

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT																																				
NATURE OF CONVEYANCE:	RELEASE BY SECURED PARTY																																				
CONVEYING PARTY DATA																																					
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CORRESPONDENCE DATA																																					
Fax Number:	6172359493																																				

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 617 951-7000
Email: mdipalma@ropesgray.com
Correspondent Name: Ropes & Gray LLP
Address Line 1: Prudential Tower 800 Boylston Street
Address Line 4: Boston, MASSACHUSETTS 02199-3600

ATTORNEY DOCKET NUMBER:	8286-716 CAREWISE
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NAME OF SUBMITTER:	Mary Jane DiPalma
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Signature:	/Mary Jane DiPalma/
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Date:	10/12/2012
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Total Attachments: 4
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TRADEMARK RELEASE AND REASSIGNMENT

THIS TRADEMARK RELEASE AND REASSIGNMENT is made as of October 12, 2012 by GENERAL ELECTRIC CAPITAL CORPORATION, as Collateral Agent for the Lenders ("Collateral Agent").

WITNESSETH:

WHEREAS, Collateral Agent and CAREWISE HEALTH, INC., an Delaware corporation ("Grantor"), were parties to that certain Trademark Security Agreement dated as of April 2, 2012 (the "Assignment"), pursuant to which Grantor granted a security interest to Collateral Agent in certain trademarks and trademark licenses (the "Secured Trademarks") as security for certain obligations owing by Grantor to Collateral Agent, including the Secured Trademarks set forth on Schedule I hereto; and

WHEREAS, the Assignment was recorded by the Trademark Division of the United States Patent and Trademark Office on April 3, 2012, at Reel 4751, Frame 0138; and

WHEREAS, Grantor has requested that Collateral Agent release its security interest in and lien on all of Grantor's right, title and interest in, to and under the Secured Trademarks and reassign the same to Grantor.

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

1. Collateral Agent hereby releases its security interest in and lien on all of Grantor's right, title and interest in, to and under the following Secured Trademarks:

(a) 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 I attached hereto (the "Trademarks") provided, however that no Lien on and security interest is granted on any "intent to use" Trademark applications for which a statement of use has not been filed and accepted by the United States Patent and Trademark Office; provided, further, that upon such filing and acceptance by the United States Patent and Trademark Office, such "intent to use" Trademark applications shall be included in the Trademark Collateral and automatically subject to the Lien and security interest granted herein;

- (b) all goodwill associated with or symbolized by the Trademarks; and
- (c) all assets, rights and interests that uniquely reflect or embody such goodwill.

2. Collateral Agent hereby reassigns, grants and conveys to Grantor, without any representation, recourse or undertaking by Collateral Agent, all of Collateral Agent's right, title and interest in and to the Secured Trademarks.

[Signature Page Follows.]

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

GENERAL ELECTRIC CAPITAL
CORPORATION., as Collateral Agent

By: *Verleria King-Jones*
Name: Verleria King-Jones
Title: Duly Authorized Signatory

SCHEDULE 1

Mark	Status	Serial No.	Filing Date	Reg. No.	Reg. Date
Carewise Health	Registered	77939126	2/18/2010	3853283	9/28/10
Miscellaneous Design	Registered	77939559	2/19/2010	3853329	9/28/10
Shine	Registered	85057644	6/8/10	4053751	11/8/11
Carewise Health	Registered	77402498	2/28/08	3772260	4/6/10
Miscellaneous Design	Registered	77422360	3/14/08	3775345	4/13/10
Care Wise and design	Registered	78562442	2/8/05	3357158	12/18/07
Carewise	Registered	78496656	10/8/04	3357100	12/18/07
BabyWise	Registered	74295050	7/17/92	2012144	10/29/96
CareWise	Registered	73795331	4/24/89	1574030	12/26/89
LivingWise	Registered	74707789	7/28/95	2023281	12/17/96
Design Only	Registered	78044015	1/19/01	2805695	01/13/04

Trademark Release and Reassignment (Carewise)