

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE BY SECURED PARTY

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Silver Point Finance, L.L.C.		09/30/2008	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	HealthPlan Holdings, Inc.
Street Address:	3501 Frontage Road
City:	Tampa
State/Country:	FLORIDA
Postal Code:	33607
Entity Type:	CORPORATION: DELAWARE

Name:	HealthPlan Services, Inc.
Street Address:	3501 Frontage Road
City:	Tampa
State/Country:	FLORIDA
Postal Code:	33607
Entity Type:	CORPORATION: FLORIDA

Name:	American Benefit Plan Administrators, Inc.
Street Address:	1325 N. Grand Avenue
Internal Address:	Building A
City:	Covina
State/Country:	CALIFORNIA
Postal Code:	91724
Entity Type:	CORPORATION: CALIFORNIA

Name:	Montgomery Management Corporation
Street Address:	3501 Frontage Road
City:	Tampa

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State/Country:	FLORIDA
Postal Code:	33607
Entity Type:	CORPORATION: DELAWARE

Name:	ProHealth, Inc.
Street Address:	3501 Frontage Road
City:	Tampa
State/Country:	FLORIDA
Postal Code:	33607
Entity Type:	CORPORATION: DELAWARE

Name:	Administrative Services, Inc.
Street Address:	7990 SW 117 Avenue
City:	Miami
State/Country:	FLORIDA
Postal Code:	33183
Entity Type:	CORPORATION: FLORIDA

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2858568	Q

CORRESPONDENCE DATA

Fax Number: (312)660-0424
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 312-861-2000
 Email: ccasey@kirkland.com
 Correspondent Name: Kirkland & Ellis LLP
 Address Line 1: 200 East Randolph Drive, Suite 5300
 Address Line 2: c/o Christine Casey
 Address Line 4: Chicago, ILLINOIS 60601

ATTORNEY DOCKET NUMBER:	41984-26
NAME OF SUBMITTER:	Christine Casey
Signature:	/Christine Casey/
Date:	10/12/2008

Total Attachments: 4
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RELEASE OF TRADEMARKS

THIS RELEASE OF TRADEMARKS is dated as of September 30, 2008 by Silver Point Finance, L.L.C., as Collateral Agent (“Agent”).

WHEREAS, HeathPlan Holdings, Inc., HeathPlan Services, Inc., American Benefit Plan Administrators, Inc., Montgomery Management Corporation, ProHealth, Inc., Administrative Services, Inc. (collectively, the “Grantors”), and Agent entered into that certain Trademark Security Agreement, dated as of May 22, 2007 (the “Trademark Security Agreement”);

WHEREAS, the Trademark Security Agreement granted Agent a security interest in, among other things, certain trademarks, tradenames, trademark registrations, service marks, trade styles, terms, designs and trademark applications (“Trademarks”), including, without limitation, the Trademarks listed on Schedule I attached hereto as security for certain obligations of Grantors to Agent (the “Obligations”);

WHEREAS, Agent recorded the Trademark Security Agreement on May 24, 2007 at Reel 003548, Frame 0542 in the United States Patent and Trademark Office; and

WHEREAS, Grantors have satisfied all of the Obligations and have requested that Agent release its security interests in the Trademarks.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Agent hereby agrees as follows:

Agent hereby fully releases and terminates its security interests in and liens on the Trademark Collateral (as defined in the Trademark Security Agreement), including:

(a) all of Grantors’ now existing or hereafter acquired right, title and interest in and to: all Trademarks which are now filed with the U.S. Patent and Trademark Office, any similar office or agency of any state, territory or possession of the United States or Canada or any similar office or agency of any other country or used in the United States, any state, territory or possession thereof including, without limitation, Puerto Rico, or any other country, and (i) any renewals thereof, (ii) all income, royalties, damages and payments now and hereafter due or payable with respect thereto, including, without limitation, payments under all licenses entered into in connection therewith and damages and payments for past or future infringements thereof, (iii) the right to sue for past, present and future infringements thereof, (iv) all documents, packages, prints and labels on which said Trademarks have appeared and all designs and general intangibles of a like nature, and (v) all rights corresponding thereto throughout the world;

(b) the goodwill of Grantors’ business connected with or symbolized by Trademarks; and


(c) any and all of the proceeds of any of the foregoing, including, without limitation, any claims by Grantors against third parties for infringement of the Trademarks or of any license with respect thereto.

Agent further agrees, at the sole cost and expense of Grantors, to perform all acts reasonably requested by Grantors to effect the release and termination of its security interests and liens in the Trademarks.

[Signature page follows]

IN WITNESS WHEREOF, Agent has caused this Release of Trademarks to be duly executed as of the day and year first above written.

SILVER POINT FINANCE, L.L.C., as Agent

By: 
Name: Zachary M. Zaitin
Title: Authorized Signatory

Schedule I to Release of Trademarks

See attached