

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM708846

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| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARK RIGHTS | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| FP CREDIT PARTNERS AIV, L.P. | | 02/15/2022 | Limited Partnership: CAYMAN ISLANDS |
| FP CREDIT PARTNERS PHOENIX AIV, L.P. | | 02/15/2022 | Limited Partnership: CAYMAN ISLANDS |
| RECEIVING PARTY DATA | | | |
| Name: | YOURPEOPLE, INC. DBA ZENEFITS | | |
| Street Address: | 50 BEALE STREET | | |
| City: | SAN FRANCISCO | | |
| State/Country: | CALIFORNIA | | |
| Postal Code: | 94105 | | |
| Entity Type: | Corporation: DELAWARE | | |
| PROPERTY NUMBERS Total: 2 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 5008181 | CLUBZEN | |
| Registration Number: | 5623790 | | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 2124552502 | | |
| <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> | | | |
| Phone: | 2124553605 | | |
| Email: | ksolomon@stblaw.com | | |
| Correspondent Name: | GENEVIEVE DORMENT, ESQ. | | |
| Address Line 1: | SIMPSON THACHER & BARTLETT LLP | | |
| Address Line 2: | 425 LEXINGTON AVENUE | | |
| Address Line 4: | NEW YORK, NEW YORK 10017 | | |
| ATTORNEY DOCKET NUMBER: | 004774/0001 | | |
| NAME OF SUBMITTER: | GENEVIEVE DORMENT | | |
| SIGNATURE: | /GD/ | | |
| DATE SIGNED: | 02/16/2022 | | |

CH \$65.00 5008181

Total Attachments: 4

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**TERMINATION AND RELEASE OF
SECURITY INTEREST IN TRADEMARK RIGHTS**

TERMINATION AND RELEASE (“Termination and Release”), dated as of February 15, 2022, from FP CREDIT PARTNERS AIV, L.P. and FP CREDIT PARTNERS PHOENIX AIV, L.P., as Lenders (the “Lenders”) to YOURPEOPLE, INC. DBA ZENEFITS, a Delaware corporation (the “Borrower”).

WITNESSETH:

WHEREAS, pursuant to the Guarantee and Collateral Agreement, dated as of February 1, 2021, as supplemented by the Reaffirmation Agreement, dated as of March 15, 2021, by and among the Loan Parties and the Lenders from time to time party thereto (and as further amended, restated, supplemented or otherwise modified from time to time, the “Guarantee and Collateral Agreement”), the Loan Parties granted a security interest (the “Security Interest”) to the Lenders in certain collateral, including Trademarks;

WHEREAS, pursuant to the Trademark Security Agreement, dated as of February 1, 2021 (the “Original Trademark Security Agreement”), as amended and restated by that certain Amended and Restated Trademark Security Agreement, dated as of March 15, 2021, in favor of the Lenders, Borrower, by reference to the Guarantee and Collateral Agreement, reaffirmed its intent to grant the Security Interest to the Lenders specifically in the Trademark Collateral (as that term is defined therein);

WHEREAS, the Original Trademark Security Agreement was recorded in the Trademark Division of the United States Patent and Trademark Office on February 3, 2021 at Reel 7179 and Frame 0522;

WHEREAS, the Lenders now desire to terminate and release the entirety of its Security Interest in the Trademark Collateral.

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, and upon the terms set forth in this Termination and Release, the Lenders hereby states as follows:

1. Definitions. Capitalized terms used in this Termination and Release and not otherwise defined herein have the meanings specified in the Original Trademark Security Agreement.

2. Release of Security Interest. The Lenders hereby terminate, release and discharge, and solely with regards to the matters addressed in this Termination and Release of Security Interest, without recourse, representation or warranty, their Security Interest in the Trademark Collateral, including the registrations and registration applications therefor in the United States Patent and Trademark Office listed on Schedule I, and any right, title or interest of the Lenders in the Trademark Collateral shall hereby cease and become void.

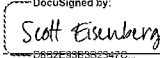
3. Recordation. The Lenders authorizes and requests that the Commissioner of Patents and Trademarks and any other applicable government officer record this Release of Security Interest.

4. Further Assurances. The Lenders hereby agree to duly execute, acknowledge, procure and deliver any further documents and to do such other acts as may be reasonably necessary to effect the release of the Security Interest contemplated hereby.

IN WITNESS WHEREOF, the undersigned has executed this Termination and Release by its duly authorized officer as of the date first above written.

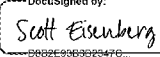
FP CREDIT PARTNERS AIV, L.P.

By: FP Credit Partners GP, L.P., its General Partner
By: FP Credit Partners GP Management, LLC, its General Partner


By:  _____
Name: Scott Eisenberg
Title: Authorized Signatory

FP CREDIT PARTNERS PHOENIX AIV, L.P.

By: FP Credit Partners GP, L.P., its General Partner
By: FP Credit Partners GP Management, LLC, its General Partner

By:  _____
Name: Scott Eisenberg
Title: Authorized Signatory

Schedule I

| Name of Registered Owner | Mark | App/Reg No. Filing Date/Reg Date |
|---|---|--|
| YourPeople, Inc.; DBA Zenefits FTW Insurance Services | CLUBZEN | App. No. 86/900,226 Reg. No. 5,008,181 Filed 02/08/2016 Registered 07/26/2016 |
| YourPeople, Inc.; DBA Zenefits FTW Insurance Services | Zenefits Logo Design  | App. No. 87/616,111 Reg. No. 5,623,790 Filed 09/20/2017 Registered 12/04/2018 |