

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM426646

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Security Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Conduent Business Services, LLC (f/k/a Xerox Business Services, LLC)		05/04/2017	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA

Name:	JPMorgan Chase Bank, N.A., as Administrative Agent
Street Address:	4 CMC
Internal Address:	Mail code NY1-C413
City:	Brooklyn
State/Country:	NEW YORK
Postal Code:	11245-0001
Entity Type:	Association: UNITED STATES

PROPERTY NUMBERS Total: 87

Property Type	Number	Word Mark
Registration Number:	5102131	SENSE
Registration Number:	4998219	EXPERTPAY
Registration Number:	4933913	COMPLYENDAR
Registration Number:	4788898	STATIT PPR
Registration Number:	4693656	PAYTIX
Registration Number:	4749176	CITYSIGHT
Registration Number:	4583825	BUNCH CARESOLUTIONS
Registration Number:	4551593	BENEFITWALLET
Registration Number:	4551589	
Registration Number:	3938044	FH
Registration Number:	4622052	FLEXIBLE BY DESIGN
Registration Number:	4582924	MAVEN
Registration Number:	4712964	IGNITE
Registration Number:	4507333	BENEFITWALLET
Registration Number:	4427773	LEARNER COMMUNITY
Registration Number:	4398708	RXMAPS
Registration Number:	4291695	POCKETPEO

OP \$2190.00 5102131

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	4225071	MOBILITYADVANTAGE
Registration Number:	4706061	PATH
Registration Number:	4232442	FOODADVISOR
Registration Number:	4110486	BEAUTYADVISOR
Registration Number:	4192157	DRUGADVISOR
Registration Number:	4102562	LIVEKEY
Registration Number:	4124897	LIFE@WORK
Registration Number:	4302037	CIA
Registration Number:	4199641	CIA
Registration Number:	4199640	NFR
Registration Number:	4238456	MERGE
Registration Number:	4054255	SMART DATA
Registration Number:	4392686	OMNIX
Registration Number:	4077836	GO PROGRAM
Registration Number:	4084697	WAY2GO CARD
Registration Number:	3937470	CYBERFORMANCE
Registration Number:	3424723	TMS HEALTH
Registration Number:	3342133	FORMALERT
Registration Number:	3264634	DIRECTINFORM
Registration Number:	3497162	SPEED TO LEAD SOLUTION
Registration Number:	3415946	SPEED TO LEAD
Registration Number:	2904634	FIREHOUSE SOFTWARE
Registration Number:	2672364	IQREVIEW
Registration Number:	3898657	SAFTPAS
Registration Number:	3856748	ERXCHANGE
Registration Number:	3885281	SCORE STATISTICAL CLAIM OUTCOME RISK EST
Registration Number:	3882466	SCORE STATISTICAL CLAIM OUTCOME RISK EST
Registration Number:	3878120	CROSSSAFE
Registration Number:	3827947	THE BREAKAWAY GROUP HEALTHCARE IT ADOPTI
Registration Number:	3827946	THE BREAKAWAY GROUP
Registration Number:	3827945	THE BREAKAWAY GROUP
Registration Number:	3781163	EPPIC
Registration Number:	3923891	LEARNSOMETHINGABOUT
Registration Number:	3763134	IN HEALTHCARE WE TOUCH THE DECISION MAKE
Registration Number:	3657579	SHOPPERASSIST
Registration Number:	3763131	DIALOGUE THAT DELIVERS
Registration Number:	3716737	SPARK-ITS
Registration Number:	3597874	EPPICARD

Property Type	Number	Word Mark
Registration Number:	3603816	HWCONNECT
Registration Number:	3405228	DIRECTCAREPRO
Registration Number:	3369101	MISSINGMONEY.COM
Registration Number:	3369100	MISSINGMONEY.COM
Registration Number:	3456667	STATIT PIMD
Registration Number:	3477587	AGILECOURT
Registration Number:	3477586	AGILEJURY
Registration Number:	3540970	ORBCAD
Registration Number:	2912296	SMARTPA
Registration Number:	3204269	ETIMS
Registration Number:	3204268	ETIMS
Registration Number:	2923813	CBAS
Registration Number:	2688655	TCRS
Registration Number:	2738019	CARECONTROL
Registration Number:	2707685	CARESOLUTIONS
Registration Number:	2636774	STRATAWARE
Registration Number:	2544494	INSTOCK
Registration Number:	2566793	ONLINEHEALTHPLAN.COM
Registration Number:	2714024	STRATACARE
Registration Number:	2429655	GATEPASS
Registration Number:	2429654	GATEPASS
Registration Number:	2502740	MVS EXPRESS
Registration Number:	2696057	E-CHILDCARE
Registration Number:	2324070	GOVERNLINK
Registration Number:	1888302	AUDITRACK
Registration Number:	1902455	JUROR
Registration Number:	1511201	PAPERSAFE
Registration Number:	1470902	DATASURANCE
Registration Number:	1544790	DATAPLEX
Registration Number:	1504236	TRAC
Registration Number:	1482655	DATASAFE
Registration Number:	1341403	DATASURANCE

CORRESPONDENCE DATA

Fax Number: 8009144240

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: 614-280-3566

Email: james.murray@wolterskluwer.com

Correspondent Name: James Murray
Address Line 1: 4400 Easton Commons Way, Suite 125
Address Line 2: CT Corporation
Address Line 4: Columbus, OHIO 43219

NAME OF SUBMITTER: Elaine Carrera

SIGNATURE: /Elaine Carrera/

DATE SIGNED: 05/08/2017

Total Attachments: 10

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TRADEMARK SECURITY AGREEMENT dated as of May 4, 2017 (this “Agreement”), among Conduent Business Services, LLC (f/k/a Xerox Business Services, LLC), a Delaware limited liability company (the “Pledgor”), and JPMorgan Chase Bank, N.A., as Administrative Agent (the “Administrative Agent”).

Reference is made to (a) the Credit Agreement, dated as of December 7, 2016 (as amended by the First Incremental Agreement, dated as of January 3, 2017, as further amended by the Amendment No. 1, dated as of April 7, 2017, and as thereafter amended, restated, supplemented or otherwise modified from time to time, the “Credit Agreement”), among Conduent Incorporated, a New York corporation, the Pledgor, Affiliated Computer Services International B.V., a private limited company (*besloten vennootschap met beperkte aansprakelijkheid*) organized under the laws of the Netherlands, having its official seat in Amsterdam, the Netherlands and registered in the Trade Register of the Dutch Chamber of Commerce under number 34160388, Conduent Finance, Inc., a Delaware corporation, the Lenders or other financial institutions or entities from time to time party thereto and the Administrative Agent, and (b) the Security Agreement, dated as of December 7, 2016 (as amended, restated, supplemented or otherwise modified from time to time, the “Security Agreement”), among the Pledgor, the other Loan Parties from time to time party thereto and the Administrative Agent. The Lenders have agreed to extend credit to the Pledgor subject to the terms and conditions set forth in the Credit Agreement. The obligations of the Lenders to extend such credit are conditioned upon, among other things, the execution and delivery of this Agreement. The Pledgor will derive substantial benefits from the extension of credit pursuant to the Credit Agreement and is willing to execute and deliver this Agreement in order to induce the Lenders to extend such credit. Accordingly, the parties hereto agree as follows:

SECTION 1. Terms. Each capitalized term used but not otherwise defined herein shall have the meaning specified in the Credit Agreement or the Security Agreement, as applicable. The rules of construction specified in Section 1.03 of the Credit Agreement also apply to this Agreement, *mutatis mutandis*.

SECTION 2. Grant of Security Interest. As security for the payment or performance, as the case may be, in full of the Obligations, the Pledgor pursuant to the Security Agreement did, and hereby does, grant to the Administrative Agent, its successors and assigns, for the benefit of the Secured Parties, a security interest in all right, title and interest in, to and under any and all of the following assets now owned or at any time hereafter acquired by the Pledgor or in, to or under which the Pledgor now has or at any time hereafter may acquire any right, title or interest (collectively, the “Trademark Collateral”):

all trademarks (including service marks), slogans, logos, certification marks, trade dress, uniform resource locators (URL’s), domain names, corporate names, brand names, and trade names, whether registered or unregistered, owned by or assigned to the Pledgor and all registrations and applications for the foregoing (whether statutory or common law and whether established or registered in the United States or any other

country or any political subdivision thereof), together with any and all (i) rights and privileges arising under applicable Law with respect to the Pledgor's use of any of the foregoing, (ii) extensions and renewals thereof and amendments thereto, (iii) income, fees, royalties, damages and payments now and hereafter due and/or payable thereunder and with respect thereto, including damages, claims and payments for past, present or future infringements, dilutions or violations thereof, (iv) rights corresponding thereto throughout the world, (v) rights to sue for past, present and future infringements, dilutions or violations thereof, (vi) goodwill associated therewith or symbolized thereby and (vii) other assets, rights and interests that uniquely reflect or embody such goodwill.

SECTION 3. Security Agreement. The security interests granted to the Administrative Agent herein are granted in furtherance, and not in limitation of, the security interests granted to the Administrative Agent pursuant to the Security Agreement. The Pledgor hereby acknowledges and affirms that the rights and remedies of the Administrative Agent with respect to the Trademark Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein. In the event of any conflict between the terms of this Agreement and the Security Agreement, the terms of the Security Agreement shall govern.

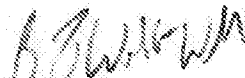
SECTION 4. Counterparts. This Agreement may be executed in counterparts (and by different parties hereto on different counterparts), each of which shall constitute an original, but all of which when taken together shall constitute a single contract. Delivery of an executed counterpart of a signature page of this Agreement by facsimile or other electronic imaging shall be effective as delivery of a manually executed counterpart of this Agreement.

[Signature Pages Follow]

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the day and year first above written.

CONDUENT BUSINESS SERVICES, LLC,

by



Name: Brian J. Webb-Walsh
Title: Executive Vice President

[Signature Page to Trademark Security Agreement]

[[NYCDRP:3653209v3:4414W: 05/01/2017-10:14 AM]]

TRADEMARK
REEL: 006052 FRAME: 0796

JPMORGAN CHASE BANK, N.A., as
Administrative Agent,

by



Name: John Kowaleczuk
Title: Executive Director

[Signature Page to Trademark Security Agreement]

TRADEMARK
REEL: 006052 FRAME: 0797

SCHEDULE I

See Attached.

United States Intellectual Property

U.S. Trademark Registrations and Applications:

	Owner	Trademark	Serial No. Filing Date	Reg. No. Reg. Date
1.	Conduent Business Services, LLC	SENSE	87024325 05/04/2016	5102131 12/13/2016
2.	Conduent Business Services, LLC	EXPERTPAY	86840886 12/07/2015	4998219 07/12/2016
3.	Conduent Business Services, LLC	COMPLYENDAR	86536863 02/17/2015	4933913 04/05/2016
4.	Conduent Business Services, LLC	STATIT PPR	86399919 09/19/2014	4788898 08/11/2015
5.	Conduent Business Services, LLC	PAYTIX	86365206 08/13/2014	4693656 02/24/2015
6.	Conduent Business Services, LLC	CITYSIGHT	86218735 03/12/2014	4749176 06/02/2015
7.	Conduent Business Services, LLC	BUNCH CARESOLUTIONS	86148149 12/19/2013	4583825 08/12/2014
8.	Conduent Business Services, LLC	BENEFITWALLET	86110673 11/05/2013	4551593 06/17/2014
9.	Conduent Business Services, LLC	DESIGN ONLY	86110635 11/05/2013	4551589 06/17/2014
10.	Conduent Business Services, LLC	FH	85107113 08/13/2010	3938044 03/29/2011
11.	Conduent Business Services, LLC	FLEXIBLE BY DESIGN	85968148 06/24/2013	4622052 10/14/2014
12.	Conduent Business Services, LLC	MAVEN	85968132 06/24/2013	4582924 08/12/2014
13.	Conduent Business Services, LLC	IGNITE	85850171 02/14/2013	4712964 03/31/2015
14.	Conduent Business Services, LLC	BENEFITWALLET	85823647 01/15/2013	4507333 04/01/2014
15.	Conduent Business Services, LLC	LEARNER COMMUNITY	85729381 09/14/2012	4427773 11/05/2013
16.	Conduent Business Services, LLC	RXMAPS	85679269 07/17/2012	4398708 09/10/2013
17.	Conduent Business Services, LLC	POCKETPEO	85656986 06/20/2012	4291695 02/19/2013
18.	Conduent Business Services, LLC	MOBILEADVANTAGE	85549276 02/22/2012	4225071 10/16/2012
19.	Conduent Business Services, LLC	PATH	85419760 09/11/2011	4706061 03/24/2015
20.	Conduent Business Services, LLC	FOODADVISOR	85405611 08/24/2011	4232442 10/30/2012
21.	Conduent Business Services, LLC	BEAUTYADVISOR	85403222 08/21/2011	4110486 03/06/2012
22.	Conduent Business Services, LLC	DRUGADVISOR	85403221 08/21/2011	4192157 08/14/2012
23.	Conduent Business Services, LLC	LIVEKEY	85402119 08/19/2011	4102562 02/21/2012
24.	Conduent Business Services, LLC	LIVE@WORK	85371004 07/14/2011	4124897 04/10/2012

	Owner	Trademark	Serial No. Filing Date	Reg. No. Reg. Date
25.	Conduent Business Services, LLC	CIA	85331644 05/26/2011	4302037 03/12/2013
26.	Conduent Business Services, LLC	CIA	85331640 05/26/2011	4199641 08/28/2012
27.	Conduent Business Services, LLC	NFR	85331635 05/26/2011	4199640 08/28/2012
28.	Conduent Business Services, LLC	MERGE	85283464 04/01/201	4238456 11/06/2012
29.	Conduent Business Services, LLC	SMART DATA	85202405 12/21/2010	4054255 11/08/2011
30.	Conduent Business Services, LLC	OMNIX	85190436 12/03/2010	4392686 08/27/2013
31.	Conduent Business Services, LLC	GO PROGRAM	85121541 09/02/2010	4077836 12/27/2011
32.	Conduent Business Services, LLC	WAY2GO CARD	85121515 09/02/2010	4084697 01/10/2012
33.	Conduent Business Services, LLC	CYBERFORMANCE	85091741 07/23/2010	3937470 03/29/2011
34.	Conduent Business Services, LLC	TMS HEALTH	78947050 08/08/2006	3424723 05/06/2008
35.	Conduent Business Services, LLC	FORMALERT	78947045 08/08/2006	3342133 11/20/2007
36.	Conduent Business Services, LLC	DIRECTINFORM	78875115 05/03/2006	3264634 07/17/2007
37.	Conduent Business Services, LLC	SPEED TO LEAD SOLUTION	78822130 02/23/2006	3497162 09/02/2008
38.	Conduent Business Services, LLC	SPEED TO LEAD	78822110 02/23/2006	3415946 04/22/2008
39.	Conduent Business Services, LLC	FIREHOUSE SOFTWARE	78142540 07/10/2002	2904634 11/23/2004
40.	Conduent Business Services, LLC	IQREVIEW	78119916 04/05/2002	2672364 01/07/2003
41.	Conduent Business Services, LLC	SAFTPAS	77861459 10/30/2009	3898657 01/04/2011
42.	Conduent Business Services, LLC	ERXCHANGE	77954068 03/09/2010	3856748 10/05/2010
43.	Conduent Business Services, LLC	SCORE STATISTICAL CLAIM OUTCOME RISK ESTIMATE	77937682 02/17/2010	3885281 12/07/2010
44.	Conduent Business Services, LLC	SCORE STATISTICAL CLAIM OUTCOME RISK ESTIMATE	77937656 02/17/2010	3882466 11/30/2010
45.	Conduent Business Services, LLC	CROSSSAFE	77934436 02/12/2010	3878120 11/16/2010
46.	Conduent Business Services, LLC	THE BREAKAWAY GROUP HEALTHCARE IT ADOPTION. FAST	77902111 12/29/2009	3827947 08/03/2010
47.	Conduent Business Services, LLC	THE BREAKAWAY GROUP	77902108 12/29/2009	3827946 08/03/2010
48.	Conduent Business Services, LLC	THE BREAKAWAY GROUP	77902103 12/29/2009	3827945 08/03/2010
49.	Conduent Business Services, LLC	EPPIC	77845784 10/09/2009	3781163 04/27/2010
50.	Conduent Business Services, LLC	LEARNSOMETHINGABOUT	77834548 09/24/209	3923891 02/22/2011

	Owner	Trademark	Serial No. Filing Date	Reg. No. Reg. Date
51.	Conduent Business Services, LLC	IN HEALTHCARE WE TOUCH THE DECISION MAKERS	77802015 08/11/2009	3763134 03/23/2010
52.	Conduent Business Services, LLC	SHOPERASSIST	77648958 01/14/2009	3657579 07/21/2009
53.	Conduent Business Services, LLC	DIALOGUE THAT DELIVERS	77801975 08/11/2009	3763131 03/23/2010
54.	Conduent Business Services, LLC	SPARK-ITS	77636196 12/18/2008	3716737 11/24/2009
55.	Conduent Business Services, LLC	EPPICARD	77534624 07/30/2008	3597874 03/31/2009
56.	Conduent Business Services, LLC	HWCONNECT	77362789 01/02/2008	3603816 04/07/2009
57.	Conduent Business Services, LLC	DIRECTCAREPRO	77278563 09/13/2007	3405228 04/01/2008
58.	Conduent Business Services, LLC	MISSINGMONEY.COM	77217221 06/27/2007	3369101 01/15/2008
59.	Conduent Business Services, LLC	MISSINGMONEY.COM	77217175 06/27/2007	3369100 01/15/2008
60.	Conduent Business Services, LLC	STATIT PIMD	77180195 05/14/2007	3456667 07/01/2008
61.	Conduent Business Services, LLC	AGILECOURT	77161386 04/20/2007	3477587 07/29/2008
62.	Conduent Business Services, LLC	AGILEJURY	77161384 04/20/2007	3477586 07/29/2008
63.	Conduent Business Services, LLC	ORBCAD	77149835 04/05/2007	3540970 12/02/2008
64.	Conduent Business Services, LLC	SMARTPA	76535426 07/25/2003	2912296 12/21/2004
65.	Conduent Business Services, LLC	DTIMS	76503120 03/31/2003	3204269 01/30/2007
66.	Conduent Business Services, LLC	ETIMS	76502327 03/31/2003	3204268 01/30/2007
67.	Conduent Business Services, LLC	CBAS	76461292 10/24/2002	2923813 02/01/2005
68.	Conduent Business Services, LLC	TCRS	76416441 06/03/2002	2688655 02/18/2003
69.	Conduent Business Services, LLC	CARECONTROL	76242463 04/11/2001	2738019 07/15/2003
70.	Conduent Business Services, LLC	CARESOLUTIONS	76209865 02/13/2001	2707685 04/15/2003
71.	Conduent Business Services, LLC	STRATAWARE	76176226 12/04/2000	2636774 10/15/2002
72.	Conduent Business Services, LLC	INSTOCK	76157235 11/01/2000	2544494 03/05/2002
73.	Conduent Business Services, LLC	ONLINEHEALTHPLAN.COM	76094573 07/19/2000	2566793 05/07/2002
74.	Conduent Business Services, LLC	STRATACARE	76075615 06/22/2000	2714024 05/06/2003
75.	Conduent Business Services, LLC	GATEPASS	75863911 12/03/1999	2429655 02/20/2001
76.	Conduent Business Services, LLC	GATEPASS	75863910 12/03/1999	2429654 02/20/2001

	Owner	Trademark	Serial No. Filing Date	Reg. No. Reg. Date
77.	Conduent Business Services, LLC	MVS EXPRESS	75767990 08/04/1999	2502740 10/30/2001
78.	Conduent Business Services, LLC	E-CHILDCARE	75693828 04/28/1999	2696057 03/11/2003
79.	Conduent Business Services, LLC	GOVERNLINK	75643846 02/18/1999	2324070 02/29/2000
80.	Conduent Business Services, LLC	AUDITRACK	74501743 03/18/1994	1888302 04/11/1995
81.	Conduent Business Services, LLC	JUROR	74459355 11/17/1993	1902455 07/04/1995
82.	Conduent Business Services, LLC	PAPERSAFE	73623979 10/03/1986	1511201 11/01/1988
83.	Conduent Business Services, LLC	DATASURANCE	73623931 10/03/1986	1470902 12/29/1987
84.	Conduent Business Services, LLC	DATAPLEX	73623929 10/03/1986	1544790 06/20/1989
85.	Conduent Business Services, LLC	TRAC	73623928 10/03/1986	1504236 09/13/1988
86.	Conduent Business Services, LLC	DATASAFE	73623927 10/03/1986	1482655 03/29/1988
87.	Conduent Business Services, LLC	DATASURANCE	73459537 01/03/1984	1341403 06/11/1985