

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM407851

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
OUTSOURCING LEADERSHIP CORP.		12/01/2016	Corporation: TEXAS
RECEIVING PARTY DATA			
Name:	Bank of America, N.A.		
Street Address:	185 Asylum Street		
Internal Address:	Mail Code: CT2-500-35-10		
City:	Hartford		
State/Country:	CONNECTICUT		
Postal Code:	06103		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	77006251	PROBENCHMARK	
CORRESPONDENCE DATA			
Fax Number:	6173417729		
<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:	6173417729		
Email:	katarzyna.gaysunas@morganlewis.com		
Correspondent Name:	Katarzyna Gaysunas		
Address Line 1:	1 Federal Street		
Address Line 2:	c/o Morgan, Lewis & Bockius LLP		
Address Line 4:	Boston, MASSACHUSETTS 02110		
NAME OF SUBMITTER:	Katarzyna Gaysunas		
SIGNATURE:	/Katarzyna Gaysunas/		
DATE SIGNED:	12/05/2016		
Total Attachments: 4			
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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Amended And Restated Security and Pledge Agreement dated as of December 1, 2016 (as amended, modified, extended, restated, renewed, replaced, or supplemented from time to time, the "Agreement") and among the Grantors party thereto (each an "Grantor" and collectively, the "Grantors") and Bank of America, N.A., as administrative agent (the "Administrative Agent") for the Secured Parties referenced therein, the undersigned Grantor has granted a continuing security interest in and continuing lien upon the trademarks and trademark applications shown on Schedule 1 attached hereto to the Administrative Agent for the ratable benefit of the Secured Parties.

The undersigned Grantor and the Administrative Agent, on behalf of the Secured Parties, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (a) may only be terminated in accordance with the terms of the Agreement and (b) is not to be construed as an assignment of any trademark or trademark application.

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Very truly yours,

OUTSOURCING LEADERSHIP CORP.

By: 

Name: David Berger

Title: Chief Financial Officer

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: 
Name: _____
Title: **Denise Jones**
Assistant Vice President

Schedule 1 to Notice of Grant of Security Interest in Trademarks

Owner	Mark	Serial No.	Reg. No.	Filing Date	Reg. Date
Outsourcing Leadership Corp.	PROBENCH MARK	77006251	3267359	09/25/2006	07/24/2007