

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Memorandum and Notice of Security Interest		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Purchasing Power, LLC		07/02/2009	LIMITED LIABILITY COMPANY: GEORGIA
RECEIVING PARTY DATA			
Name:	Bank of America, N.A.		
Street Address:	55 South Lake Avenue, Suite 900		
City:	Pasadena		
State/Country:	CALIFORNIA		
Postal Code:	91101		
Entity Type:	National Association: UNITED STATES		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Serial Number:	76028720	PURCHASINGPOWER	
Serial Number:	76028669	WORKERPERKS	
Serial Number:	76016080	GIVINGPOWER	
Registration Number:	2532942	PAYROLLPURCHASING	
Registration Number:	2964959	ECP2	
Registration Number:	3478873	PURCHASING POWER	
CORRESPONDENCE DATA			
Fax Number:	(949)720-0182		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	949-224-6282		
Email:	trademark@buchalter.com		
Correspondent Name:	Sandra P. Thompson		
Address Line 1:	18400 Von Karman Ave., Ste. 800		
Address Line 4:	Irvine, CALIFORNIA 92612-0514		

CH \$165.00 76028720

ATTORNEY DOCKET NUMBER:	B0660-0083
NAME OF SUBMITTER:	Sandra P. Thompson
Signature:	/Sandra P. Thompson/
Date:	07/02/2009
Total Attachments: 6 source=PurchasingPowerAgmt#page1.tif source=PurchasingPowerAgmt#page2.tif source=PurchasingPowerAgmt#page3.tif source=PurchasingPowerAgmt#page4.tif source=PurchasingPowerAgmt#page5.tif source=PurchasingPowerAgmt#page6.tif	

**MEMORANDUM AND NOTICE OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY**

PURCHASING POWER, LLC, a Georgia limited liability company, whose address is 695 Pylant Street, Atlanta, GA 30306 ("Debtor") hereby acknowledges that it has granted to BANK OF AMERICA, N.A., as Administrative Agent, whose address is 55 South Lake Avenue, Suite 900, Pasadena, California 91101 ("Secured Party"), for the ratable benefit of the financial institutions from time to time party to the Agreement (as defined below), as lenders, a security interest in and to all of Debtor's right, title and interest in and to: (a) the trademarks and trademark registrations and applications therefor which are identified on Exhibit A attached hereto and herein incorporated by this reference owned by Debtor (the "Trademarks"), together with the goodwill and assets of the business, as set forth in the Agreement; (b) the patents and patent applications which are identified on Exhibit B attached hereto and herein incorporated by this reference owned by Debtor (the "Patents"); and (c) the copyright registrations which are identified on Exhibit C attached hereto and herein incorporated by this reference owned by Debtor (the "Copyrights"), and all actions for infringement concerning the foregoing.

The terms and conditions of the aforementioned security interest are contained in that certain Loan and Security Agreement dated as of July 2, 2009 (the "Agreement"), by and between, among others, Debtor and Secured Party, as security for the Obligations as set forth in the Agreement and other agreements referred to therein. Nothing contained in this Memorandum and Notice of Security Interest in Intellectual Property shall be construed as a present or absolute assignment of any of the collateral nor as limiting any interest which Secured Party may have in any other collateral described in the Agreement or otherwise.

[Signature page to follow.]

IN WITNESS WHEREOF, the undersigned has duly executed this document as of the 7 day of July, 2009.

PURCHASING POWER, LLC,
a Georgia limited liability company

By: [Signature]
Name: Paula Lathan
Title: CEO / Managing Director

EXHIBIT A
TRADEMARKS

OWNER	TRADEMARK	SERIAL NO./ REG. NO.	FILE DATE/ REG. DATE	STATUS
Purchasing Power, LLC	PURCHASINGPOWER	76-028,720	04/18/2000	Abandoned
Purchasing Power, LLC	WORKERPERKS	76-028,669	04/18/2000	Abandoned
Purchasing Power, LLC	GIVINGPOWER	76-016,080	04/03/2000	Abandoned
Purchasing Power, LLC	PAYROLLPURCHASING	2,532,942	01/22/2002	Cancelled
Purchasing Power, LLC	ECP2	2,964,959	07/05/2005	Registered
Purchasing Power, LLC	PURCHASING POWER	3,478,873	08/05/2008	Registered

Exhibit A

BN 3703188v2

TRADEMARK
REEL: 004016 FRAME: 0507

EXHIBIT B
PATENTS

None.

Exhibit B

BN 3703188v2

TRADEMARK
REEL: 004016 FRAME: 0508

EXHIBIT C
COPYRIGHTS

None.

Exhibit C

BN 3703188v2