

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM403628

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	FIRST SUPPLEMENT TO INTELLECTUAL PROPERTY SECURITY AGREEMENT

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
BENEFITFOCUS, INC.		10/28/2016	Corporation: DELAWARE
BENEFITFOCUS.COM, INC.		10/28/2016	Corporation: SOUTH CAROLINA
BENEFITSTORE, INC.		10/28/2016	Corporation: SOUTH CAROLINA

## RECEIVING PARTY DATA

<b>Name:</b>	SILICON VALLEY BANK, as Administrative Agent
<b>Street Address:</b>	3003 Tasman Drive
<b>Internal Address:</b>	HF 150
<b>City:</b>	Santa Clara
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	95054
<b>Entity Type:</b>	Corporation: CALIFORNIA

## PROPERTY NUMBERS Total: 12

Property Type	Number	Word Mark
<b>Registration Number:</b>	4649999	HR INTOUCH
<b>Registration Number:</b>	4565511	BENEFITFOCUS
<b>Registration Number:</b>	4527136	ALL YOUR BENEFITS. IN YOUR POCKET.
<b>Registration Number:</b>	4261142	HR INTOUCH MARKETPLACE
<b>Registration Number:</b>	4261146	HR INTOUCH
<b>Registration Number:</b>	4111384	SHOP ENROLL MANAGE EXCHANGE
<b>Registration Number:</b>	4102028	ALL YOUR BENEFITS. ONE PLACE.
<b>Registration Number:</b>	3826875	ICYOU
<b>Registration Number:</b>	3578457	BENEFITFOCUS
<b>Registration Number:</b>	2496059	BENEFITFOCUS
<b>Registration Number:</b>	4758876	ONE PLACE
<b>Serial Number:</b>	86923373	BENEFITFOCUS

## CORRESPONDENCE DATA

TRADEMARK

REEL: 005909 FRAME: 0659

900383000

OP \$315.00 4649999

**Fax Number:** 8004947512

***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.***

**Phone:** 202-370-4750

**Email:** ipteam@nationalcorp.com

**Correspondent Name:** Stewart Walsh

**Address Line 1:** 1025 Vermont Ave NW, Suite 1130

**Address Line 2:** National Corporate Research, LTD

**Address Line 4:** Washington, D.C. 20005

<b>ATTORNEY DOCKET NUMBER:</b>	F166282
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<b>NAME OF SUBMITTER:</b>	Andrew Nash
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<b>SIGNATURE:</b>	/Andrew Nash/
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<b>DATE SIGNED:</b>	10/28/2016
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**Total Attachments: 10**

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## **FIRST SUPPLEMENT TO INTELLECTUAL PROPERTY SECURITY AGREEMENT**

This First Supplement to Intellectual Property Security Agreement (this “*Supplement*”) is entered into as of October 28, 2016 by and between the Grantors listed on the signature page hereto (collectively, the “*Grantor*”) and **SILICON VALLEY BANK**, as administrative agent for the Lenders (in such capacity, the “*Administrative Agent*”).

### **RECITALS**

**WHEREAS**, the Grantor executed and delivered an Intellectual Property Security Agreement dated February 20, 2015 and recorded with the Patent Division of the U.S. Patent and Trademark Office on February 24, 2015 at Reel 035091 and Frame 0540 and recorded with the Trademark Division of the U.S. Patent and Trademark Office on February 24, 2015 at Reel 5465 and Frame 0326 (as amended of record from time to time hereinafter, the “*Grant*”) in favor of the Administrative Agent, pursuant to which the Grantor pledged, assigned and granted a security interest in certain Copyrights, Patents, and Trademarks (as defined therein); and

**WHEREAS**, the Grantor developed additional Copyrights, Patents, and Trademarks and Patent and Trademark Applications and desires to hereby confirm the pledge of, and the grant of a security interest in, such additional Copyrights, Patents, and Trademarks and Patent or Trademark Applications in favor of the Administrative Agent.

**NOW, THEREFORE**, in consideration of the mutual covenants herein contained and benefits to be derived herefrom, it is hereby agreed as follows:

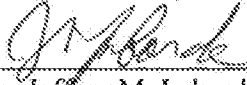
1. **Definitions.** All capitalized terms herein and not otherwise defined shall have the same meaning herein as in the Grant.
2. **Supplements to Exhibit A, Exhibit B, and Exhibit C.** Exhibit A, Exhibit B, and Exhibit C to the Grant are hereby supplemented, but not replaced, by Exhibit A-1, Exhibit B-1, and Exhibit C-1 annexed hereto.
3. **Miscellaneous:**
  - a. Except as provided herein, all terms and conditions of the Grant remain in full force and effect. The Grantor hereby ratifies, confirms and reaffirms all of the representations, warranties and covenants contained therein.
  - b. This Supplement covers the entire understanding of the parties with respect to the matters set forth herein and supersedes all prior discussions and negotiations hereon.


[signature pages follow]

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

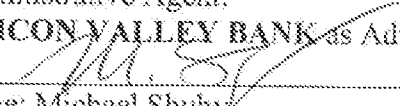
**GRANTORS:**

Address of Grantors:  
100 BenefitFocus Way  
Charleston, South Carolina 29492  
Attention: Jeffrey M. Laborde, Chief  
Financial Officer  
Facsimile No.: 843-849-6062

Grantors:  
**BENEFITFOCUS, INC.**  
By:   
Name: Jeffrey M. Laborde  
Title: Chief Financial Officer

**BENEFITFOCUS.COM, INC.**  
By:   
Name: Jeffrey M. Laborde  
Title: Chief Financial Officer

**BENEFITSTORE, INC.**  
By:   
Name: Jeffrey M. Laborde  
Title: Chief Financial Officer

Administrative Agent:  
**SILICON VALLEY BANK** as Administrative Agent  
By:   
Name: Michael Shuh  
Title: Director

**EXHIBIT A-1**

**COPYRIGHTS**

Registered Copyrights of Benefitfocus, Inc.

NONE

Pending Copyright Applications of Benefitfocus, Inc.

NONE

Registered Copyrights and Pending Copyright Applications Licensed to Benefitfocus, Inc.

NONE

Registered Copyrights of Benefitfocus.com, Inc.

<u>Jurisdiction</u>	<u>Registration No.</u>	<u>Registration Date</u>	<u>Work of Authorship</u>
United States	V9921D265	02/25/2015	Benefit focus online enrollment and data exchange service application & 1 other title.

Pending Copyright Applications of Benefitfocus.com, Inc.

NONE

Registered Copyrights and Pending Copyright Applications Licensed to Benefitfocus.com, Inc.

NONE

Registered Copyrights of BenefitStore, Inc.

NONE

Pending Copyright Applications of BenefitStore, Inc.

NONE

Registered Copyrights and Pending Copyright Applications Licensed to BenefitStore, Inc.

NONE

**EXHIBIT B-1**

**PATENTS AND PATENT APPLICATIONS**

Issued Patents of Benefitfocus, Inc.

NONE

Pending Patent Applications of Benefitfocus, Inc.

NONE

Issued Patents and Pending Patent Applications Licensed to Benefitfocus, Inc.

NONE

Issued Patents of Benefitfocus.com, Inc.

<u>Jurisdiction</u>	<u>Patent No.</u>	<u>Issue Date</u>	<u>Inventor</u>	<u>Title</u>
United States	9,430,504	08/30/2016	Michael Rosier	System and method for dynamically intercepting and adjusting persistence behaviors via runtime configuration
United States	9,454,412	09/27/2016	Michael Rosier	Systems and methods for classifying and analyzing runtime events
Australia	2009298151	10/29/2015	Theodore C. Tanner, Jr.; Matthew Aldridge; Gregory Jorstad	Systems and methods for automatic creation of agent-based systems
China	ZL201180039769.9	07/22/2015	Theodore C. Tanner, Jr.; Amit Jain	Systems and methods for secure agent information
China	ZL201280021183.4	09/21/2016	Jeremy D. Martin	Registration and execution of highly concurrent processing tasks
Hong Kong	HK1179722	01/08/2016	Theodore C. Tanner, Jr.; Amit Jain	Systems and methods for secure agent information
Japan	5690935	02/06/2015	Theodore C. Tanner, Jr.; Amit Jain	Systems and methods for secure agent information
Japan	5989097	08/19/2016	Jeremy D. Martin	Registration and execution of highly concurrent processing tasks
Taiwan	1531973	05/01/2016	Jeremy D. Martin	Registration and execution of highly concurrent processing tasks

Pending Patent Applications of Benefitfocus.com, Inc.

<u>Jurisdiction</u>	<u>Serial No.</u>	<u>Filing Date</u>	<u>Inventor</u>	<u>Title</u>
PCT	PCT/US2015/045477	08/17/2015	Michael Rosier	Systems and methods for correlating derived metrics for system activity
PCT	PCT/US2015/047882	09/01/2015	Adam Wagner	Systems and methods for a metadata driven user interface framework
PCT	PCT/US2015/048274	09/03/2015	Michael Rosier	System and method for dynamically intercepting and adjusting persistence behaviors via runtime configuration
PCT	PCT/US2015/048822	09/08/2015	Michael Rosier	Systems and methods for classifying and analyzing runtime events
Canada	2,855,191	10/22/2012	William B. Gilbert	Systems and methods for dynamic service integration
China	201280055871.2	10/22/2012	William B. Gilbert	Systems and methods for dynamic service integration
Hong Kong	See Chinese Patent No. ZL200980126895.0 above	[ ]	Theodore C. Tanner, Jr.; Matthew Aldridge; Gregory Jorstad	Systems and methods for automatic creation of agent-based systems
Hong Kong	15101068.8	02/14/2013	Jason Shaun McDonald	System and method for enabling the styling and adornment of multiple, disparate web pages through remote method calls
Japan	2015-506985	02/14/2013	Jason Shaun McDonald	System and method for enabling the styling and adornment of multiple, disparate web pages through remote method calls
Taiwan	104122891	07/15/2015	Michael Rosier	Systems and methods for correlating derived metrics for system activity
Taiwan	104129322	09/04/2015	Adam Wagner	Systems and methods for a metadata driven user interface framework



Taiwan	104128936	09/02/2015	Michael Rosier	System and method for dynamically intercepting and adjusting persistence behaviors via runtime configuration
Taiwan	104128937	09/02/2015	Michael Rosier	Systems and methods for classifying and analyzing runtime events

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NONE

Issued Patents of BenefitStore, Inc.

NONE

Pending Patent Applications of BenefitStore, Inc.

NONE

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NONE

## EXHIBIT C-1

### TRADEMARK AND TRADEMARK APPLICATIONS

#### Registered Trademarks of Benefitfocus, Inc.

NONE

#### Pending Trademark Applications of Benefitfocus, Inc.

NONE

#### Registered Trademarks and Pending Trademark Applications Licensed to Benefitfocus, Inc.

NONE

#### Registered Trademarks of Benefitfocus.com, Inc.

<u>Jurisdiction</u>	<u>Registration No.</u>	<u>Registration Date</u>	<u>Filing Date</u>	<u>Registered Owner</u>	<u>Mark</u>
United States	4649999	12/02/2014	07/22/2013	Benefitfocus.com, Inc.	HR INTOUCH
United States	4565511	07/08/2014	07/22/2013	Benefitfocus.com, Inc.	BENEFITFOCUS
United States	4527136	05/06/2014	07/19/2013	Benefitfocus.com, Inc.	ALL YOUR BENEFITS. IN YOUR POCKET.
United States	4261142	12/18/2012	04/30/2012	Benefitfocus.com, Inc.	HR INTOUCH MARKETPLACE
United States	4261146	12/18/2012	04/30/2012	Benefitfocus.com, Inc.	HR INTOUCH
United States	4111384	03/13/2012	06/30/2011	Benefitfocus.com, Inc.	SHOP ENROLL MANAGE EXCHANGE
United States	4102028	02/21/2012	06/30/2011	Benefitfocus.com, Inc.	ALL YOUR BENEFITS. ONE PLACE.
United States	3826875	08/03/2010	12/12/2008	Benefitfocus.com, Inc.	ICYOU
United States	3578457	02/24/2009	05/16/2007	Benefitfocus.com, Inc.	 BENEFITFOCUS
United States	2496059	10/09/2001	08/04/2000	Benefitfocus.com, Inc.	BENEFITFOCUS
United States	4758876	06/23/2015	07/21/2014	Benefitfocus.com, Inc.	ONE PLACE
Australia	International Reg. No. 1182012 Trademark No. 1591274	10/01/2013	10/01/2013	Benefitfocus.com, Inc.	BENEFITFOCUS
Canada	TMA911121	08/13/2015	12/19/2013	Benefitfocus.com, Inc.	BENEFITFOCUS
Canada	TMA911122	08/13/2015	12/19/2013	Benefitfocus.com, Inc.	HR INTOUCH
China	14158487	04/21/2015	03/12/2014	Benefitfocus.com, Inc.	BENEFITFOCUS
China	14158486	04/21/2015	03/12/2014	Benefitfocus.com, Inc.	BENEFITFOCUS
Ireland	International Reg. No. 1182012	10/01/2013	10/01/2013	Benefitfocus.com, Inc.	BENEFITFOCUS
Israel	International Reg. No. 1182012	10/01/2013	10/01/2013	Benefitfocus.com, Inc.	BENEFITFOCUS

Israel	International Reg. No. 1191605	12/31/2013	12/31/2013	Benefitfocus.com, Inc.	ALL YOUR BENEFITS. IN YOUR POCKET.
New Zealand	International Reg. No. 1191605	12/31/2013	12/31/2013	Benefitfocus.com, Inc.	ALL YOUR BENEFITS. IN YOUR POCKET.
South Africa	2012/28642	03/13/2015	10/23/2012	Benefitfocus.com, Inc.	HR INTOUCH
South Africa	2013/27350	09/28/2015	10/02/2013	Benefitfocus.com, Inc.	BENEFITFOCUS
South Africa	2013/27351	09/28/2015	10/02/2013	Benefitfocus.com, Inc.	HR INTOUCH
South Africa	2014/00310	07/30/2015	01/07/2014	Benefitfocus.com, Inc.	ALL YOUR BENEFITS. IN YOUR POCKET.
United Kingdom	International Reg. No. 1182012	10/01/2013	10/01/2013	Benefitfocus.com, Inc.	BENEFITFOCUS
World Intellectual Property Organization	International Reg. No. 1142954	10/22/2012	10/22/2012	Benefitfocus.com, Inc.	HR INTOUCH MARKETPLACE
World Intellectual Property Organization	International Reg. No. 1138700	10/22/2012	10/22/2012	Benefitfocus.com, Inc.	HR INTOUCH
World Intellectual Property Organization	International Reg. No. 1106495	12/30/2011	12/30/2011	Benefitfocus.com, Inc.	BENEFITFOCUS
World Intellectual Property Organization	International Reg. No. 1191605	12/31/2013	12/31/2013	Benefitfocus.com, Inc.	ALL YOUR BENEFITS. IN YOUR POCKET.
World Intellectual Property Organization	International Reg. No. 1182012	10/01/2013	10/01/2013	Benefitfocus.com, Inc.	BENEFITFOCUS
World Intellectual Property Organization	International Reg. No. 1181498	10/01/2013	10/01/2013	Benefitfocus.com, Inc.	HR INTOUCH

Pending Trademark Applications of Benefitfocus.com, Inc.

<u>Jurisdiction</u>	<u>Application No.</u>	<u>Filing Date</u>	<u>Applicant</u>	<u>Mark</u>
United States	86/923,373	02/29/2016	Benefitfocus.com, Inc.	BENEFITFOCUS
Canada	1797920	08/29/2016	Benefitfocus.com, Inc.	BENEFITFOCUS
South Africa	2012/28643	10/23/2012	Benefitfocus.com, Inc.	HR INTOUCH MARKETPLACE
South Africa	2016/24461	08/29/2016	Benefitfocus.com, Inc.	BENEFITFOCUS
South Africa	2016/24462	08/29/2016	Benefitfocus.com, Inc.	BENEFITFOCUS
World Intellectual Property Organization	A0061183	08/29/2016	Benefitfocus.com, Inc.	BENEFITFOCUS

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NONE

Registered Trademarks of BenefitStore, Inc.

NONE

Pending Trademark Applications of BenefitStore, Inc.

NONE

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NONE