

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
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SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	SECURITY INTEREST
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**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Health Ink, LLC		10/13/2004	LTD LIAB JT ST CO: DELAWARE

**RECEIVING PARTY DATA**

Name:	The Governor & Company of the Bank of Scotland, Paris Branch
Also Known As:	Bank of Scotland
Street Address:	10 Rue Cimarosa
Internal Address:	Structured Finance
City:	Paris
State/Country:	FRANCE
Postal Code:	75116
Entity Type:	CORPORATION: FRANCE

**PROPERTY NUMBERS Total: 2**

Property Type	Number	Word Mark
Registration Number:	2876434	BENEFITS MANAGEMENT BRIEFS
Serial Number:	76561397	FOR YOUR WELL-BEING

**CORRESPONDENCE DATA**

Fax Number: (212)935-4865  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 212-935-6000  
 Email: adler@sc-associes.com  
 Correspondent Name: Sokolow, Carreras & Associes  
 Address Line 1: 55, Avenue Kleber  
 Address Line 2: Joel A. Adler  
 Address Line 4: Paris, FRANCE 75116

ATTORNEY DOCKET NUMBER:	BANK OF SCOTLAND
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DOMESTIC REPRESENTATIVE

OP \$65.00 2876434

Name: Sokolow Carreras LLP  
Address Line 1: 770 Lexington Avenue, Sixth Floor  
Address Line 2: Robert Miklautsch  
Address Line 4: New York, NEW YORK 10021

NAME OF SUBMITTER:

Robert Miklautsch

Total Attachments: 2

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## TRADEMARK SECURITY AGREEMENT

This TRADEMARK SECURITY AGREEMENT ("Agreement") is made this 13th day of October, 2004, by and between HEALTH INK, LLC, a Delaware limited liability company, having its principal office at 780 Township Line Road, Yardley, Pennsylvania ("Grantor"), and THE GOVERNOR & COMPANY OF THE BANK OF SCOTLAND, acting through its Paris, France Branch, as Security Agent, and having an office at 10 rue Cimarosa, 75116 Paris, France ("Grantee").

WHEREAS, Grantor is the owner of the U.S. trademark registrations and applications therefor listed on the attached Schedule A (collectively the "Trademarks");

WHEREAS, Grantee has extended a loan to Grantor pursuant to the terms and conditions of that certain Facilities Agreement dated as of 28 June 2002, and as since amended, (the "Credit Facilities");

WHEREAS, under a Security Agreement dated 28 June 2002 (the "Security Agreement") Grantor has granted to UBS (Luxembourg) S.A., as Security Agent ("UBS"), a security interest in certain of its assets (including the Trademarks) to secure the performance of the obligations of Grantor under the Credit Facilities;

WHEREAS, UBS has assigned its security interest in the Trademarks to Grantee pursuant to a certain Payment and Resignation Agreement dated as of 15 September 2004;

WHEREAS, Grantor and Grantee by this instrument seek to confirm and make a record of the grant of a security interest in the Trademarks;

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, Grantor does hereby acknowledge that it has granted to Grantee a security interest in all of Grantor's right, title and interest in, to, and under the Trademarks and the goodwill associated therewith. Grantor also acknowledges and confirms that the rights and remedies of Grantee with respect to the security interests in the Trademarks granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated herein by reference.

HEALTH INK, LLC

By: 

Name: Robert Piratelli

Title: Group CEO

THE GOVERNOR & COMPANY OF THE BANK  
OF SCOTLAND, Paris, France Branch, as  
Security Agent

By: 

Name: Olivier Boyardjian

Title: Directeur Général France

TRADEMARK

REEL: 002959 FRAME: 0880

**SCHEDULE A  
Trademarks**

Grantor : HEALTH INK, LLC

<u>Registered Trademark</u>	<u>Reg. N°</u>	<u>Reg. Date</u>
BENEFITS MANAGEMENT BRIEFS	2876434	08/24/04
<u>Trademark Application</u>	<u>Serial Number</u>	<u>Filing Date</u>
FOR YOUR WELL-BEING	76561397	11/21/03