

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Patent and Trademark Release and Reassignment (initial filing 3393/0734; assignment 3997/0146)

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
General Electric Capital Corporation, as Collateral Agent		04/02/2012	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	SHPS Holdings, Inc.
Street Address:	9200 Shelbyville Road, 7th Floor
City:	Louisville
State/Country:	KENTUCKY
Postal Code:	40222
Entity Type:	CORPORATION: DELAWARE

Name:	SHPS, Inc.
Street Address:	9200 Shelbyville Road, 7th Floor
City:	Louisville
State/Country:	KENTUCKY
Postal Code:	40222
Entity Type:	CORPORATION: FLORIDA

Name:	SHPS Human Resource Solutions, Inc.
Street Address:	9200 Shelbyville Road, 7th Floor
City:	Louisville
State/Country:	KENTUCKY
Postal Code:	40222
Entity Type:	CORPORATION: KENTUCKY

Name:	Carewise Health, Inc., fka SHPS Health Management Solutions, Inc.
Street Address:	9200 Shelbyville Road, 7th Floor
City:	Louisville
State/Country:	KENTUCKY

CH \$740.00 2517784

Postal Code:	40222
Entity Type:	CORPORATION: DELAWARE

Name:	Landacorp, Inc.
Street Address:	9200 Shelbyville Road, 7th Floor
City:	Louisville
State/Country:	KENTUCKY
Postal Code:	40222
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 29

Property Type	Number	Word Mark
Registration Number:	2517784	SHPS
Registration Number:	2388299	SHPS
Registration Number:	2451339	SHPS
Registration Number:	2705082	PEOPLETECHNOLOGY
Registration Number:	3357158	CARE WISE
Registration Number:	3357100	CAREWISE
Registration Number:	2012144	BABYWISE
Registration Number:	1574030	CAREWISE
Registration Number:	2023281	LIVINGWISE
Registration Number:	2805695	
Registration Number:	2710087	EBENX CONNEXION
Registration Number:	2721087	EBENX WEBINQUIRY
Registration Number:	2721088	EBENX WEBREMIT
Registration Number:	2723906	EBENX
Registration Number:	2719169	FOR THE HEALTH AND WELFARE OF YOUR BUSINESS
Registration Number:	3119101	BEN-NET
Registration Number:	2193444	LANDACORP
Registration Number:	2548779	MAXSYS
Registration Number:	2687735	MAXMC
Registration Number:	2940284	HEALTHVIEWS
Registration Number:	2372279	MANAGING FOR TOMORROW
Registration Number:	2657486	NETCARE
Registration Number:	1411602	CAREREVIEW
Registration Number:	2196935	WEBELECT

Registration Number:	2311085	
Registration Number:	2393132	SMOKE-FREE TOMORROW
Registration Number:	2023280	CARESUPPORT
Registration Number:	2449548	SHPS
Serial Number:	78496658	MANAGING FOR TOMORROW

CORRESPONDENCE DATA

Fax Number: 3125774565
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 312-577-8265
Email: kristin.brozovic@kattenlaw.com
Correspondent Name: Kristin Brozovic c/o Katten Muchin
Address Line 1: 525 W Monroe Street
Address Line 4: Chicago, ILLINOIS 60661

ATTORNEY DOCKET NUMBER:	332658-4
NAME OF SUBMITTER:	Kristin Brozovic
Signature:	/Kristin Brozovic/
Date:	08/13/2012

Total Attachments: 5
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PATENT AND TRADEMARK RELEASE AND REASSIGNMENT

THIS PATENT AND TRADEMARK RELEASE AND REASSIGNMENT is made as of April 2, 2012, by GENERAL ELECTRIC CAPITAL CORPORATION, as Collateral Agent for the Lenders (“GECC”).

WITNESSETH:

WHEREAS, JPMorgan Chase Bank, N.A., as Collateral Agent (“JPMorgan”), SHPS HOLDINGS, Inc., a Delaware corporation and SHPS, INC., a Florida corporation, SHPS HUMAN RESOURCE SOLUTIONS, INC., a Kentucky corporation, CAREWISE HEALTH, INC. (fka SHPS Health Management Solutions, Inc.), a Delaware corporation, LANDACORP, INC., a Delaware corporation, and successor by merger to Patientcentrix, Inc. (collectively, the “Grantors”), are parties to that certain First Lien Patent and Trademark Security Agreement, dated as of August 9, 2006 (as amended, restated, supplemented or otherwise modified from time to time, the “Security Agreement”), pursuant to which Grantors granted a security interest to JPMorgan in certain Patent and Trademark Collateral (as defined below) as security for certain obligations owing by Grantors to JPMorgan, including the Trademarks (as defined below) set forth on **Schedule B** and the Patents (as defined below) set forth on **Schedule A**;

WHEREAS, JPMorgan, GECC and Grantors entered into that certain Notice of Change of Collateral Agent- First Lien Patent and Trademark Security Agreement, dated as of May 28, 2009 (as amended, restated, supplemented or otherwise modified from time to time, the "Assignment Agreement") pursuant to which JPMorgan resigned as Collateral Agent and assigned all of its rights, powers, privileges and duties as Collateral Agent to GECC;

WHEREAS, the Security Agreement was recorded by the Trademark Division of the United States Patent and Trademark Office on September 20, 2006 , at Reel 003393, Frame 0734;

WHEREAS, the Assignment Agreement was recorded by the Trademark Division of the United States Patent and Trademark Office on June 1, 2009, at Reel 3997, Frame 0146;

WHEREAS, the Security Agreement was recorded by the Patent Division of the United States Patent and Trademark Office on September 20, 2006, at Reel 018268, Frame 0984 ;

WHEREAS, the Assignment Agreement was recorded by the Patent Division of the United States Patent and Trademark Office June 1, 2009, at Reel 22757, Frame 0895;

WHEREAS, Grantors have requested that GECC release its security interest in the Patent and Trademark Collateral and reassign the same to Grantors.

NOW THEREFORE, for good and valuable consideration, receipt and sufficiency of which are hereby acknowledged:

1. GECC hereby releases its security interest in all of Grantors' right, title and interest in and to the following (collectively the "**Patent and Trademark Collateral**"):

(a) all letters patent of the United States, all registrations and recording thereof, and all applications for letters patent of the United States, including registrations, recordings and pending applications in the United States Patent and Trademark Office, including those listed on **Schedule A** attached hereto (the "Patents");

(b) all reissues, continuations, divisions, continuations-in-part, renewals or extensions of the Patents, and the inventions disclosed or claimed in the Patents, including the right to make, use and/or sell the inventions disclosed or claimed in the Patents;

(c) all trademarks, service marks, trade names, corporate names, company names, business names, fictitious business names, trade styles, trade dress, logos, other source or business identifiers, designs and general intangibles of like nature, now existing or hereafter adopted or acquired, all registrations and recordings thereof, and all registration and recording applications filed in connection therewith in the United States Patent and Trademark Office or any similar offices in any State of the United States, and all extensions or renewals thereof, including those listed on **Schedule B** attached hereto (the "Trademarks");

(d) all goodwill associated with or symbolized by the Trademarks; and

(e) all assets, rights and interests that uniquely reflect or embody such goodwill.

2. GECC hereby reassigns, grants and conveys to Grantors, without any representation, recourse or undertaking by GECC, all of GECC's right, title and interest in and to the Patent and Trademark Collateral.

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[Signature Page Follows]*

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

**GENERAL ELECTRIC CAPITAL
CORPORATION., as Collateral Agent**

By: 

Name: Peter B. Zone

Title: Duly Authorized Signatory

Release and Reassignment of Patents and Trademarks

**TRADEMARK
REEL: 004841 FRAME: 0468**

SCHEDULE A

REGISTERED PATENTS

Description	Patent No.	Date of Issuance	Application No.	Application Date	Owner
Health and Welfare Benefit Enrollment and Billing System and Method	6067522	5/23/00	08609478	3/1/96	SHPS Human Resource Solutions, Inc.

PATENT APPLICATIONS

None

SCHEDULE B

REGISTERED TRADEMARKS

Mark	Registration Number	Registration Date
SHPS and Design	2517784	12/11/01
SHPS	2388299	9/19/00
SHPS	2451339	5/15/01
PEOPLETECHNOLOGY	2705082	4/8/03
CARE WISE and Design	3357158	12/18/07
CAREWISE	3357100	12/18/07
BABYWISE	2012144	10/29/96
CAREWISE	1574030	12/26/89
LIVINGWISE	2023281	12/17/96
CAREWISE LOGO	2805695	1/13/04
EBENX CONNEXION	2710087	4/22/03
EBENX WEBINQUIRY	2721087	6/3/03
EBENX WEBREMIT	2721088	6/3/03
EBENX	2723906	6/10/03
FOR THE HEALTH AND WELFARE OF YOUR BUSINESS	2719169	5/27/03
BEN-NET	3119101	7/25/06
LANDACORP	2193444	10/6/98
MAXSYS	2548779	3/19/02
MAXMC	2687735	2/18/03
HEALTHVIEWS	2940284	4/12/05
MANAGING FOR TOMORROW	2372279	8/1/00
NETCARE	2657486	12/10/02
CAREREVIEW	1411602	9/30/86
WEBELECT	2196935	10/20/98
Design Only	2311085	1/25/00
SMOKE-FREE TOMORROW & Design	2393132	10/10/00
CARESUPPORT	2023280	12/17/96
SHPS	2449548	5/8/01

TRADEMARK APPLICATIONS

Mark	Registration Number	Registration Date
MANAGING FOR TOMORROW	78496685	10/8/04