

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM758941

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Workstream Inc.		09/21/2022	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	CIBC Bank USA		
Street Address:	120 South LaSalle Street		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60603		
Entity Type:	national banking association: UNITED STATES		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	6673471	BIOTEC	
Registration Number:	5370619	H	
Registration Number:	5370618	HAMILTON CASEWORK SOLUTIONS	
CORRESPONDENCE DATA			
Fax Number:	3128637867		
<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:	3128637267		
Email:	jaclyn.di.grande@goldbergkohn.com		
Correspondent Name:	Jaclyn Di Grande - Paralegal		
Address Line 1:	Goldberg Kohn Ltd.		
Address Line 2:	55 E Monroe St., Ste 3300		
Address Line 4:	Chicago, ILLINOIS 60603		
ATTORNEY DOCKET NUMBER:	6613.010		
NAME OF SUBMITTER:	Jaclyn Di Grande		
SIGNATURE:	/jaclyn di grande/		
DATE SIGNED:	10/03/2022		
Total Attachments: 4			
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**FIRST AMENDMENT TO
TRADEMARK SECURITY AGREEMENT**

THIS FIRST AMENDMENT ("Amendment") to that certain Trademark Security Agreement dated as of January 6, 2010 (the "Trademark Security Agreement") made by WORKSTREAM INC., a Delaware corporation ("**Borrower**") in favor of CIBC BANK USA (successor-in-interest to THE PRIVATEBANK AND TRUST COMPANY ("**Lender**")) is dated as of September 21, 2022.

RECITALS

WHEREAS, pursuant to that certain Loan and Security Agreement dated as of January 6, 2010 by and between Borrower and Lender (as the same has been and may be further amended, restated, supplemented and/or modified from time to time, the "**Loan Agreement**") and other related loan documents (collectively, with the Loan Agreement, and as each may be amended or otherwise modified from time to time, the "**Financing Agreements**"), which Financing Agreements provide (i) for Lender to, from time to time, extend credit to or for the account of Borrower and (ii) for the grant by Borrower to Lender of a security interest in certain of Borrower's assets, including, without limitation, its trademarks and trademark applications;

WHEREAS, since the date of Borrower's execution of the Trademark Security Agreement, Borrower has acquired additional Trademarks (the "New Trademark"); and

WHEREAS, the parties agree to amend the Trademark Security Agreement to confirm the inclusion of such New Trademarks;

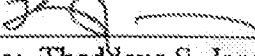
NOW, THEREFORE, for good and valuable consideration, the receipt and legal sufficiency of which are hereby acknowledged, the parties hereto hereby agree to amend the Trademark Security Agreement as follows:

SECTION 1. Schedules. Schedule A to the Trademark Security Agreement shall be deemed to refer to Schedule A as supplemented by the addition of the New Trademarks scheduled on Schedule A attached hereto.

SECTION 2. Effect of Amendment. Except as expressly amended by this Amendment, the terms of the Trademark Security Agreement shall remain in full force and effect as executed.

IN WITNESS WHEREOF, Borrower and Lender have each caused this Amendment to be duly executed and delivered by an officer thereunto duly authorized as of the date first above written.

WORKSTREAM, INC., as Borrower

By: 
Name: Thaddeus S. Jaroszewicz
Title: Chief Executive Officer

ACCEPTED AND ACKNOWLEDGED BY:

CIBC BANK USA, as Lender

By: 

Name: Douglas E. Colletti

Title: Managing Director

SCHEDULE A

New Trademark Registrations

TRADEMARK	SERIAL NUMBER	STATUS	REG. NUMBER	REG. DATE
BIOTEC	90278486	Registered	6673471	03/15/22
H	86855465	Registered	5370619	01/02/18
HAMILTON CASEWORK SOLUTIONS	86855460	Registered	5370618	01/02/18