

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM442194

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
WORKPLACEDYNAMICS LLC		09/06/2017	Limited Liability Company: DELAWARE
BANCROFT WOODS, LLC		09/06/2017	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA

Name:	WESTERN ALLIANCE BANK
Street Address:	55 Almaden Boulevard, Suite 100
City:	San Jose
State/Country:	CALIFORNIA
Postal Code:	95113
Entity Type:	Corporation: ARIZONA

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Registration Number:	5179932	TOP WORK PLACES
Serial Number:	87060999	SUPERPULSE
Serial Number:	87003337	LOOP
Registration Number:	4811746	CATALYTIC COACHING
Registration Number:	4825778	ENERGAGE
Registration Number:	4816870	ENERGAGE ENERGIZE. EMPOWER. ENGAGE.
Registration Number:	4489397	ORGHEALTH
Registration Number:	4499043	ORGHEALTH
Registration Number:	4054224	WORKPLACEDYNAMICS

CORRESPONDENCE DATA

Fax Number: 6506440520

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: 6506483802

Email: patty@pattycheng.com

Correspondent Name: Patty Cheng

Address Line 1: 2625 MIDDLEFIELD ROAD, SUITE 215

OP \$240.00 5179932

Address Line 4: Palo Alto, CALIFORNIA 94306

NAME OF SUBMITTER: Patty Cheng

SIGNATURE: /s/ Patty Cheng

DATE SIGNED: 09/06/2017

Total Attachments: 6

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INTELLECTUAL PROPERTY SECURITY AGREEMENT

This INTELLECTUAL PROPERTY SECURITY AGREEMENT, dated as of September 6, 2017 (the "Agreement") among WORKPLACEDYNAMICS LLC, a Delaware limited liability company ("WPD"), BANCROFT WOODS, LLC, a Delaware limited liability company ("Bancroft", and together with WPD each a "Grantor" and, collectively "Grantors") and WESTERN ALLIANCE BANK, an Arizona corporation ("Lender") is made with reference to the Loan and Security Agreement, dated as of September 6, 2017 (as amended from time to time, the "Loan Agreement"), among Lender, WPD and Bancroft. Terms defined in the Loan Agreement have the same meaning when used in this 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 of 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 attached hereto;

(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 Grantors connected with and symbolized by such trademarks (collectively, the "Trademarks"), including the Trademarks described in Exhibit B attached hereto;

(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 attached hereto;

(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:

WORKPLACEDYNAMICS LLC

By: *Joseph J. Clabby*
Name: *Douglas S. Clabby*
Title: *CEO*

LENDER:

WESTERN ALLIANCE BANK

By: _____
Name: _____
Title: _____

BANCROFT WOODS, LLC

By: *Joseph J. Clabby*
Name: *Douglas S. Clabby*
Title: *CEO*

Address for Notices:

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

Address for Notices:

397 Eagleview Blvd., Suite 200
Exton, Pennsylvania 19341
Attn: Dan Kessler — President

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

GRANTORS:

WORKPLACEDYNAMICS LLC

By: _____

Name: _____

Title: _____

BANCROFT WOODS, LLC

By: _____

Name: _____

Title: _____

Address for Notices:

397 Eagleview Blvd., Suite 200
Exton, Pennsylvania 19341
Attn: Dan Kessler – President

LENDER:

WESTERN ALLIANCE BANK

By:  _____

Name: Dan Kessler

Title: Vice President

Address for Notices:

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

EXHIBIT A

COPYRIGHTS

Please Check if No Copyrights Exist

<u>Registered Owner</u>	<u>Type of Work:</u>	<u>Title:</u>	<u>Registration Number:</u>	<u>Filing Date:</u>
WPD	Text	WorkplaceDynamics 2006 Survey Questions	TXu002018313	2016-05-17
WPD	Text	WorkplaceDynamics 2007 Survey Questions	TXu002018356	2016-05-17
WPD	Text	WorkplaceDynamics 2008 Survey Questions	TXu002018317	2016-05-17
WPD	Text	WorkplaceDynamics 2009 Survey Questions	TXu002018319	2016-05-17
WPD	Text	WorkplaceDynamics 2010 Survey Questions	TXu002018316	2016-05-17
WPD	Text	WorkplaceDynamics 2011 Survey Questions	TXu002018310	2016-05-17
WPD	Text	WorkplaceDynamics 2012 Survey Questions	TXu002018357	2016-05-17
WPD	Text	WorkplaceDynamics 2013 Survey Questions	TXu002018304	2016-05-17
WPD	Text	WorkplaceDynamics 2014 Survey Questions	TXu002018302	2016-05-17
WPD	Text	WorkplaceDynamics 2015 Survey Questions	TXu002018296	2016-05-17

EXHIBIT B

TRADEMARKS

Please Check if No Trademarks Exist

<u>Owner</u>	<u>Mark / Title:</u>	<u>U.S. Serial Number:</u>	<u>U.S. Registration Number:</u>	<u>Filing/Registration Date:</u>
WPD	TOP WORK PLACES	87108793	5179932	April 11, 2017
WPD	SUPERPULSE	87060999	N/A	June 6, 2016
WPD	LOOP	87003337	N/A	April 16, 2016
WPD	CATALYTIC COACHING	86508581	4811746	September 15, 2015
WPD	ENERGAGE	86507857	4825778	October 6, 2015
WPD	ENERGAGE ENERGIZE. EMPOWER. ENGAGE.	86505595	4816870	September 22, 2015
WPD	ORGHEALTH	85776560	4489397	February 25, 2014
WPD	ORGHEALTH	85764909	4499043	March 18, 2014
WPD	WORKPLACEDYNAMICS	85008509	4054224	November 8, 2011

EXHIBIT C

PATENTS

Please Check if No Patents Exist

<u>Owner</u>	<u>Title:</u>	<u>Patent Number:</u>	<u>Application Serial Number:</u>	<u>Issued or Published?</u>	<u>Filed/Issue Date:</u>
WPD	CONFIDENTIALITY PROTECTION FOR SURVEY RESPONDENTS	N/A	14/931985	Published	Nov. 4, 2015
WPD	MANAGER-EMPLOYEE COMMUNICATION	N/A	14/931999	Published	Nov. 4, 2015
WPD	INTERACTIVE MEETING AGENDA	N/A	14/932017	Published	Nov. 4, 2015
WPD	UNSTRUCTURED RESPONSE EXTRACTION	N/A	15/223203	Published	Jul. 29, 2016
WPD	DISPLAY SCREEN OR PORTION THEREOF WITH RATING SCALE GRAPHICAL USER INTERFACE	D784400	29/508245	Issued	Nov. 4, 2014 Apr. 18, 2017
WPD	DISPLAY SCREEN OR PORTION THEREOF WITH RATING SCALE GRAPHICAL USER INTERFACE	D784401	29/508250	Issued	Nov. 4, 2014 Apr. 18, 2017