FORM PTO-1594 (Modified)
(Rev. 6-93)
OMB No. 0651-0011 (exp.4/94)
Copyright 1994-97 LegalStar
TM05/REV03

08-31-2001

101830420

Docket No.: 014951/0282

Tab settings

To the Honorable Commissioner of Pate[illegible] attached original documents or copy thereof.

1. Name of conveying party(ies):

HEALTHPLAN SERVICES, INC.

8-23-01

- ☐ Individual(s)
- ☐ Association
- ☐ General Partnership
- ☐ Limited Partnership
- ☒ Corporation-State **FLORIDA**
- ☐ Other

Additional names(s) of conveying party(ies) ☐ Yes ☒ No

2. Name and address of receiving party(ies):

Name: **ABLECO FINANCE LLC, As Agent**

Internal Address:

Street Address: **450 PARK AVENUE**

City: **NEW YORK** State: **NY** ZIP: **10022**

- ☐ Individual(s) citizenship
- ☐ Association
- ☐ General Partnership
- ☐ Limited Partnership
- ☒ Corporation-State **DE LIMITED LIABILITY CO.**
- ☒ Other

If assignee is not domiciled in the United States, a domestic designation is ☐ Yes ☒ N

(Designations must be a separate document from Additional name(s) & address(es) ☐ Yes ☒ N

3. Nature of conveyance:

- ☐ Assignment
- ☐ Merger
- ☒ Security Agreement
- ☐ Change of Name
- ☐ Other

Execution Date: **JUNE 18, 2001**

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

NONE

B. Trademark Registration No.(s)

SEE ATTACHED SCHEDULE

Additional numbers ☒ Yes ☐ No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: **PAUL A. JUERGENSEN**

Internal Address: **SCHULTE ROTH & ZABEL LLP**

Street Address: **919 THIRD AVENUE**

City: **NEW YORK** State: **NY** ZIP: **10022**

6. Total number of applications and registrations involved:..... **9**

7. Total fee (37 CFR 3.41):.....$ **$240.00**

- ☐ Enclosed
- ☒ Authorized to be charged to deposit account

8. Deposit account number:

SCHULTE ROTH & ZABEL LLP -500675

DO NOT USE THIS SPACE

08/30/2001 GTON11 00000168 500675 1992585

01 FC:481 40.00 CH
02 FC:482 200.00 CH

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

PAUL A. JUERGENSEN — Name of Person Signing

Signature

JUNE 28, 2001 — Date

Total number of pages including cover sheet, attachments, and **7**

SCHEDULE 1A TO ASSIGNMENT FOR SECURITY

(TRADEMARKS AND TRADEMARK APPLICATIONS)

MARK	REGISTRATION NO.
CG Logo	1,992,585
CONSOLIDATED HEALTH REVIEW	2,021,233
CONSOLIDATED GROUP YOUR BENEFITS PARTNER	1,994,629
CONSOLIDATED GROUP YOUR BENEFITS PARTNER & Design	1,994,628
COST WATCH	1,448,815
EZSERVICE	1,737,055
PATH	2,124,738
CGT & Design	1,497,627
YOUR BENEFITS PARTNER	1,994,627

ASSIGNMENT FOR SECURITY

(TRADEMARKS)

WHEREAS, HEALTHPLAN SERVICES, INC. (the "Assignor") has adopted, used and is using the trademarks and service marks listed on the annexed Schedule 1A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Assignor, has entered into a Security Agreement dated June 18, 2001 (the "Security Agreement") in favor of ABLECO FINANCE LLC, as agent for certain lenders (the "Assignee");

WHEREAS, pursuant to the Security Agreement, the Assignor has pledged and assigned to the Assignee and granted to the Assignee for the benefit of the lenders a continuing security interest in all right, title and interest of the Assignor in, to and under the Trademarks together with, among other things, the good-will of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Obligations (as defined in the Security Agreement);

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Assignor does hereby pledge and assign unto the Assignee and grant to the Assignee for the benefit of the lenders a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

The Assignor does hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, the Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of June 18 2001.

HEALTHPLAN SERVICES, INC.

By: _____
Name: M. Steven Liff
Title: Vice President

STATE OF NEW YORK

ss.:

COUNTY OF NEW YORK

On this 18th day of June 2001, before me, the undersigned, personally appeared M. Steven Liff, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity, and that by his/her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

Jennifer Lynn Caggiano

JENNIFER LYNN CAGGIANO
Notary Public, State of New York
No. 02CA6044151
Qualified in New York County
Commission Expires July 3, 2002

SCHEDULE 1A TO ASSIGNMENT FOR SECURITY

(TRADEMARKS AND TRADEMARK APPLICATIONS)

U.S. Marks

Trademarks/Servicemarks Owned by HealthPlan Services, Inc.:

Registered Owner	Description	Reg. Number	Reg. Date
HealthPlan Services, Inc.	CG Logo	1,992,585	8/13/96
HealthPlan Services, Inc.	Consolidated Health Review	2,021,233	12/3/96
HealthPlan Services, Inc.	Consolidated Group Your Benefits Partner	1,994,629	8/20/96
HealthPlan Services, Inc.	Consolidated Group Your Benefits Partner & Design	1,994,628	8/20/96
HealthPlan Services, Inc.	COST WATCH	1,448,815	7/21/87
HealthPlan Services, Inc.	EMCA/Eastern Managed Care Administrators	CT20025	12/20/96
HealthPlan Services, Inc.	EMCA/Eastern Managed Care Administrators	MA53307	10/4/96
HealthPlan Services, Inc.	EMCA/Eastern Managed Care Administrators	NH	11/15/96
HealthPlan Services, Inc.	EMCA/Eastern Managed Care Administrators	RI961108	11/14/96
HealthPlan Services, Inc.	EZService	1,737,055	12/1/92
HealthPlan Services, Inc.	PATH	75/020161	1/31/87
HealthPlan Services, Inc.	PLAN SERVICES	FL0927531	8/18/82
HealthPlan Services, Inc.	CGT and Design	1,497,027	7/19/88
HealthPlan Services, Inc.	Your Benefits Partner	1,994,627	8/20/96
HealthPlan Services, Inc.	Harrington Benefit Services	KS	6/11/98
HealthPlan Services, Inc.	R.E. Harrington	KS	6/11/98
HealthPlan Services, Inc.	Harrington Benefit Services	WI	11/25/98
HealthPlan Services, Inc.	R.E. Harrington	WI	11/25/98

Trademarks/Servicemarks Used in the Business of the Companies by License:

Registered Owner	Description	Reg. Number
Celtic Life Insurance Company	Celtic Elite Health Plan	1,726,229
The Mutual Group Life Insurance Company	Accolade (Dental)	1,905,944
The Mutual Group Life Insurance Company	Baby & Me Baby & Me Design	1,996,210
The Mutual Group Life Insurance Company.	Carolina Select HealthPlan	75/020,841
The Mutual Group Life Insurance Company	The Carrier of Choice	1,855,951
The Mutual Group Life Insurance Company	Checkpoint Checkpoint Design	74/639,489 74/639,453
The Mutual Group Life Insurance Company	Choicestar & Design	75/063,928
The Mutual Group Life Insurance Company	Concepts Health Plan & Design	75/027,301
The Mutual Group Life Insurance Company	El Paso's Family Health Plan &Design	75/063,929
The Mutual Group Life Insurance Company	The Key Healthcare Options & Design	1,549,488
The Mutual Group Life Insurance Company	Louisiana's Family Health Plan	75/157,290
The Mutual Group Life Insurance Company	Memphis Family Health Plan	75/151,633
The Mutual Group Life Insurance Company.	New Frontier Health Plan & Design	1,990,974
The Mutual Group Life Insurance Company	Smile Protector (dental) Cat Design Logo (dental)	1,798,157 1,787,037
The Mutual Group Life Insurance Company	T.G.I.S.	1,339,477

Registered Domain Names

SNALV.COM
ABPALV.COM
INSUREADMIN.COM
NEF-HPS.COM
HEALTHPLAN.COM
DIRECTHEALTHPLAN.COM
TPA-ABPA.COM
MULVSTER.COM