

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Release of Security Interest in Trademark Collateral		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
D.B. ZWIRN SPECIAL OPPORTUNITIES FUND, L.P., as Administrative Agent		11/30/2006	LIMITED PARTNERSHIP:
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	MERITAIN HEALTH, INC. (formerly NORTH AMERICAN ADMINISTRATORS, INC.)		
<b>Street Address:</b>	300 Corporate Parkway		
<b>City:</b>	Amherst		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	14426		
<b>Entity Type:</b>	CORPORATION: NEW YORK		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2056551	NORTH AMERICAN ADMINISTRATORS	
Registration Number:	2316859	NORTH AMERICAN PREFERRED	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(714)755-8290		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	714-540-1235		
<b>Email:</b>	ipdocket@lw.com, kristin.azcona@lw.com		
<b>Correspondent Name:</b>	Latham & Watkins LLP		
<b>Address Line 1:</b>	650 Town Center Drive, Suite 2000		
<b>Address Line 4:</b>	Costa Mesa, CALIFORNIA 92626		
<b>ATTORNEY DOCKET NUMBER:</b>	022411-0710		
<b>NAME OF SUBMITTER:</b>	Kristin J. Azcona		
<b>Signature:</b>	/kristinazcona/		

OP \$65.00 2056551

Date:

12/21/2006

**Total Attachments: 3**

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**RELEASE OF SECURITY INTEREST IN  
TRADEMARK COLLATERAL**

This RELEASE, effective as of November 30, 2006, is made by D.B. Zwirn Special Opportunities Fund, L.P., as agent, ("D.B. Zwirn"), in favor of Meritain Health, Inc. a successor in interest to North American Administrators, Inc., North American Benefits Network, Inc., E-V Benefits Management, Inc. and Gateway Health Management Services, Inc. (together "Meritain") as follows:

**WITNESSETH**

WHEREAS, pursuant to the Security Agreement, dated as of December 23, 2004 (as amended and restated, the "Security Agreement"), Meritain granted D.B. Zwirn a security interest in its trademarks, trademark applications and registrations; all common law and other rights in and to the trademarks in the United States, any state thereof and all foreign jurisdictions; all goodwill symbolized by the trademarks; and all rights and interests pursuant to licenses or other contracts in favor of Meritain pertaining to any trademark applications, trademark registrations or trademark rights ("Trademark Collateral");

WHEREAS, Meritain has requested that D.B. Zwirn release its security interest in the Trademark Collateral, in connection with the termination of the Security Agreement (the "Released Collateral").

NOW, THEREFORE, in consideration of the foregoing, D.B. Zwirn hereby RELEASES, without recourse, representation or warranty and at Meritain's sole cost and expense, all of its security interest in the Trademark Collateral, including, without limitation those listed on Schedule A attached hereto and incorporated herein by reference, and any other collateral described in the Security Agreement.

D.B. Zwirn agrees, without recourse, representation or warranty and at Meritain's sole cost and expense, to provide Meritain, at Meritain's reasonable request, with any information and additional authorization necessary to effect the release of its security interest in the Released Collateral.

IN WITNESS WHEREOF, D.B. Zwirn has executed this Release as of the date first set forth above.

D.B. ZWIRN SPECIAL OPPORTUNITIES FUND, L.P.

By: ZWIRN PARTNERS, LLC  
its general partner

By: ZWIRN HOLDINGS, LLC  
its managing member

By: 

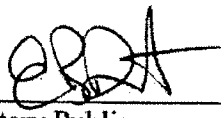
Name: Lawrence Cutler

Title: Chief Administrative Officer

CERTIFICATION OF ACKNOWLEDGMENT

STATE OF New York )  
COUNTY OF New York ) ss:

Before me, the undersigned, a Notary Public in and for the county aforesaid, on this 18<sup>th</sup> day of December, 2006, personally appeared Lawrence Cutler who, being by me duly sworn, deposes and says that he/she is the CAO of the M of the GP of D.B. Zwirn Special Opportunities Fund, L.P., and that he/she, as such officer being duly authorized so to do, executed the foregoing instrument for the purposes therein contained as his/her free act and deed and as the full act and deed of such corporation as such officer.

  
\_\_\_\_\_  
Notary Public

My Commission Expires: \_\_\_\_\_ **ERIN B. RATNER**  
**NOTARY PUBLIC, STATE OF NEW YORK**  
**No. 01RA6131920**  
**QUALIFIED IN KINGS COUNTY**  
**MY COMMISSION EXPIRES AUG. 22, 2009**

**Schedule A  
to the Release of Security Interest in Trademark Collateral**

Grantor	Trademark	Application No. Application Date	Registration No. Registration Date	Jurisdiction
North American Administrators, Inc.	NORTH AMERICAN ADMINISTRATORS	74545086 June 27, 1994	2056551 April 29, 1997	U.S. Federal
North American Administrators, Inc.	NORTH AMERICAN PREFERRED	74545087 July 27, 1994	2316859 February 8, 2000	U.S. Federal
North American Benefits Network, Inc.	NABN	76353315 December 31, 2001	2755239 August 26, 2003	U.S. Federal
North American Benefits Network, Inc.	GATEWAY HEALTH MANAGEMENT	76476544 December 10, 2002	2775334 October 21, 2003	U.S. Federal
North American Benefits Network, Inc.	DENTEMAX	73783592 February 24, 1989	1570223 December 5, 1989	U.S. Federal