

02-25-2005

RE



102948355

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):

National Medical Health Card Systems, Inc.

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

Citizenship (see guidelines)

Execution Date(s) 1-28-05

Additional names of conveying parties attached? ☐ Yes ☒ No

3. Nature of conveyance:

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

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? ☐ Yes ☒ No

Name: JPMORGAN CHASE BANK

Internal

Address: 395 North Service Road

Street Address:

City: Melville

State: NY

Country: USA Zip: 11747

- ☐ Association Citizenship
☐ General Partnership Citizenship
☐ Limited Partnership Citizenship
☐ Corporation Citizenship
☐ Other Citizenship

If assignee is not domiciled in the United States, a domestic representative designation is attached: ☐ Yes ☐ No
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

n/a

B. Trademark Registration No.(s)

SEE SCHEDULE A ATTACHED HERETO

Additional sheet(s) attached? ☒ Yes ☐ No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

SEE SCHEDULE A ATTACHED HERETO

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

Name: Luis Rodriguez

Internal Address: Corporation Service Company

1133 Avenue of the Americas

Street Address: Suite 3100
New York, NY 10036

City:

State: Zip:

Phone Number:

Fax Number:

Email Address:

6. Total number of applications and registrations involved:

8

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 215.00

- ☐ Authorized to be charged by credit card
☐ Authorized to be charged to deposit account
☒ Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers
Expiration Date

b. Deposit Account Number

Authorized User Name

9. Signature:

Lyn Stierker
Signature

2/16/05
Date

Total number of pages including cover sheet, attachments, and document: 4

01 FC:0521
02 FC:0522

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

**TRADEMARK SECURITY AGREEMENT
FOR RECORDATION**

Schedule A

Registered and Pending U.S. Trademarks of National Medical Health Card Systems, Inc.

Ref. No.	Trademark/Service Mark	Reg. No./Ser. No.	Reg./File Date
	1 logo (swirl) and the name NMHCRX is registered (design plus words).	2708972	4/1/2002
	1 logo (circle) and the name NMHCRX is pending (design plus words).	76579122	4/4/2004
	1 logo (circle) and the name NMHCMail is pending (design plus words).	76601227	7/8/2004
	1 logo (circle) and the name NMHC Integrail is pending (design plus words).	76627000	1/6/2005
	National Medical Health Card Systems, Inc. (words) registered.	2089141	8/19/1997
	NMHCRX (words) registered.	2720884	4/1/2002
	NMHCMail (words) registered.	76518180	5/30/2003
	Intergrail (words) registered	2622324	9/17/02

**TRADEMARK SECURITY AGREEMENT
FOR RECORDATION**

WHEREAS, NATIONAL MEDICAL HEALTH CARD SYSTEMS, INC., a Delaware corporation (the "Company"), having its principal place of business at 26 Harbor Park Drive, Port Washington, New York 11050 is the owner of all right, title and interest in and to the United States trademarks set forth on Schedule A attached hereto;

WHEREAS, pursuant to the terms and conditions of the Trademark Security Agreement dated as of January 28, 2005 (the "Trademark Agreement") made by Company in favor of **JPMORGAN CHASE BANK, N.A.**, a national banking association ("Secured Party"), the Company is required to grant a security interest in, and lien on, said trademarks to secure the obligations of the Company under a Credit Agreement, dated as of January 28, 2005 by and among the Company, the Secured Party and the Lenders party thereto (the "Credit Agreement" and together with the Trademark Agreement, the "Agreements"); and

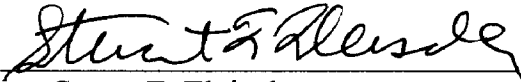
WHEREAS, Company is willing to grant to Secured Party the security interest in and lien on the trademarks described above.

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, and subject to the terms and conditions of the Trademark Agreement, the Company hereby grants to Secured Party a security interest in, and a lien upon, the trademarks set forth in Schedule A attached hereto and recordings and applications therefor, which assignment and security interest shall secure all the Obligations (as defined in the Trademark Agreement) and in accordance with the terms and provisions thereof.

The Company expressly acknowledges and affirms that the rights and remedies of the Secured Party with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.


Melville, New York
January 28, 2005

**NATIONAL MEDICAL HEALTH CARD
SYSTEMS, INC.**

By: 
Name: Stuart F. Fleischer
Title: Chief Financial Officer

STATE OF NEW YORK)
)SS.:
COUNTY OF SUFFOLK)

On the 28th day of January, in the year 2005, before me, the undersigned, a Notary Public in and for said State, personally appeared Stuart F. Fleischer, 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 executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.



Notary Public

MADELINE STIRBER
Notary Public, State of New York
No. 01-4843262
Qualified in Suffolk County
Commission Expires January 31, 2006