

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
MEDECISION, INC.		09/28/2006	CORPORATION: PENNSYLVANIA

RECEIVING PARTY DATA

Name:	SILICON VALLEY BANK
Street Address:	3003 Tasman Drive
City:	Santa Clara
State/Country:	CALIFORNIA
Postal Code:	95054-1191
Entity Type:	CORPORATION: CALIFORNIA

PROPERTY NUMBERS Total: 17

Property Type	Number	Word Mark
Registration Number:	3115673	OPTICAREPATH
Registration Number:	2930577	OPTIMED
Registration Number:	2866135	MEDINFORM
Registration Number:	2652516	CASEALERT
Registration Number:	2577246	PRS PROFILER
Registration Number:	2519423	PRS CODER
Registration Number:	2490225	MEDECISION
Registration Number:	2601938	
Registration Number:	2593150	CAREPLANNER
Registration Number:	2871931	IEXCHANGE
Registration Number:	2650045	IEXCHANGE
Registration Number:	2138449	WINUCS
Registration Number:	1778307	IMS
Serial Number:	76590889	OPTICARECERT

OP \$440.00 3115673

Serial Number:	76590888	OPTICARE
Serial Number:	78702713	MEDE-WEAVER
Serial Number:	78580590	HDMD

**CORRESPONDENCE DATA**

Fax Number: (404)962-6836  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 404-885-3697  
Email: trademarks@troutmansanders.com  
Correspondent Name: Anne E. Yates  
Address Line 1: 600 Peachtree Street, N.E.  
Address Line 2: Troutman Sanders LLP - Suite 5200  
Address Line 4: Atlanta, GEORGIA 30308-2216

ATTORNEY DOCKET NUMBER:	220763.691
NAME OF SUBMITTER:	Anne E. Yates
Signature:	/aey/
Date:	11/21/2006

**Total Attachments: 6**  
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## INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Intellectual Property Security Agreement is entered into as of September 28, 2006 by and between SILICON VALLEY BANK ("Bank") and MEDECISION, INC. ("Grantor").

### RECITALS

A. Bank has agreed to make certain advances of money and to extend certain financial accommodation to Grantor (the "Loans") in the amounts and manner set forth in that certain Amended and Restated Loan and Security Agreement by and between Bank and Grantor of even date herewith (as the same may be amended, modified or supplemented from time to time, the "Loan Agreement"; capitalized terms used herein are used as defined in the Loan Agreement). Bank is willing to make the Loans to Grantor, but only upon the condition, among others, that Grantor shall grant to Bank a security interest in certain Copyrights, Trademarks and Patents to secure the obligations of Grantor under the Loan Agreement.

B. Pursuant to the terms of the Loan Agreement, Grantor has granted to Bank a security interest in all of Grantor's right, title and interest, whether presently existing or hereafter acquired, in, to and under all of the Collateral.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, and intending to be legally bound, as collateral security for the prompt and complete payment when due of its obligations under the Loan Agreement, Grantor hereby represents, warrants, covenants and agrees as follows:

### AGREEMENT

To secure its obligations under the Loan Agreement, Grantor grants and pledges to Bank a security interest in all of Grantor's right, title and interest in, to and under its Intellectual Property (including without limitation those Copyrights, Patents and Trademarks listed on Schedules A, B and C hereto), and including without limitation all proceeds thereof (such as, by way of example but not by way of limitation, license royalties and proceeds of infringement suits), the right to sue for past, present and future infringements, all rights corresponding thereto throughout the world and all re-issues, divisions continuations, renewals, extensions and continuations-in-part thereof.

This security interest is granted in conjunction with the security interest granted to Bank under the Loan Agreement. The rights and remedies of Bank with respect to the security interest granted hereby are in addition to those set forth in the Loan Agreement and the other Loan Documents, and those which are now or hereafter available to Bank as a matter of law or equity. Each right, power and remedy of Bank provided for herein or in the Loan Agreement or any of the Loan Documents, or now or hereafter existing at law or in equity shall be cumulative and concurrent and shall be in addition to every right, power or remedy provided for herein and the exercise by Bank of any one or more of the rights, powers or remedies provided for in this Intellectual Property Security Agreement, the Loan Agreement or any of the other Loan Documents, or now or hereafter existing at law or in equity, shall not preclude the simultaneous or later exercise by any person, including Bank, of any or all other rights, powers or remedies.

IN WITNESS WHEREOF, the parties have caused this Intellectual Property Security Agreement to be duly executed by its officers thereunto duly authorized as of the first date written above.

Address of Grantor:

Medecision, Inc.  
601 Lee Road  
Wayne, PA 19087

Attn: Chad E. Jones, CEO

GRANTOR:

MEDECISION, INC.

By: Chad E. Jones

Title: CEO

Address of Bank:

3003 Tasman Drive  
Santa Clara, CA 95054-1191

Attn: \_\_\_\_\_

BANK:

SILICON VALLEY BANK

By: William F. Hall

Title: Senior Vice President

**Schedule A - Copyrights**

<u>Title</u>	<u>Registration Number</u>	<u>Registration Date</u>	<u>Owner</u>	<u>Security Interest</u>
None	N/A	N/A	N/A	N/A

**Schedule B - Trademarks**

<u>Mark</u>	<u>Status</u>	<u>Registration/ Application Number</u>	<u>Registration/ Application Date</u>	<u>Owner</u>	<u>Security Interest</u>
OPTICAREPATH	Registered	3115673	07/18/2006	MEDecision, Inc.	None recorded
OPTIMED	Registered	2930577	03/08/2005	MEDecision, Inc.	None recorded
MEDINFORM	Registered	2866135	07/27/2004	MEDecision, Inc.	None recorded
CASEALERT	Registered	2652516	11/19/2002	MEDecision, Inc.	Silicon Valley Bank (recorded 7/2/2002 at reel 2544/frame 0384)
PRS PROFILER	Registered	2577246	06/11/2002	MEDecision, Inc.	Silicon Valley Bank (recorded 7/2/2002 at reel 2544/frame 0384)
PRS CODER	Registered	2519423	12/18/2001	MEDecision, Inc.	Silicon Valley Bank (recorded 7/2/2002 at reel 2544/frame 0384)
MEDecision	Registered	2490225	09/18/2001	MEDecision Inc.	Silicon Valley Bank (recorded 7/2/2002 at reel 2544/frame 0384)
Design only	Registered	2601938	07/30/2002	MEDecision Inc.	Silicon Valley Bank (recorded 7/2/2002 at reel 2544/frame 0384)
CAREPLANNER	Registered	2593150	07/09/2002	MEDecision Inc.	Silicon Valley Bank (recorded 7/2/2002 at reel 2544/frame 0384)
IEXCHANGE	Registered	2871931	08/10/2004	MEDecision Inc.	Silicon Valley Bank (recorded 7/2/2002 at reel 2544/frame 0384)
IEXCHANGE	Registered	2650045	11/12/2002	MEDecision Inc.	Silicon Valley Bank (recorded 7/2/2002 at reel 2544/frame 0384)
WINUCS	Registered	2138449	02/24/1998	MEDecision, Inc.	Silicon Valley Bank (recorded 7/2/2002 at reel 2544/frame 0384)
IMS	Renewed	1778307	06/22/1993	The Bergquist Company	Commerce Bank/ Pennsylvania, N.A. (recorded 2/12/1997 at reel 1563/frame 0693)

<u>Mark</u>	<u>Status</u>	<u>Registration/ Application Number</u>	<u>Registration/ Application Date</u>	<u>Owner</u>	<u>Security Interest</u>
OPTICARECERT	Pending- allowed	76/590889	05/06/2004	MEDecision, Inc.	None recorded
OPTICARE	Pending- allowed	76/590888	05/06/2004	MEDecision, Inc.	None recorded
MEDe-Weaver	Pending- published	78/702713	08/29/2005	MEDecision, Inc.	None recorded
HDMD	Pending- published	78/580590	03/04/2005	MEDecision, Inc.	None recorded
WINCMS	Cancelled	2188333	09/08/1998	MEDecision, Inc.	Silicon Valley Bank (recorded 7/2/2002 at reel 2544/frame 0384)
MEDECISION CLINICAL DECISION SUPPORT & Design	Cancelled	1916155	09/05/1995	MEDecision, Inc.	Silicon Valley Bank (recorded 7/2/2002 at reel 2544/frame 0384)
MEDINFORM	Cancelled	1939384	12/05/1995	MEDecision, Inc.	Silicon Valley Bank (recorded 7/2/2002 at reel 2544/frame 0384)
HEALTHCO & Design	Cancelled	1196155	05/25/1982	Deborah T. Tillotson	Commerce Bank/ Pennsylvania, N.A. (recorded 2/12/1997 at reel 1563/frame 0693)
COLLABORACARE	Abandoned	78/558665	02/02/2005	MEDecision, Inc.	None recorded
PRACTICE REVIEW SYSTEM	Abandoned	75/936330	03/04/2000	MEDecision, Inc.	Silicon Valley Bank (recorded 7/2/2002 at reel 2544/frame 0384)

**Schedule C – Patents/Patent Applications**

<u>Title</u>	<u>Patent/Patent Application Number (Publication Number)</u>	<u>Issue/Filing Date</u>	<u>Owner/ Assignee</u>	<u>Security Interest</u>
None	N/A	N/A	N/A	N/A