registration Number:	1673424	TRANSITCHEK
Registration Number:	2833943	TRANSITCHEK
Registration Number:	1841090	TRANSITLINK
Registration Number:	2929355	TRANSITCHEK QUICKPAY
Registration Number:	3143086	TRANSITCHEK QUICKPAY
Registration Number:	3068708	TRANSITCHEK CASHBACK
Registration Number:	3639379	EVERYONE BENEFITS
Serial Number:	85182496	DAILYCARD
Registration Number:	3731871	TAMS

**CORRESPONDENCE DATA**

Fax Number: (216)696-0740  
 Phone: 216-861-7864  
 Email: clevelandip@bakerlaw.com

CH \$240.00 1673424

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

Correspondent Name: Deborah A. Wilcox  
Address Line 1: 1900 East 9th Street  
Address Line 2: Suite 3200  
Address Line 4: Cleveland, OHIO 44114

ATTORNEY DOCKET NUMBER:	040316
NAME OF SUBMITTER:	Deborah A. Wilcox
Signature:	/Deborah A. Wilcox/
Date:	03/15/2012

Total Attachments: 11  
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**INTELLECTUAL PROPERTY ASSIGNMENT AGREEMENT**

This Intellectual Property Assignment Agreement (“IP Assignment”), dated as of this 1st day of February, 2012, is made by TransitCenter, Inc. (“Seller”), a New York not-for-profit corporation, located at 1065 Avenue of the Americas, New York, NY 10018, in favor of WageWorks, Inc. (“Buyer”), a Delaware corporation, located at 1100 Park Place, 4<sup>th</sup> Floor, San Mateo, CA 94403, the purchaser of certain assets of Seller pursuant to an Asset Purchase Agreement by and between Buyer and Seller, dated as of November 16, 2011 (the “Asset Purchase Agreement”).

WHEREAS, under the terms of the Asset Purchase Agreement, Seller has conveyed, transferred and assigned to Buyer, among other assets, certain intellectual property of Seller, and has agreed to execute and deliver this IP Assignment, for recording with governmental authorities including, but not limited to, the US Patent and Trademark Office;

NOW THEREFORE, the parties agree as follows:

1. Assignment. In consideration for the execution of the Asset Purchase Agreement, the payment of the consideration stipulated in the Asset Purchase Agreement and other good and valuable consideration, the receipt and sufficiency are hereby acknowledged, Seller hereby irrevocably conveys, transfers and assigns to Buyer, and Buyer hereby accepts, all of Seller’s right, title and interest in and to the following (the “Assigned IP”):

(a) the trademark registrations and applications set forth in Schedule A hereto, together with the goodwill connected with the use of and symbolized thereby and all issuances, extensions and renewals thereof (the “Trademarks”); and

(b) the URLs set forth in Schedule A hereto, together with the goodwill connected with the use of and symbolized thereby and all issuances extensions and renewals thereof (the “URLs”, collectively with the Trademarks, the Registered Intellectual Property, as defined in the Asset Purchase Agreement).

2. Recordation and Further Actions. Seller authorizes the Commissioner for Trademarks and any other governmental officials to record and register this IP Assignment upon request by Buyer. Seller shall take such steps and actions following the date hereof, including the execution of any documents, files, registrations, or other similar items, to ensure that the Assigned IP is properly assigned to Buyer, or any assignee or successor thereto.

3. Terms of the Asset Purchase Agreement. The terms of the Asset Purchase Agreement, including, but not limited to, the representations, warranties, covenants, agreements and indemnities relating to the Assigned IP are incorporated herein by this reference. The parties hereto acknowledge and agree that the representations, warranties, covenants, agreements and indemnities contained in the Asset Purchase Agreement shall not be superseded hereby but shall remain in full force and effect to the full extent provided therein. In the event of any conflict or inconsistency between the terms of the Asset Purchase Agreement and the terms hereof, the terms of the Asset Purchase Agreement shall govern.

4. Counterparts. This IP Assignment may be executed in one or more counterparts, all of which shall be considered one and the same agreement and shall become effective when one or more counterparts have been signed by each of the parties and delivered to the other party, it being understood that all parties need not sign the same counterpart. Facsimile or PDF transmission of any signature will be deemed the same as delivery of an original.

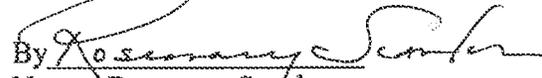
5. Successors and Assigns. This IP Assignment shall be binding upon and shall inure to the benefit of the parties hereto and their respective successors and assigns.

6. Governing Law. This IP Assignment shall be governed by and construed and interpreted in accordance with the substantive Laws of the State of New York, without giving effect to any conflicts of Law, rule or principle that would require the application of the Laws of another jurisdiction.

*[SIGNATURE PAGE FOLLOWS]*

IN WITNESS WHEREOF, the parties have executed this IP Assignment to be effective as of the date first above written.

**TRANSITCENTER, INC.**

By   
Name: Rosemary Scanlon  
Title: Chair of the Board of Directors

**WAGeworks, INC.**

By   
Name: Joseph L. Jackson  
Title: Chief Executive Officer

*[Signature Page to Intellectual Property Assignment Agreement]*

**Schedule A**

**Registered Intellectual Property**

## Trademarks

Case Ref.	Title	Country	Application No.	Application Date	Registration No.	Registration Date	Int'l Classes	Goods and Services	Case Status
NY-TRNSC 800-CA	TRANSITCHEK	Canada	1,168,623	24-Feb-2003	TMA736681	2009-03-23	NA	<p>Magnetically encoded, prepaid, stored value cards, used for the payment of transit, ridesharing services including vanpools and other transportation expenses such as parking.</p> <p>Printed transit vouchers used for the payment of public transportation and ride sharing services.</p> <p>Administering a commuter tax benefit program for employers that allows employers to provide their employees with printed transit vouchers and/or prepaid stored value cards used for the payment of transit, ridesharing services including vanpools and other transportation expenses such as parking; providing support services to employers in the field of a commuter tax benefit program that allows employers to provide their employees with printed transit vouchers and/or prepaid stored value cards used for the payment of transit, ridesharing services including vanpools and other transportation expenses such as parking. .</p>	Registered
NY-TRNSC 800-EM	TRANSITCHEK	European Community Trade Mark Office (OHIM)	3281326	22-Jul-2003	3281326	31-Oct-2005	9, 16, 36	<p>Prepaid stored value cards used for the payment of transit, ridesharing services including vanpools and other transportation expenses such as parking.</p> <p>Providing printed transit vouchers used for the payment of public transportation and ride sharing services.</p>	Registered

								Commuter tax benefit program that allows employers to provide their employees with printed transit vouchers and prepaid stored value cards used for the payment of transit, ridesharing services including vanpools and other transportation expenses such as parking; providing support services to employers in connection with the foregoing, namely provision of information and advice relating to the status of benefits, how to use benefits, assisting with lost or stolen benefits, updating customer information, information and advice in connection with the payment of transit, ridesharing services, including van pools and other transportation expenses such as parking.	
NY-TRNSC 800-US	TRANSITCHEK	United States of America	74/075,007	2-Jul-1990	1,673,424	28-Jan-1992	16	Printed transit vouchers used for the payment of public transportation and ridesharing services.	Registered
NY-TRNSC 800-US1	TRANSITCHEK	United States of America	76/493,133	20-Feb-2003	2,833,943	20-Apr-2004	9, 36	Magnetically encoded, prepaid, stored value cards, used for the payment of transit, ridesharing services including vanpools and other transportation expenses such as parking  Administering a commuter tax benefit program for employers that allows employers to provide their employees with printed transit vouchers and/or prepaid stored value cards used for the payment of transit, ridesharing services including vanpools and other transportation expenses such as parking; providing support services to employers in the field of a commuter tax benefit program for employers that allows employers to provide their employees with printed transit vouchers and/or prepaid stored value cards used for the payment of transit, ridesharing	Registered

								services including vanpools and other transportation expenses such as parking	
NY-TRNSC 802-US	TRANSITLINK	United States of America	74/221,957	13-Nov-1991	1,841,090	21-Jun-1994	39	Providing information about public transportation to employers for their own business use	Registered
NY-TRNSC 803-CA	PREMIUM TRANSITCHEK	Canada	1,168,619	24-Feb-2003	TMA736682	2009-03-23	NA	Magnetically coded cards.  Administration of a program for magnetically coded cards, printed transit vouchers and credits towards ticket-by-mail accounts used for payment of public transportation and other transit operators and eligible vanpools.	Registered
NY-TRNSC 803-EM	PREMIUM TRANSITCHEK	European Community Trade Mark Office (OHIM)	3280195	22-Jul-2003	3250195	31-Jan-2005	09, 35, 36	Prepaid stored value cards.  Business management supervision for program for prepaid stored value cards, printed transit vouchers and credits towards ticket-by-mail accounts used for payment of public transportation and other transit operators and eligible vanpools.  Administration of program for magnetically coded cards, printed transit vouchers and credits towards ticket-by-mail accounts used for payment of public transportation and other transit operators and eligible vanpools	Registered
NY-TRNSC 804-CA	TRANSITCHEK QUICKPAY	Canada	1,431,007	2009-03-13	TMA782793	2010-11-19	NA	Magnetically encoded computer readable card used in connection with the purchase of transit passes, tickets and fare cards for public transportation.	Registered
NY-TRNSC 804-EM	TRANSITCHEK QUICKPAY	European Community Trade Mark Office (OHIM)	3280187	22-Jul-2003	3280187	7-Dec-2004	09	Computer readable card used in connection with the purchase of transit passes, tickets and fare cards for public transportation.	Registered
NY-TRNSC 804-US	TRANSITCHEK QUICKPAY	United States of America	76/497,333	7-Mar-2003	2,929,355	1-Mar-2005	09	Magnetically encoded computer readable card used in connection with the purchase of transit passes, tickets and fare cards for	Registered

									public transportation.	
NY-TRNSC 804-US1	TRANSITCHEK QUICKPAY	United States of America	78/431,539	8-Jun-2004	3,143,086	12-Sep-2006	09		Magnetically encoded computer readable cards used in connection with the payment of transportation expenses, namely, parking.	Registered
NY-TRNSC 805-CA	TRANSITCHEK CASHBACK	Canada	1,197,127	21-Nov-2003	TMA799532	2011-06-08	NA		Administering programs and services to reimburse transportation expenses such as parking.	Registered
NY-TRNSC 805-US	TRANSITCHEK CASHBACK	United States of America	76/557,214	5-Nov-2003	3,068,708	14-Mar-2006	36		Administering programs to reimburse transportation expenses.	Registered
NY-TRNSC 815-US	EVERYONE BENEFITS	United States of America	77/619,138	20-NOV-08	3,639,379	16-Jun-2009	35, 36, 39		Fostering and promoting the public's use and awareness of public transportation.  Administering a commuter tax benefit program for employers that allows employers to provide their employees with printed transit vouchers and/or prepaid stored value cards used for the payment of transportation services, ridesharing services and credit towards ticket by mail accounts.  Providing information about public transportation to employers for their own business use.	Registered
NY-TRNSC 817-US	DAILYCARD	United States of America	85/182,496	22-Nov-10	NA	NA	9,36		Magnetically encoded computer readable cards used in connection with the payment of transportation and transportation related fees; magnetically encoded cards, debit cards, identity cards  Credit card services; debit card services; charge card services; pre-paid transit card services	Pending
NY-TRNSC 810-US (A10710127/B10106737)	TAMS	United States of America	77/254,774	2007-08-14	3731871	2009-12-29	9		Business application software for the administration and management of tax advantaged commuter benefit programs; software and database applications that automate benefit administration, benefit	Registered

								selection, transaction processing, benefit fulfillment, accounting, claims management, customer service, electronic interfaces and other commuter benefit management functions	
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## URLs

Domain Name	Registered With	Hosted By
EVOUCHERCARD.COM	GoDaddy.com	GoDaddy.com
EVOUCHERCARD.NET	GoDaddy.com	GoDaddy.com
EVOUCHERCARD.ORG	GoDaddy.com	GoDaddy.com
MYCOMMUTERTAXSAVE.COM	GoDaddy.com	GoDaddy.com
MYCOMMUTERTAXSAVE.NET	GoDaddy.com	GoDaddy.com
MYCOMMUTERTAXSAVE.ORG	GoDaddy.com	GoDaddy.com
MYNJTRANSITCHECK.COM	GoDaddy.com	GoDaddy.com
MYNJTRANSITCHEK.COM	GoDaddy.com	GoDaddy.com
MYTRANSITCHECK.COM	GoDaddy.com	GoDaddy.com
MYTRANSITCHECK.NET	GoDaddy.com	GoDaddy.com
MYTRANSITCHECK.ORG	GoDaddy.com	GoDaddy.com
MYTRANSITCHEK.COM	GoDaddy.com	GoDaddy.com
MYTRANSITCHEK.NET	GoDaddy.com	GoDaddy.com
MYTRANSITCHEK.ORG	GoDaddy.com	GoDaddy.com
NEWPREMIUMTC.BIZ	GoDaddy.com	GoDaddy.com
NEWPREMIUMTC.COM	GoDaddy.com	GoDaddy.com
NEWPREMIUMTC.NET	GoDaddy.com	GoDaddy.com
NEWPREMIUMTC.ORG	GoDaddy.com	GoDaddy.com
NEWPTC.COM	GoDaddy.com	GoDaddy.com
NEWPTC.NET	GoDaddy.com	GoDaddy.com
NEWPTC.ORG	GoDaddy.com	GoDaddy.com
NEWPTCFOREEMPLOYEES.BIZ	GoDaddy.com	GoDaddy.com
NEWPTCFOREEMPLOYEES.COM	GoDaddy.com	GoDaddy.com
NEWPTCFOREEMPLOYEES.NET	GoDaddy.com	GoDaddy.com
NEWPTCFOREEMPLOYEES.ORG	GoDaddy.com	GoDaddy.com
NTBA.INFO	GoDaddy.com	GoDaddy.com
NYCTRANSIT.COM	GoDaddy.com	GoDaddy.com
NYCTRANSIT.NET	GoDaddy.com	GoDaddy.com
NYCTRANSIT.ORG	GoDaddy.com	GoDaddy.com
NYTRANSIT.COM	GoDaddy.com	GoDaddy.com
NYTRANSIT.INFO	GoDaddy.com	GoDaddy.com
NYTRANSIT.NET	GoDaddy.com	GoDaddy.com
PREMIUMENROL.COM	GoDaddy.com	GoDaddy.com
PREMIUMENROLL.COM	GoDaddy.com	GoDaddy.com
PREMIUMENROLLMENT.COM	GoDaddy.com	GoDaddy.com
PREMIUMENROLLMENT.NET	GoDaddy.com	GoDaddy.com
PREMIUMENROLLMENT.ORG	GoDaddy.com	GoDaddy.com
PREMIUMQUICKPAY.COM	GoDaddy.com	GoDaddy.com
PREMIUMTRANSITCHECK.COM	GoDaddy.com	GoDaddy.com
PREMIUMTRANSITCHEK.COM	GoDaddy.com	GoDaddy.com
PREMIUMTRANSITCHEK.INFO	GoDaddy.com	GoDaddy.com
PREMIUMENROL.COM	GoDaddy.com	GoDaddy.com
PREMIUMENROLL.COM	GoDaddy.com	GoDaddy.com
QUICKPAYCARDNEWYORK.COM	GoDaddy.com	GoDaddy.com
QUICKPAYNY.COM	GoDaddy.com	GoDaddy.com
SAVEONCOMMUTING.COM	GoDaddy.com	GoDaddy.com
SAVEONTRANSIT.COM	GoDaddy.com	GoDaddy.com

TCEVOUCHER.COM	GoDaddy.com	GoDaddy.com
TC-EVOUCHER.COM	GoDaddy.com	GoDaddy.com
TCEVOUCHER.NET	GoDaddy.com	GoDaddy.com
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TRANSITCHEKDIRECT.COM	GoDaddy.com	GoDaddy.com
TRANSITCHEKEVOUCHER.COM	GoDaddy.com	GoDaddy.com
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TRANSITCHEKQUICKPAY.COM	GoDaddy.com	GoDaddy.com
TRANSITFACT.COM	GoDaddy.com	GoDaddy.com
TRANSITSAVINGS.COM	GoDaddy.com	GoDaddy.com

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