

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM708849

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
FP CREDIT PARTNERS, L.P.		02/15/2022	Limited Partnership: CAYMAN ISLANDS
FP CREDIT PARTNERS PHOENIX, 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		

CH \$65.00 5008181

NAME OF SUBMITTER:	GENEVIEVE DORMENT
SIGNATURE:	/GD/
DATE SIGNED:	02/16/2022
Total Attachments: 5 source=TM Release - YOURPEOPLE INC DBA ZENEFITS - R7179F0522 (AR FP SAGR) (Execution 2.15.22)(44992771.5) (002)#page1.tif source=TM Release - YOURPEOPLE INC DBA ZENEFITS - R7179F0522 (AR FP SAGR) (Execution 2.15.22)(44992771.5) (002)#page2.tif source=TM Release - YOURPEOPLE INC DBA ZENEFITS - R7179F0522 (AR FP SAGR) (Execution 2.15.22)(44992771.5) (002)#page3.tif source=TM Release - YOURPEOPLE INC DBA ZENEFITS - R7179F0522 (AR FP SAGR) (Execution 2.15.22)(44992771.5) (002)#page4.tif source=TM Release - YOURPEOPLE INC DBA ZENEFITS - R7179F0522 (AR FP SAGR) (Execution 2.15.22)(44992771.5) (002)#page5.tif	

**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., FP CREDIT PARTNERS PHOENIX AIV, L.P., FP CREDIT PARTNERS, L.P., and FP CREDIT PARTNERS PHOENIX, 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 that certain Trademark Security Agreement (the “Original Trademark Security Agreement”), dated February 1, 2021, (as amended and restated by that certain Amended and Restated Trademark Security Agreement, dated as of March 15, 2021, and as further amended, restated, supplemented or otherwise modified from time to time, the “Trademark Security Agreement”), among the Lenders and Borrower, 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 in the Trademark Security Agreement);

WHEREAS, pursuant the Trademark Security Agreement, by reference to the Original Trademark Security Agreement, further reaffirmed its intent to grant the Security Interest to the Lenders specifically in the Trademark Collateral;

WHEREAS, the Trademark Security Agreement was recorded in the Trademark Division of the United States Patent and Trademark Office on March 16, 2021 at Reel 7228 and Frame 0099;

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 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 hereto, and any right, title or interest of the Lenders in the Trademark Collateral shall hereby cease and become void.

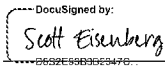
3. Recordation. The Lenders authorizes and requests that the Commissioner of Patents and Trademarks and any other applicable government officer record this Release of Security Interest.

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.

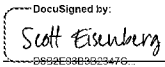
FP CREDIT PARTNERS AIV, L.P.

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

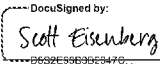
FP CREDIT PARTNERS PHOENIX AIV, L.P.

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

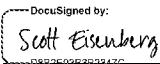
FP CREDIT PARTNERS, L.P.

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, 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