

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM410347

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
DIRECTPATH, LLC	FORMERLY Enrollment Advisors LLC	12/28/2016	Limited Liability Company: DELAWARE
EA HR ACQUISITION, LLC		12/28/2016	Limited Liability Company: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	WESTERN ALLIANCE BANK		
<b>Street Address:</b>	55 Almaden Boulevard, Suite 100		
<b>City:</b>	San Jose		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	95113		
<b>Entity Type:</b>	Corporation: ARIZONA		
<b>PROPERTY NUMBERS Total: 5</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	87117601	DIRECTPATH	
<b>Serial Number:</b>	87117593	DIRECTPATH	
<b>Serial Number:</b>	86897226	DIRECTPATH	
<b>Registration Number:</b>	4483890	THE SOURCE	
<b>Registration Number:</b>	3573696	THE LAB	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	6506440520		
<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>			
<b>Phone:</b>	6506483802		
<b>Email:</b>	patty@pattycheng.com		
<b>Correspondent Name:</b>	Patty Cheng		
<b>Address Line 1:</b>	2625 MIDDLEFIELD ROAD, SUITE 215		
<b>Address Line 4:</b>	Palo Alto, CALIFORNIA 94306		
<b>ATTORNEY DOCKET NUMBER:</b>	1-1300		
<b>NAME OF SUBMITTER:</b>	Patty Cheng		
<b>SIGNATURE:</b>	/s/ Patty Cheng		

OP \$140.00 87117601

<b>DATE SIGNED:</b>	12/28/2016
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**Total Attachments: 6**

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## INTELLECTUAL PROPERTY SECURITY AGREEMENT

This INTELLECTUAL PROPERTY SECURITY AGREEMENT, dated as of December 28, 2016 (the "Agreement") is entered into by and between DirectPath, LLC, a Delaware limited liability company formerly known as Enrollment Advisors LLC ("DirectPath"), EA HR Acquisition, LLC, a Delaware limited liability company and as successor in interest to HighRoads, Inc. ("EAHR"), and WESTERN ALLIANCE BANK, an Arizona corporation ("Lender"). DirectPath and EAHR are each also referred to herein as a "Grantor", and collectively, as the "Grantors". Reference is made to the Loan and Security Agreement, dated as of December 28, 2016 (as amended from time to time, the "Loan Agreement"), between Lender and Grantors. Terms used but not defined herein have the meaning given to them in the Loan Agreement. For good and valuable consideration, receipt of which is hereby acknowledged, each Grantor hereby covenants and agrees as follows:

To secure the Obligations under the Loan Agreement, each Grantor grants to Lender a security interest in all right, title, and interest of such Grantor in any of the following, whether now existing or hereafter acquired or created in any and all of the following property (collectively, the "Intellectual Property Collateral"):

(a) copyright rights, copyright applications, copyright registrations and like protections in each work or authorship and derivative work thereof, whether published or unpublished and whether or not the same also constitutes a trade secret, now or hereafter existing, created, acquired or held (collectively, the "Copyrights"), including the Copyrights described in Exhibit A;

(b) trademark and servicemark rights, whether registered or not, applications to register and registrations of the same and like protections, and the entire goodwill of the business of Borrower connected with and symbolized by such trademarks (collectively, the "Trademarks"), including the Trademarks described in Exhibit B;

(c) patents, patent applications and like protections including without limitation improvements, divisions, continuations, renewals, reissues, extensions and continuations-in-part of the same (collectively, the "Patents"), including the Patents described in Exhibit C;

(d) mask work or similar rights available for the protection of semiconductor chips or other products (collectively, the "Mask Works");

(e) trade secrets, and any and all intellectual property rights in computer software and computer software products;

(f) design rights;

(g) claims for damages by way of past, present and future infringement of any of the rights included above, with the right, but not the obligation, to sue for and collect such damages for said use or infringement of the intellectual property rights identified above;

(h) licenses or other rights to use any of the Copyrights, Patents, Trademarks, or Mask Works, and all license fees and royalties arising from such use to the extent permitted by such license or rights;

(i) amendments, renewals and extensions of any of the Copyrights, Trademarks, Patents, or Mask Works; and

(j) proceeds and products of the foregoing, including without limitation all payments under insurance or any indemnity or warranty payable in respect of any of the foregoing.

The rights and remedies of Lender with respect to the security interests granted hereunder are in addition to those set forth in the Loan Agreement, and those which are now or hereafter available to Lender as a matter of law or equity. Each right, power and remedy of Lender provided for herein or in the Loan Agreement, or now or hereafter existing at law or in equity shall be cumulative and concurrent and shall be in addition to every right, power or remedy provided for herein, and the exercise by Lender of any one or more of such rights, powers or remedies does not preclude the simultaneous or later exercise by Lender of any other rights, powers or remedies.

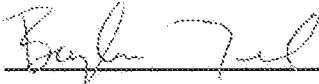
IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first written above.

**GRANTORS:**

**LENDER:**

**DIRECTPATH, LLC**

**WESTERN ALLIANCE BANK**

By: 

By: \_\_\_\_\_

Name: Bayless Ydel

Name: \_\_\_\_\_

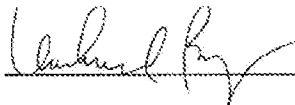
Title: President

Title: \_\_\_\_\_

**EA HR ACQUISITION, LLC**

Address for Notices:

Attn: Note Department  
55 Almaden Boulevard, Suite 100  
San Jose, California 95113  
Fax: (408) 282-1681

By: 

Name: Michael Byers

Title: Executive Chairman

Address for Notices for all Grantors:  
120 18th St. South  
Birmingham, AL 35233  
Fax: \_\_\_\_\_

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first written above.

**GRANTORS:**

**LENDER:**

**DIRECTPATH, LLC**

**WESTERN ALLIANCE BANK**

By: \_\_\_\_\_

By: *Christine Smith*

Name: \_\_\_\_\_

Name: *Christine Smith*

Title: \_\_\_\_\_

Title: *VP*

Address for Notices:

Attn: Note Department

55 Almaden Boulevard, Suite 100

San Jose, California 95113

Fax: (408) 282-1681

**EA HR ACQUISITION, LLC**

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Address for Notices for all Grantors:

120 18th St. South

Birmingham, AL 35233

Fax: \_\_\_\_\_

**TRADEMARK**

**REEL: 005952 FRAME: 0530**

EXHIBIT A  
COPYRIGHTS

Please Check if No Copyrights Exist

<u>Name of Owner</u>	<u>Type of Work:</u>	<u>Title:</u>	<u>Registration Number:</u>	<u>Filing Date:</u>

EXHIBIT B

TRADEMARKS

Please Check if No Trademarks Exist

<u>Owner</u>	<u>Description:</u>	<u>U.S. Serial Number:</u>	<u>Filing Date</u>	<u>U.S. Registration Number</u>	<u>Registration Date</u>
DirectPath	DirectPath	87117601	July 27, 2016		
DirectPath	DirectPath	87117593	July 27, 2016		
DirectPath	DirectPath	86897226	February 4, 2016		
EAHR	THE SOURCE	85888877	March 28, 2013	4483890	February 18, 2014
EAHR	THE LAB	77343218	December 4, 2007	3573696	February 10, 2009

EXHIBIT C

PATENTS

Please Check if No Patents Exist

<u>Name of Owner</u>	<u>Title:</u>	<u>Patent Number:</u>	<u>Application Number:</u>	<u>Issue / Publication Date:</u>
EAHR	Methods and systems for comparing employee insurance plans among peer groups	8,185,415	12/169,104	May 22, 2012
EAHR	Methods and systems for comparing employee insurance plans among peer groups		13/476,176	May 21, 2012
EAHR	Management platform for displaying benefit plan data to permitted entities	9,031,973	13/439,084	May 12, 2015