

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Security Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Magellan Health Services, Inc.		12/09/2011	CORPORATION: DELAWARE
National Imaging Associates, Inc.		12/09/2011	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Citibank, N.A.
Street Address:	388 Greenwich St
City:	New York
State/Country:	NEW YORK
Postal Code:	10013
Entity Type:	Bank: SOUTH DAKOTA

PROPERTY NUMBERS Total: 16

Property Type	Number	Word Mark
Registration Number:	3863698	CARDIACCONNECTIONS
Registration Number:	3442398	LIVING HEALTHY BEING WELL
Registration Number:	3420074	LIVING HEALTHY BEING WELL
Registration Number:	3345305	LIVING HEALTHY CHOOSING WELL
Registration Number:	2777230	LIVING HEALTHY WORKING WELL
Registration Number:	3862564	MAGELLAN AUTISM CONNECTIONS
Registration Number:	2426114	MAGELLAN BEHAVIORAL HEALTH
Registration Number:	3227013	MAGELLAN CONDITION CARE MANAGEMENT
Registration Number:	3336359	MAGELLAN ENHANCEDMED
Registration Number:	2252289	MAGELLAN HEALTH SERVICES
Registration Number:	3056887	MAGELLAN HEALTH SERVICES
Registration Number:	3727053	NAVIGO
Registration Number:	3866475	OUTCOMES360

OP \$415.00 3863698

Registration Number:	3774005	THE BEHAVIORAL KEY TO THE MEDICAL HOME
Registration Number:	3151034	NIA
Registration Number:	2488942	RADMD

CORRESPONDENCE DATA

Fax Number: (800)494-7512
Phone: 2023704761
Email: tfahey@nationalcorp.com
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Correspondent Name: Thomas Fahey
Address Line 1: 1100 G Street NW Suite 420
Address Line 2: National Corporate Research
Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER:	F137063
NAME OF SUBMITTER:	Megan M. Teixeira
Signature:	/Megan M. Teixeira/
Date:	12/12/2011

Total Attachments: 4
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**GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

Dated December 9, 2011

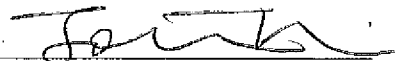
FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, each of Magellan Health Services, Inc., a Delaware corporation, and National Imaging Associates, Inc., a Delaware corporation, (collectively, the “Grantors” and, each a “Grantor”) each with principal offices at 6950 Columbia Gateway Drive, Columbia, MD 21046, hereby grants to Citibank, N.A., as Collateral Agent, with principal offices at 388 Greenwich Street, New York, NY 10013 (the “Grantee”), a security interest in (i) all of such Grantor’s right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the “Marks”) set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Obligations of each Grantor, as such term is defined in the Security Agreement among the Grantors, the other assignors from time to time party thereto and the Grantee, dated as of December 9, 2011 (as amended, modified, restated and/or supplemented from time to time, the “Security Agreement”). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Grantee shall execute, acknowledge, and deliver to the applicable Grantor an instrument in writing releasing the security interest in the Marks acquired under this Grant.


This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the 9
day of December, 2011.

Magellan Health Services, Inc., as Grantor

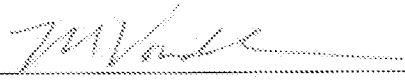
By: 
Name: Jonathan N. Rubin
Title: Authorized Signatory

National Imaging Associates, Inc., as Grantor

By: 
Name: Jonathan N. Rubin
Title: Authorized Signatory

Signature Page to Trademark Security Agreement

CITIBANK, N.A.,
as Collateral Agent and Grantee

By: 


Name: Michael Vondriska
Title: Vice President

Signature Page to Copyright Security Agreement

U.S. TRADEMARK APPLICATIONS

MARK	OWNER	REG. NO.	REG. DATE
MAGELLAN MED MANAGEMENT (M3)	Magellan Health Services, Inc.	77/905,147	1/5/2010

U.S. TRADEMARK REGISTRATIONS

MARK	OWNER	REG. NO.	REG. DATE
CARDIACCONNECTIONS	Magellan Health Services, Inc.	3,863,698	10/19/2010
LIVING HEALTHY BEING WELL	Magellan Health Services, Inc.	3,442,398	06/03/2008
LIVING HEALTHY BEING WELL	Magellan Health Services, Inc.	3,420,074	04/29/2008
LIVING HEALTHY, CHOOSING WELL	Magellan Health Services, Inc.	3,345,305	11/27/2007
LIVING HEALTHY WORKING WELL	Magellan Health Services, Inc.	2,777,230	10/28/2003
MAGELLAN AUTISM CONNECTIONS	Magellan Health Services, Inc.	3,862,564	10/19/2010
MAGELLAN BEHAVIORAL HEALTH	Magellan Health Services, Inc.	2,426,114	2/6/2001
MAGELLAN CONDITION CARE MANAGEMENT	Magellan Health Services, Inc.	3,227,013	4/10/2007
MAGELLAN ENHANCEMED (Stylized)	Magellan Health Services, Inc.	3,336,359	11/13/2007
MAGELLAN HEALTH SERVICES	Magellan Health Services, Inc.	2,252,289	6/15/1999
MAGELLAN HEALTH SERVICES and DESIGN	Magellan Health Services, Inc.	3,056,887	02/07/2006
			
NAVIGO	Magellan Health Services, Inc.	3,727,053	12/22/2009
OUTCOMES360	Magellan Health Services, Inc.	3,866,475	10/26/2010
THE BEHAVIORAL KEY TO THE MEDICAL HOME	Magellan Health Services, Inc.	3,774,005	04/13/2010
NIA	National Imaging Associates, Inc.	3,151,034	10/3/2006
RADMD	National Imaging Associates, Inc.	2,488,942	9/11/2001