

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM457167

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
WILSON HUMAN CAPITAL GROUP, INC.		01/05/2018	Corporation: DELAWARE
WILSON WORLDWIDE LLC		01/05/2018	Limited Liability Company: FLORIDA

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: 11

Property Type	Number	Word Mark
Registration Number:	5085816	WILSONHCG
Registration Number:	3915599	HEAD2HEAD
Registration Number:	4894942	WILSONHCG RESEARCH INSTITUTE
Registration Number:	4547201	RPO: REDEFINED
Registration Number:	4349158	EVER CHANGING. NEVER STILL.
Registration Number:	4229952	ALL SOURCING IS STRATEGIC.
Registration Number:	4236794	PUTTING RECRUITMENT BACK IN RPO.
Registration Number:	4236743	RPOPTIMIZED
Registration Number:	4022458	BETTER PEOPLE, BETTER BUSINESS
Serial Number:	87609651	TALENT ECOSYSTEM
Serial Number:	87609696	EMPOWER ECOMETRICS

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

TRADEMARK

Correspondent Name: Patty Cheng
Address Line 1: 2625 MIDDLEFIELD ROAD, SUITE 215
Address Line 4: Palo Alto, CALIFORNIA 94306

NAME OF SUBMITTER: Patty Cheng

SIGNATURE: /s/ Patty Cheng

DATE SIGNED: 01/05/2018

Total Attachments: 6

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INTELLECTUAL PROPERTY SECURITY AGREEMENT

This INTELLECTUAL PROPERTY SECURITY AGREEMENT, dated as of January 5, 2018 (the "Agreement") is entered into by and between WILSON HUMAN CAPITAL GROUP, INC., a Delaware corporation ("Wilson HCG"), WILSON WORLDWIDE LLC, a Florida limited liability company ("Wilson Worldwide"), and WESTERN ALLIANCE BANK, an Arizona corporation ("Lender"). Wilson HCG and Wilson Worldwide 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 January 5, 2018 (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:

(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, service mark, trade name, trade dress and product name 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 (including provisional patent applications) and like protections including without limitation improvements, divisionals, continuations, reissues 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:

WILSON HUMAN CAPITAL GROUP, INC.

WESTERN ALLIANCE BANK

By: 

By: _____

Name: John Wilson

Name: _____

Title: CEO

Title: _____

WILSON WORLDWIDE LLC

Address for Notices:

By: 

Attn: Note Department

Name: John Wilson

55 Almaden Boulevard, Suite 100

San Jose, California 95113

Fax: (408) 282-1681

Title: CEO

Address for Notices for all Grantors:

400 N. Ashley Drive Suite 3000

Tampa, FL 33602

Attn: Andy Zahn, CFO

TRADEMARK

REEL: 006244 FRAME: 0811

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

GRANTORS:

LENDER:

WILSON HUMAN CAPITAL GROUP, INC.

WESTERN ALLIANCE BANK

By: _____

By: Chris Knapp

Name: _____

Name: Chris Knapp

Title: _____

Title: AVP

WILSON WORLDWIDE LLC

Address for Notices:

By: _____

Attn: Note Department

Name: _____

55 Almaden Boulevard, Suite 100

Title: _____

San Jose, California 95113

Fax:(408) 282-1681

Address for Notices for all Grantors:

400 N. Ashley Drive Suite 3000

Tampa, FL 33602

Attn: Andy Zahn, CFO

TRADEMARK

REEL: 006244 FRAME: 0812

EXHIBIT A
COPYRIGHTS

Please Check if No Copyrights Exist

EXHIBIT B

TRADEMARKS

Please Check if No Trademarks Exist

<u>Owner</u>	<u>Description:</u>	<u>U.S. Serial Number:</u>	<u>U.S. Registration Number</u>	<u>Registration or Application Date</u>
Wilson HCG	WILSONHCG	86958640	5085816	November 22, 2016
Wilson HCG	HEAD2HEAD	77809295	3915599	February 8, 2011
Wilson HCG	WILSONHCG RESEARCH INSTITUTE	86645531	4894942	February 2, 2016
Wilson HCG	RPO: REDEFINED	86085974	4547201	June 10, 2014
Wilson HCG	SALES TALENT OPTIMIZED	85752714		November 12, 2012*
Wilson HCG	EVER CHANGING. NEVER STILL.	85682933	4349158	June 11, 2013
Wilson HCG	WYND EVER CHANGING. NEVER STILL.	85682896		July 20, 2012*
Wilson HCG	ALL SOURCING IS STRATEGIC.	85573258	4229952	October 23, 2012
Wilson HCG	PUTTING RECRUITMENT BACK IN RPO.	85558890	4236794	November 6, 2012
Wilson HCG	RPOPTIMIZED	85553160	4236743	November 6, 2012
Wilson HCG	BETTER PEOPLE, BETTER BUSINESS	85235332	4022458	September 6, 2011
Wilson HCG	TALENT ECOSYSTEM	87609651		September 15, 2017
Wilson HCG	EMPOWER ECOMETRICS	87609696		September 15, 2017
Wilson HCG	AWESOME ANALYTICS	87221491		November 31, 2016*

* Indicates dead, abandoned or cancelled trademark

EXHIBIT C

PATENTS

Please Check if No Patents Exist
