

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|---|--|----------------|-----------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | Security Agreement | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| TriNet Group, Inc. | | 08/20/2013 | CORPORATION: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | Wilmington Trust, National Association | | |
| Street Address: | 50 South Sixth Street, Suite 1290 | | |
| City: | Minneapolis | | |
| State/Country: | MINNESOTA | | |
| Postal Code: | 55402 | | |
| Entity Type: | National Association: UNITED STATES | | |
| PROPERTY NUMBERS Total: 3 | | | |
| Property Type | Number | Word Mark | |
| Serial Number: | 86048466 | EXPENSECLOUD | |
| Serial Number: | 86048469 | EXPENSECLOUD | |
| Serial Number: | 86048472 | EXPENSECLOUD | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 8668265420 | | |
| <i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i> | | | |
| Phone: | 301-638-0511 | | |
| Email: | ipresearchplus@comcast.net | | |
| Correspondent Name: | IP Research Plus, Inc. | | |
| Address Line 1: | 21 Tadcaster Circle | | |
| Address Line 2: | attn: Penelope J.A. Agodoa | | |
| Address Line 4: | Waldorf, MARYLAND 20602 | | |
| ATTORNEY DOCKET NUMBER: | CRS1-39177 | | |
| NAME OF SUBMITTER: | Penelope J.A. Agodoa | | |

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|--|------------|
| Signature: | /pja/ |
| Date: | 01/22/2014 |
| Total Attachments: 4 source=39177#page1.tif source=39177#page2.tif source=39177#page3.tif source=39177#page4.tif | |

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Second Lien Guarantee and Collateral Agreement dated as of August 20, 2013 (as the same may be amended, modified, extended or restated from time to time, the “Agreement”), by and among the Grantors party thereto (each a “Grantor” and collectively, the “Grantors”) and WILMINGTON TRUST, NATIONAL ASSOCIATION, as collateral agent (the “Collateral Agent”) for the Secured Parties referenced therein, the undersigned Grantor has granted a continuing security interest in and continuing lien upon the trademarks and trademark applications shown below to the Collateral Agent, for the ratable benefit of the Secured Parties:

TRADEMARKS

| <u>Trademark No.</u> | <u>Description of Trademark Item</u> | <u>Date of Trademark</u> |
|----------------------|--|--------------------------|
|----------------------|--|--------------------------|

See Schedule 1 attached hereto

TRADEMARK APPLICATIONS

| <u>Trademark Applications No.</u> | <u>Description of Trademark Applied for</u> | <u>Date of Trademark Applications</u> |
|-----------------------------------|---|---|
|-----------------------------------|---|---|

See Schedule 1 attached hereto

The undersigned Grantor and the Collateral Agent, on behalf of the Secured Parties, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,


TRINET GROUP, INC.

By: _____ Gregory L. Hammond
Name: _____ Secretary
Title: _____

Acknowledged and Accepted:

WILMINGTON TRUST, NATIONAL ASSOCIATION,
as Collateral Agent

By: 

Name: Renee Kuhl

Title: Vice President

*[Signature Page to Second Lien Grant of Security Interest in Trademarks – TriNet
Group, Inc.]*

TRADEMARK
REEL: 005197 FRAME: 0783

Schedule 1

Trademarks and Trademark Applications

| Mark | App. No. | Reg. No. | Date | Owner |
|--------------|----------|----------|---------|--------------------|
| EXPENSECLOUD | 86048466 | | 8/26/13 | TriNet Group, Inc. |
| EXPENSECLOUD | 86048469 | | 8/26/13 | TriNet Group, Inc. |
| EXPENSECLOUD | 86048472 | | 8/26/13 | TriNet Group, Inc. |