

04-25-2003

4/25/03

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings



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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): QuadraMed Corporation 1210 Sunset Hills Road, Reston, VA 20190

2. Name and address of receiving party(ies) Name: The Bank of New York, as Collateral Agent Internal Address: Floor 8 West Street Address: 101 Barclay Street City: New York State: NY Zip: 10286

3. Nature of conveyance: Security Agreement Execution Date: April 17, 2003

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 76/089916; 76/302708; 76/302693; 76/394870

B. Trademark Registration No.(s) 2046173; 2237674; 2659257; 2354417; 1980796; 1980794

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Dirk R. Gardner, Esq. Internal Address: Corporate Practice Akin Gump Strauss Hauer & Feld LLP Street Address: 1333 New Hampshire Avenue, N.W. City: Washington State: DC Zip: 20036-1564

6. Total number of applications and registrations involved: 49 7. Total fee (37 CFR 3.41): \$ 1,240.00 8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature. Carol Cooper Chadsey, Legal Assistant Name of Person Signing April 24, 2003 Date

Total number of pages including cover sheet, attachments, and document: 9

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

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TRADEMARK REEL: 002714 FRAME: 0036

QuadraMed Corporation
(A Delaware Corporation)
1210 Sunset Hills Road
Reston, VA 20190
FEIN 52-1992861

PTO Form 1594
Recordation Form Cover Sheet

Line #4 (continued) – Application Number(s) or Registration Number(s)

Application Number(s) – continued	Registration Number(s) - continued
75/639,721	2,364,027
76/318,785	1,999,788
76/302,310	2,683,489
106442200	2,659,259
	2,388,239
	2,094,297
	2,438,719
	2,251,291
	2,369,196
	2,524,949
	2,480,470
	2,662,970
	2,376,823
	2,668,849
	2,659,258
	2,487,948
	2,001,481
	2,348,079
	2,308,563
	2,125,388
	2,316,355
	2,084,681
	1,999,789
	1,980,795
	2,564,804
	2,042,259
	2,521,428
	2,607,209
	2,423,256
	2,135,674
	2,138,652
	2,135,673
	2,680,968
	2,137,102
	2,135,672

COLLATERAL ASSIGNMENT FOR SECURITY

(TRADEMARKS)

WHEREAS, Quadramed Corporation (the "Assignor") has adopted, used and is using, and holds all right, title and interest in and to, 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 as of April 17, 2003 (the "Security Agreement"), in favor of The Bank of New York, as collateral agent (the "Assignee"); and

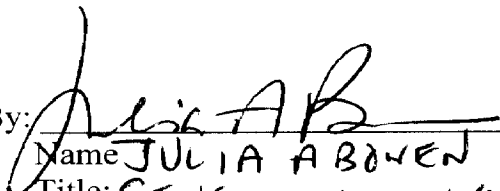
WHEREAS, pursuant to the Security Agreement, the Assignor has assigned to the Assignee and granted to the Assignee for the benefit of the Secured Parties (as defined in the Security Agreement) a continuing security interest in all right, title and interest of the Assignor in, to and under the Trademarks, together with, among other things, the good-will of the business symbolized by the Trademarks and the applications and registrations thereof (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, the receipt and sufficiency of which are hereby acknowledged, the Assignor does hereby pledge, convey, sell, assign, transfer and set over unto the Assignee and grants 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 April 17, 2003.

QUADRAMED CORPORATION

By: 
Name: JULIA BOWEN
Title: GENERAL COUNSEL

STATE OF District of
COUNTY OF Columbia ss.:

On this 17 day of April, 2003, before me personally came Julia A. Bower, to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that he or she is the General Counsel of Quadramed Corporation, a Delaware Corporation, that he or she executed the foregoing instrument in the firm name of Quadramed Corporation, and that he or she had authority to sign the same, and he or she acknowledged to me that he or she executed the same as the act and deed of said firm for the uses and purposes therein mentioned.

Anne H. Smart

Anne H. Smart
Notary Public District of Columbia
My Commission Expires April 30, 2005

SCHEDULE 1A

TRADEMARKS
AND
TRADEMARK LICENSES

TRADEMARK/COUNTRY	APP./REG. NUMBER	INTERNATIONAL CLASS/ DESCRIPTION OF GOODS AND SERVICES	CURRENT STATUS
AFFINITY	Registration No. 2,046,173	Class 9: Computer software, specifically hospital information system software	Registered 3/18/97 First Use: 1/91 Declaration of Use filed and accepted on 6/15/02
AFFINITYSTAT	Registration No. 2,237,674	Class 9: Health information system computer software for use in patient management and billing, medical record administration and documentation, general accounting, clinical documentation, acuity, staffing and case management	Registered 4/6/99 First Use 7/31/97
AMPRO *(Pharmacy Data Systems)	Registration No. 2,659,257	Class 9: Computer software and accompanying manuals sold as a unit for integrated clinic or retail pharmacy management	Registered 12/10/02 First Use: 7/96
<u>American Hospital Directory</u>	Registration No. 2,354,417	Class 42: Providing an online computer database in the field of healthcare	Registered 6/6/00 First Use: 9/1/97
APCAnalyze+	Application No. 76/089,916	Class 9: Medical records coding and medical reimbursement management software	ITU filed 7/13/00 Notice of Allowance issued 9/17/02
CHANCELLOR	Application No. 76/302,708	Class 9: Software for accounting, auditing and financial management for use by health care providers Class 36: Consulting services in the field of financial management for healthcare organizations	ITU filed 8/21/01 Notice of Allowance issued 1/21/03
CODEMASTER EXPRESS	Registration No. 1,980,796	Class 9: Software for encoding information for healthcare facilities and physician group practices	Registered 6/18/96 First Use: 10/88 In Commerce: 10/91
CODEMASTER PLUS	Registration No. 1,980,794	Class 9: Software for encoding and grouping information for healthcare facilities	Registered 6/18/96 First Use 5/86
COMPLYSOURCE	Registration No. 2,364,027	Class 9: Computer software for database management and planning in the field of healthcare compliance	Registered 7/4/00 First Use: 11/1/97
CONTRAQ	Registration No. 1,999,788	Class 9: Computer software for healthcare industry managed care contract administration and repricing	Registered 9/10/96 First Use: 3/1/95
COPE	Registration No. 2,683,489	Class 9: Computer software for collecting and reporting quality of care data for healthcare facilities	Registered 2/4/03 First Use: 5/01 In Commerce: 12/01

Sched. 1A-1

601418 0002 739147(v.2) DC




TRADEMARK
REEL: 002714 FRAME: 0040

TRADEMARK/COUNTRY	APP./REG. NUMBER	INTERNATIONAL CLASS/ DESCRIPTION OF GOODS AND SERVICES	CURRENT STATUS
DIRECTORATE	Application No. 76/302,693	Class 35: Consulting and outsource services in the field of medical information systems management, including electronic document management, regulatory compliance, health insurance claims processing, database cleanup, productivity and benchmarking and management and operations	ITU filed 8/21/01 Allowed 6/25/02
DIURO *(Pharmacy Data Systems)	Registration No. 2,659,259	Class 9: Computer software and accompanying manuals sold as a unit to serve as a clinical data repository for medication analysis	Registered 12/10/02 First Use: 8/93
INNOVATION	Registration No. 2,388,239	Class 9: Management and accounting software for the healthcare industry	Registered 9/19/00 First Use 2/22/98
HEALTHLYNX	Registration No. 2,094,297	Class 42: Computer services, namely, providing access to an interactive data base in the healthcare field for communication between members of the healthcare community; providing multiple-user access to a global computer information network for the transfer and dissemination of a wide range of information	Registered 9/9/97 First Use: 7/1/95
INFORMASTER	Registration No. 2,438,719	Class 9: Computer software for use in encoding and grouping information used in the field of healthcare facilities	Registered 3/27/01 First Use: 9/97
INTELLIGENT CARE SETS	Application No. 76/394,870	Class 9: Computer software in the field of patient and medical information for use in ordering medical tests and prescriptions	ITU filed 4/12/02 Published for opposition 1/21/03
MPDREC	Registration No. 2,251,291	Class 9: Computer programs for use in the management of medical records	Registered 6/8/99 First Use: 8/31/82
MPDREC MILLENNIUM	Registration No. 2,369,196	Class 9: Computer programs for use in the management of medical records	Registered 7/18/00 First Use 2/23/98
MPSPY	Registration No. 2,524,949	Class 9: Software for hospital software management to identify duplicate patient records and overlays	Registered 1/1/02 First Use 4/1/98
NOODER+	Registration No. 2,480,470	Class 9: Computer software for record management for healthcare providers	Registered 8/21/01 First Use: 11/99
NUURO *(Pharmacy Data Systems)	Registration No. 2,662,970	Class 9: Computer software and accompanying manuals sold as a unit for use in pharmacy management by long term care facilities	Registered 12/17/02 First Use: 8/93
ONLOOK	Registration No. 2,376,823	Class 9: Computer software to create an integrated desktop environment for viewing healthcare information	Registered 8/15/00 First Use: 9/1/98
PCNAR	Registration No. 2,668,849	Class 9: Computer software and accompanying manuals sold as a unit for use in electronic nurse medication charting at the point of care	Registered 12/31/02 First Use: 9/01
PERFORMANCE IQ	Application No. 75/639,721	Class 42: Computer services, namely, providing access for others to an integrated decision support database for clinical, financial and market analysis via a global computer network	ITU filed 2/11/99 Notice of Allowance issued 7/25/00
PHARMPRO *(Pharmacy Data Systems)	Registration No. 2,659,258	Class 9: Computer software and accompanying manuals sold as a unit for use in hospital pharmacy management in an integrated delivery network	Registered 12/10/02 First Use: 8/93

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TRADEMARK
REEL: 002714 FRAME: 0041

TRADEMARK/COUNTRY	APP./REG. NUMBER	INTERNATIONAL CLASS/ DESCRIPTION OF GOODS AND SERVICES	CURRENT STATUS
	Registration No. 2,487,948	Class 9: Computer software for use in information management for business office outsourcing and cash flow management services, for use in the health industry Class 35: Outsourcing services in the nature of providing consultants in the field of information management for healthcare providers Class 42: Consulting services in the healthcare industry	Registered 9/11/01 First Use 1/20/98 In Commerce: 9/1/98
QUADRAMED	Registration No. 2,001,481	Class 9: Computer software for healthcare industry used in billing, payments, posting and secondary billing, repricing and electronic data interchange	Registered 9/17/96 First Use: 9/1/93 Section 8&15 filed and accepted 9/10/02
QUADRAMED	Registration No. 2,348,079	Class 9: Computer software for use in information management for business office outsourcing and cash flow management services, for use in the health industry	Registered 5/9/00 First Use: 9/1/93
	Registration No. 2,308,563	Class 9: Computer software for use in information management for business office outsourcing and cash flow management services, for use in the health industry	Registered 1/18/00 First Use: 9/30/96
	Registration No. 2,125,388	Class 9: Computer software for health care industry used in billing, payments, posting, and secondary billing, repricing, and electronic data interchange	Registered 12/30/97 First Use: 9/30/93
QUADRAMED CHARTENGINE	Registration No. 2,316,355	Class 9: Computer software for record management for healthcare providers	Registered 2/8/00 First Use: 10/1/98
QUANTIM	Registration No. 2,084,681	Class 9: Computer software for use in healthcare industry electronic data interchange for medical billing	Registered 9/29/97 First Use: 3/1/96
QUANTIM	Application No. 76/318,785	Class 9: Software for use in the healthcare information management; namely patient medical records management and health insurance claim coding; abstracting and management	ITU filed 9/27/01 Notice of Allowance issued 10/15/02
QUICKREMIT	Registration No. 1,999,789	Class 9: Computer software for healthcare industry electronic remittance advice processing, payments posting and secondary billing	Registered 9/10/96 First Use: 3/1/95
SIMPLY CODEMASTER	Registration No. 1,980,795	Class 9: Software for encoding information and healthcare facilities	Registered 6/18/96 First Use: 9/88 In Commerce: 9/30/94
SMARTID	Registration No. 2,564,804	Class 9: Software for hospital database administration for identification and prevention of duplicate records and overlays	Registered on the Supplemental Registry 4/23/02 First Use 4/1/98

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TRADEMARK
REEL: 002714 FRAME: 0042

TRADEMARK/COUNTRY	APP./REG. NUMBER	INTERNATIONAL CLASS/ DESCRIPTION OF GOODS AND SERVICES	CURRENT STATUS
SMARTLINK 2000	Registration No. 2,042,259	Class 9: Computer software for business information management	Registered 3/4/97 First Use: 2/28/94 In Commerce: 2/28/95
SMARTMERGE	Registration No. 2,521,428	Class 9: Software for hospital database administration to automate merging of duplicate patient records	Registered on the Supplemental Registry 12/18/01 First Use 4/1/98
SMARTSCAN	Registration No. 2,607,209	Class 9: Software for hospital database administration for determination of duplicate patient records	Registered 8/13/02 First Use: 2/1/99 In Commerce: 11/1/99
WE DO TECHNOLOGY. SO YOU CAN DO HEALTHCARE	Application No. 76/302,310	Class 9: Software for managing patient records; software for use in processing health insurance claims; software for managing medical and hospital data for regulatory compliance; and software for financial management for use by health care providers Class 41: Consulting services in the field of healthcare management	ITU filed 8/21/01 Notice of Allowanced issued 12/10/02
WHERE HEALTHCARE AND INFORMATION COME TOGETHER	Registration No. 2,423,256	Class 9: Computer software for medical record management for healthcare providers Class 35: Outsourcing services in the nature of providing consultants in the field of information management for healthcare providers; providing an online integrated decision support database for market analysis in the healthcare field Class 36: Providing an online integrated decision support database for financial analysis in the healthcare field Class 42: Providing an online integrated decision support database for clinical analysis in the healthcare field	Registered 1/23/01 First Use: 4/1/99
WNCDS	Registration No. 2,135,674	Class 9: Computer software used in the encoding, abstracting, reporting and analysis of consumer medical records data, and manuals therefore sold as a unit	Registered 2/10/98 First Use 4/96
WNCODER+	Registration No. 2,138,652	Class 9: Computer software used in the encoding, abstracting, reporting and analysis of consumer medical records data, and manuals therefore sold as a unit	Registered 2/24/98 First Use 10/95
WNCOLLECT	Registration No. 2,135,673	Class 9: Computer software used in the encoding, abstracting, reporting and analysis of consumer medical records data, and manuals therefore sold as a unit	Registered 2/10/98 First Use: 8/96
WNPF5	Registration No. 2,680,968	Class 9: Computer software for analyzing patient related workload and appropriate healthcare staffing at healthcare facilities	Registered 1/28/03 First Use: 2/98 In Commerce: 10/98
WNREPORT	Registration No. 2,137,102	Class 9: Computer software used in the encoding, abstracting, reporting and analysis of consumer medical records data and manuals therefore sold	Registered 2/17/98 First Use: 8/96
WNSTATUS	Registration No. 2,135,672	Class 9: Computer software used in the encoding, abstracting, reporting and analysis of consumer medical records data, and manuals therefore sold as a unit	Registered 2/10/98 First Use: 8/96

Sched. 1A-4

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TRADEMARK
REEL: 002714 FRAME: 0043

TRADEMARK/COUNTRY	APP./REG. NUMBER	INTERNATIONAL CLASS/ DESCRIPTION OF GOODS AND SERVICES	CURRENT STATUS
ENOVATION	Application No. 106442200	Wares: Computer software for management of patient records, accounting and registration, clinical, healthcare, information and order management Services: Consulting services on healthcare issues; training services in the field of healthcare information management systems; educational services, namely, providing education on policies, procedures and regulations on healthcare issues via classrooms and individual one on one training	Filed 6/21/00 Allowed 8/15/02

*This mark was acquired by Assignor pursuant to a Purchase Agreement for the Stock of Pharmacy Data Systems, Inc. dated as of June 11, 2002 by and among Quadramed Operating Corporation, Quadramed Corporation and Gregory A. Scheunke. No assignment of this mark has been filed with the U.S. Patent and Trademark Office.

Sched. 1A-5

601418.0002 739147(v.2) DC

RECORDED: 04/25/2003

TRADEMARK
REEL: 002714 FRAME: 0044