

PATENT ASSIGNMENT COVER SHEET

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EPAS ID: PAT6072671

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	PATENT SECURITY AGREEMENT
CONVEYING PARTY DATA	
Name	Execution Date
SABA SOFTWARE, INC.	04/22/2020
RECEIVING PARTY DATA	
Name:	MORGAN STANLEY SENIOR FUNDING, INC., AS COLLATERAL AGENT
Street Address:	1300 THAMES STREET, 4TH FLOOR, THAMES STREET WHARF
City:	BALTIMORE
State/Country:	MARYLAND
Postal Code:	21231
PROPERTY NUMBERS Total: 14	
Property Type	Number
Patent Number:	6643652
Patent Number:	6721747
Patent Number:	6850893
Patent Number:	7072934
Patent Number:	7089583
Patent Number:	8684748
Patent Number:	8756225
Patent Number:	8793489
Patent Number:	8812958
Patent Number:	8972869
Patent Number:	9256695
Patent Number:	9531794
Patent Number:	9817912
Patent Number:	10332044
CORRESPONDENCE DATA	
Fax Number:	(213)891-8763
<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>	
Email:	rhonda.deleon@lw.com
Correspondent Name:	LATHAM & WATKINS LLP

Address Line 1:	355 SOUTH GRAND AVENUE
Address Line 4:	LOS ANGELES, CALIFORNIA 90071-1560

ATTORNEY DOCKET NUMBER:	036608-0148
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NAME OF SUBMITTER:	RHONDA DELEON
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SIGNATURE:	/Rhonda DeLeon/
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DATE SIGNED:	04/22/2020
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Total Attachments: 5

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PATENT SECURITY AGREEMENT dated as of April 22, 2020 (this “Agreement”), among CORNERSTONE ONDEMAND, INC., SABA SOFTWARE, INC. (each, a “Grantor”) and MORGAN STANLEY SENIOR FUNDING, INC., as collateral agent for the Secured Parties (in such capacity and together with successors in such capacity, the “Collateral Agent”).

Reference is made to (a) the Credit Agreement, dated as of April 22, 2020 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “Credit Agreement”), among CORNERSTONE ONDEMAND, INC., a Delaware corporation (“Borrower”), the Lenders party thereto, the Issuing Banks party thereto and Morgan Stanley Senior Funding, Inc., as Administrative Agent and Collateral Agent, and (b) the Collateral Agreement dated as of April 22, 2020 (as amended, amended and restated, supplemented or otherwise modified from time to time, the “Collateral Agreement”), among the Borrower, the other grantors from time to time party thereto and the Collateral Agent. The Lenders and the Issuing Banks have agreed to extend credit to the Borrower subject to the terms and conditions set forth in the Credit Agreement. Each Grantor is an Affiliate of the Borrower, will derive substantial benefits from the extension of credit to the Borrower pursuant to the Credit Agreement and is willing to execute and deliver this Agreement in order to induce the Lenders to make additional Loans and the Issuing Banks to issue additional Letters of Credit and as consideration for Loans previously made and Letters of Credit previously issued. Accordingly, the parties hereto agree as follows:

SECTION 1. Terms. Capitalized terms used in this Agreement and not otherwise defined herein have the meanings specified in the Collateral Agreement or the Credit Agreement, as applicable. The rules of construction specified in Section 1.01(b) of the Collateral Agreement also apply to this Agreement.

SECTION 2. Grant of Security Interest. As security for the payment or performance, as the case may be, in full of all Secured Obligations, each Grantor hereby grants to the Collateral Agent, its successors and assigns, for the benefit of the Secured Parties, a security interest (the “Security Interest”) in all of such Grantor’s right, title and interest in, to and under the Patents, including the registrations and applications thereof listed on Schedule I (the “Patent Collateral”).

SECTION 3. Collateral Agreement. The Security Interest granted to the Collateral Agent herein is granted in furtherance, and not in limitation, of the security interests granted to the Collateral Agent pursuant to the Collateral Agreement. Each Grantor hereby acknowledges and affirms that the rights and remedies of the Collateral Agent with respect to the Patent Collateral are more fully set forth in the Collateral Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein. In the event of any conflict between the terms of this Agreement and the Collateral Agreement, the terms of the Collateral Agreement shall govern.


SECTION 4. Counterparts. This Agreement may be executed in counterparts (and by different parties hereto on different counterparts), each of which shall constitute an original but all of which when taken together shall constitute a single contract. Delivery of an executed signature page to this Agreement by facsimile or other electronic transmission shall be effective as delivery of a manually signed counterpart of this Agreement.

SECTION 5. GOVERNING LAW. THIS AGREEMENT SHALL BE CONSTRUED IN ACCORDANCE WITH AND GOVERNED BY THE LAW OF THE STATE OF NEW YORK.

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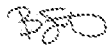
IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the day and year first above written.

CORNERSTONE ONDEMAND, INC.,
as a Grantor

By: 

Name: Brian Swartz
Title: Chief Financial Officer

SABA SOFTWARE, INC.,
as a Grantor

By: 

Name: Brian Swartz
Title: Treasurer

**MORGAN STANLEY SENIOR FUNDING,
INC.,**
as Collateral Agent

By:

A handwritten signature in black ink, appearing to read 'Brian Sanderson', written over a horizontal line.

Name: Brian Sanderson

Title: Authorized Signatory

Schedule I

I. Patents

Title	Registration Number	Owner
Method and Apparatus for Managing Data Exchange Among Systems in a Network	6643652	Saba Software, Inc.
Method and Apparatus for an Information Server	6721747	Saba Software, Inc.
Method and Apparatus for an Improved Security System Mechanism in a Business Applications Management Systems Platform	6850893	Saba Software, Inc.
Method and Apparatus for a Business Applications Server Management System Platform	7072934	Saba Software, Inc.
Method and Apparatus for a Business Applications Server	7089583	Saba Software, Inc.
System and Method for Playing Web-Based Training Content on a Client Computer System	8684748	Saba Software, Inc.
Method and System for Interfacing with a Back End Server Application Through a Messaging Environment	8756225	Saba Software, Inc.
Method and System for Controlling Data Access to Organizational Data Maintained in Hierarchical	8793489	Saba Software, Inc.
Methods and Apparatus for Analyzing a Social Network	8812958	Saba Software, Inc.
Method and System for Managing a Virtual Meeting	8972869	Saba Software, Inc.
Method and System for Sharing Content	9256695	Saba Software, Inc.
System and Method for Playing Web-Based Training Content on a Client Computer System	9531794	Saba Software, Inc.
Method and System for Managing a Virtual Meeting	9817912	Saba Software, Inc.
Method and System for Automatically Prescribing Performance Goals to Users in a Human Resources Environment	10332044	Saba Software, Inc.
Method and apparatus for a corporate education system	6587668	Cornerstone OnDemand, Inc.

II. Patent Applications

Title	Application Number	Owner
Graphical User Interfaces To Manage Company Employee Networks	15966311	Cornerstone OnDemand, Inc.