

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM682492

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
RAPTOR ACQUISITION HOLDINGS, LLC		10/20/2021	Limited Liability Company: DELAWARE
RAPTOR ACQUISITION, LLC		10/20/2021	Limited Liability Company: DELAWARE
ZEROCHAOS PARENT, LLC		10/20/2021	Limited Liability Company: DELAWARE
ZEROCHAOS HOLDINGS, LLC		10/20/2021	Limited Liability Company: DELAWARE
APC WORKFORCE SOLUTIONS III, LLC		10/20/2021	Limited Liability Company: FLORIDA
ENGAGE TALENT, LLC		10/20/2021	Limited Liability Company: SOUTH CAROLINA
QUICK ACQUISITION, LLC		10/20/2021	Limited Liability Company: TEXAS
APC WORKFORCE SOLUTIONS, LLC		10/20/2021	Limited Liability Company: FLORIDA
APC WORKFORCE SOLUTIONS II, LLC		10/20/2021	Limited Liability Company: FLORIDA
ZEROCHAOS, LLC		10/20/2021	Limited Liability Company: FLORIDA
JOB MARKET MAKER, LLC		10/20/2021	Limited Liability Company: SOUTH CAROLINA

## RECEIVING PARTY DATA

<b>Name:</b>	U.S. BANK NATIONAL ASSOCIATION
<b>Street Address:</b>	60 Livingston Avenue
<b>City:</b>	St. Paul
<b>State/Country:</b>	MINNESOTA
<b>Postal Code:</b>	55107
<b>Entity Type:</b>	National Banking Association: UNITED STATES

## PROPERTY NUMBERS Total: 17

Property Type	Number	Word Mark
<b>Registration Number:</b>	2986769	E-CONTRACTOR
<b>Registration Number:</b>	2272373	EWORK

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	2724624	EWORK EXCHANGE
Registration Number:	2643935	EWORK SERVICES
Registration Number:	2455103	ZEROCHAOS.COM
Registration Number:	2497682	ZEROCHAOS.COM
Registration Number:	3956551	ZEROCHAOS
Registration Number:	2475703	ZEROCHAOS
Registration Number:	4071202	ZEROCHAOS
Registration Number:	6064979	WORKFORCE LOGIQ
Registration Number:	6064975	WORKFORCE LOGIQ
Registration Number:	6017139	TOTAL TALENT INTELLIGENCE
Registration Number:	5475546	ENGAGE ME!
Registration Number:	5349635	TIMING IS EVERYTHING
Registration Number:	4654414	RECRUITING REDEFINED
Registration Number:	4779083	JOB MARKET MAKER
Registration Number:	6115692	ENGAGE

**CORRESPONDENCE DATA**

**Fax Number:** 2125305219

*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:** 2125305243

**Email:** dcip@milbank.com, ehyla@milbank.com

**Correspondent Name:** Eric Hyla, Esq.

**Address Line 1:** 55 Hudson Yards

**Address Line 2:** Milbank, LLP

**Address Line 4:** New York, NEW YORK 10001-2163

**ATTORNEY DOCKET NUMBER:** 30045.00373

**NAME OF SUBMITTER:** Eric Hyla

**SIGNATURE:** /Eric Hyla/

**DATE SIGNED:** 10/20/2021

**Total Attachments: 11**

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[EXECUTION VERSION]

**INTELLECTUAL PROPERTY SECURITY AGREEMENT**

INTELLECTUAL PROPERTY SECURITY AGREEMENT dated as of October 20, 2021 (this “Agreement”), among (a)(i) RAPTOR ACQUISITION HOLDINGS, LLC, a Delaware limited liability company (“Raptor Holdings”), (ii) RAPTOR ACQUISITION, LLC, a Delaware limited liability company (“Raptor”), (iii) ZEROCHAOS PARENT, LLC, a Delaware limited liability company (“ZeroChaos Parent”), (iv) JMM PARTNERS DE, INC., a Delaware limited liability company (“JMM”), (v) ZEROCHAOS HOLDINGS, LLC, a Delaware limited liability company (“ZeroChaos Holdings”), (vi) APC WORKFORCE SOLUTIONS III, LLC, a Florida limited liability company (“APC III”), (vii) ENGAGE TALENT, LLC, a South Carolina limited liability company (“Engage”), (viii) QUICK ACQUISITION, LLC, a Texas limited liability company (“Quick”), (ix) APC WORKFORCE SOLUTIONS, LLC, a Florida limited liability company (“APC”), (x) APC WORKFORCE SOLUTIONS II, LLC, a Florida limited liability company (“APC II”), (xi) ZEROCHAOS, LLC, a Florida limited liability company (“ZeroChaos”), (xii) JOB MARKET MAKER, LLC., a South Carolina limited liability company (“Job Market”), and collectively, with Raptor Holdings, Raptor, ZeroChaos Parent, JMM, ZeroChaos Holdings, APC III, Engage, Quick, APC, APC II, and ZeroChaos], the “Grantors” and each, a “Grantor”) and (b) U.S. Bank National Association, in its capacity as collateral agent for the purchasers party to the Indenture referred to below (in such capacity, the “Collateral Agent”).

WHEREAS, reference is made to (a) the Indenture dated as of September 1, 2021, (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “Indenture”), by and among Select Parent, Inc., a Delaware corporation (“Holdings”), Select Acquisition Holdings, Inc., a Delaware corporation (the “Issuer”), the holders from time to time party thereto and the Collateral Agent, (b) a Note Purchase Agreement dated as of September 1, 2021 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “Note Purchase Agreement”) and (c) the Second Lien Pledge and Security Agreement dated as of September 1, 2021 (the “Security Agreement”), by and among the Issuer, the Subsidiary Parties from time to time party thereto and the Collateral Agent;

WHEREAS, GS Initial Purchasers have agreed to purchase Notes from the Issuer subject to the terms and conditions set forth in the Indenture and the Note Purchase Agreement; and

WHEREAS, each Grantor is willing to execute and deliver this Agreement as consideration for such Notes previously purchased.

NOW, THEREFORE, for good and valuable consideration, the sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

SECTION 1. Terms. Capitalized terms used in this Agreement and not otherwise defined herein have the meanings specified in the Indenture, or if not defined in the Indenture, then as defined in the Note Purchase Agreement, or if not defined in the Note Purchase Agreement, then as defined in the Security Agreement.

SECTION 2. Grant of Security Interest. As security for the payment or performance, as the case may be, in full of the Second Lien Notes Obligations, each Grantor hereby grants to the Collateral Agent, its successors and assigns, for the benefit of the Second Lien Notes Secured Parties, a security interest (the “Security Interest”) in all of such Grantor’s right, title and interest in, to and under any trademarks, patents, copyrights and exclusive copyright licenses now owned or at any time hereafter acquired by such Grantor, including those listed on Schedule I hereto (the “Collateral”).

SECTION 3. Security Agreement. The Security Interest granted to the Collateral Agent herein is granted in furtherance, and not in limitation, of the security interests granted to the Collateral Agent pursuant to the Security Agreement. Each Grantor hereby acknowledges and affirms that the rights and remedies of the Collateral Agent with respect to the 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 signature page to this Agreement by facsimile or other electronic transmission shall be effective as delivery of a manually signed counterpart of this Agreement.

SECTION 5. CHOICE OF LAW. THIS SECURITY AGREEMENT AND ANY CLAIM, CONTROVERSY OR DISPUTE ARISING UNDER OR RELATED TO THIS AGREEMENT, WHETHER IN TORT, CONTRACT (AT LAW OR IN EQUITY) OR OTHERWISE, SHALL BE GOVERNED BY, AND CONSTRUED AND INTERPRETED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK.

SECTION 6. INTERCREDITOR AGREEMENT GOVERNS. NOTWITHSTANDING ANYTHING HEREIN TO THE CONTRARY, THE LIENS AND SECURITY INTERESTS GRANTED TO THE AGENT FOR THE BENEFIT OF THE SECOND LIEN NOTES SECURED PARTIES PURSUANT TO THIS AGREEMENT AND THE EXERCISE OF ANY RIGHT OR REMEDY BY THE AGENT WITH RESPECT TO ANY COLLATERAL HEREUNDER ARE SUBJECT TO THE PROVISIONS OF ANY ACCEPTABLE INTERCREDITOR AGREEMENT. IN THE EVENT OF ANY CONFLICT BETWEEN THE PROVISIONS OF ANY ACCEPTABLE INTERCREDITOR AGREEMENT AND THIS AGREEMENT, THE PROVISIONS OF ANY ACCEPTABLE INTERCREDITOR AGREEMENT SHALL GOVERN AND CONTROL.

*[Remainder of Page Intentionally Left Blank]*

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

**GRANTORS:**

**RAPTOR ACQUISITION HOLDINGS, LLC**

DocuSigned by:  
*Teresa Golio*  
By: \_\_\_\_\_  
AAED8C9A0DAB48C...  
Name: Teresa Golio  
Title: Senior Vice President, Finance

**RAPTOR ACQUISITION, LLC.**

DocuSigned by:  
*Teresa Golio*  
By: \_\_\_\_\_  
AAED8C9A0DAB48C...  
Name: Teresa Golio  
Title: Senior Vice President, Finance

**ZEROCHAOS PARENT, LLC.**

DocuSigned by:  
*Teresa Golio*  
By: \_\_\_\_\_  
AAED8C9A0DAB48C...  
Name: Teresa Golio  
Title: Senior Vice President, Finance

**JMM PARTNER DE, INC.**

DocuSigned by:  
*Teresa Golio*  
By: \_\_\_\_\_  
AAED8C9A0DAB48C...  
Name: Teresa Golio  
Title: Senior Vice President, Finance

**ZEROCHAOS HOLDINGS, LLC.**

DocuSigned by:  
*Teresa Golio*  
By: \_\_\_\_\_  
AAED8C9A0DAB48C...  
Name: Teresa Golio  
Title: Senior Vice President, Finance

**APC WORKFORCE SOLUTIONS III, LLC.**

DocuSigned by:  
By: Teresa Golio  
Name: AAED8C9A0DAB48C... Teresa Golio  
Title: Senior Vice President, Finance

**ENGAGE TALENT, LLC.**

DocuSigned by:  
By: Teresa Golio  
Name: AAED8C9A0DAB48C... Teresa Golio  
Title: Senior Vice President, Finance

**QUICK ACQUISITION, LLC.**

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Name: AAED8C9A0DAB48C... Teresa Golio  
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**APC WORKFORCE SOLUTIONS, LLC.**

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Name: AAED8C9A0DAB48C... Teresa Golio  
Title: Senior Vice President, Finance

**APC WORKFORCE SOLUTIONS II, LLC.**

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By: Teresa Golio  
Name: AAED8C9A0DAB48C... Teresa Golio  
Title: Senior Vice President, Finance

**ZEROCHAOS, LLC.**

DocuSigned by:  
*Teresa Golio*  
By: \_\_\_\_\_  
Name: Teresa Golio  
Title: Senior Vice President, Finance

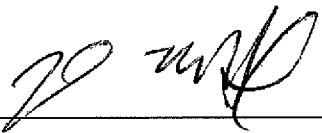
**JOB MARKET MAKER, LLC.**

DocuSigned by:  
*Teresa Golio*  
By: \_\_\_\_\_  
Name: Teresa Golio  
Title: Senior Vice President, Finance



**AGENT:**

**U.S. BANK NATIONAL ASSOCIATION**

By:   
Name: Joshua A. Hahn  
Title: Vice President

Signature Page to 2L Intellectual Property Security Agreement

**TRADEMARK**  
**REEL: 007465 FRAME: 0366**

**SCHEDULE I**List of Trademarks**Trademark Registrations and Applications**

<b>NO.</b>	<b>MARK</b>	<b>COUNTRY</b>	<b>STATUS</b>	<b>REG./APP. NO.</b>	<b>REG./APP. DATE</b>	<b>OWNER</b>
1.	E-CONTRACTOR	USA	Registered	2986769	08/23/2005	APC Workforce Solutions, LLC
2.	ework	USA	Registered	2272373	08/24/1999	APC Workforce Solutions, LLC
3.	ework EXCHANGE	USA	Registered	2724624	06/10/2003	APC Workforce Solutions, LLC
4.	ework SERVICES	USA	Registered	2643935	10/29/2002	APC Workforce Solutions, LLC
5.	ZEROCHAOS.COM(& Design)	USA	Registered	2455103	05/29/2001	APC Workforce Solutions, LLC
6.	ZEROCHAOS.COM	USA	Registered	2497682	10/16/2001	APC Workforce Solutions, LLC
7.	ZEROCHAOS (&Circle of People Design)	USA	Registered	3956551	05/10/2011	APC Workforce Solutions, LLC
8.	ZEROCHAOS	USA	Registered	2475703	08/07/2001	APC Workforce Solutions, LLC
9.	ZEROCHAOS (&Circle of People Design)	USA	Registered	4071202	12/13/2011	APC Workforce Solutions, LLC
10.	WORKFORCE LOGIQ	USA	Registered	6064979	5/26/2020	APC Workforce Solutions, LLC
11.	WORKFORCE LOGIQ	USA	Registered	6064975	5/26/2020	APC Workforce Solutions, LLC
12.	TOTAL TALENT INTELLIGENCE	USA	Registered	6017139	3/24/2020	JOB MARKET MAKER, LLC
13.	ENGAGE ME!	USA	Registered	5475546	5/22/2018	JOB MARKET MAKER, LLC
14.	TIMING IS EVERYTHING	USA	Registered	5349635	12/5/2017	JOB MARKET MAKER, LLC

NO.	MARK	COUNTRY	STATUS	REG./APP. NO.	REG./APP. DATE	OWNER
15.	RECRUITING REDEFINED	USA	Registered	4654414	12/9/2014	JOB MARKET MAKER, LLC
16.	JOB MARKET MAKER	USA	Registered	4779083	7/21/2015	JOB MARKET MAKER, LLC
17.	ENGAGE	USA	Registered	6115692	8/4/2020	JOB MARKET MAKER, LLC
18.	PAYLOGIQ	Canada	Formalized (Pending)	2108001	5/19/2021	LOKI MANAGEMENT SYSTEMS INC.
19.	TIMELOGIQ	Canada	Formalized (Pending)	2108003	5/19/2021	LOKI MANAGEMENT SYSTEMS INC.
20.	HCMS	Canada	Registered	TMA568872	10/16/2002	LOKI MANAGEMENT SYSTEMS INC.
21.	THE RIGHT PEOPLE. IN THE RIGHT PLACE. AT THE RIGHT TIME.	Canada	Registered	TMA565827	8/15/2002	LOKI MANAGEMENT SYSTEMS INC.
22.	STAFFRIGHT	Canada	Registered	TMA461335	8/16/1996	LOKI MANAGEMENT SYSTEMS INC.

List of Patents**Issued Patents**

<u>NO.</u>	<u>APPLICANT</u>	<u>TITLE</u>	<u>STATUS</u>	<u>PATENT APP. NO.</u>	<u>ISSUANCE / PUBLICATION / APP. DATE</u>
1.	APC Workforce Solutions, LLC	Methods, Apparatuses and Computer Program Products for Managing Requisitions Via User Interfaces	Published	20200065732	2/27/2020
2.	APC Workforce Solutions, LLC	Methods, Apparatuses and Computer Program Products for Managing Types of Requisitions That Drive Hiring <sup>1</sup> Workflows Via User Interfaces	Published	20200081920	3/12/2020
3.	APC Workforce Solutions, LLC	Systems, Methods, and Apparatuses for Workforce Resource Analysis and Workforce Management	Published	20200160249	5/21/2020
4.	APC Workforce Solutions, LLC	Methods, Apparatuses and Computer Program Products for Cost / Rate Comparison Relating to Hiring Workflows	Published	20200193385	6/18/2020
5.	Job Market Maker, LLC	Machine Learning Systems for Predictive Targeting and Engagement	Published	20200065772	2/27/2020
6.	Job Market Maker, LLC	Machine Learning Systems and Methods for Predictive Engagement	Published	20210103876	4/8/2021
7.	[●]	Location Recommendation Engine <sup>2</sup>	Provisional	63/035365	5/5/2020

<sup>1</sup> NTD: confirm this isn't a typo.

<sup>2</sup> IP Searches indicated this patent expired on June 5, 2021. Please confirm if a utility patent application was filed before the expiration date.

<u>NO.</u>	<u>APPLICANT</u>	<u>TITLE</u>	<u>STATUS</u>	<u>PATENT APP. NO.</u>	<u>ISSUANCE / PUBLICATION / APP. DATE</u>
8.	[•]	Remote Role Recommendation Engine <sup>3</sup>	Provisional	63/035372	5/5/2020
9.	[•]	Collaboration Index <sup>4</sup>	Provisional	63/035379	5/5/2020
10.	[•]	Rate Optimization Machine Learning Systems and Processes	Provisional	63/179839	4/26/2021
11.	[•]	Supplier Optimization Machine Learning Systems and Processes	Provisional	63/195264	6/1/2021

<sup>3</sup> IP Searches indicated this patent expired on June 5, 2021. Please confirm if a utility patent application was filed before the expiration date.

<sup>4</sup> IP Searches indicated this patent expired on June 5, 2021. Please confirm if a utility patent application was filed before the expiration date.

[EXECUTION VERSION]

List of Copyrights**Copyright Registrations and Applications**

NO.	TITLE	COUNTRY	REG. NO./REG. DATE	OWNER
1.	ZC Web	USA	TXu 1-938-680 1/13/2015	ZEROCHAOS, LLC