

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Canopy Acquisition, LLC		05/12/2011	LIMITED LIABILITY COMPANY: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	PayFlex Systems USA, Inc.		
<b>Street Address:</b>	10802 Farnam Drive, Suite 100		
<b>City:</b>	Omaha		
<b>State/Country:</b>	NEBRASKA		
<b>Postal Code:</b>	68154		
<b>Entity Type:</b>	CORPORATION: NEBRASKA		
<b>PROPERTY NUMBERS Total: 6</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	3451313	HEALTHDIRECT	
Registration Number:	3180318	CANOPY FINANCIAL	
Registration Number:	3232286	HEALTHSCORE	
Registration Number:	2739729	HEALTHCARE YOU CAN BANK ON	
Registration Number:	2708802		
Registration Number:	2642002	CAREGAIN	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(212)775-8800		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	212 775-8700		
<b>Email:</b>	nytrademarks@ktslaw.com		
<b>Correspondent Name:</b>	Marc A. Lieberstein		
<b>Address Line 1:</b>	Kilpatrick Townsend and Stockton LLP		
<b>Address Line 2:</b>	31 West 52nd Street, 14th Floor		
<b>Address Line 4:</b>	New York, NEW YORK 10019		

**OP \$165.00 3451313**

ATTORNEY DOCKET NUMBER:	61778-391448
NAME OF SUBMITTER:	Kristin Garris
Signature:	/kristin garris/
Date:	05/17/2011
Total Attachments: 2 source=payflexassignment#page1.tif source=payflexassignment#page2.tif	

**TRADEMARK ASSIGNMENT AGREEMENT**

This Trademark Assignment ("Assignment") is made and entered into as of the latest below-written date by Canopy Acquisition, LLC, a Delaware limited liability company with an address at 10802 Farnam Drive, Omaha, Nebraska 68154 ("Assignor"), in favor of PayFlex Systems USA, Inc., a Nebraska corporation, with an address at 10802 Farnam Drive, Suite 100 Omaha, Nebraska 68154 ("Assignee").

WHEREAS, Assignor has agreed to sell, convey, assign and transfer to Assignee all of its right, title and interest in and to certain intellectual property, including, without limitation, the trademarks listed on Schedule 1 attached hereto (the "Trademarks"), including the underlying goodwill symbolized by the Trademarks, and Assignee has agreed to accept such sale, conveyance, assignment and transfer.

THEREFORE, in consideration of the promises and the mutual representations, warranties, covenants and agreements contained herein, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

1. Assignor hereby assigns and transfers, and delivers to Assignee any and all rights, title and interest Assignor has in and to each of the Trademarks, including the underlying goodwill symbolized by the Trademarks.
2. Assignor hereby acknowledges and agrees that from and after the date hereof, Assignee shall be the exclusive owner of the Trademarks.

IN WITNESS WHEREOF, the parties hereto have caused this Assignment to be duly authorized and executed as of the date hereof.

**ASSIGNOR**  
**CANOPY ACQUISITION, LLC**

By: 

Name: Robert L. Watt

Title: CEO

Date: May 12, 2011

**ASSIGNEE**  
**PAYFLEX SYSTEMS USA, INC.**



By: 

Name: Anthony J. Krivics

Title: CFO & Secretary

Date: May 12, 2011

SCHEDULE 1 OF MARKS

U.S. TRADEMARK REGISTRATION NO.	MARK
3451313	HEALTHDIRECT
3180318	CANOPY FINANCIAL & Design  
3232286	HEALTHSCORE
2739729	HEALTHCARE YOU CAN BANK ON
2708802	[Design]  
2642002	CAREGAIN