

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
Suntrust Bank		08/18/2011	Banking Corporation: GEORGIA
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:	Gemgroup, Inc.		
Street Address:	3501 Frontage Road		
City:	Tampa		
State/Country:	FLORIDA		
Postal Code:	33607		
Entity Type:	CORPORATION: PENNSYLVANIA		
PROPERTY NUMBERS Total: 9			
Property Type	Number	Word Mark	
Registration Number:	2858568	Q	
Registration Number:	2867459	PLATYPUS	

CH \$240.00 2858568

900200198

TRADEMARK
 REEL: 004608 FRAME: 0379

Registration Number:	2513915	DIAMOND-TRUST
Registration Number:	2560948	EMERALD-TRAC
Registration Number:	2511552	G
Registration Number:	2511553	GEMGROUP
Registration Number:	2521638	RUBY-PLUS
Registration Number:	2385991	SELECT DDS
Registration Number:	2459158	TOPAZ-DIRECT

CORRESPONDENCE DATA

Fax Number: (312)627-2302
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 312.627.2508
 Email: smckeon@dykema.com
 Correspondent Name: Diana Y. Tsai
 Address Line 1: 10 South Wacker Drive
 Address Line 2: Suite 2300
 Address Line 4: Chicago, ILLINOIS 60606

ATTORNEY DOCKET NUMBER:	011485.1577
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NAME OF SUBMITTER:	Diana Y. Tsai
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Signature:	/Diana Y. Tsai/
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Date:	08/19/2011
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Total Attachments: 4

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RELEASE OF SECURITY INTEREST IN TRADEMARKS

THIS RELEASE OF SECURITY INTEREST IN TRADEMARKS (this "Release") is made as of August 18, 2011, by SUNTRUST BANK, as administrative agent ("Agent") for itself and various other lenders ("Lenders"), in favor of HEALTHPLAN HOLDINGS, INC., a Delaware corporation ("HPHI"), HEALTHPLAN SERVICES, INC., a Florida corporation ("HealthPlan Services"), and GEMGROUP, INC., a Pennsylvania corporation ("GEMGroup"), and together with HPHI and HealthPlan Services, collectively, "Grantor").

WITNESSETH:

WHEREAS, (i) pursuant to that certain Trademark Security Agreement dated as of September 30, 2008 made by HPHI and HealthPlan Services in favor of Agent for the benefit of Lenders, HPHI and HealthPlan Services granted a security interest in certain of their trademarks and service marks listed on Exhibit A-1 attached hereto (collectively, the "HPHI and HealthPlan Services Trademarks") to Agent for the benefit of Lenders to secure certain debts and obligations owing from HPHI and HealthPlan Services to Agent and Lenders, and (ii) pursuant to that certain Trademark Security Agreement dated as of June 30, 2010 made by GEMGroup in favor of Agent for the benefit of Lenders, GEMGroup granted a security interest in certain of its trademarks and service marks listed on Exhibit A-2 attached hereto (collectively, the "GEMGroup Trademarks", and together with the HPHI and HealthPlan Services Trademarks, collectively, the "Trademarks") to Agent for the benefit of Lenders to secure certain debt and obligations owing from GEMGroup to Agent and Lenders;

WHEREAS, Grantor has requested that Agent (a) terminate and release the liens and interests of Agent in the Trademarks, and (b) execute and deliver evidence of such termination and release for filing in the United States Patent and Trademark Office; and

WHEREAS, Agent has agreed to such release and termination;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Agent hereby (i) releases and terminates its security interests in and to the Trademarks, (ii) reassigns to HPHI and HealthPlan Services all right, title and interest of Agent in and to their respective HPHI and HealthPlan Services Trademarks, and (iii) reassigns to GEMGroup all right, title and interest of Agent in and to the GEMGroup Trademarks.

[Remainder of page intentionally left blank; signature page follows]

IN WITNESS WHEREOF, Agent has caused this Release of Security Interest in Trademarks to be duly executed and delivered by its officer thereunto duly authorized as of the date first above written.

SUNTRUST BANK, as Administrative Agent

By: Elizabeth Greene
Name: Elizabeth Greene
Title: Director

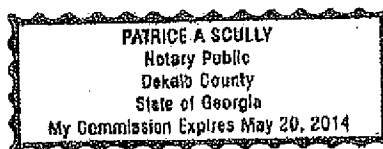
STATE OF GEORGIA)
COUNTY OF DEKALB) SS.

The undersigned, a Notary Public in and for said County, in the State aforesaid, does hereby certify that ELIZABETH GREENE, the DIRECTOR of SUNTRUST BANK, as Administrative Agent, personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that as such DIRECTOR, he or she signed and delivered said instrument as his or her free and voluntary act, and as the free and voluntary act and deed of said bank, for the uses and purposes therein set forth.

Given under my hand and notarial seal as of this 16 day of August, 2011.

Patrice A. Scully
Notary Public

My Commission Expires: 5/20/2014




[Signature Page to Release of Security Interest in Trademarks]

EXHIBIT A-1

HPIH AND HEALTHPLAN SERVICES TRADEMARKS

A. REGISTERED TRADEMARKS

Registration Number	Mark	Class	Application Number	Registration Number	Status	Registered Owner	Comments
US	Design mark 	35	76/448,597 9/11/2002	2,858,568 6/29/2004	Registered	HealthPlan Holdings, Inc.	Registered; Affidavit of use due 6/29/2010; Renewal due 6/29/2014.
US	Platypus	US	76/448,596 9/11/2002	2,867,459 7/27/2004	Registered	HealthPlan Holdings, Inc.	Registered; Affidavit of use due 7/27/2010; Renewal due 7/27/2014.
Florida	Plan Services	7, 9, 11, 16, 35, 36, 42		927531 8/18/1992	Registered	HealthPlan Services, Inc.	

B. TRADEMARK APPLICATIONS

None.

C. IP LICENSES

None.

EXHIBIT A-2

GEMGROUP TRADEMARKS

<u>Trademark</u>	<u>Application No.</u>	<u>Filing Date</u>	<u>Registration No.</u>	<u>Registration Date</u>
DIAMOND-TRUST	75/782,268	08/23/1999	2,513,915	12/04/2001
EMERALD-TRAC	75/781,938	08/23/1999	2,560,948	04/16/2002
G (& Design)	75/781,937	08/23/1999	2,511,552	11/27/2001
GEMGROUP	75/781,958	08/23/1999	2,511,553	11/27/2001
RUBY-PLUS	75/782,269	08/23/1999	2,521,638	12/25/2001
SELECT DDS	75/372,064	10/14/1997	2,385,991	09/12/2000
TOPAZ-DIRECT	75/782,008	08/23/1999	2,459,158	06/12/2001