

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM394598

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
BENEFIT EXPRESS SERVICES, LLC		08/04/2016	Limited Liability Company: ILLINOIS
RECEIVING PARTY DATA			
Name:	CRESTLINE DIRECT FINANCE, L.P.		
Street Address:	201 Main Street		
Internal Address:	Suite 1900		
City:	Fort Worth		
State/Country:	TEXAS		
Postal Code:	76102		
Entity Type:	Partnership Limited By Shares: TEXAS		
PROPERTY NUMBERS Total: 7			
Property Type	Number	Word Mark	
Registration Number:	4936329	BENEFITEXPRESS	
Registration Number:	4936328	BENEFITEXPRESS	
Registration Number:	4959617	MY BENEFIT EXPRESS	
Registration Number:	4959615	MY COBRA EXPRESS	
Registration Number:	3119046	BENEFITSCONNECT	
Registration Number:	4959614	MY FSA EXPRESS	
Serial Number:	86742979	MY BENEFIT EXPRESS MOBILE	
CORRESPONDENCE DATA			
Fax Number:	2164798386		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	2164798386		
Email:	rebecca.gallagher@squirepb.com		
Correspondent Name:	Steven M. Auvil		
Address Line 1:	Squire Patton Boggs (US) LLP		
Address Line 4:	Cleveland, OHIO 44114		
NAME OF SUBMITTER:	Steven M. Auvil		
SIGNATURE:	/s/ Steven M. Auvil		

OP \$190.00 4936329

DATE SIGNED:

08/10/2016

Total Attachments: 12

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INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Intellectual Property Security Agreement (this “**IP Security Agreement**”) is made and effective as of August 4, 2016, by **BENEFIT EXPRESS SERVICES, LLC**, an Illinois limited liability company (the “**Grantor**”), in favor of **CRESTLINE DIRECT FINANCE, L.P.**, as Administrative Agent, Collateral Agent and Lead Arranger (“**Agent**”). Capitalized terms used in this IP Security Agreement and not otherwise defined shall have the respective meanings ascribed to such terms in the Credit Agreement (defined below).

RECITALS

WHEREAS, pursuant to that certain Credit and Guaranty Agreement, dated as of the date hereof, by and among the Grantor, Cirrus Holdings LLC, Agent and the Lenders party thereto from time to time (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “**Credit Agreement**”), the Lenders have agreed, subject to the terms and conditions set forth therein, to make extensions of credit to Company (the “**Loan**”); and

WHEREAS, it is a condition precedent to the obligation of Agent and the Lenders to execute and perform under the Credit Agreement that Grantors shall have executed and delivered this IP Security Agreement to Agent, for the ratable benefit of the Secured Parties;

NOW, THEREFORE, in consideration of the willingness of Agent and the Lenders to enter into the Credit Agreement and to agree, subject to the terms and conditions set forth therein, to make the Loans pursuant thereto, and for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, it is hereby agreed as follows:

1. Grant of Security Interest. To secure the prompt and complete payment and performance in full of the Obligations under the Credit Documents of each Grantor when the same shall become due, whether at stated maturity, by required prepayment, declaration, acceleration, demand or otherwise (including amounts that would become due but for the operation of the automatic stay under Section 362(a) of the Bankruptcy Code, 11 U.S.C. §362(a) (and any successor provision thereof)), each Grantor hereby grants to Agent, for the ratable benefit of the Secured Parties, a continuing security interest in all of the right, title and interest of such Grantor in and to any and all of the following collateral, whether now owned or hereafter acquired (the “**IP Collateral**”):

(a) The U.S. and foreign copyrights, associated copyright registrations and applications for copyright registration, set forth on Schedule A attached hereto (collectively, the “**Copyrights**”);

(b) The U.S. and foreign patents and patent applications set forth on Schedule B attached hereto, including, without limitation, divisions, continuations, reissues, extensions and continuations-in-part of the same (collectively, the “**Patents**”);

(c) The U.S., state and foreign trademark and service mark registrations, trademark and service mark applications set forth on Schedule C attached hereto and all goodwill associated with the foregoing (collectively, the “**Trademarks**”);

(d) The domain names and registrations set forth on Schedule D attached hereto and all goodwill associated with the foregoing (collectively, the “**Domain Names**”);

(e) Any and all claims and causes of action for past, present or future infringement of any of the foregoing, with the right, but not the obligation, to sue for and collect damages for infringement of the foregoing;

(f) Any and all licenses or rights granted under any of the foregoing, and all license fees and royalties arising from such licenses or rights, in each case to the extent permitted by such licenses or rights;

(g) Any and all amendments, renewals, extensions, reissuances and replacements of any of the foregoing; and

(h) Any and all products and proceeds of any of the foregoing.

2. Requested Recordation. Each Grantor authorizes and requests that the Register of Copyrights and the Commissioner of Patents and Trademarks (and any state, foreign or other authority to which this IP Security Agreement is submitted) file and record this IP Security Agreement (and any corresponding or separate forms of such jurisdiction) in order to publicly reflect the interests of Agent and the Lenders in the IP Collateral.

3. Release. Unless otherwise agreed in writing by the parties, the security interests granted herein will terminate (and all rights to the IP Collateral will revert to each of the Grantors) upon satisfaction of the following conditions: (a) payment and performance in full of all the Obligations secured hereby unconditionally and (b) the termination of the Credit Agreement (except for any obligations designated thereunder as continuing on an unsecured basis). Upon any such termination, Agent (at the Grantors’ request and sole expense) will promptly execute and deliver to the Grantors (with such customary representations and warranties from a secured lender releasing its lien as Grantor may reasonably request) such documents as the Grantors may reasonably request and as are provided to Agent to evidence such termination.

4. Miscellaneous.

(a) This IP Security Agreement has been entered into in conjunction with the provisions of and the security interest granted to Agent, for the ratable benefit of the Secured Parties, under the Pledge and Security Agreement. The rights and remedies of the Grantors and Agent with respect to the security interests granted herein are in addition and without prejudice to those set forth in the Pledge and Security Agreement, all terms and provisions of which are hereby incorporated herein by reference. If any provisions of

this IP Security Agreement are deemed to conflict with the Pledge and Security Agreement, the provisions of the Pledge and Security Agreement shall govern.


(b) This IP Security Agreement may be executed in any number of counterparts with the same effect as if all the signatures on such counterparts appeared on one document. Each such counterpart will be deemed to be an original, but all counterparts together will constitute one and the same instrument. Delivery of an executed counterpart of a signature page of this IP Security Agreement by facsimile or other electronic transmission shall be effective as delivery of an original manually executed counterpart of this IP Security Agreement.

[Remainder of Page Intentionally Blank; Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has executed this IP Security Agreement as of the date first written above.

GRANTOR:

BENEFIT EXPRESS SERVICES, LLC

By: _____

Name: Richard Bakewell

Title: Chief Financial Officer

[SIGNATURE PAGE TO INTELLECTUAL PROPERTY SECURITY AGREEMENT]

TRADEMARK
REEL: 005853 FRAME: 0523

SCHEDULE A

COPYRIGHT COLLATERAL

Registered Copyrights:

Grantor	Country	Application/Registration Number and Date
Benefit Express Services, LLC	United States	BenefitsConnect4.3) TX0008203868, February 1, 2010

Pending Copyright Applications:

None.

SCHEDULE B

PATENT COLLATERAL

Registered Patents:

None.

Pending Patent Applications:

None.

SCHEDULE C

TRADEMARK COLLATERAL

Registered Trademarks:

Grantor	Names	Country	Registration Date	Registration Number
Benefit Express Services, LLC	benefitexpress – characters	USA	April 12, 2016	4936329
Benefit Express Services, LLC	benefitexpress – logo	USA	April 12, 2016	4936328
Benefit Express Services, LLC	My Benefit Express	USA	May 17, 2016	4959617
Benefit Express Services, LLC	My COBRA Express	USA	May 17, 2016	4959615
Benefit Express Services, LLC	My FSA Express	USA	May 17, 2016	4959614
Benefit Express Services, LLC	BENEFITSCONNECT	USA	May 28, 2003	3119046

Pending Trademark Applications:

Grantor	Names	Country	Registration Date	Registration Number
Benefit Express Services, LLC	My Benefit Express Mobile	USA	Pending	86/742979

SCHEDULE D

DOMAIN NAMES

Domain Name	Account Holder	Country	Expiration Date
alexianbenefits.com	Benefit Express Services, LLC	USA	8/30/2016
autobebenefits.com	Benefit Express Services, LLC	USA	9/13/2016
bayhealthbenefits.com	Benefit Express Services, LLC	USA	8/27/2017
bayhealthbenefits.org	Benefit Express Services, LLC	USA	8/27/2017
bergencountybenefits.com	Benefit Express Services, LLC	USA	9/6/2016
bnppbenefits.com	Benefit Express Services, LLC	USA	9/24/2016
cpsfsa.com	Benefit Express Services, LLC	USA	7/26/2017
ewingcolebenefits.com	Benefit Express Services, LLC	USA	6/26/2017
fpingtbenefits.com	Benefit Express Services, LLC	USA	1/31/2019
holmanbenefits.com	Benefit Express Services, LLC	USA	5/25/2017
ironmountaintransit.com	Benefit Express Services, LLC	USA	1/22/2017
kikbenefitsus.com	Benefit Express Services, LLC	USA	6/26/2016
louscrewbenefits.com	Benefit Express Services, LLC	USA	1/14/2017
loyolaexpress.com	Benefit Express Services, LLC	USA	10/13/2016
lululemonbenefits.com	Benefit Express Services, LLC	USA	6/10/2016
mnpbenefits.com	Benefit Express Services, LLC	USA	7/2/2017
mnpbenefits.org	Benefit Express Services, LLC	USA	9/12/2016
mydetroitbenefits.com	Benefit Express Services, LLC	USA	8/30/2016
mynorthshorebenefits.com	Benefit Express Services, LLC	USA	7/30/2016
myphcsbenefits.com	Benefit Express Services, LLC	USA	7/17/2016
mypotashcorpbenefits.com	Benefit Express Services, LLC	USA	8/29/2016
myshorebenefits.org	Benefit Express Services, LLC	USA	12/20/2016
mysolarbenefits.com	Benefit Express Services, LLC	USA	11/18/2016
navbenefits.com	Benefit Express Services, LLC	USA	6/10/2016
northshorefsa.com	Benefit Express Services, LLC	USA	7/14/2016

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rexnordbenefits.com	Benefit Express Services, LLC	USA	6/9/2016
rexnordwellness.com	Benefit Express Services, LLC	USA	6/13/2016
southerncoastalhif.com	Benefit Express Services, LLC	USA	12/20/2016
ssabenefits.com	Benefit Express Services, LLC	USA	8/28/2017
sscobenefits.com	Benefit Express Services, LLC	USA	3/3/2017
transwesternbenefits.net	Benefit Express Services, LLC	USA	7/14/2016
truepartnersbenefits.com	Benefit Express Services, LLC	USA	6/18/2016
uchbenefits.com	Benefit Express Services, LLC	USA	3/19/2017
wintrustfsa.com	Benefit Express Services, LLC	USA	12/2/2016
becobra.com	Benefit Express Services, LLC	USA	11/20/2016
befsaeexpress.com	Benefit Express Services, LLC	USA	3/3/2017
befsarvideo.com	Benefit Express Services, LLC	USA	1/6/2018
befsavideo.com	Benefit Express Services, LLC	USA	12/30/2016
benefitboulevard.com	Benefit Express Services, LLC	USA	5/29/2016
benefitemrollmentstore.com	Benefit Express Services, LLC	USA	2/12/2017
benefitexpressonline.com	Benefit Express Services, LLC	USA	11/18/2016
benefitexpressway.com	Benefit Express Services, LLC	USA	10/24/2016
benefithighway.com	Benefit Express Services, LLC	USA	10/24/2016
benefitsboulevard.com	Benefit Express Services, LLC	USA	5/29/2016
benefitsexpress.info	Benefit Express Services, LLC	USA	2/6/2021
bepayment.com	Benefit Express Services, LLC	USA	12/1/2016
bepayments.com	Benefit Express Services, LLC	USA	12/1/2017
campusaptsbenefits.com	Benefit Express Services, LLC	USA	1/13/2018
cohrarexpress.com	Benefit Express Services, LLC	USA	9/27/2016
democompanybenefits.com	Benefit Express Services, LLC	USA	2/21/2017
ebenefitexpress.com	Benefit Express Services, LLC	USA	12/29/2016
enrollatbe.com	Benefit Express Services, LLC	USA	10/20/2016
enrollatnb.com	Benefit Express Services, LLC	USA	10/20/2016
enrollineexpress.com	Benefit Express Services, LLC	USA	10/29/2016

emrollmeplease.com	Benefit Express Services, LLC	USA	10/29/2016
gavilonbenefits.com	Benefit Express Services, LLC	USA	8/13/2018
hrcobraexpress.com	Benefit Express Services, LLC	USA	9/27/2017
hrfsaexpress.com	Benefit Express Services, LLC	USA	6/16/2016
hrmyfsaexpress.com	Benefit Express Services, LLC	USA	6/16/2016
nbebenefits.com	Benefit Express Services, LLC	USA	3/19/2017
nbecobra.com	Benefit Express Services, LLC	USA	11/20/2016
nbeenroll.com	Benefit Express Services, LLC	USA	11/20/2016
nbeenrollment.com	Benefit Express Services, LLC	USA	11/20/2016
nbfesa.com	Benefit Express Services, LLC	USA	11/20/2016
nbeetransit.com	Benefit Express Services, LLC	USA	11/20/2016
nyanixterbenefits.com	Benefit Express Services, LLC	USA	8/4/2018
nyaverabenefits.com	Benefit Express Services, LLC	USA	1/28/2019
nybecobrainfo.com	Benefit Express Services, LLC	USA	4/16/2016
nybeemail.com	Benefit Express Services, LLC	USA	5/16/2016
nybfesa.com	Benefit Express Services, LLC	USA	3/4/2017
nybemarket.com	Benefit Express Services, LLC	USA	6/3/2018
nybenefitboulvard.com	Benefit Express Services, LLC	USA	5/29/2016
nybenefiteexpressmarket.com	Benefit Express Services, LLC	USA	6/3/2018
nybenefitrollmenstore.com	Benefit Express Services, LLC	USA	2/12/2017
nybenefitexpress.com	Benefit Express Services, LLC	USA	5/13/2020
nybenefitexpress.info	Benefit Express Services, LLC	USA	7/7/2016
nybenefitsboulvard.com	Benefit Express Services, LLC	USA	5/29/2016
nybenefitsexpress.com	Benefit Express Services, LLC	USA	9/30/2016
nybenefitshoppe.com	Benefit Express Services, LLC	USA	4/4/2017
nybenefitshopping.com	Benefit Express Services, LLC	USA	5/5/2016
nybenefitsshopping.com	Benefit Express Services, LLC	USA	4/3/2016
nybenefitsexpress.com	Benefit Express Services, LLC	USA	8/12/2016
mybepay.com	Benefit Express Services, LLC	USA	8/25/2016

mycatalystbenefits.com	Benefit Express Services, LLC	USA	1/8/2018
mychoiceexpress.com	Benefit Express Services, LLC	USA	6/3/2018
mycobracconnection.com	Benefit Express Services, LLC	USA	4/16/2016
mycobrademo.com	Benefit Express Services, LLC	USA	4/16/2016
mycobraexpress.com	Benefit Express Services, LLC	USA	1/28/2017
myenrollmentstore.com	Benefit Express Services, LLC	USA	2/12/2017
myexpressbenefit.com	Benefit Express Services, LLC	USA	6/6/2016
myfinishmasterbenefits.com	Benefit Express Services, LLC	USA	3/17/2018
myfitben.com	Benefit Express Services, LLC	USA	4/18/2016
myfsaexpress.com	Benefit Express Services, LLC	USA	1/28/2017
myhraexpress.com	Benefit Express Services, LLC	USA	9/28/2016
myhrcobraexpress.com	Benefit Express Services, LLC	USA	9/27/2016
myhnoexpress.com	Benefit Express Services, LLC	USA	9/28/2016
myhsaexpress.com	Benefit Express Services, LLC	USA	8/25/2016
mykennedybenefits.com	Benefit Express Services, LLC	USA	7/23/2018
mykonebenefits.com	Benefit Express Services, LLC	USA	7/15/2017
mymbecobra.com	Benefit Express Services, LLC	USA	4/16/2016
mymbecobrademo.com	Benefit Express Services, LLC	USA	4/16/2016
mymbecobraexpress.com	Benefit Express Services, LLC	USA	4/16/2016
mymbelogin.com	Benefit Express Services, LLC	USA	10/5/2016
myonlinecobra.com	Benefit Express Services, LLC	USA	10/1/2016
myonlineenrollment.com	Benefit Express Services, LLC	USA	9/28/2016
myretireeexpress.com	Benefit Express Services, LLC	USA	9/29/2016
mytransitexpress.com	Benefit Express Services, LLC	USA	11/20/2016
omambenefits.com	Benefit Express Services, LLC	USA	1/29/2018
onlinebenefitexpress.com	Benefit Express Services, LLC	USA	10/11/2016
onlinecobra.com	Benefit Express Services, LLC	USA	6/15/2016
retireeexpress.com	Benefit Express Services, LLC	USA	8/16/2016
thebenefitexpress.com	Benefit Express Services, LLC	USA	9/27/2016

widgetsbenefits.com	Benefit Express Services, LLC	USA	4/16/2016
bergencountrybenefits.com	Benefit Express Services, LLC	USA	8/6/2016
emdseronobenefits.com	Benefit Express Services, LLC	USA	8/14/2017
harlanbenefits.com	Benefit Express Services, LLC	USA	11/16/2016
komatsubenefits.com	Benefit Express Services, LLC	USA	4/23/2017
mistrasbenefits.com	Benefit Express Services, LLC	USA	12/21/2018
mybhbenefits.com	Benefit Express Services, LLC	USA	5/27/2017
mypacebenefits.com	Benefit Express Services, LLC	USA	2/26/2017
navigantbenefits.com	Benefit Express Services, LLC	USA	6/3/2017
ourbenefitexpress.com	Benefit Express Services, LLC	USA	5/29/2017
scitorbenefits.com	Benefit Express Services, LLC	USA	4/8/2017
swissrereitree.com	Benefit Express Services, LLC	USA	2/4/2017
vnhsbenefits.com	Benefit Express Services, LLC	USA	9/25/2016

Domain Names	Account Holder	Expr.
benefitsconnect.net	Transcend Technologies Group	3/11/2017
groupbenefitsmanager.com	Transcend Technologies Group	7/3/2017
transcendtechgroup.com	Transcend Technologies Group	3/11/2017
benefitsconnect.com	Transcend Technologies Group	11/1/2016
benefitsconnect.net	Transcend Technologies Group	10/14/2016
groupbenefitsmanager.com	Transcend Technologies Group	9/13/2017
Transcendtechgroup.com	Transcend Technologies Group	3/4/2017

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