

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
TriNet Group, Inc.		08/20/2013	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	JPMORGAN CHASE BANK, N.A.		
Street Address:	10 S. DEARBORN, 7TH FLOOR		
City:	CHICAGO		
State/Country:	ILLINOIS		
Postal Code:	60603		
Entity Type:	NATIONAL ASSOCIATION: UNITED STATES		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Serial Number:	86048466	EXPENSECLOUD	
Serial Number:	86048469	EXPENSECLOUD	
Serial Number:	86048472	EXPENSECLOUD	
CORRESPONDENCE DATA			
Fax Number:	8668265420		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	301-638-0511		
Email:	ipresearchplus@comcast.net		
Correspondent Name:	IP Research Plus, Inc.		
Address Line 1:	21 Tadcaster Circle		
Address Line 2:	attn: Penelope J.A. Agodoa		
Address Line 4:	Waldorf, MARYLAND 20602		
ATTORNEY DOCKET NUMBER:	CRS1-39175		
NAME OF SUBMITTER:	Penelope J.A. Agodoa		

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Signature:	/pja/
Date:	01/21/2014
Total Attachments: 4 source=39175#page1.tif source=39175#page2.tif source=39175#page3.tif source=39175#page4.tif	

NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the First Lien Guarantee and Collateral Agreement dated as of August 20, 2013 (as the same may be amended, modified, extended or restated from time to time, the "Agreement"), by and among the Grantors party thereto (each a "Grantor" and collectively, the "Grantors") and JPMORGAN CHASE BANK, N.A., as collateral agent (the "Collateral 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 below to the Collateral Agent, for the ratable benefit of the Secured Parties:

TRADEMARKS

<u>Trademark No.</u>	<u>Description of Trademark Item</u>	<u>Date of Trademark</u>
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See Schedule 1 attached hereto

TRADEMARK APPLICATIONS

<u>Trademark Applications No.</u>	<u>Description of Trademark Applied for</u>	<u>Date of Trademark Applications</u>
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See Schedule 1 attached hereto

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

Very truly yours,  
  
\_\_\_\_\_  
TRINET GROUP, INC.

By: \_\_\_\_\_ Gregory L. Hammond  
Name: \_\_\_\_\_ Secretary  
Title: \_\_\_\_\_

Acknowledged and Accepted:

JPMORGAN CHASE BANK, N.A.,  
as Collateral Agent

By:   
Name: ROBERT D. BRYANT  
Title: VICE PRESIDENT

*[Signature Page to First Lien Grant of Security Interest in Trademarks -- TriNet Group, Inc.]*

**TRADEMARK**  
**REEL: 005197 FRAME: 0434**

Schedule 1

Trademarks and Trademark Applications

Mark	App. No.	Reg. No.	Date	Owner
EXPENSECLOUD	86048466		8/26/13	TriNet Group, Inc.
EXPENSECLOUD	86048469		8/26/13	TriNet Group, Inc.
EXPENSECLOUD	86048472		8/26/13	TriNet Group, Inc.