

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2003

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
TriNet Employer Group, Inc.		12/31/2003	CORPORATION: CALIFORNIA

**RECEIVING PARTY DATA**

Name:	TriNet Acquisition Corporation
Street Address:	1100 San Leandro Blvd
Internal Address:	Suite 300
City:	San Leandro
State/Country:	CALIFORNIA
Postal Code:	94577
Entity Type:	CORPORATION: CALIFORNIA

**PROPERTY NUMBERS Total: 9**

Property Type	Number	Word Mark
Registration Number:	2537295	TRINET
Registration Number:	2652393	TRINET
Registration Number:	2028090	TRINET EMPLOYER GROUP
Registration Number:	2400506	TRINET VCO
Registration Number:	2400505	TRINET VCO
Registration Number:	2398301	TRINET VCO
Registration Number:	2220381	VENTURE TALENT
Registration Number:	2224029	VENTURE TALENT
Registration Number:	2224028	VENTURE TALENT

**CORRESPONDENCE DATA**

Fax Number: (415)693-2222

CH \$240.00 2537295

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 4156932000  
Email: trademarks@cooley.com  
Correspondent Name: John W. Crittenden  
Address Line 1: 101 California Street  
Address Line 2: 5th Floor  
Address Line 4: San Francisco, CALIFORNIA 94111-5800

ATTORNEY DOCKET NUMBER:	208616-201
NAME OF SUBMITTER:	Chris Rhem
Signature:	/Chris Rhem/
Date:	10/24/2005

Total Attachments: 5  
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# State of California



## SECRETARY OF STATE

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 5 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

**IN WITNESS WHEREOF**, I execute this certificate and affix the Great Seal of the State of California this day of

JAN 27 2004



*Kevin Shelley*  
Secretary of State

A0606863

**ENDORSED - FILED**  
in the office of the Secretary of State  
of the State of California

DEC 31 2003

**KEVIN SHELLEY**  
Secretary of State

**AGREEMENT  
OF  
MERGER**

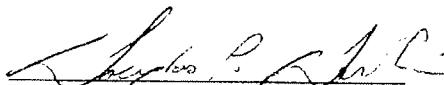
This Agreement of Merger is dated as of December 31, 2003, and is entered into between TRINET ACQUISITION CORPORATION, a California corporation (herein "Surviving Corporation") and TRINET EMPLOYER GROUP, INC., a California corporation (herein "Merging Corporation").

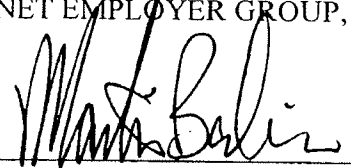
1. Merging Corporation shall be merged into Surviving Corporation.
2. The outstanding shares of Merging Corporation shall be canceled without consideration.
3. The outstanding shares of Surviving Corporation shall remain outstanding and are not affected by the merger.
4. The merger is intended to be a tax-free reorganization under applicable tax law.
5. Merging Corporation shall from time to time, as and when requested by Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.
5. The effect of the merger and effective date of the merger are as prescribed by law.


IN WITNESS WHEREOF the parties have executed this Agreement.

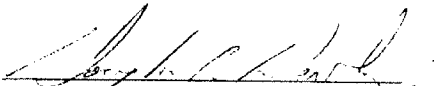
TRINET ACQUISITION CORPORATION

TRINET EMPLOYER GROUP, INC.

By:   
Douglas Devlin, President

By:   
Martin Babinec, President

By:   
Gregory Hammond, Secretary

By:   
Douglas Devlin, Secretary

C2433344 & C1628576

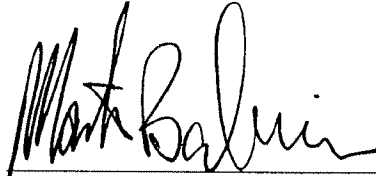
**CERTIFICATE OF APPROVAL  
OF  
AGREEMENT OF MERGER**

Martin Babinec and Douglas Devlin certify that:

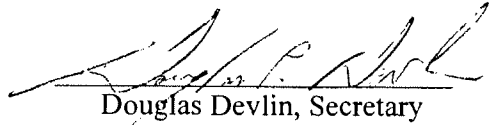
1. They are the president and secretary, respectively, of TRINET EMPLOYER GROUP, INC., a California corporation.
2. The Agreement of Merger in the form attached was duly approved by the board of directors of the corporation.
3. The principal terms of the Agreement of Merger were approved by the shareholders of the corporation.
4. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
5. There is only one class of shares and the number of shares outstanding is 1,000.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: December 29, 2003



Martin Babinec, President



Douglas Devlin, Secretary

C1628576

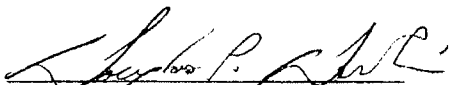
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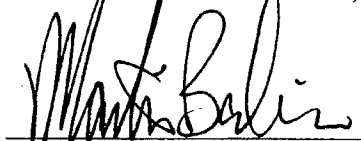
IN WITNESS WHEREOF the parties have executed this Agreement.

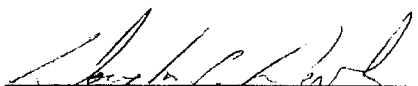
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Douglas Devlin, President

By:   
Gregory Hammond, Secretary

TRINET EMPLOYER GROUP, INC.

By:   
Martin Babinec, President

By:   
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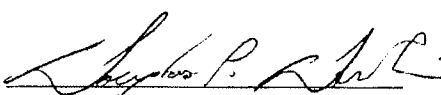
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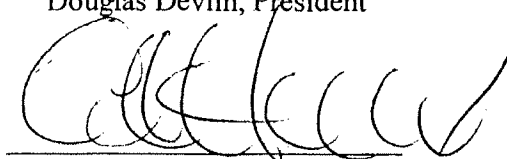
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